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# **ENVENTURE**

**ENVENTURE GLOBAL TECHNOLOGY INC.**

**CODE OF CONDUCT**

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## FOREWORD

Our shared core values of honesty and integrity, excellence, a shared vision, respect for people and responsibility for results underpin everything we do and are the foundation of Enventure Global Technology Inc. (together with its subsidiaries and affiliates, “Enventure” or “the Company”) Business Principles. We are judged by how we act and our reputation will be upheld if each one of us acts in accordance with the law and the ethical standards set out in our Business Principles.

I believe it is now necessary to provide our people with greater detail and more help on the universal standards of behavior that we expect. This Enventure Code of Conduct sets out those details and provides that help. It is based on our beliefs and values and applies our principles to everyday business life.

My colleagues and I attach the utmost importance to the Code in clarifying the standards we expect. Everyone in Enventure must follow its requirements, though they will of course apply at different times to different people, depending on their jobs. Failure to do so may lead to disciplinary action.

We are committed to providing as much help as possible to enable you to follow the Code.

We want an open culture where people ask if they are unsure what compliance means in particular circumstances. We also want concerns to be raised and if you believe the Code has been broken by anyone in Enventure you have a responsibility to report it. The Code explains how you can do this, including details of the **Global Helpline**. Retaliation against anyone who speaks up will absolutely not be tolerated.

Our reputation and our future success are critically dependent on compliance, not just with the law but with the highest ethical standards. A reputation for integrity is a priceless asset. This Code of Conduct is a further commitment to integrity for all of us and will help us to safeguard that asset.

Best regards,



W. Alastair McClean  
Chief Executive Officer

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# EXPLAINING THE CODE OF CONDUCT

## **Why does Enventure need a Code of Conduct?**

We want to provide greater clarity about the standards we expect our employees to follow and the behaviors we expect them to adopt. Not just to make sure we comply with all relevant legislation and regulations, but to make sure that our individual behavior is in line with the Company's Culture.

## **What is the Code of Conduct?**

The Code of Conduct crystallizes the basic rules, standards and behaviors necessary to achieve those objectives. It provides requirements and guidance, expressed as clearly, concisely and consistently as is possible, within a single document for all our employees on a number of enterprise-wide risk areas.

The Code of Conduct is a common reference point for anyone who is unclear about what is expected of them in a specific situation; a definitive statement of Enventure's response to many different issues and questions.

It's important to understand the content is a summary of existing legal and policy requirements, with guidance on how to meet those requirements. The value of the Code is that for the first time this material has been brought together into a single document which provides a clear common basis for compliance. So remember, there is only one Code of Conduct.

## **What does the Code of Conduct cover?**

The Code covers all the compliance requirements stated in our Business Principles, only in much greater detail. The specific principle which covers compliance with legal and regulatory requirements underpins all the legal requirements covered in the new Code. You can refresh your understanding of our Business Principles at the end of this introduction.

The Code of Conduct does not provide detailed guidance about compliance with every local legal requirement. As an Enventure employee, you are responsible for compliance with the local laws and regulations in force which apply to your work from time to time, as well as with the Code.

The Code of Conduct does not provide exhaustive information about every single Enventure standard or policy. Once again, you are responsible for understanding and complying with the details of the policies relevant to your role and work area. We also trust you to exercise your judgement in deciding if the Code covers any issue in sufficient detail to help you make the right decision at a local level.

One final point: the Code of Conduct does not remove the need for us all to exercise good judgement – it just makes it easier for every one of us to do so.

We all have a responsibility, to Enventure and to each other, to work with integrity and good judgement as well as within the law.

## **How can the Code help you?**

When faced with questions, the Code is a place to start the search for guidance, advice and answers, because it provides a great deal of useful information.

