

ode

Offshore Design
Engineering
Limited



BUSINESS CODE OF CONDUCT

PREPARED FOR:

ode

March 2011

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1 Business Code of Conduct

This Code sets out the behaviours we expect of our employees, agents and partners. We are committed to complying with all applicable legal requirements and working to the highest ethical standards. This Code is a centralised guide to the general principles that govern the way we work with each other and our relationships with clients, suppliers, vendors, competitors, government bodies and the public, including our shareholders.

This Code is not a substitute for alleviating individuals of their responsibility to use personal judgement and common sense to make the right decision. Those who supervise others have additional responsibilities under the Code of Conduct. They must lead by personal example, and give those who report to them the necessary resources and support to understand and follow this Code's requirements.

This Code is aligned with our Shareholder Companies' policies on ethical behaviour,, but is independent to ensure that it matches the values, structure and differing nature of our business. As this code of conduct is independent there are independent controls for the implementation and overview of compliance with the code. For this purpose, a Compliance Committee is established and will be composed by the Managing Director, a member from Doris, and a member from Saipem, with the following tasks:

- (i) supervision, review and analysis on maintenance of the requisites of soundness and functionality of the Code;
- (ii) analysis and action with reference to any notice of violation of the Code received;
- (iii) continuous reporting flows towards top management and a six-monthly report on the activities carried out towards the Board of Director and the Internal Control bodies.

2 Mission Statement

"We aim to provide a cost effective, technically robust, engineering, procurement, construction, installation and project management service. We will utilise our technology base, skills and flexibility to achieve a zero defects culture. Our designs and the services offered will meet the highest standards in both safety and quality. A focus on training and investment in resources will develop and expand our capability to meet the challenges of a dynamic environment. Our success in all these areas will be measured by achieving long term relationships with our clients and shareholders to maximise their investment."

3 Principles and Values

ode continuously seeks to achieve a positive outcome for all of its stakeholders (employees, clients, local communities and shareholders), whilst taking into consideration:

- Sustainability
- Corporate Responsibility
- Environmental protection,
- Economic growth,
- Social improvement.

ode's commitment to Corporate Responsibility is demonstrated by its adoption of the following core values in all of its activities:

- Applying the highest levels of Safety and Health standards,

- Understand and comply with the laws and regulations of the countries that we work in.
- Minimising environmental impact,
- Engaging with local communities,
- Generating a balanced, positive impact for all of our stakeholders,
- Seeking to improve energy and material efficiency,
- Commitment to supporting the development of renewable energy sources alongside our traditional oil & gas developments business,
- Transparency and accountability throughout our business,
- Adherence to the highest ethical standards,
- Protecting the long-term viability of our business so that we can continue to make a positive difference through all of our activities.
- Protection of Human Rights

Whilst consistently applying these core values we must be prepared to understand the opportunities and mitigate the risks associated with the changing needs and expectations of all our stakeholders to ensure the future viability of our business. **ode** also commits to the UN Global Compact and its ten fundamental business principles (Appendix 1).

4 Relationships

Key Principles

Ethics, transparency, fairness and professionalism

Relations with Suppliers, Partners and Contractors

- **ode** uses fair and transparent methods of evaluating suppliers based on following internal procedures that apply appropriate and objective selection methods, based on established and transparent standard criteria.
- All suppliers are evaluated for environmental performance based on the standards of ISO 14001.
- **ode** also utilise various standards for the HSE evaluation of suppliers including the OGP HSE Management – Guidelines for working together in a contract environment endorsed by the International Association of Oil & Gas producers. We have also utilised the NORSOK Standard S-006 HSE Evaluation of contractors.
- We believe in openness with Suppliers, Partners and Contractors and participate in the First Point Assessment Ltd scheme to demonstrate commitment to improvement and management of the supply chain.
- **ode** also have signed and committed to the Oil & Gas Supply Chain Code of Practice that sets out principles for contracting and commitments for working with suppliers.

