

DENHOLM ENERGY SERVICES LIMITED

OUR CODE OF CONDUCT

Safety | People | Integrity | Excellence | Relationships | Responsibility



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STATEMENT FROM THE CEO OF DENHOLM ENERGY SERVICES

Our business ethics and integrity are fundamental to our reputation and to running a successful business.

Our reputation is an integral part of our licence to operate and our competitive advantage. A strong reputation gives confidence to our customers, partners, suppliers, employees, sub-contractors and the communities within which we operate.

Reputations are hard won yet easily lost and rely on our ethics and integrity as a Group being fundamental to everything we do.

Our Code of Conduct provides the principles and guidance needed to steer decisions, but we are all responsible for maintaining the highest possible standards. Rules only take us so far, so our Code requires you to think and to follow the spirit of our Code and not just following it to the letter. When in doubt to ask for advice.

Doing the right thing also involves reporting if you feel something we are doing is wrong. You are encouraged to challenge any unethical, dishonest or generally unacceptable behaviour that you encounter in the workplace. All reports will be taken seriously and all those that are raised in good faith will be investigated without bias and with the utmost discretion.

Please speak up if you come across anything that you feel does not live up to our high standards and our Code of Conduct – it is integral to the Groups ongoing success.

Michael Beveridge, Chief Executive

Denholm Energy Services

February 2020

INDEX

Who our Code of Conduct applies to and what it means in practice
How to raise a concern or ask for advice
The Denholm Energy Services Values

Our Code of Conduct

- Section 1** **Personal and business integrity**
Fraud, deception and dishonesty
Bribery and corruption
Prevention of Facilitation of tax evasion
Relationships with supply chain partners
Relationships with agents and other third parties acting on our behalf
Facilitation payments
Gifts and Entertainment
Conflicts of interest
Open and fair competition
Import, export and trade controls
- Section 2** **Working Relationships**
Developing our people
Equal opportunity and diversity
Harassment, bullying and discrimination
Human rights
Relationships with customers, suppliers and other stakeholders
- Section 3** **For the future**
Health and safety
The environment
Our local communities
Charities
- Section 4** **Company property and resources and information management**
Company property and resources
Confidential information
Financial controls, records and reporting
Company communications and disclosures
Company computer systems
Protecting personal information

Who our Code of Conduct applies to and what it means in practice

Our Code of Conduct applies to...

All members of the Denholm Energy Services Group and all the companies full-time and part-time employees and temporary staff at all our locations around the world. When we refer to “we”, “Denholm Energy” or “the company” that is who we mean.

In addition, we are committed to working ONLY with third parties whose standards are in line with our own. This includes joint venture partners, customers, suppliers and sub-contractors.

What it means in practice...

Managers are responsible for providing leadership and support to their teams in understanding the requirements of our Code of Conduct and how they should be applied in practice. Senior managers are also responsible for providing assurance on these matters to the Board of Denholm Energy Services Limited.

The consequences of not complying with our Code of Conduct can be very serious:

- Damage to our reputation
- Fines and penalties and:
- Even criminal liability for you as individuals or the company

Any failure to comply with our Code of Conduct or its supporting policies will be fully investigated and appropriate action taken. Depending on the circumstances, this may include further training, disciplinary procedures – or other corrective action – up to and including termination of employment.

“There is never a good business reason for doing the wrong thing...”

How to raise a concern or ask for advice

I have a serious concern

If you have a serious concern that something may not be consistent with our Code of Conduct or any of our underlying policies, please speak up. Do not keep it to yourself or ignore it. We all have a duty to help maintain our high standards and doing the right thing may mean reporting something you feel is wrong. You don't have to be right – you just have to believe the information you have is accurate.

What will the company do?

All issues raised with us are taken seriously. We will investigate them discreetly and without bias and wherever possible report back to you with our findings.

Will I be supported and protected?

We encourage you to raise any concerns or questions you have in confidence, and we value the information that employees and others can provide. No one's career, reputation or relationship with colleagues will be adversely affected in any way because they have done the right thing.

That is why we will not tolerate any retaliation or discrimination of any kind against anyone who has raised something in good faith. If you believe you or anyone else is experiencing retaliation or discrimination, do not put up with it – report it at once. We regard any such behaviour as a very serious matter and we will act against it and protect those who do the right thing.

Will it be confidential?

Anything you raise will be treated confidentially and communicated on a need-to-know basis only.

Where do I go to for help?

- 1 Some minor issues are best dealt with by talking directly to the person whose conduct is causing concern. If this is not possible, generally you should first seek to address it with your manager or supervisor.
- 2 Alternatively, if your matter is very sensitive or cannot be handled appropriately within your operating company, you can send an email to compliance@denholm-energy.com or contact the Compliance Officer on the dedicated telephone line on 0141 333 4628.

You can also use any of these channels if you have a question about any aspect of this code or any supporting policies, or if you just want to make a suggestion.

The Denholm Energy Services Values

Denholm Energy Services Values are at the core of our business. They define who we are, how we behave, how we work and what we stand for.

We require all our employees to consider our values along with the principles of our Code of Conduct and continually ask themselves **"Is what I am doing consistent with what we stand for?"**

Safety

Safety is our top priority.