- It provides practical advice on how to comply with laws and regulations
- It provides requirements and guidance about how you should relate to colleagues, customers, shareholders, communities, vendors, competitors and governments
- It can help you resolve difficult questions about business conduct –and it explains how to get confidential advice

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### **How can you find out more about the Code?**

Reading the Code should give you enough information to handle most of the situations and questions you will face in your day-to-day work with Enventure. If you want to know more, there are several sources of further information or advice, depending on the subject concerned.

- Your Supervisor or Manager
- Your Human Resources representative
- The Chief Ethics & Compliance Officer
- The Global Helpline, a confidential service available 24 hours a day, seven days a week

### **Who must follow the Code?**

Every employee, director or officer in Enventure must follow the Code of Conduct. Contract staff must also follow the Code. Contractors or consultants who are our agents or working on our behalf or in our name, through outsourcing of services, processes or any business activity, will be required to act consistently with the Code when acting on our behalf. Independent contractors or consultants will be made aware of the Code as it applies to our staff in their dealings with them.

### **How can you report a violation of the Code?**

If you believe a provision of the Code of Conduct has been or is being violated, you have a responsibility to raise your concerns with someone who can deal with the situation. You can do this through the normal management or Human Resources channels, by alerting your in-country focal point or your Legal Department.

Your concerns will be taken seriously and investigated quickly. If you wish, your anonymity will be protected. If a violation of the relevant laws or policies is proven, appropriate action will be taken. You can be absolutely sure that retaliation of any kind directed against anyone who reports an issue concerning the Code of Conduct will not be tolerated. Enventure will protect its employees against retaliation; in turn, it expects employees who know or suspect that retaliation has taken place to report it through the Global Helpline or directly to the Legal Department. At the same time, anyone who files a report with the intention of spreading falsehoods or to threaten or damage any employee's reputation, will also be subject to disciplinary action.

### **What could happen to individuals who violate the Code?**

Violation of the provisions of the Code of Conduct, or of any laws or regulations governing our operations may have severe consequences for the individuals concerned and also for Enventure. A failure to follow the Code that involves a criminal act could result in prosecution after referral to the appropriate authorities. Employees who violate the Code or any laws or regulations may also be subject to internal disciplinary action, including termination of employment.

### **How can you access the Global Helpline?**

**The Global Helpline is available 24 hours a day, seven days a week through a local telephone number in each country or through the Internet. Individuals calling the Global Helpline will talk in confidence to an experienced, independent operator. Their reported concerns will be logged and handled in accordance with consistent case management and investigation guidelines. Questions will be channelled to appropriate people who can answer them.**

You can get further information about the *Global Helpline*, including a full list of local telephone numbers, on the Ethics & Compliance Homepage. You can access the Global Helpline from our internet link at [www.enventuregt.com](http://www.enventuregt.com) or call within US and Canada: 800-738-1615 (toll free).

### **Will you receive training to help you understand the Code?**

We will help you understand and live up to the Code by offering training and education along with relevant information and contacts through which to access compliance expertise in all the subjects covered by the Code.

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# ENVENTURE'S STATEMENT OF BUSINESS PRINCIPLES

## Objectives

The objectives of the Company are to engage efficiently, responsibly and profitably in the oil and gas service business. The Company seeks a high standard of performance and aims to maintain a long-term position in its competitive environment.

## Responsibilities

Enventure recognizes five areas of responsibility:

- (1) To Financial stakeholders:  
To meet or exceed expectations of our parent companies, who invest in our Company and expect a suitable return on their investment.
- (2) To Product and service stakeholders:  
To meet or exceed expectations of our customers, who provide a lifetime of revenue potential and expect high value and quality in our products and services compared to competing companies in the marketplace.
- (3) To Career stakeholders:  
To meet or exceed expectations of our employees, secondments, contracted employees, and those working with us under research/technical services agreements, who invest their time, energy, skill and creativity and who expect:
  - a safe work environment;
  - to be respected, full members of the team;
  - an opportunity to increase their contribution to the team's success; and
  - to share in the gains of success.
- (4) To Quality stakeholders:  
To meet or exceed expectations of our suppliers, who expect to be treated as business partners in serving our end customer by providing products and services of high value, and expect to be compensated in a fair and equitable manner.
- (5) To Community stakeholders:  
To meet or exceed expectations of our neighbors, who expect us to operate in a socially responsible manner concerning safety, health and environment.