Relations with Employees

- **ode** believes that its employees are fundamental to business success and as such ensures that employees are involved at all levels within the business.
- The main documents that manage the relationship with employees are detailed within MAN/0100 Terms and Conditions of work and OSO/0400 Personnel Policy Overview.
- We operate a comprehensive appraisal and training policy which demonstrates the company's commitment to continuous improvement of its workforce.
- We operate a professional development scheme to assist inexperienced engineers to gain further experience and training to meet the requirements of the UK Engineering Council for Chartership in their respective disciplines.
- **ode** has a Health and Safety Policy, a company training policy and an equal opportunities policy as detailed within its standard Terms and Conditions of Work.
- Employees Terms and Conditions are reviewed on a regular basis.

Relations with Customers

- Developing and continuing positive relationships with our clients is key to our business development.
- We measure client satisfaction through a variety of methods using our ISO 9001 Quality Management System where we review trend data and responses from clients to improve our service to them.
- Using a quality management system ensures that we are focused on client requirements and that we continually strive to improve our performance and delivery of our services. This has resulted in long term relationships with clients nationally and internationally that trust our business to deliver on what we commit to and on a service that they can depend.

Relations with Local Communities

- **ode** communicates and engages with local communities where there are any potential impacts from its business activities.
- **ode** supports registered charitable organisations and will endeavour to support local charities whenever possible.

5 Bribery and corruption

This code of conduct sets out a clear policy on the company's approach to Bribery and Corruption. This policy applies to all **ode** employees, contractors working on **ode**'s behalf and any employees or contractors of its subsidiaries. **ode** operates a "zero tolerance" policy with regard to any acts of bribery (either offering or accepting) regardless of size or scale of any substantiated acts and will be dealt with in accordance with the company disciplinary procedures.

ode definitions;

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Corruption is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government.

Acts of bribery or corruption are designed to influence the individual in the performance of their duty and incline them to act dishonestly. For the purposes of this policy, whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant.

ode will take the following steps to prevent bribery and corruption within its organisation;

1) Risk Assessment

Adequate risk assessment of the business to identify business areas, job roles and activities that could have potential to be involved in bribery (i.e. Sales/procurement). Within the risk assessment this will set out appropriate controls to minimise the ability of bribery to be undertaken without detection.

2) Accurate Financial Record Keeping

Ensuring that all financial record keeping processes are accurate have full traceability and that adequate controls are in place to ensure that the activities carried out by who executes, who controls and who authorises must be identified and separated (“Segregation of the activities”).

3) Effective Management

Management and line supervision ensuring that personnel are complying with any controls or procedures identified to reduce the risk of bribery and corruption.

6 Anti-competitive behaviour

Competition legislation prevents companies from undertaking or participating in anti-competitive behaviour. Whilst the laws in different countries may vary **ode** is committed to complying with the general principles as defined in national and European law across its business in the UK and internationally.

ode defines anti-competitive behaviour as;

- Colluding with competitors to fix prices
- Sharing information that affects the impartiality of a competitive bidding process
- Using inappropriate methods to gather competitor information (theft, bribery, misrepresentation or deliberate electronic interference)

Whilst normal business practices are undertaken to inform **ode** of its competitive position in the market place all **ode** personnel must ensure that they undertake their work in a legal and transparent manner.

7 Bullying and Harassment

ode shall ensure that all personnel under its control work in an environment that is free from any acts of bullying or harassment.

ode defines bullying and harassment as;

- Creation of an intimidating, hostile, isolating or in any way discriminatory environment for individual employees or groups of employees;
- Unjustified interference in the work performed by others;
- Placing of obstacles in the way of the work prospects and expectations of others merely for reasons of personal competitiveness or because of other employees.

Any acts of bullying or harassment will be dealt with under the discipline procedures as set out in MAN/0100 Terms and conditions of work or set out in the individuals particulars of employment.

8 Equal Opportunities

It is the policy of **ode** to treat all employees and job applicants fairly and equally regardless of their sex, sexual orientation, marital status, race, colour, ethnic or national origin, religion, age, disability or union membership status.

Furthermore **ode** will ensure that no requirement or condition will be imposed without justification which could disadvantage individuals purely on any of the above grounds.

The policy applies to recruitment and selection, terms and conditions of employment including pay, promotion, training, transfer and every other aspect of employment.

ode will regularly review its procedures and selection criteria to ensure that individuals are selected, promoted and otherwise treated according to their relevant individual abilities and merits.

ode is committed to the implementation of this policy and to a programme of action to ensure that the policy is, and continues to be, fully effective. The overall responsibility for the policy lies with the Executive Management Board (EMB). However, all staff are required to comply with the policy and to act in accordance with its objectives so as to remove any barriers to equal opportunity.

