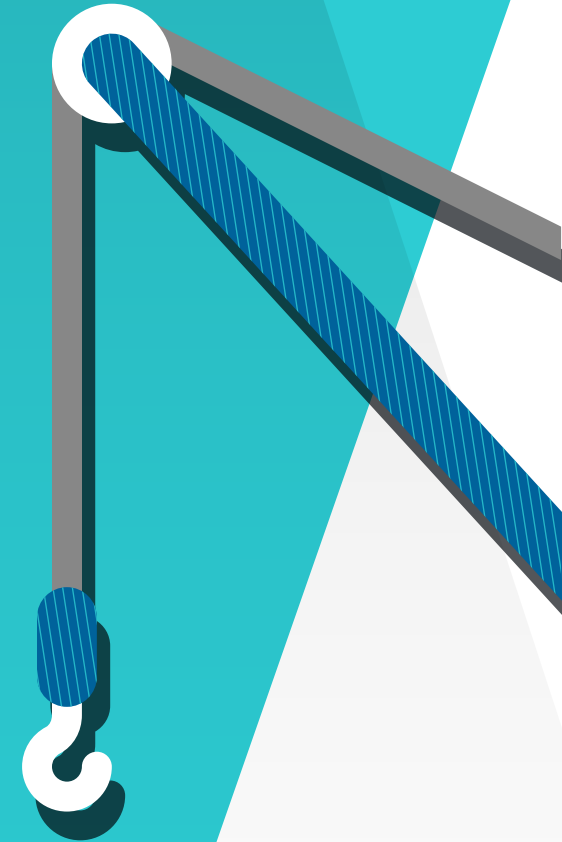




**KNOW IT.  
FOLLOW IT.  
LIVE IT.**

**Our Code, our responsibility.**



AUGUST 2019

Petrofac 



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Ayman Asfari  
Group Chief Executive

## Our Code of Conduct and why it matters

**Petrofac is a people-based business.**

**We rely on you, our employees and business partners, to live our values, set us apart from our competitors, and uphold our reputation for delivering our projects safely, reliably, and ethically.**

We demand high standards from everyone who works with and for Petrofac. Our expectations are set out in this document, our new Code of Conduct.

Within it, we explain:

- The values that guide us
- The basic principles that underpin these values
- The key policies that guide and assist us in our work

This Code of Conduct (the Code) therefore serves as a reminder and a reference of what it means to work for and with Petrofac.

— **I stress that it is mandatory for all employees to abide by the Code. You should consider it part of your contract of employment. Any failure to follow the Code will result in disciplinary action which, in serious cases, will lead to dismissal.**



## Our Code of Conduct and why it matters

Continued

Please also be aware that the environment in which we operate is constantly evolving. This means that our Policies, Standards and Procedures will inevitably change over time. It is everyone's responsibility to keep themselves informed of any developments. To help you keep up to date, we are continually refreshing our training programmes to ensure that everyone who works for us, and with us, is entirely clear about our expectations and what it means to represent Petrofac.

If you ever have any concerns that our values or this Code are not being followed, I need you to raise them with your Line Manager or the relevant Corporate function. We also operate a Speak Up programme, which provides several other ways to raise concerns, confidentially, if required. You can also talk to any member of the Human Resources department.

If you are in any doubt, please do ask.

I expect you to take time to read the Code in full, consider the contents and what they mean for you personally, and complete all training programmes as they are released.

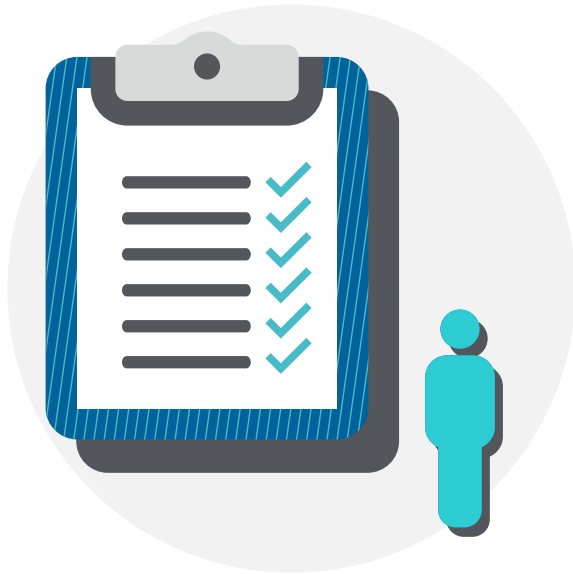
Thank you

**Ayman Asfari**  
Group Chief Executive  
September 2019

# 1

# Introduction to our Code of Conduct





## Introduction to our Code of Conduct

Our Code of Conduct (the Code) is founded on the six Petrofac values. It is complemented by our Policies, Standards and Procedures. Together, they guide our behaviors and inform our decision-making.