We are committed to preventing injuries and ill health by providing our people with the training and skills required to carry out their duties and by continually reviewing and improving our safety practices, procedures and systems.

People

Our people are our greatest asset.

We are fully committed to our responsibility of providing a safe, healthy, equitable and fulfilling workplace where all our workers can flourish.

Integrity

We are committed to honesty and openness in all our dealings.

Our culture of transparency, responsibility and fairness is fundamental to the way in which we do business.

Excellence

Our vision is to be a recognised leading supplier of services in our chosen markets.

We strive to attract and retain the best people and to continuously improve our processes and systems.

Our focus on investment in new technologies, equipment and training allows us to offer innovative solutions and operational excellence to our customers.

Relationships

We strive to establish and maintain strong relationships with our customers, suppliers and partners, and to understand their changing needs and requirements so that we can exceed their expectations.

Responsibility

We are committed to protecting and supporting the environments and communities in which we operate and looking after our people and behaving responsibly in all our business dealings.

Section 1 Personal and business integrity

In this section	Fraud, deception and dishonesty	07
	Bribery and corruption	08
	Prevention of facilitation of tax Evasion	09
	Relationships with supply chain partners	13
	Relationships with agents and other third parties acting on our behalf	15
	Facilitation payments	16
	Gifts and Entertainment	17
	Conflicts of interest	18
	Open and fair competition	20
	Import, export and trade controls	21

Fraud, deception and dishonesty

"A "minor" fraud case can destroy our reputation."

Our Principle We will not defraud or deceive anyone or act dishonestly, and we will protect the company against fraud.

Fraud always involves deception and dishonesty. It is fraud when you deliberately try to deceive someone, act dishonestly or abuse your position to gain any kind of material advantage. This also includes involving anyone else to do so. Fraud is normally carried out for profit or to obtain something unjustly. It can involve defrauding both the company or a third party.

It is a criminal offence in most countries and in some countries like the UK and the US you can be prosecuted just for being reckless or careless in letting it happen even if you did not deliberately set out to commit fraud yourself.

What we mean:

We will never knowingly seek to gain an advantage of any kind by acting fraudulently, deceiving people or making false claims. In addition we will not allow anyone else to do so on our behalf. This includes defrauding or stealing from the company or any third party, and any kind of misappropriation of property.

We always:

- Act honestly, fairly and openly
- Make sure our books and records are accurate and not misleading
- Carefully check or inspect areas that are our responsibility
- Base all invoices on clear, complete and accurate information and check they are in adherence to contractual arrangements

We never:

- Falsify our company expenses or mileage claims
- Use the company's money OR resources for improper purpose
- Ignore something that we suspect may involve fraud or deception
- Withhold payment to suppliers or sub-contractors when we don't honestly believe we are entitled to do so
- Make false contractual claims

"If you think something is wrong it invariably is..."

Bribery and corruption

“Even an allegation of bribery or corruption can cause irreparable damage to our reputation.”

Our Principle We refuse to offer, give or receive bribes or improper payments, or participate in any kind of corrupt activity, either directly or through any third party.

Bribery is offering, providing or receiving something of value – including cash, gifts, hospitality or entertainment – as an inducement or reward for something improper. Usually, but not always, it’s to obtain or retain business or some other illegitimate advantage.

Whether they are provided to or received from public officials or private individuals, bribes are against the law and against our Code of Conduct, no matter what the “local custom” may be.

Corruption involves any of these activities: bribery, extortion, fraud, deception, collusion, cartels, abuse of power, embezzlement and money laundering.

What we mean:

Our principle is simple. We will not offer, give or receive bribes, or make or accept improper payments to obtain new business, retain existing business, or secure any improper advantage, and we won’t use or permit others to do such things for us. It is better to miss out on the business or lose money.

We always:

- Seek to avoid even the appearance of wrongdoing. Even an allegation of bribery or corruption can seriously damage the company’s reputation.
- Record all payments, gifts and benefits provided to public officials.
- Report any attempts to bribe us, or to solicit bribes from us, and any suspicions we have about bribery and corruption.

We never:

- Participate in any form of corrupt behaviour.
- Engage public officials to provide services without approval from the Group Head Office.
- Conceal or fail to record accurately and completely the true nature of our activities or falsify or tamper with the company’s books and records.
- Pay more than fair market value for goods and services.

Prevention of Facilitation of Tax Evasion

“Denholm Energy Services and its subsidiaries (“DES”) has a zero-tolerance approach to the facilitation of tax evasion in the UK or overseas and expects all employees and associated persons to hold the same principles.”

Our Principle To conduct business in an honest and ethical manner, acting professionally, fairly and with integrity in all business dealings and relationships, in all jurisdictions taking a zero-tolerance approach to the facilitation of tax evasion.

Tax Evasion is an illegal activity which refers to the deliberate dishonest non-payment of tax by individuals, corporations or trusts.

We have set in place controls and procedures designed to enforce effective systems to counter the facilitation of tax evasion by employees or associated persons in the supply chain.

A risk assessment process has been implemented to identify the key areas where the Group could be exposed to employees or associated persons facilitating tax evasion, we have documented the control environment, setting out the policies and procedures in place to prevent it. Through the risk assessment process, findings are used to drive continuous improvement in control environment, introducing additional controls, policies and procedures, where deemed necessary.

