

# MDE Group - Code of Conduct

## Introduction

MDE Group is a leading supplier of manpower services to the Oil and Gas Industry, operating internationally across political and cultural borders. The group is committed to promoting a culture of corporate compliance and ethical behavior that is standard across every one of our operations, ensuring we and our partners act fairly, efficiently and in line with legislation at all times.

We encourage the reporting of matters that do not comply with these standards. All employees are required to immediately report circumstances that may involve a breach of the spirit or the letter of this Code of Conduct. Good corporate governance is a key element to improving efficiency and effectiveness. It provides a structure through which the Group's objectives of growth are set and the means through which these objectives can be achieved. The Code of Conduct adds another important element to the Group's Corporate Governance Framework.

## 1 Scope

This code of conduct is to be applied consistently across all of the group's activities including subsidiaries, associates and joint ventures. MDE Client's, Suppliers and Partners are also selected on the basis that their activities comply with this code.

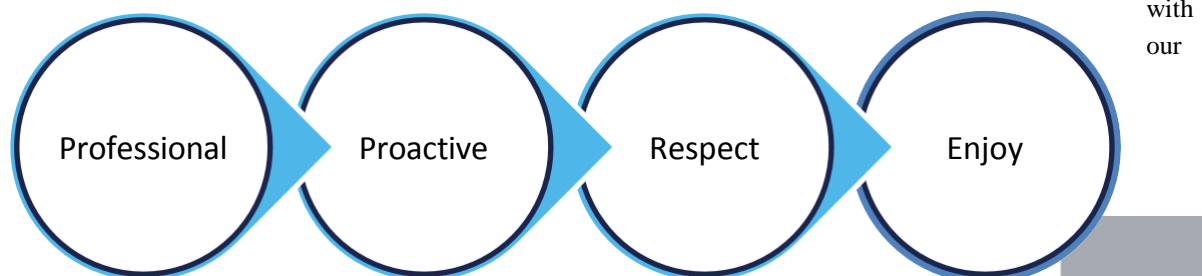
## 2 Application

All MDE employees and suppliers are issued with this code, and their agreement is sought prior to engaging either's services.

## 3 MDE Values

Our values are the cornerstone of our business and they articulate a philosophy that has created our high quality and ethical culture. One of the MDE's core values is to uphold professional business practices; this means we are committed to acting fairly and with integrity. Another core value is Respect; MDE believe passionately that everyone has a right to be treated in a fair, decent and thoughtful manner.

Every individual within our Organization conducts their day to day business with these values in mind and as a result our attitude and behavior sets us apart from our competitors; particularly with regards to how we interact



clients, our suppliers and our colleagues.

MDE also ensure they work with Clients, Partners and Suppliers that uphold similar values, and are able to ensure the highest level of ethical standards are maintained in relation to all of their business activities.

## 4 Confidentiality and Intellectual Property

MDE Employees, Clients and Suppliers will throughout the course of their activities together will receive and have access to information that is confidential. All parties should treat this information with respect, and only use such information for the purposes in which it has been provided.

In some cases information is protected by intellectual property rights; all parties must ensure that confidentiality and intellectual property clauses are contained in all contracts, such as supplier agreements and employment contracts.

MDE Employees must, both during and after their employment protect to the best of their ability any confidential information acquired during their period of employment and protect the intellectual property rights of the company our clients and our suppliers. All confidential information must be returned to the company upon termination of employment.

## 5 Conflict of Interest

Employees must not hold assets or become involved in activities that create a material conflict of interest between their personal interests and those of the Company. In the event of a conflict of interest or a potential conflict of interest the employee must advise their Line Manager of the circumstances that have or may give rise to the conflict of interest and remove themselves from the situation giving rise to the conflict. The Manager must ensure the matter is properly investigated.

## 6 Compliance with Laws

MDE operates in a number of legal jurisdictions. The company and its employees are therefore subject to the laws of the countries in which we operate. All employees are required to understand the legal environment in which they are operating. Ignorance of the law does not excuse non-compliance. Where necessary, professional advice should be sought. In the first instance this advice must be sought through the Parent Company Legal Function. Where external advice is required it must be coordinated through Parent Company Legal Function. The aspects of the law that are commonly encountered in the countries in which we operate include, Trade Practices Law, Health & Safety Legislation, Environmental Law, Employment Law, Corporations Law and Taxation Law.