Given the complexity of today's business landscape and the number of countries in which we operate, there is no single document that can provide all the answers. In making decisions or taking actions, we must therefore follow these three guiding principles:

1. **OWN:** Our business integrity is the responsibility of every Petrofac employee and business partner. Don't expect anyone else to address the issue. Take personal responsibility.
2. **DISCUSS:** If it feels wrong, it probably is wrong. So, if in doubt, stop and ask. Your colleagues, management, Human Resources, the Compliance Team, and Internal Audit are all sources of help and support.
3. **RECORD:** It is vital that the business keeps accurate and complete records of all its dealings. These records ensure that we can demonstrate why and how we make decisions.



## Introduction to our Code of Conduct

Continued

We must all read, understand and apply the Code and the relevant Policies, Standards and Procedures which underpin it. If ever you feel you don't have sufficient knowledge or understanding to follow the Code, you should seek support or clarification from the relevant Corporate function. In addition, training relevant to each role within Petrofac will be provided and kept up-to-date.

Occasionally, you may find discrepancies between the Code and the local laws of the countries in which we operate. If so, you must always follow the stricter of the two sets of requirements. Again, if you are unsure, you should always ask for guidance.

If ever you have any concerns regarding a potential breach or violation of the Code, you must raise them through the appropriate channels. You can be sure that retaliation against employees who report their concerns in good faith will not be tolerated by the Company and will be acted upon swiftly.

# Our values

At the heart of everything we do are the six Petrofac values that guide our decisions and behaviours. We are proud to live by our values and expect the same of everyone who works with or for Petrofac.



**Safe**



**Ethical**



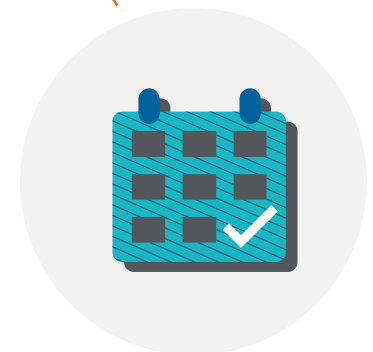
**Innovative**



**Responsive**



**Quality and  
cost conscious**



**Driven  
to deliver**



## Our Values Continued



### Safe

Nothing is more important to Petrofac than safety; from our people, customers and the communities we work in, to the integrity of the assets and facilities we build, maintain and run.



### Ethical

We adhere to the highest standards of ethical behavior. This means doing the right thing for our customers, employees, communities and the environment in which we operate.



### Innovative

It is in our nature to think differently, use our initiative, and positively challenge convention. From the commercial to the technical, we seek out new ways to add value.



### Responsive

We take time to understand what our customers want and tailor our services to meet those needs. We are quick to respond when challenges arise and do everything in our power to overcome them.



### Quality and cost conscious

We work together across Petrofac to optimise value for ourselves and our customers, without compromising quality and integrity.