We choose to work with individuals and companies who understand and share our commitment to act to our same standards.

As a company, we have set out the standards expected of all supply chain partners in the relevant sections of this code and Supply Chain Code of Conduct, available on the Group website, and from time to time expect confirmation of specific information to commence or continue with an engagement.

What we mean:

Tax evasion is the criminal offence of cheating the public revenue or fraudulently evading UK tax, by fraud which includes deliberate action, or omission with dishonest intent.

Foreign tax evasion is the same criminal offence where conduct is an offence in that country and would be a criminal offence if committed in the UK.

Facilitation of tax evasion is being knowingly concerned in or assisting others in the fraudulent evasion of tax (whether UK tax or tax in an overseas jurisdiction), or aiding, abetting, counselling or procuring the commission of that offence.

Tax evasion and facilitation of tax evasion is a criminal offence where it is done deliberately and dishonestly.

Examples of potential risk scenarios and ‘red flags’:

If in the normal course of business it becomes evident that a third party has made or intends to make a false statement relating to tax, has failed to disclose income or gains to, or to register with, HMRC (or the equivalent authority in any relevant non-UK jurisdiction), has delivered or intends to deliver a false document relating to tax, or has set up or intends to set up a structure to try to hide income, gains or assets from a tax authority;

- If in the normal course of business, it becomes evident that a third party has deliberately failed to register for VAT (or the equivalent tax in any relevant non-UK jurisdiction) or failed to account for VAT;
- A third-party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- If in the normal course of business, a third party working for DES as an employee asks to be treated as a self-employed contractor, but without any material changes to their working conditions;
- A supplier or other subcontractor is paid gross when they should have been paid net, under a scheme such as the Construction Industry Scheme;
- A third-party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- A third party to whom DES have provided services requests that their invoice is addressed to a different entity, where DES did not provide services to such entity directly;
- A third party to whom DES have provided services asks to change the description of services rendered on an invoice in a way that seems designed to obscure the nature of the services provided;
- An invoice is received from a third party that appears to be non-standard or customised;
- A third party insists on the use of side letters, or refuses to put terms agreed in writing, or asks for contracts or other documentation to be backdated;
- An invoice is received for a commission or fee payment that appears too large or too small, given the service stated to have been provided;
- A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to DES.

Breaches of this policy:

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct. Our Disciplinary Policy can be found on The Policy Hub or by contacting Group HR.

The Group may terminate a relationship with other individuals and organisations (“associated persons”) working on the Group’s behalf if it is found they have been involved in the facilitation of tax evasion.

How to raise a concern:

Concerns about any issue or suspicion of tax evasion or foreign tax evasion to be raised at the earliest possible stage.

On becoming aware of any fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person in the course of day to day work, or if asked to assist another person in fraudulent evasion of tax (whether directly or indirectly), or if there is a suspicion that any fraudulent evasion of tax has occurred or may occur, whether in respect to UK tax or tax in a foreign country, report it immediately.

To report it notify a direct line manager immediately or, in accordance with the DES Whistleblowing Policy, send an email to compliance@denholm-energy.com or contact the Compliance officer on the dedicated telephone line +44 141 333 4268 as soon as possible.

If unsure about whether a particular act constitutes tax evasion or foreign tax evasion, raise it as possible. Please note that the corporate offence is only committed with deliberate and dishonest actions to facilitate the tax evasion or foreign tax evasion. If actions do not take place, then no offence has occurred. However, a deliberate failure to report suspected tax evasion or foreign tax evasion, or “turning a blind eye” to suspicious activity could amount to criminal facilitation of tax evasion.

We always:

- Read, understand and comply with this policy.
- Expect our employees and supply chain partners to understand and share our commitment to act to our same standard.
- Report as set out above any suspicion that a conflict with the policy has occurred or may occur in the future.

We never:

- Engage in or assist or encourage another person to facilitate any form of tax or foreign tax evasion.

- Fail to report any actual or suspected fraudulent evasion of UK or foreign tax or demand any employee or associated person to do so.
- Threaten or retaliate against another individual who has refused to commit a tax evasion offence or a foreign tax evasion offence or who has raised concerns under this policy.

Relationships with supply chain partners

“Ignorance of what a supply chain partner is doing on our behalf or in our name is no excuse.”

Our Principle

To work with companies who understand and share our commitment to act to standards set out in our code, and we always follow the approved process to engage them.

Supply chain partners are expected to adhere to the principles set out in our code and the Supply Chain Code of Conduct, to reflect these same principles upon their supply chain and the highest standard of integrity are expected in all transactions, operations and engagements

What we mean:

To comply with all applicable laws on anti-corruption, anti-trust and competition laws, including the UK Bribery Act 2010 and the Criminal Offences Act 2017 and laws relating to countering bribery and corruption in jurisdictions of operation.

To comply with all tax laws and regulations wherever they apply and pay tax properly due in respect of those tax laws and regulation, at all times taking a zero-tolerance approach to all forms of tax evasion and the facilitation of tax evasion.

To have adequate policies and procedures designed to effectively prevent bribery, corruption and facilitation of tax fraud.