## 7 Compliance with MDE's Policies and Procedures

All MDE employees must be familiar with and comply with MDE's policies and procedures, these are available on the company intranet.

## 8 Compliance with the Client Policies and Procedure

All MDE employees must be familiar with and comply to the Client and On-Site policies and procedures. The Client is responsible to make this available.

## 9 Bribery, Corruption and Fraud

MDE has a zero tolerance policy towards fraud, bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings and relationships and to implementing and enforcing effective systems to counter bribery. MDE's Anti-bribery and Corruption Policy is designed to preserve the company's morale obligations and ensure compliance with all legislation including the UK Bribery Act 2010, the Us

Foreign Corrupt Practices Act 1977. This policy contains information on MDE's stance and processes on the below:

- The Bribery Act 2010 and Us Foreign Corrupt Practices Act
- The risks of not acting with integrity
- The benefits of acting with integrity
- Gifts and hospitality
- Facilitation payments
- Indicators of bribery
- Political donations
- Charitable donations
- Local circumstances
- Exceptional circumstances
- Responsibility to report
- The reporting process
- Monitoring
- Training

MDE's reputation for maintaining lawful business practices is of paramount importance; MDE will not be guilty by association and takes responsibility for ensuring all its Clients, Partners and Suppliers also conduct business in accordance with all applicable legislation and morale standards.

## 10 Gifts and Entertainment

Gifts must not be given, sought or accepted except where the value of the gift is less than approximately £50 and it is seen as a common courtesy associated with general commercial practice. The provision of travel, accommodation and entertainment, including meals is to be considered a gift and therefore covered by the same rules. Where the acceptance of a more valuable gift is considered necessary it must be accepted on behalf of the company and handed over to the Quality Manager who will have it entered onto the corporate gift register. The disposal of gifts entered onto the corporate gift register will be at the discretion of the Executive Committee. MDE occasionally provides hospitality to Clients, Partners and Suppliers. This is not prohibited by the Bribery Act provided the following requirements are met:

- the gift is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage;
- it complies with local laws;
- it is given in the Company's name, not in the giver's personal name;
- it does not include cash or a cash equivalent (such as gift vouchers);
- it is of an appropriate and reasonable type and value and given at an appropriate time;
- it is given openly, not secretly;
- it is approved in advance by a director of the Company.

In summary, it is not acceptable to give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

## 11 Fair Employment Practices

The recruitment and employment of all Employees and Consultant Workers will be undertaken in an ethical manner in accordance with all relevant procedures and legislation. MDE have adopted the ETI Base Code in full. This Code is widely acknowledged as a model code of labour practice, and is derived from the Conventions of the International Labour Organization (ILO) and ensures;

- Employment is freely chosen
- Freedom of association and the right to collective bargaining are respected
- Working conditions are safe and hygienic
- Child labour shall not be used
- Living wages are paid
- Working hours are not excessive
- No discrimination is practiced
- Regular employment is provided
- No harsh or inhumane treatment is allowed

MDE Group embraces diversity and will seek to promote the benefits of diversity in all of our business activities. Every person will be treated with care, respect, integrity and trust, failure to do so by any Employee, Client, Partner or Supplier will not be tolerated. Nepotism or any form of unjust influence to the recruitment process will be regarded as unacceptable behavior.

## 12 Unlawful Discrimination

Unlawful discrimination, harassment or demeaning behavior of any kind against any individual or group is considered to be unacceptable behavior.

## 13 Health and Safety

MDE take seriously the health and safety of all our Employees, Clients, and Consultant Workers. We ensure, in as far as is reasonably practicable, the health and safety of all our employees at work and members of the public and Consultant Workers whilst on our premises. We also co-operate with our Clients to promote Consultant worker compliance with clients' health and safety management practices. We comply with all local by-laws and regulations and all other statutory rules relating to the health and safety of Employees, Visitors and Consultancy workers.

## 14 Environment

We all have a responsibility to protect the environment from the effects of our activities. MDE Group takes its responsibilities seriously in this respect and is committed to reducing the impact of its activities on the environment. The necessary personnel and financial resources will be allocated to assist the Company in meeting its environmental objectives. In addition, MDE Group will continue to raise the levels of environmental awareness throughout its workforce and to promote this awareness to its customers and suppliers.