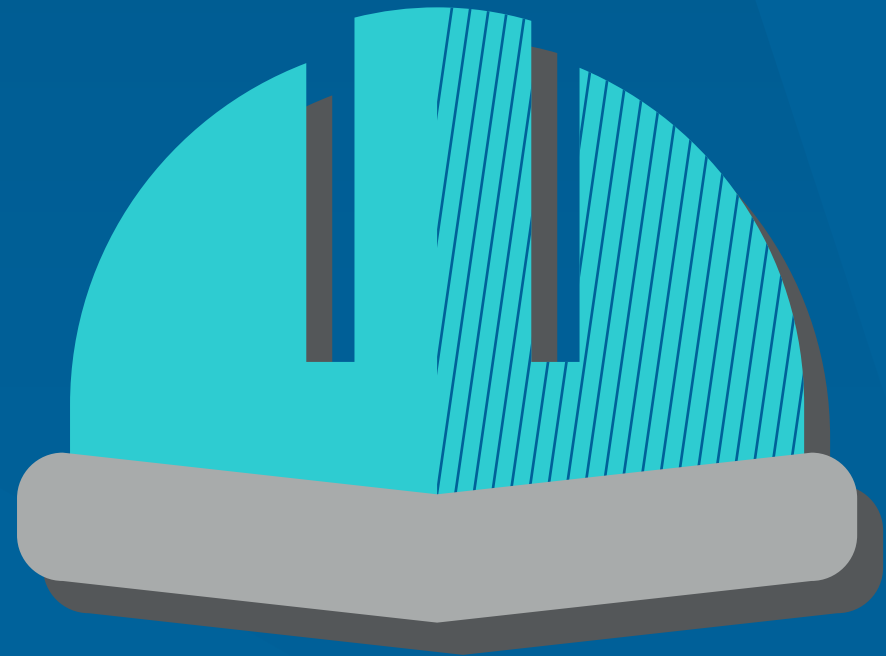


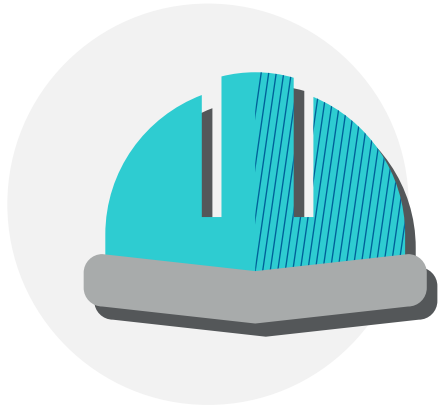
### Driven to deliver

We have a relentless focus on delivery and exceeding our customers' expectations.

# 2

## Operating safely and minimising environmental impact





## Operating safely and minimising environmental impact

### Key HSSEIA Policies:

- Health & Safety Policy
- Asset Integrity Management Policy
- Driving Policy
- Environmental Policy
- Security Policy

### Safety is our first and most important value – which influences every decision we make.

We provide a safe working environment for our employees, our contractors, and all of those we come into contact with. We do this by:

- Ensuring the integrity of our operations including the assets we operate and the facilities we build
- Managing the risks inherent to our operations
- Providing training to safeguard our people, irrespective of whether they are based in the field or in our offices

Our policies and working practices support our goal of zero accidents and require transparent reporting. Everyone needs to be aware of the risks associated with their day-to-day work.

We are also careful to minimise our impact on the environment and meet our goal of zero environmental incidents. We work actively to reduce our global carbon footprint, and that of our customers, by measuring and driving down emissions and waste, using energy efficiently, and meeting tough environmental targets.

# 3 Our People





## Our People

### **Petrofac is a people-based business. It is our people who set us apart.**

As a global business, we represent diverse cultures while sharing the same Petrofac values, and we draw strength from this diversity. We create an environment that encourages collaboration, openness and respect, where concerns can be raised and discussed without any fear of reprisal.

We treat everyone with courtesy and respect. We do not tolerate harassment, abusive or inappropriate language, or intimidating or discriminatory behavior anywhere in our business. Petrofac operates a zero-tolerance policy on drugs and alcohol across all its sites.

Petrofac recruits, rewards and develops people fairly based on merit, regardless of race, nationality, religion, gender, age, sexual orientation, marital status or disability. We are committed to developing our people and helping them achieve their professional goals, whilst also balancing their personal priorities.

Another Petrofac characteristic is our commitment to local delivery and the creation of in-country value. This means that, wherever practical, we employ and develop local people, and support local suppliers.



## Our People

### Continued

Petrofac also operates in a manner which respects human dignity, in line with the International Bill of Human Rights, and we comply with the UK Modern Slavery Act.

Petrofac also benefits from a large and diverse department of Human Resource (HR) professionals. They are trained to help employees to meet their full potential and to achieve their best level of performance. We have many policies that are designed to support employees. If you have raised a concern with your supervisor or manager and you do not feel it has been satisfactorily addressed, you can always contact the HR department in confidence to get their support and advice.