To ensure compliance with all applicable employment laws, laws regarding harassment and abuse of employees and a working environment free from discrimination.

Never be involved in slavery or use child labour and at all times comply with the UK Modern Slavery Act 2015 and any similar laws in jurisdictions of operation.

To ensure commitment to the prevention of injury and ill health and to deliver continuous improvement in our health, safety, security and performance.

To comply with all applicable QHSE laws, regulations and industry requirements.

To comply at all times with all applicable environmental laws and regulations and minimise, wherever possible, any potential negative impact on the community and environment.

To protect at all times personal data and confidential information from unauthorised disclosure, use and theft.

To ensure the same principles are followed throughout the supply chain

We require our supply chain partners to always:

- Operate with the highest integrity and strongest business ethics believing these are fundamental to our reputation and running a successful business.
- Comply with all applicable laws and regulations in all jurisdictions of operation
- Ensure safety is the top priority and always work to minimise any adverse impact of operations and activities on the wider community and environment.

We require our supply chain partners to never:

- Permit anyone to offer or pay bribes or make facilitation payments, or on our behalf.
- Deliberately breach any law or regulation or facilitate tax evasion.
- Use child labour, engage in or be associated with any form of human slavery or trafficking, or practice harassment or discrimination

Relationships with agents and other third parties acting on our behalf

“Ignorance of what an agent is doing on our behalf or in our name is no excuse.”

Our Principle

We only use agents or other third-party representatives if we have to and if they are known to act to standards consistent with our code, and we always follow the approved process to engage them.

Agents, representatives and consultants Sometimes we hire a third party in the capacity of an “agent”, consultant or other representative to help us, especially in countries where it would be uneconomical for us to establish an office, or where we have limited experience. They may have a role advising us on the particular market or business environment in question. They may be assisting in discussions with governments or other key stakeholders. They may be looking for suitable partners or projects for us or searching for new business opportunities for us to consider.

What we mean:

The help, advice and local knowledge of agents and other consultants or contractors can sometimes be essential. However, they must operate at all times in accordance with our standards, particularly in relation to bribery and corruption. If you are retaining the services of such a third party, it is up to you to make sure he or she clearly understands and formally agrees to this. It is also your responsibility to continue to confirm their behaviour remains compliant. So, make sure they are known to act with integrity, and watch out for warning signs. Ignorance of what an agent is doing in our name or for our benefit is no excuse.

We always:

- Obtain Group Head Office approval when retaining the services of an agent or other third-party representative.
- Check an agent’s experience, background and reputation.
- Make sure we understand what these types of third parties will actually do in return for the money we pay them, and that all the money can be properly accounted for.

We never:

- Permit anyone to offer or pay bribes or make facilitation payments on our behalf or do anything else we would not be permitted to do ourselves.
- Enter into an agreement that does not have a clear and proper commercial rationale.
- Pay any money to an agent unless a binding written agreement is in place and we know exactly what the payment is for.

Facilitation payments

“We would rather lose business than win it unethically or compromise our integrity.”

Our Principle

We will not make facilitation payments in any country in which we do business, nor will we allow others who work on our behalf to make them.

Facilitation payments (sometimes called “grease” payments) are usually small payments or gifts generally made to junior or low-level public officials in order to speed up or “facilitate” actions the officials are already duty-bound to perform. They can appear “harmless”, partly because the sums involved are usually small, and partly because they are often regarded as a part of local custom or culture – the way things are done. However, these payments are illegal in most countries in which we operate, including the UK.

What we mean:

We make no distinction between facilitation payments and bribes. Any type of facilitation payment is prohibited, large or small. Even where such payments are perceived as a common part of local business practice or acceptable under local law (which is very rare), and even if our competitors engage in such practices, no violations of this principle will be tolerated. We would rather lose business than compromise our integrity.

Coercion and extortion

There is one exception – where the facilitation payment is being extorted or you are being coerced to pay it. Extortion in this context means if your safety or liberty is under threat or you feel you have no alternative but to pay for personal or family peace of mind. In these circumstances, the company’s duty is to support you. Make the facilitation payment, record it clearly, and report it at once to the Group Chief Financial Officer and the Group Company Secretary.

Legitimate fees

Sometimes a legitimate fee is payable for a speedy service provided by the government. For example, a published amount to get a visa or a new passport more quickly from a consulate. Payment of such fees is acceptable, provided there is a business need, payment is transparent and open, a receipt is obtained and the expense is properly recorded in our financial books.

Gifts and entertainment

“When is a gift or the giving of hospitality in fact a bribe?”

Our Principle We always make sure that gifts or entertainment – either given or received – are reasonable, and we may never offer or accept them if it may improperly influence a business decision or impair independence or judgement.

Gifts and entertainment Invitations to social functions, sporting events, meals and entertainment, gifts of low value, small or customary tokens of appreciation... To foster goodwill or enhance business relationships, employees may occasionally receive or offer any of these things in connection with our business.