These five areas of responsibility are seen as inseparable. Therefore, it is the duty of management continuously to assess the priorities and discharge its responsibilities as best it can on the basis of that assessment.

## Economic Principles

Profitability is essential to discharging these responsibilities and staying in business. It is a measure both of efficiency and of the value that customers place on the Company's products and services. It is essential to the acquisition and allocation of the necessary resources and to support the continuing investment required to support development and production of future products to meet consumer needs. Without profits and a strong financial foundation it would not be possible to fulfill the responsibilities outlined above.

The Company works in a wide variety of changing social, political and economic environments, but, in general, it believes that the interests of the community can be served most efficiently by a market economy.

Criteria for investment decisions are not exclusively economic in nature, but also take into account social and environmental considerations and an appraisal of the security of the investment.

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**Business Integrity**

The Company insists on honesty, integrity and fairness in all aspects of its business and expects the same in its relationship with all those with whom it does business. The direct or indirect offer, payment, soliciting and acceptance of bribes in any form are unacceptable practices. Employees must avoid conflicts of interest between their private financial activities and their part in the conduct of Company business. All business transactions on behalf of the Company must be reflected accurately and fairly in the accounts of the Company in accordance with established procedures and be subject to audit.

**Political Activities**

(1) Of the Company

The Company will act in a socially responsible manner within the laws of the countries in which it operates in pursuit of its legitimate commercial objectives. The Company will not make payments to political parties, organizations or their representatives or take any part in party politics. However, when dealing with governments, the Company has the right and the responsibility to make its position known on any matter which affects itself, employees, customers, or its shareholders. The Company also has the right to make its position known on matters affecting the community, where it has a contribution to make.

(2) Of employees

Where individuals wish to engage in activities in the community, including standing for election to public office, they will be given the opportunity to do so where such activities are appropriate in the light of local circumstances.

**Health, Safety, Security and Environment**

Consistent with its commitment to contribute to sustainable development, the Company has a systematic approach to health, safety, security and environmental management in order to achieve continuous performance improvement.

To this end the Company manages these matters as any other critical business activity, sets targets for improvement, and measures, appraises and reports performance.

**The Community**

The most important contribution that the Company can make to the social and material progress of the countries in which it operates is in performing its basic activities as effectively as possible. In addition, the Company takes a constructive interest in societal matters that may not be directly related to the business. Opportunities for involvement – for example, through community, educational or charitable programs – will vary depending upon the size commitment, the nature of the local society, and the scope for useful private initiatives.

**Competition**

The Company supports free enterprise. It seeks to compete fairly and ethically and within the framework of applicable competition laws. The Company will not prevent others from competing freely with them.

**Communication**

Enventure recognizes that in view of the importance of the activities in which it is engaged and its impact on national interests and individuals, open communication is essential. To this end, the Company will participate in the comprehensive corporate information programs of its parent companies and will provide full relevant information about its activities to legitimately interested parties, subject to any overriding considerations of business confidentiality and cost.

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## **NATIONAL AND INTERNATIONAL TRADE**

**Competition should be fair and open.**

**You cannot put a price on free trade.**

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## **ANTITRUST AND COMPETITION LAW**

More than 100 countries throughout the world have developed antitrust (or competition) laws. Antitrust laws prohibit a variety of practices that restrain trade or restrict free and fair competition, such as price-fixing conspiracies and acts designed to achieve or maintain monopoly power. A number of countries make antitrust violation a criminal offence, with imprisonment of individuals and heavy financial penalties for the companies involved.

### **Why antitrust laws matter to everyone**

Since antitrust laws apply where the economic effects of an arrangement are felt, and not where the related agreement happens to be made, it is vital that everyone in Enventure understands what these laws mean and complies with both the letter and spirit of the law.