#### UN Global Compact

Petrofac is a signatory to the United Nations Global Compact and adheres to all its principles including but not limited to labor standards, discrimination, child labor and forced labor [unglobalcompact.org/what-is-gc](https://unglobalcompact.org/what-is-gc)



## Our People

### Continued

#### International Bill of Human Rights

Petrofac operates globally, including in challenging environments where human rights issues can become a source of risk, both for our business and for some of the people who work on our sites. We are committed to working in partnership with our clients and suppliers to uphold and advance human rights in everything that we do and ensure people are treated with respect, fairness and dignity.

#### UK Modern Slavery Act

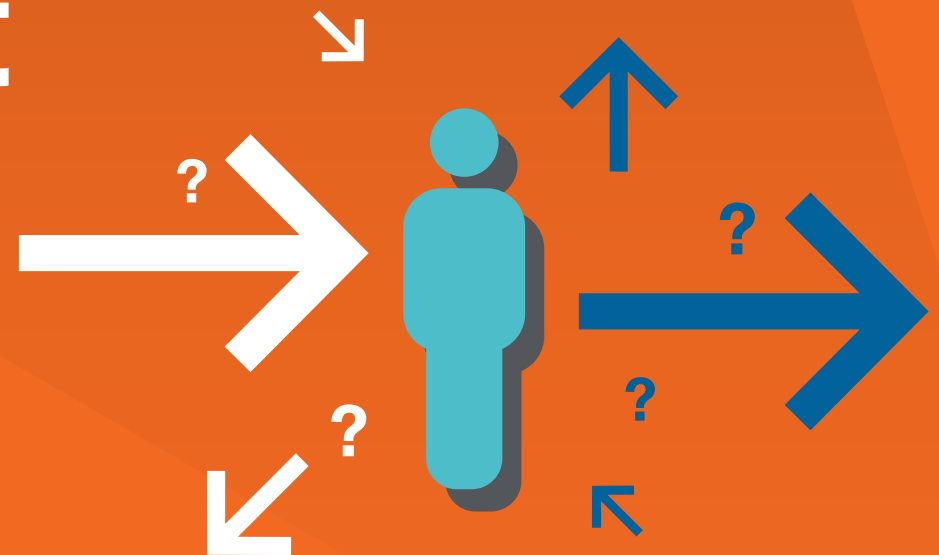
Respecting labour rights is fundamental to our values which are at the heart of everything we do and guide our decisions and behaviours. We recognise that modern slavery is a growing global concern and are focused on understanding and eliminating potential issues in our business and supply chain.

#### Key HR Policies:

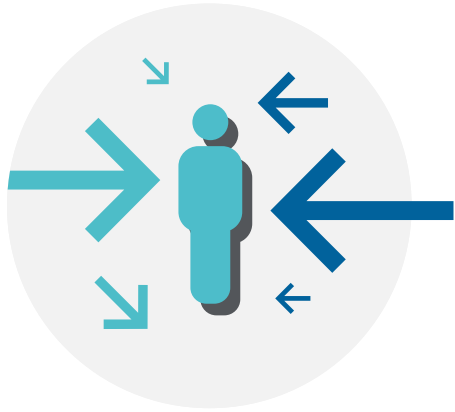
- Bullying & Harassment Policy
- Diversity & Inclusion Policy
- Mobility Policy
- Labour Rights Standard

# 4

## Anti-bribery and corruption, third-parties and conflicts of interest







## Anti-bribery and corruption, third-parties and conflicts of interest

### **In all of our dealings, we need to act ethically – and be seen to act ethically.**

Under no circumstances will Petrofac tolerate bribery and corruption by our employees or anyone working on our behalf. This means that we (or anyone working for or with us) must never give, receive, offer or solicit anything that could be perceived to be of value, and which may improperly influence anyone in the performance of their work or office.

In some circumstances, the giving or receiving of gifts or entertainment has the potential to be misconstrued as corruption. Whilst we may take into account local customs and practices, great care must be taken to ensure that these practices could not be perceived as seeking to influence decision making, and you must ensure that your own integrity could not be called into question through the receipt of gifts or entertainment. For these reasons, we have in place policies and procedures which govern these practices, such as registering any gifts that you have received and seeking your supervisor's approval. These policies and procedures must be followed at all times.



## Anti-bribery and corruption, third-parties and conflicts of interest

Continued

Wherever possible, we always conduct business on our own behalf in all of our markets. There are occasions, however, such as where required by local law, when we will use third-parties to represent us. We only do this if a third-party has been subject to appropriate due diligence and the necessary internal review and approval procedures have been followed. It is the role of the Third-Party Risk Committee to provide this function.