What we mean:

Any gifts or hospitality we receive or give in connection with our business should always be customary and reasonable in terms of value and frequency. Your operating company may have additional limits and guidance you should follow. Use your judgement and good sense. In principle, there is nothing wrong with genuine relationship-building gifts or hospitality. But ask yourself, “Is this excessive? Is it a gift – or a bribe? Is it hospitality – or persuasion?”. If you are struggling to justify it to yourself, it’s probably not okay. If in doubt, consult the Group Company Secretary. Remember, just the appearance of impropriety can be damaging.

We always:

- Ensure all gifts and hospitality given and received are recorded on a register or comply with financial limits or approval requirements in any operating company policy.
- Check with our operating company legal or compliance contact before offering any kind of gift or hospitality to public officials, generally such things are best avoided.
- Check before offering customers any kind of gift or invitation – many have rules requiring them to report and/or refuse such things.

We never:

- Offer or accept gifts or hospitality, if we think they might impair objective judgement, improperly influence a decision or create a sense of obligation, or if there’s a risk they could be misconstrued or misinterpreted by others.
- Solicit gifts or hospitality.
- Offer or accept gifts of cash or cash equivalent (e.g. vouchers).

Conflicts of interest

“If it could put you in an awkward position – seek advice.”

Our Principle

We avoid situations in which our personal interests or actions could conflict or appear to conflict with the company's best interests.

Conflicts of interest arise when we find ourselves in a position where two or more interests compete, potentially compromising our judgement or independence. Usually the conflict is about individuals benefiting at the expense of the company or another employer. Very often, perceptions of a conflict of interest can be just as damaging as an actual conflict of interest.

Employment outside Denholm Energy Services In general, staff may not be employed outside Denholm Energy Services. You may serve as an officer or a member of the board of directors of another business only with prior approval of the Group Chief Executive Officer. Approval will usually be given for service as a director or trustee of a not-for-profit organisation, a charity or a family company, unless it is a potential supplier, customer or competitor of Denholm Energy Services. You need approval to retain any associated fee paid to you. If in doubt, ask.

What we mean:

We take great care not to involve ourselves in anything that can give rise to a conflict between our interests and those of the company. However, we also recognise that these situations can arise before we have quite realised what we have got ourselves into. As soon as we realise there's a potential conflict, we must disclose it and seek approval or guidance. If in doubt, consult the Group Company Secretary.

We never:

- Use our position, contacts or any knowledge gained at Denholm Energy Services for personal gain, or to benefit family or friends.
- Pay a third party more than a contractually agreed, market-based fee for goods or services.
- Accept gifts or hospitality that could impair our judgement or independence or be open to misinterpretation.
- Do anything that might create the impression that customers or suppliers have a contact in Denholm Energy Services who can exert influence on their behalf.

We always take great care with:

- Contracts between Denholm Energy Services and a family member or a friend, or a company or business they own. We must notify our manager or supervisor in writing and abstain from the decision-making process.

- Personal investments or business interests, or those of family members or associates, which could affect or appear to affect our decision-making responsibilities or conflict with the interests of the company or its customers or suppliers. (Holdings of less than 1% in a publicly quoted company are excluded.)

Open and fair competition

“The loss of our reputation through trying to gain an unfair advantage is the worst deal we can make.”

Our Principle We believe in open and fair competition and only seek competitive advantage through fair and lawful means.

Competition and anti-trust laws Over 100 countries around the world have developed competition or anti-trust laws. They prohibit a variety of business practices that restrict free and fair competition, such as bid rigging, price fixing or market sharing. They differ by country and can be very complex. Violations of such laws are very serious and can mean individuals facing prison. They can also result in very large fines against the company. For example, a breach of European competition law can result in fines of up to 10% of the Group’s global revenue. This area is not always straightforward. If in doubt, ask.

What we mean:

We want to work in a marketplace that is fair, open and honest. We want our competitors, clients and suppliers to know this is how we will always behave. Losing our reputation for integrity by trying to gain unfair competitive advantage is the worst deal we can make. So, we comply with competition and anti-trust laws wherever we do business.

We always:

- Take great care dealing with competitors, as any kind of agreement with them (for example, not to use certain sub-contractors or suppliers) can raise competition concerns. An agreement does not have to be in writing to be illegal. It can be an informal “understanding” about commercial behaviours.
- Report any suspicions or allegations of possible anti-competitive behaviour to the Group Company Secretary.
- Tell the Group Company Secretary if we receive confidential information we should not have obtained (for example, if a person we have submitted a tender to accidentally returns a competitor’s information).

We avoid:

Exchanging non-public or other sensitive information with competitors or other parties (for example, about prices, particular customers or bids) – it can give the appearance of an inappropriate agreement or understanding. If in doubt, check first.

Import, export and trade controls

“Breaching a country’s laws on these issues could mean we are banned from operating in that country.”

Our Principle We comply with all recognised boycotts and sanctions, and all legal requirements for the proper import and export of goods.

Boycotts and sanctions are both forms of trade restriction. A boycott means a country refuses to do business with another (or others) and prohibits others from doing so. Sanctions (which include embargoes) seek either to limit or prevent trade with or inside specific countries.

What we mean:

We want to trade lawfully and properly at all times. So, we comply with all trade regulations and restrictions imposed by recognised national and international authorities. These include the United Nations, the European Union, the US and the UK. This requires particular diligence. Breaking a country’s laws on these issues even inadvertently could mean we are unable to work in that country again. However, in some areas of the world there are attempts to impose illegal or unofficial restrictions. We do not comply with them, and we refuse to engage in restrictive trade practices that are prohibited. If in any doubt, consult the Group Company Secretary.