## 15 Corporate Social Responsibility

MDE Group believe that improving our understanding and delivery of our social and environmental responsibilities is important to sustaining our success as a leading international firm, and in improving our understanding of the local and international markets and communities we work in. MDE's CSR policy outlines our commitment to working within our local communities, and we seek to engage with Clients, Partners and Suppliers who share our approach.

We have a Corporate Social Responsibility committee that meets at least twice a year, which is managed by a member of the executive board and senior level representatives from all areas of the business including operations, purchasing, finance, human resources and sales and marketing. This committee is tasked with upholding our duty of care to the environment and our communities.

## 16 Quality Management

MDE's Code of Conduct gives an overview of how MDE governs organizational behavior to ensure fair and ethical practice and further details of how MDE manage each specific item can be found in MDE's Policies. These Policies are monitored and maintained, along with management tools, as part of the MDE's Quality Management System, which is ISO accredited. MDE's Quality Coordinator is Gunn Helen Gilje ([gunnhelen.gilje@mde-group.com](mailto:gunnhelen.gilje@mde-group.com)/+47 41 63 45 85)

## 17 Reporting of Unethical Behavior

MDE is committed to promoting a culture of corporate compliance and ethical behavior. We encourage the reporting of matters that may be deemed as unethical. All employees are required to immediately report circumstances that may involve a breach of the spirit or the letter of this Code of Conduct.

Breaches of the Code of Conduct should in normal circumstances be reported to your immediate Manager, or company contact. There may be circumstances where for whatever reason these options are not able to be used. In these circumstances the query should be directed to the Quality Manager.

## 18 Consequences of Non-Compliance

All MDE employees are required to comply with the Code of Conduct. Any breach of the Code of Conduct, prevailing business ethics or the law will be considered to be unacceptable behavior and will be subject to disciplinary action. This may result in reprimand, formal warning, demotion or termination of employment. MDE reserves the right to withdraw from any contractual arrangement with a Client, Partner or Supplier in the event that it be proven the Client, Partner or Supplier business activities contravene this co

# Declaration On Secrecy

## DECLARATION ON SECRECY AND PROTECTION OF INDUSTRIAL PROPERTY RIGHTS

Applicable to persons employed by or performing services for MDE Norway AS (Company)

### 1. I understand that:

- a. a) I will or may in my work receive information about matters, including internal company matters, which must not be revealed to any third party. By "third party" is also understood employees of the Company, or of enterprises with which the Company collaborates, who do not need such information in their work.

### 1. 2. I understand to:

- a. a) Keep such information in the strictest confidentiality towards any third party, and prevent any third party from gaining access to or knowledge of the following external or internal matters of which I may have obtained knowledge through my work in the Company, including also work for or with companies which the Company collaborates, or in which the Company has owner interests:
  - i) the personal affairs of any individuals
  - ii) business or operational secrets, such as information on technical appliances, production methods, commercial analyses and calculations, including the documents, data and appliances mentioned in b) below, as well as any other business secrets.
- b) show the utmost care with the Company's correspondence, contracts, programmes, drawings, models, descriptions, etc., so that they do not come to knowledge of any third party.

### 3. I am aware that:

- a) Breach of these secrecy obligations can result in criminal liability (Norwegian Penal Code §294) and dismissal/discharge from the Company or termination of my contract with the Company.
- a. b) These obligations also apply after termination of my employment or assignment with the Company.
- b. c) The abovementioned obligations shall not be construed such that they prevent me from using knowledge and experience of a general nature acquired through my work for the Company.

### 4. I accept that:

- a) The Company has such rights as are laid down in the Norwegian Law on Employee Inventions, with respect to inventions I may make during my employment/assignment, and which fall within the scope of the Company's or its affiliated companies' activities.
- b) My entitlement to compensation as employee of the Company, pursuant to the said Law, shall be determined by arbitration by the Board established under the Law, unless the parties agree on the compensation.
- c) The title to any other industrial property rights and written material, including such as may be stored in a computer, produced or originated by me in connection with my work for the Company, shall be vested in the Company, that the Company may alter such property rights and make them available to the public, and that such rights and material shall not be used by me other than in connection with my work for the Company.
- d) The Company shall have the right to use any invention or industrial property right made or possessed by me, prior to my employment with the Company, if this can be documented to

have motivated the Company to employ me, that the compensation for any such rights shall be agreed in connection with my employment, and that, failing agreement, the compensation shall be determined by arbitration.

- e) I shall not seek registration of any design, trade mark or company name, which may be in conflict with the interests of the Company.