Any act of discrimination by employees or any failure to comply with the terms of the policy will result in disciplinary action. MAN/0100 Terms and Conditions of work also compliment this Code 's approach to equal opportunities.

9 Confidentiality, privacy and property

All personnel working for **ode** are required to complete a Confidentiality agreement which sets out the companies policy on confidentiality of its business affairs and that to its clients and other stakeholders. Unless required in the course of your work you should never disclose any confidential information, intellectual property or other commercially sensitive information. **ode** has a commitment to its personnel to comply with data protection laws which ensure that there are adequate processes in place to protect personal data and that it only uses personal data for the purposes that it was collected. **ode** will also ensure there are adequate controls in place to protect that data from misuse.

During the course of its business **ode** produces valuable business information which could include (but is not limited to) databases, technical knowledge, marketing strategies, plans, research and technical data and business strategies. This intellectual property shall only be used for the benefit of **ode** and any intellectual property that is produced by personnel whilst working for **ode** belongs to **ode**.

ode personnel will ensure that at all times that they protect the property and assets of the company and that these are utilised for the purpose of the business and its shareholders.

10 Media

ode personnel will ensure that procedures are complied with and that only authorised **ode** personnel release statements to the media. The Managing Director is responsible for all interfaces with the media. When communicating with the media, the information given shall be truthful.

11 Political Organisations and Trade Unions

ode does not align itself with any political organisation or recognise any trade unions within its workplace. Whilst it may involve itself with interaction with political parties or agents of government there is no particular preference or support for any single political party.

12 Human Rights

ode is fully supportive of the principles set out in the Universal Declaration of Human Rights and we are a signatory to the United Nations Global Compact.

This includes the support and respect of the protection of internationally proclaimed human rights and we make sure we are not involved in human rights abuses.

13 Alcohol and Drugs

ode is committed to taking all necessary steps to enhance the health and welfare of its employees within the workplace. **ode** recognises that dependence on drugs, alcohol and other substances is a condition that can impair an employee's ability to perform properly and have an adverse effect on safety and our interaction with clients and the public.

ode recognises that dependency on drugs, alcohol and other substances is a treatable condition. By applying this policy **ode** seeks to:

- Prevent and reduce the incidence of work impairment through drugs, alcohol and other substances within the workplace.
- Bring to the attention of employees the Company's awareness of the problem and advise what help is available.
- Engender a climate which encourages honesty and gives confidence to both employees and management to deal with problems arising from drugs, alcohol and substance abuse which impairs their ability to perform their work.
- Assist individuals in overcoming problems related to drugs, alcohol and substance abuse by recognising that an important element in an individual's recovery is the ability to maintain employment.

No employee with alcohol or drug dependency will have their contract of employment terminated as a consequence of requesting the Company's help in overcoming that dependency. Any employee undertaking or returning from rehabilitation will be required to participate in a Company approved after-care program and to cooperate fully with agreed rehabilitation or recovery measures.

14 Reporting of non-compliance with the Code

All individuals who work for **ode** have a responsibility to report any issues of non-compliance with the code of conduct. The notice of violation of the code of conduct is to be immediately reported to Superiors, or the body they belong to, and to the Compliance Committee. **ode** personnel are guaranteed against any form of retaliation.

A dedicated channel can be utilised by addressing any issue to compliancecommittee@ode-ltd.co.uk

APPENDIX 1 – Global Compact – Ten Principles

Human Rights

- [Principle 1](#): Businesses should support and respect the protection of internationally proclaimed human rights; and
- [Principle 2](#): make sure that they are not complicit in human rights abuses.

Labour

- [Principle 3](#): Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- [Principle 4](#): the elimination of all forms of forced and compulsory labour;
- [Principle 5](#): the effective abolition of child labour; and
- [Principle 6](#): the elimination of discrimination in respect of employment and occupation.

Environment

- [Principle 7](#): Businesses should support a precautionary approach to environmental challenges;
- [Principle 8](#): undertake initiatives to promote greater environmental responsibility; and
- [Principle 9](#): encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

- [Principle 10](#): Businesses should work against corruption in all its forms, including extortion and bribery.