### **What antitrust laws cover?**

Antitrust laws apply to every level of business in the countries in which Enventure operates. The laws apply not only to Enventure but also to our competitors, suppliers and business customers. It is important to be aware of the laws – not only to avoid infringement but also to ensure that suppliers or trade customers are not engaging in anti-competitive activities that could damage our business.

### **Common illegal antitrust activities**

Agreements among competitors often raise suspicions of antitrust violation. An 'agreement' exists where market players enter into an understanding as to their current or future conduct on the market. Usually, an understanding of this kind can be proved even if one of the competitors does not intend to abide by the agreement, or if the agreement is never put into practice.

Although the laws may differ from country to country, some of the most common illegal antitrust activities include:

- Agreements between competitors that have, or are intended to have the effect of fixing, stabilising or raising prices or profit margins, including agreements on price initiatives or price targets, ranges or recommendations
- Agreements between competitors not to compete for certain customers or accounts, or in certain geographic areas
- Agreements between competitors regarding bid pricing or other terms and conditions of a bid – or agreements not to compete for certain bids
- Agreements between competitors to reduce production or output
- Agreements between competitors about which suppliers or customers they will not deal with
- Agreements with independent dealers or resellers to fix the minimum resale price of a product

### **DO**

- **Make sure that Enventure decisions about pricing and customers are taken by Enventure alone**
- **Make sure that all decisions about how Enventure will or will not bid are taken by Enventure alone**
- **Make sure that decisions about where Enventure will or will not compete are taken by Enventure alone**
- **Make sure there is a legitimate and lawful reason for any discussion with a competitor, supplier or contractor**

### **DON'T**

- **Don't share pricing information with a competitor unless the competitor is your customer or supplier. In that case, discuss only the terms of the particular deal you are involved in**
- **Don't enter into an agreement or understanding, or share information, with a competitor about the customers or geographic markets you engage with**
- **Don't discuss with competitors which suppliers, customers or contractors Enventure will or will not deal with**
- **Don't discuss any aspect of bidding with any of Enventure's competitors**
- **Don't discuss the need to rationalize production capacity, or to reduce oversupply in the market, with anyone outside the Company**

### **THE CODE CAN HELP YOU**

At a trade association meeting of suppliers, a group of Enventure's competitors start to discuss the state of the market and the need to improve margins and close excess capacity. They try to involve Enventure in that discussion. What do you do? By referring to the Code you can establish the Company's position and explain this clearly and unequivocally to the other suppliers.

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## EXPORT CONTROL AND SANCTIONS

Employees, whose work involves the sale, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders, are required to keep up to date with applicable rules and regulations. They must seek internal legal advice whenever the legality or propriety of any prospective transaction or course of conduct is subject to question or doubt.

Most countries impose some form of legal control on the export of goods from within their jurisdiction. Many countries are also signatories to international export control treaties which together place restrictions on exports of goods, technology and software.

### **Different kinds of controls and sanctions**

Specific sanctions may also be imposed on countries either multilaterally (for example, under a United Nations Resolution) or unilaterally (for example, US sanctions against Iran).

The combination of export controls and sanctions means there are frequently restrictions on:

- Exports and re-exports of goods, technology and software to specific countries, entities and individuals, and for certain end-uses
- Imports from a sanctioned country
- Disclosure of certain technology and software source codes to nationals of a prohibited country
- Involvement of nationals of the country imposing sanctions in any business dealings with the sanctioned country or with persons in the sanctioned country
- New investments or other transactions with a sanctioned country, persons in the sanctioned country and sanctioned individuals

### **The consequences of ignoring these laws and sanctions**

In some cases, the export control and sanctions laws of one country (for example, the United States) may have effects on individuals and companies both inside and outside its borders.

Failure to observe export control laws and sanctions can severely damage our reputation and may subject Enventure to criminal and civil fines and loss of export privileges, and individuals to fines and imprisonment.