# Substance Abuse Policy

MDE Norway AS (MDE) is committed to upholding an effective Substance Abuse Policy (policy) in accordance with applicable laws and client standards. We recognize the importance of such a policy in its contribution towards ensuring a safe, healthy and productive working environment for our Contractors (Personnel) whilst working on assignment. This document provides details of expectations and minimum requirements to allow entry and/or access to client's premises as part of the defined on-boarding procedures in relation to substance use/misuse. However this policy does not replace any client specific Substance Abuse or Drug & Alcohol procedures which should be read in addition and take precedence where a higher standard is imposed.

## 1. Policy Statement

Personnel should not during the course of their assignment, whilst providing services on the client's premises and/or providing services as a representative of the client or MDE:

- Report or attempt to report for duty at the worksite under the influence of alcohol, illegal or prohibited substances
- Report for duty in an unfit state due to the use of alcohol, illegal or prohibited substances.
- Be in possession of alcohol, illegal or prohibited substances at the worksite.
- Supply or attempt to supply alcohol, illegal or prohibited substances at the worksite.
- Consume alcohol or illegal or prohibited substances at the worksite.

You should be aware, therefore, that during assignment:

- Personnel who are reasonably suspected of being in possession of an illegal substance may, at the sole discretion of the client, be required to submit to a search of their effects, lockers, baggage, clothing and/or vehicle (where applicable).

If a substance is found which is believed to be illegal or drug paraphernalia it may at the sole discretion of the client, be confiscated by the client and be submitted for forensic testing.

- Personnel reasonably suspected of being under the influence of, or having consumed any substance or item prohibited by the client or under this policy, will be requested to submit to testing in accordance with the Terms of Business under which the Personnel are engaged to provide services to the client.
- Personnel found to be under the influence of alcohol or any substance prohibited under this policy will be immediately removed from the worksite.

Refusal to undertake testing as above may be deemed as a positive result and may result in the defined actions being imposed including exclusion from the clients premises and/or projects and may amount to a material breach of the Terms and Conditions under which the Personnel are engaged to provide services to the client.

## 2. Definitions

For the purpose of this policy, substances, prohibited substances or illegal substances referred to include, but are not limited to:

- a. any alcoholic beverage not authorized by the client,
- b. any substance that an individual may not sell, possess, use or distribute under local laws,
- c. any otherwise legal but illicitly used substance (including prescription drugs obtained without proper medical authorization or prescription drugs, over the counter drugs and other substances not being used for their intended purpose or at the intended dosage),



- d. any other substance which in the reasonable opinion of MDE or the client may adversely impact upon the performance of the Personnel,
- e. drug paraphernalia and similar items used for substance abuse
- f. any substances previously prohibited by the client

### 3. Frequency of Testing

As part of assignment services, Personnel may, under the direction of the client, be required to undergo a substance abuse test before commencing any assignment. Where this is applicable, MDE will inform Personnel of requirement and policy as part of the Pre-Engagement Screening process.

In addition to the above, Random Drugs & Alcohol Testing (RDA) procedures is common practice on some sites, particularly in relation to safety related activities. Such RDA testing may include a random selection of Personnel nominated for testing, unannounced daily screening, or testing following an incident or near miss where any substance prohibited under this policy may in the reasonable opinion of the client have been a factor. As such during the course of your assignment, and whilst working at site(s) you may be involved with such RDA testing.

Refusal to undertake a RDA test will be considered as a positive result and may result in the actions stated in the Policy Statement (1.) above.

### 4. Testing Criteria

Substance testing means the analysis of urine, saliva, breath or hair (or other methods where warranted) to identify any presence of a substance either based on analytical procedures, defined levels or a Medical Review Board.

### 5. Confidentiality

All information supplied to MDE under or in accordance with this policy will be reviewed in line with this policy and kept in a confidential manner, and at all times in accordance with the requirements relating to the processing of Sensitive Personal data, under the Data Protection Act.

Where testing is requested following incident, near miss, sample testing or upon suspicion of use/handling, test results may be viewed by the client for the purpose of investigation. Where this is the case, the client confirms any such personal information shall be retained strictly in accordance with the provisions of the Data Protection Act.

# Declaration

I confirm I have read MDE Group's Code of Conduct, Declaration on Secrecy and Substance Abuse Policy and agree to comply with the standards within.

Name:

Signature: