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CONTOURGLOBAL[®]



CONTOURGLOBAL ANTI-CORRUPTION POLICY

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Rev. 1	2014	Compliance	Policy Creation
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I. INTRODUCTION

ContourGlobal plc, its subsidiaries, and any person or entity that is controlled by or is under common control with ContourGlobal plc (“**ContourGlobal**”) is committed to maintaining the highest ethical and legal standards. We strive to comply with both the letter and spirit of all applicable laws and regulations in each country in which we do business. This means conducting our day-to-day business in an honest and ethical manner, with respect for our shareholders, employees, customers, suppliers, service providers, competitors, governments, and the public.

II. POLICY OBJECTIVE

The purpose of this Anti-Corruption Policy (the “**Policy**”) is to help ensure ContourGlobal’s compliance with anti-corruption laws worldwide, including but not limited to the U.S. Foreign Corrupt Practices Act (“**FCPA**”), the UK Bribery Act (“**Bribery Act**”), and the Brazil Clean Company Act (“**BCCA**”).

III. RELATED POLICIES AND PROCEDURES

- Code of Conduct and Business Ethics
- Anti-Corruption Compliance Guide
- Policy for Engaging Suppliers and Third-Party Service Providers
- Gifts & Hospitality Policy
- Expense Reimbursement Policy
- Supplier Code of Conduct
- Transactional Due Diligence Protocol
- Third Party Compliance Acknowledgement & Questionnaire

IV. POLICY SCOPE

This Policy covers ContourGlobal plc, all of its affiliates (i.e., any person or entity that is controlled by or is under common control with ContourGlobal plc), and all of its operations worldwide. Specifically, ContourGlobal includes:

- ContourGlobal plc, its subsidiaries, and any person or entity that is controlled by or is under common control with ContourGlobal plc, wherever located;
- ContourGlobal’s directors, officers, and employees;
- Joint ventures or other business enterprises controlled by ContourGlobal; and
- Third Parties engaged by ContourGlobal.

This Policy is intended to control and prevail even though local laws or customs may permit business practices that are less restrictive and even if observance of this Policy places the Company at a competitive disadvantage.

V. DEFINITIONS

Family Member: a parent, spouse, domestic partner, child, sibling, uncle or aunt.

Government Official:

- a. Any official or employee of a government, or any department, agency or branch of any government, (including members of the legislative, executive, judicial, or administrative branches, and at any level of government, including provincial, local, municipal, state, or federal);
- b. Any official or employee of any government-owned or operated business;
- c. Any person acting in an official capacity for or on behalf of a government or a governmental agency;
- d. Any official or employee of any public international or quasi-governmental organization (such as the World Bank, the European Economic Association, the International Finance Corporation, and the International Monetary Fund); and
- e. Officials or employees of any political party, party official or candidates for political office.

Further, Government Officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by governments, and any person holding a diplomatic passport. Government Officials include any person functioning in an official capacity on behalf of a government, even if not a government employee.

Responsible Employee: The ContourGlobal employee who directs that a third party be engaged or directs that they be submitted through the Third Party Compliance Portal is responsible for monitoring and overseeing the third party's engagement. Note, every third party engagement must have a designated Responsible Employee.

VI. POLICY TERMS

Our operations are subject to the laws and regulations of many countries, states and governmental agencies. We expect the Company's employees to always comply with applicable laws, rules, and regulations.

This means that neither we nor our Third Parties may promise, offer, pay, or authorize the payment of money or anything of value, directly or indirectly, to any Government Official or Government Official's Family Member to improperly influence any Government Official.

A. Prohibited Activities

The following activities are prohibited:

i. *Bribes:*

Giving, promising, offering to give, or authorizing the giving of money or anything of value to any Government Official, Government Official's Family Member, or private person with the intent to obtain or retain business or secure any improper advantage on the ContourGlobal's behalf, or to improperly influence him or her. It does not matter whether the gift or payment is called a "bribe." There is no minimum amount or threshold of value to be exceeded before such a gift or payment becomes illegal if there is the intent to improperly influence the person or entity that the person represents or works for. "Commissions," "tips," "gratuities," and "gifts" are all prohibited if they are offered or made directly or indirectly in an attempt to improperly influence someone to make decisions which benefit ContourGlobal.

ii. *Political Contributions:*

Making contributions to political parties or officials on behalf of ContourGlobal. Contributions include money, employee time, and ContourGlobal resources or property. While employees may make contributions on their own behalf, they must ensure that any such contributions are not, and do not appear to be, linked or attributable to ContourGlobal in any way.

iii. *Improper Third Party Payments:*

Giving or offering to give any money, gift, or thing of value to a third party when you know or are aware of a reasonable probability that it will be offered to a Government Official, Government Official's Family Member, or a private person for a prohibited purpose.