We expect all third-parties working with Petrofac, including contractors, subcontractors, joint venture partners, agents, and all other vendors, to act in a way that is consistent with this Code of Conduct, as well all the applicable Petrofac Policies and Standards and local laws. These third-parties may be subject to periodic audit to ensure compliance. And, where necessary or useful, appropriate training will always be provided by Petrofac.

The required due-diligence processes must always be followed prior to the engagement of a third-party.



## Anti-bribery and corruption, third-parties and conflicts of interest

Continued

Perceived or actual conflicts of interest may have an adverse impact on Petrofac's reputation for integrity, or the reputation of an individual employee or external stakeholder. For this reason, they are not permitted, other than in circumstances where our policies have been followed and full disclosure has been made to the affected parties, either internal or external. Personal shareholdings may also create a conflict of interest.

Petrofac will not conduct business with third-parties that it suspects may be dealing in the proceeds of crime or otherwise engaged in money laundering, and will not knowingly facilitate any transaction that has elements of such practices.

As ever, if you are in any doubt you should always ask your line management, the Compliance function, or the HR team.

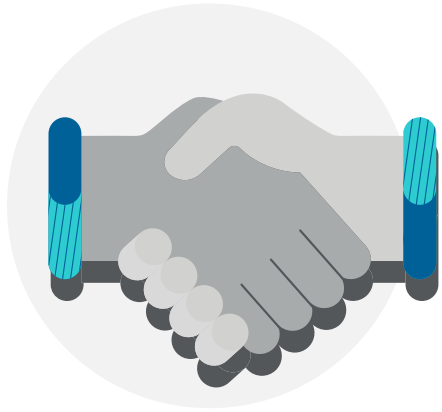
### Key ABC Policies:

- Standard for Prevention of Bribery & Corruption
- Conflict of Interest Policy
- Competition and Competitive Intelligence Standard
- Share Dealing Code

# 5

# Competing fairly and compliantly





## Competing fairly and compliantly

**We operate in a tough competitive environment. The way we win business – and the only way we want to win business – is by effectively demonstrating to clients that we will deliver high quality projects, services and outstanding operational support reliably and at an agreed cost.**

Generally, the way we are awarded new contracts is through competitive tendering processes conducted by our clients. We respect these processes, and never seek to manipulate or circumvent them through corruption, collusion or the improper exchange of information.

Communication with potential competitors may be appropriate in circumstances where a consortium or joint venture bid is being considered or negotiated. Generally however, it should be avoided during the tender process other than in compliance with our Competition and Competitive Intelligence Standard.

Wherever we operate, we comply with all import and export regulations. And we respect all national and international trade sanctions and embargoes that might apply to our operations.

### Key Policies:

- Trade Compliance Policy
- Competition and Competitive Intelligence Standard

# 6

# Community, political and social impact





## Community, political and social impact

**Local delivery has always been key to the Petrofac model, which means that we make a determined effort to employ local people, build local capabilities, draw on local supply chains, stimulate local economies, and engage with local governments and communities.**

In doing this, we often partner with Non-Government Organizations (“NGOs”). Where we do work with local charities or similar organisations, this must be in line with our Corporate Responsibility philosophy and approved by the relevant Corporate functions.

Care must be taken to ensure that charitable donations or initiatives can never be used or perceived as bribery, and due diligence must be conducted accordingly.

Petrofac has no political agenda, and we do not make donations to any political parties or organisations. We might engage in certain policy debates if they have a direct impact on our operations, but any such engagement or lobbying must be conducted exclusively through our Government and Stakeholder Relations function.

Employees are free to participate in any legal political activity. However, in doing so, they must make it clear that they are in no way representing Petrofac. Any employees who are considering standing for public office must seek advice from their line management.

### Key Community Policies:

- Standard for Prevention of Bribery & Corruption
- Labour Rights Standard

# 7

## Record-keeping, transparency, tax and inside information







## Record-keeping, transparency, tax and inside information

### **We must maintain accurate and complete records of our business activities.**

These records may include financial records, emails and other forms of business communication and must be prepared, maintained and preserved in accordance with the relevant Policies and Standards. We are a transparent organisation and recognise that these records may be inspected by competent regulators or authorities at any time. Our records and data are key business assets and must be protected in line with our IT and Cyber Security Policies and Standards.