In the US:

US law imposes further restrictions that are not necessarily approved by recognised international authorities. They seek to prohibit people and organisations from working in certain countries specified by the US government, or with certain blacklisted organisations that have dealings with terrorist organisations or drug traffickers. US members of the Group, and US citizens employed by any member of the Group, must comply with these laws. Sanctions for breaching them can include barring Denholm Energy Services companies from engaging in US trade or public sector work, very heavy fines and imprisonment of individuals.

Import and export:

As well as complying with all relevant local laws, we must obtain all necessary licences to import and export goods and other items and provide accurate truthful information to customs authorities. We must use all reasonable efforts to ensure that our goods’ ultimate destination and purpose are as we intend.

Section 2 Working Relationships

In this section	Developing our people	23
	Equal opportunity and diversity	24
	Harassment, bullying and discrimination	25
	Relationships with customers, suppliers and other stakeholders	26

Developing our people

“We aim to employ the best people and enable them to grow and develop.”

Our Principle We are committed to helping our people to be the best they can be.

Employment at Denholm Energy Services: At Denholm Energy Services, decisions about recruitment, hiring, compensation, development and promotion are made solely on the basis of a person’s ability, skills, experience, behaviour, performance and potential for the job.

Our employees can expect:

- A clear understanding of our goals and objectives, and of the performance standards and behaviour expected of them.
- Training to perform in their role.
- A fair evaluation of their performance.

What we mean:

If we employ the best people and give them an environment in which to grow and develop, we will achieve our business goals and keep them with us. Developing our people is the best way to develop our organisation.

We are committed to:

- Employing people who will uphold our values and our standards of ethical conduct.
- Creating a working environment in which all our people feel valued.
- Encouraging and supporting all our people to achieve their best.
- Identifying and satisfying training and development needs, so our people can perform and develop their potential.
- A fair system of recognition, reward and promotion across the Group.
- Never denying promotion or opportunity on the basis of any form of discrimination.
- Maintaining a safe and healthy working environment for all our people.

Equal opportunity and diversity

“We believe that all our people should be employed and promoted solely on the basis of merit.”

Our Principle **Everyone is treated equally.**

Equal opportunity in the workplace is about ensuring that everyone gets equal treatment and respect, and that the criteria for employment and promotion are the same for everybody. Its purpose is to ensure fairness, act against all forms of discrimination, and promote talent and merit.

What we mean:

We value difference, and believe diversity of people, skills and abilities is a strength that helps us to achieve our best. We also believe everyone should be recruited and promoted on the basis of their personal ability, contribution and potential. We are committed to ensuring that everywhere across our organisation we promote, support and maintain a culture of fairness, respect and equal opportunity for all.

We are committed to:

- Providing equal opportunities for all.
- Maintaining a supportive work environment free from discrimination, harassment, victimisation and bullying.
- Complying with all employment laws.
- Hiring the best qualified people.
- Promoting talent on the basis of merit.

Harassment, bullying and discrimination

“All our people have the right to enjoy a workplace free from unwelcome practices. We will support and protect you.”

Our Principle We will not tolerate any form of harassment, bullying or discrimination.”

What we mean:

We are committed to creating a working environment in which everyone is respected and can flourish equally, without fear or favour. We do not tolerate behaviour or attitudes that support coercion, intimidation or discrimination. Whenever and wherever we observe such behaviour, we always challenge it and support others who do so.

We always:

- Speak up and do something about harassment, bullying or discrimination.
- Encourage and support those who challenge or report such behaviour.

We never:

- Tolerate any action or behaviour that could be viewed as harassment or bullying.
- Accept any kind of unlawful discrimination.
- Make inappropriate jokes, try to humiliate a colleague, or spread gossip and rumours that might be, or could be perceived as, hurtful and disruptive.
- Threaten a colleague with physical or verbal violence.

Relationships with customers, suppliers and other stakeholders

“The way we treat all stakeholders and suppliers reflects our ethics.”

Our Principle We treat all our stakeholders and their staff with integrity and professionalism at all times.

Our stakeholders: As well as our employees, our many stakeholders include customers, partners, suppliers, contractors and sub-contractors, shareholders, governments, regulators, the people they employ and the wider community. We are committed to working only with third parties whose own standards are consistent with this code of conduct. But we also believe that third parties are entitled to expect of us the same standards of conduct that we expect of our colleagues and others.

What we mean:

We wish to be known for our honesty, transparency, professionalism and integrity. These are the hallmarks of our behaviour. They characterise every aspect of our relationship with customers, partners, suppliers, contractors and other stakeholders, and the people who work for them. They build confidence and trust in us and allow us to develop positive working relationships wherever we work in the world, and to uphold what we believe is important.