B. Payments Requiring Approval by the Compliance Function

i. *Social Responsibility Projects, Charitable Donations, and Community Contributions:*

Social investments and social responsibility activities are managed and organized by ContourGlobal's Social Responsibility and Environmental Sustainability Committee ("SRESC").

Employees are required to obtain pre-approval from the SRESC before they can engage in social responsibility activities or make charitable donations on behalf of

ContourGlobal. Moreover, pre-approval is required from local management or local Sustainability Committees, where existing.

Note that any donation of behalf of the Company to a charitable organization affiliated with a government official or entity, or suggested or requested by a government official, requires the prior written approval of the Chief Compliance Officer.

Cash donations are disfavored and must receive prior approval from Compliance.

ii. *Gifts & Hospitality to Government Officials:*

Any gift or hospitality offered or received must comply with the Gifts and Hospitality Policy.

Furthermore, all gifts or hospitality offered to a Government Official, regardless of value, must receive prior Compliance approval through the Gifts & Hospitality Portal located on SharePoint.

Gifts or hospitality must comply with local law and must be accurately and completely recorded in accordance with ContourGlobal policy and follow proper expense reimbursement procedures. Gifts of cash or cash equivalents are always prohibited.

VII. FINANCIAL RECORDKEEPING

Employees are prohibited from making any false or misleading entry in ContourGlobal's books and records. Transactions and dispositions of assets must occur in a manner consistent with management's authorizations, and all such transactions must be recorded accurately and in reasonable detail in the Company's books, records and accounts.

VIII. RESPONSIBILITIES

- All employees are expected to read, understand and acknowledge this Policy and related policies, participate in any trainings required by Compliance, and cooperate with Compliance in performing due diligence.
- The Company has appointed a Chief Compliance Officer to oversee this Policy and the Company's Compliance Program. The Compliance Program is designed to ensure compliance with this Policy, the Anti-Corruption Compliance Guide, and related processes and procedures (set forth above in Related Policies and Procedures). The Chief Compliance Officer is a member

of Executive Management, reporting directly to the Chief Executive Officer and the Audit Committee of the Board of Directors.

- Third parties engaged by ContourGlobal are expected to act in compliance with this Policy and cooperate with the Company's due diligence process and related requests.
- Engagements with third parties must follow the due diligence, onboarding, and approval procedures found in ContourGlobal's Policy for Engaging Suppliers and Third-Party Service Providers.
- ContourGlobal employees are responsible for closely monitoring third parties for which they are the Responsible Employee and are responsible for, and for raising concerns or potential suspicious actions immediately to Compliance.
- If you are approached by anyone seeking a bribe or improper third-party payment or attempting to arrange such a bribe or payment, or if you learn of any potential violation of this Policy, you must immediately contact the Chief Compliance Officer to report the matter.

IX. PENALTIES

The Company expects the strictest compliance with these procedures. Compliance with these provisions will be reviewed regularly by the Chief Compliance Officer. Any violation of this Policy by any employee, director, officer, or third party will result in disciplinary action, up to and possibly including, termination of employment or of the engagement contract.

Violations of anti-corruption laws are punishable by criminal fines, imprisonment, or both, in the case of an individual, and fines in the case of the Company, and civil fines.

X. QUESTIONS

Questions about this Policy or about a specific transaction should be addressed to the Compliance Function (compliance@contourglobal.com).

***DO NOT SEARCH FOR AN "EXCEPTION" TO TRY TO
LEGITIMIZE AN ACTION THAT IS MORALLY AND ETHICALLY SUSPECT. IF
SOMETHING DOES NOT FEEL "RIGHT," IT PROBABLY ISN'T.***

"When In Doubt, Reach Out."