We comply with applicable data privacy laws covering our employees, stakeholders and customers.

Petrofac follows thorough and meticulous financial processes to ensure that our financial records are transparent, timely, accurately reflect our business and comply with our own Policies and Standards, along with all applicable legal and professional standards.

We are fully aware of the responsibilities we have as a listed company to ensure that our employees or other individuals or organisations we work with do not use information obtained in the course of their work with us to abuse the market in our shares.



## Record-keeping, transparency, tax and inside information

Continued

In particular, we have strict Policies, Standards and Procedures around the control of unpublished and price sensitive information, and the circumstances in which our employees or other individuals can deal in our shares. That is why all employees must follow our Share Dealing Code.

Similarly, where we or our employees obtain private or confidential information about other listed companies in the course of their work with us, that information must not be used to abuse the market for shares in any such company.

We adhere to the tax requirements of the countries in which we operate and will not facilitate, condone or encourage tax evasion and/or helping another individual or organisation to evade the taxation regime of any country.

### Key finance and information policies:

- Share Dealing Code
- Financial Controls Assurance Framework Standard
- Tax Governance Standard
- Tax Policy
- Data Protection Policy
- Information Security Standard
- Data Classification Standard

# 8

# External Communications





## External Communications

**Reflecting the scale and nature of our operations, Petrofac is a high-profile organisation with a strong public face.**

We are frequently covered by the media, more than half-a-million people follow us on social media, and our website is independently rated as one of the best in the world.

We have a responsibility to ensure that any information communicated by Petrofac is accurate, clear and consistent. For this reason, Group Communications is the only Corporate function authorised to represent Petrofac with the media and speak on its behalf. Any conversation with any third-party seeking confidential information must be referred to Group Communications.

When using social media, all employees must follow our policies when commenting on or sharing any information relating to Petrofac or its stakeholders on social media channels. Under no circumstances should confidential information be disclosed or shared on social media. In case of any doubt, or if you become concerned about any information relating to Petrofac circulating on social media, Group Communications must be consulted.

### Key Communications Policies:

→ Social Media in the Workplace guidance

# 9

# Reporting / Speak Up





## Reporting / Speak Up

**Employees who are aware of or have a reason to believe that there may have been a potential violation of the Petrofac Code of Conduct, Policies, Standards, Procedures or applicable laws must report their concerns internally, immediately.**

This principle does not just apply to employees. We also encourage anyone involved or engaged with Petrofac, including suppliers, vendors, contractors or clients, to report any such concerns.

### Reporting Mechanisms

The first point of contact should be the line manager or supervisor. However, if this is not practical, then concerns must be reported to a manager in Legal, Finance or Human Resources, or directly to Petrofac's Chief Compliance Officer.

Alternatively, concerns can be reported through our Speak Up system. This is operated by Expolink, an independent third party retained by Petrofac to enable the reporting of issues for anyone who does not feel comfortable in engaging through the normal channels.

Concerns can be reported to Expolink anonymously, in two ways: either via telephone by speaking to a trained operator, or online through <https://wrs.expolink.co.uk/> using the PASSWORD: **petrofac**



## Reporting / Speak Up

### Continued

All reported allegations are treated in confidence and thoroughly reviewed in accordance with the Petrofac Policies, Standards and Procedures. In instances where an employee has identified themselves and asked for feedback on the outcome, this feedback will be provided.

We take the confidentiality of any person who reports allegations very seriously. In addition, Petrofac does not tolerate retaliation for reporting potential or actual violations of the Code or local laws.

— **Note that, as part of your contract of employment, all employees are required to report breaches of the Code and, if required, to also cooperate with investigations into alleged breaches of the Code. Where employees fail to report or cooperate, they will be subject to disciplinary action (up to and including dismissal).**

### Malicious Allegations

Where an employee has a genuine and reasonable belief that the Code has been breached, they have a duty to report it. If, following the investigation, no wrongdoing is discovered, no further action will be taken. Regrettably however, there have been rare incidences of employees making malicious or deliberately false complaints. If this happens in Petrofac, disciplinary action may be taken against those employees (and, in serious cases, it can lead to dismissal).