In our interactions with our employees, customers, suppliers and the wider community, we are committed to:

- Developing and sustaining strong, constructive and long-lasting relationships.
- Regularly evaluating our own performance and the performance of others.
- Meeting our obligations of responsibility or trust fully and willingly.
- Keeping our promises and fulfilling any contractual or other agreements we make openly, honestly and promptly.
- Working with them to resolve disputes at the earliest stage.
- Communicating truthfully, clearly and regularly.
- Taking on work for customers based on a clear understanding of what is required, where we are demonstrably competent and can add lasting value.
- Going the extra mile to deliver.

Section 3 For the future

In this section	Health and safety	28
	The environment	29
	Corporate social responsibility	30

Health and safety

“Our goal is zero accidents and we are committed to ensuring our people are healthy and safe.”

Our Principle **Health and safety** is our No1 priority for all our people and those who work with us.

We are committed to the prevention of injury and ill health and to delivering continuous improvement in our health, safety and security performance.

What we mean:

Nobody should ever be at greater risk because they work for us. Everybody has the right to go home in the same state as they come to work. Members of the public are also entitled to expect us to make sure our activities do not harm them. We are committed to eliminating the risk of serious harm from all of our activities, and to keeping our people healthy. Every Denholm Energy Services business must design and execute its work so that safety and health are planned in from day one – for everyone.

We always:

- Promote safe and healthy working and take care of ourselves, our colleagues and the public.
- Challenge and report anything we believe is unsafe – our employees have the right to stop any job where they believe there to be unsafe working practices.
- Come to work in a fit condition to perform our job, free from the influence of alcohol or illegal drugs.
- Know and comply with all our policies, rules and procedures on safety, and understand how they apply to our work.
- Understand the hazards associated with our work and never undertake any job without the necessary training, planning and equipment.

The environment

“We are committed to protecting the environment for future generations.”

Our Principle We recognise our responsibility to work within environmental boundaries.

We know the world’s resources are finite but we also recognise that we operate in the oil and gas industry and that sustainable development is vital to maintain and improve the standard of living in the countries in which we operate. It is our responsibility to recognise these two statements.

What we mean:

We aim to use and help extract the natural resources of the planet in such a way that the natural systems that regenerate them, including the climate upon which we depend, are not damaged beyond repair for future generations. It is our responsibility to do all we can to align the interests of profitable markets with the needs of communities and the requirement to live within environmental limits.

We are committed to:

- Preventing pollution
- Minimising adverse environmental impacts
- Using resources efficiently
- Managing our Carbon Footprint

Corporate social responsibility

“We want to contribute positively to the communities we operate in.”

Our Principle We recognise our responsibility towards and respect the communities in which we operate.

Denholm Energy Services aims to contribute positively to the local communities wherever we work around the world.

What we mean:

- We are never complacent about the way we work in a local area, or the impact our operations can have on local people and their environment. We believe that running a profitable business and respecting the local community are not competing interests; they are shared outcomes that closely align with one another.

Our commitments:

- We will respect the traditions, cultures and laws of the countries in which we operate.
- We will take into account the concerns of the wider community, including both national and local interests.
- We will listen to the concerns of local communities and wherever we can we will act to mitigate them to the very best of our powers.
- We will seek to employ local people wherever possible.
- We will seek to use the local sub-contractor and supply chain wherever possible.
- We will look to support bona fide local charities within our operating territories.

Section 4 Company property and resources and information management

In this section	Company property and resources	32
	Confidential information	33
	Financial controls, records and reporting	34
	Company computer systems	35
	Protecting personal information	36

Company property and resources

“We treat the company’s property and resources with due care and respect.”

Our Principle We protect the company’s property and resources, and under no circumstances use them for any improper use.

Company property and resources include physical assets and intangible assets. Physical assets are things like materials, supplies, equipment and cash. Intangible assets include information, intellectual property, brand value and employee time and talents.

What we mean:

We act as custodians of our shareholders’ interests. We always make the best use of the company’s property, money and other resources. We keep them safe, and protected from misuse, harm or theft, and we never use them for personal gain or any fraudulent or improper purpose. This includes the company’s information and its computer systems.

We always:

- Take great care when spending the company’s money or making financial commitments on its behalf.
- Ensure we protect confidential information and company computer systems.
- Willingly share our knowledge about good business practices and behaviours with our colleagues.

We never:

- Manipulate, misrepresent, inaccurately record or abuse expenses, or mileage claim sums not properly incurred on company business.
- Use the company’s property and resources for non-work-related activities except to the extent permitted by our policies.

Confidential information

“The disclosure of confidential information can destroy its value, prejudice the company or third parties, and damage the trust people have in us.”

Our Principle We always keep confidential information safe and make sure it never gets into the wrong hands.

Confidential information refers to any and all confidential and/or proprietary information or material belonging to or in the possession of any member of the Denholm Energy Services Group. It may be oral, visual, in writing, or in any other form. It includes any information related to Denholm Energy Services’:

- (a) Financial information, business plans, projections or strategies, property, business practices and relationships, processes, systems, or methods of operation
- (b) Specifications, pricing policies, marketing plans, costs or promotional activities
- (c) Customer, supplier or employee information or agreements
- (d) Technical information, or
- (e) Inventions, innovations, improvements, know-how, trade secrets or other proprietary information.

What we mean:

Any improper disclosure or misuse of confidential information about Denholm Energy Services can have a huge impact on us. We must keep it safe, only share it internally on a “need to know” basis, and only disclose it to a third party on a confidential basis and with appropriate authorisation to do so. Confidential information belonging to customers or other third parties must be respected and protected in the same way.

We always:

- Report any information we obtain that we think may be commercially sensitive.
- Report confidential information received in error and return it to its rightful owner.
- Make sure customers, suppliers and other third parties protect our confidential information.
- Continuously review our data handling practices.
- Ensure processing of personal data we hold is processed lawful, fair and transparent.

We never:

- Leave sensitive information lying around or unsecured, or otherwise fail to take care of it.
- Divulge confidential information of or about a previous employer unless permitted to do so.
- Discuss confidential information in a way that it can be overheard in public.

Financial controls, records and reporting

“Recording and reporting our business dealings accurately is a statutory requirement.”

Our Principle We must ensure that our financial records are complete, accurate and represent a true and fair view of the business’ financial affairs.

Think something may be wrong? Don’t wait – report it If you think something is wrong, or there’s an irregularity in any company books, report or invoice, or a weakness in any of our accounting systems, always report it at once. Even if it’s unintentional, to keep or submit financial records, reports or invoices that are inaccurate, incomplete or misleading is against the law in many countries in which we operate. We do not permit it.

What we mean:

Our books, records and financial reporting should accurately reflect the underlying transactions and represent the true state of the business. They are an essential part of doing business correctly, honestly and openly, and protect us, our customers, and those we work with. Many serious offences also involve falsifying or tampering with the books or failing to account for an activity properly. Some serious offences start out as attempts to cover up relatively minor offences.

We always:

- Maintain and present financial records in accordance with the laws of each country we operate in.
- Comply with the Group’s system of internal financial controls, and only process transactions in accordance with our delegated authority, or once specific approval has been received.
- Record transactions accurately in the proper accounting period supported by appropriately detailed evidence.
- Comply with any applicable document retention and disposal laws.

We never:

- Record things in the wrong place or way, even if the customer wants us to.
- Fail to record any transaction or expenditure or record it in an ambiguous or misleading way.
- Destroy or alter any information or data that must be kept for litigation, an investigation, or other legal reasons.

Using company computer systems

“Personal use is a privilege not a right.”

Our Principle Company computer systems are for use in the performance of your duties. The company does not permit personal use for non-work-related purposes.

Company computer systems are information and communication technology, systems and equipment that are owned or used by Denholm Energy Services. They include:

- Desktop, laptop and handheld computers/devices, such as smart phones.
- Servers and networks (including connections to public or external networks such as the internet).
- Storage devices such as memory sticks, memory cards, removable hard drives and CDs.
- Telephones (including mobile phones) and computerised office equipment (such as fax machines, printers and scanners).
- Information stored in and transmitted by these technologies, such as emails, voice mails, instant messages, electronic files, database entries and internet postings.

What we mean:

Our company computer systems and the information they contain are valuable assets. They mustn't be used for any improper purpose, or in any way that might affect their operation or integrity. We should all assume that any information stored or communicated on company computer systems is company property. And we should all be aware that, subject to local law, the company reserves the right to monitor our emails and internet usage.

We always:

- Follow all information security and acceptable use policies when using company computer systems for work-related or personal use.
- Take proper precautions to protect company computer systems against loss, damage or theft.

We never:

- Use company computer systems to access, obtain, create or distribute any material that's illegal or offensive, or that's been obtained illegally. This includes obscene, pornographic, sexist, racist, defamatory and abusive material or material that is in breach of copyright.
- Have any expectation of privacy when using company computer systems, unless local laws state otherwise.

Protecting personal information

“Our people, customers and partners trust us to protect their personal information and we take that responsibility seriously.”

Our Principle We protect everyone’s privacy and comply with data protection laws.

What we mean:

Data protection and privacy laws regulate the collection, storage, disposal, use and disclosure of personal information (such as names, addresses, dates of births, national insurance or social security numbers, job titles or photographs), which can identify a living person. Whilst there are international standards, laws do vary from country to country. It can be easy to forget that the data and records we hold and use may contain personal information. We only collect, retain and use personal information required for our legitimate interests, or as permitted by data protection laws. Those with access to it must only use it in an authorised way. We take particular care with sensitive personal information such as medical information. We work to ensure appropriate standards of data protection are in place across all our businesses worldwide. If you’re in any doubt about any aspect of this, always seek advice and approval from the Compliance Officer.

We always

- Protect personal information and keep it confidential and secure.
- Use it only in ways individuals would reasonably expect and let them know what we intend to use it for and the people we may share it with.
- Make sure it’s only shared with people who have a legitimate need to know or with the consent of those whose information we hold.
- Promptly report any data breaches in accordance with data protection laws.
- Ensure personal information is securely deleted or destroyed when it is no longer required
- Carry out recruitment and selection procedures in strict accordance with the Company’s Recruitment Policy
- Promptly report any loss of personal information e.g. laptop or memory stick containing a database of employee details or a smartphone or tablet configured to receive company email.

We never

- Check references for job applicants without first obtaining consent
- Use or support databases of “blacklisted” people or supply information to such databases
- Transfer personal information outside its country of origin or give other third parties access to it without ensuring that the transfer is permitted under data protection laws