### **DO**

- **Seek advice from the Law Department if you have any doubts**
- **Remember that an export can be made electronically, through discussions and by visual inspection, as well as by traditional shipping methods**
- **Think carefully about the potential impact of export control laws and sanctions before transferring goods, technology or software across national borders**
- **Know your customer – who they are, what they do, where they are based, and how they will use your goods, technology or software**
- **Attend an awareness session to keep up to date with changes in the rules**
- **Be aware of which countries have been sanctioned by your country of nationality or citizenship**

### **DON'T**

- **Don't proceed with an export if there is any doubt about its legality or propriety – always seek legal advice if in doubt**
- **Don't get involved in any aspect of business with a country that has been sanctioned by the country of your nationality or citizenship**
- **Don't import items from a sanctioned country into a country that has imposed such sanctions**

### **THE CODE CAN HELP YOU**

A customer may ask you whether it is possible to export to a specific country. The Code helps you to understand our overall position concerning export controls and sanctions.

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## **IMPORT CONTROL AND SANCTIONS**

Employees whose work involves the purchase, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders must keep up to date with all applicable import rules and regulations. The Company expects its employees to seek internal legal advice whenever the legality or propriety of any prospective transaction or course of conduct is subject to question or doubt.

### **Where import control laws and sanctions are in place**

Most countries impose some form of legal control on the import of physical goods into their jurisdiction. Many countries are also signatories to international import control treaties.

Within the European Union (EU) and the OECD (Organisation for Economic Co-operation and Development) countries, most categories of goods may be imported without any restriction by the importing member state. There is a limited range of goods that may require either EU import licences or individual import licences issued by the relevant issuing authority in the EU. The restrictions apply mainly to clothing, textiles, steel products, certain fissile materials, firearms and ammunition. Strict controls are also applied to the following: drugs; explosives; carcinogenic substances; chlorofluorocarbons (CFCs and other ozone depleting substances) and products containing them; counterfeit, pirated and patent-infringing goods; goods bearing a false trade description; and toxic chemicals and precursors.

### **Different kinds of controls and sanctions**

Sanctions may also be imposed on countries either multilaterally (for example, under a United Nations Resolution) or unilaterally (for example, US sanctions against Iran) and there are frequently restrictions on imports from sanctioned countries.

Enventure's operations involve the import of finished products into many countries. Failure to observe import control laws and sanctions can cause operational delays, severely damage our reputation and create substantial legal exposure for the Company, including criminal and civil fines and loss of privileges and, for individuals, fines and imprisonment.

### **Personal import restrictions**

It is also important to remember that Enventure staff entering any country are subject to personal import restrictions in respect of goods in their baggage or on their person. Such restrictions often apply to encryption items, alcohol, tobacco, perfumery and other goods (for example, protected animals or cultural goods) purchased outside the country.

### **DO**

- **Remember that an import can be made electronically, as well as by traditional shipping methods**
- **Think carefully about the potential impact of import control laws and sanctions before transferring goods, technology or software across national borders, whether physically, electronically, or by oral or visual disclosure**
- **Make sure that you observe all legal requirements concerning presentation and declaration of goods at importation, including relevant documentation**
- **Make sure that all duties, levies or other legitimate import taxes are paid**
- **Seek legal advice if you have any doubts about the legality or propriety of the proposed import**

### **DON'T**

- **Don't proceed with an import if there is any doubt about its legality or propriety – always seek legal advice if in doubt**
- **Don't get involved in any aspect of business with a country that has been sanctioned by the country of your nationality or citizenship**
- **Don't import items from a sanctioned country into a country that has imposed such sanctions**
- **Don't attempt to take restricted goods into a country without properly declaring them to the Customs authority**
- **Don't attempt to import prohibited goods**

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**II**

**HEALTH, SAFETY, SECURITY AND ENVIRONMENT  
(HSSE)**

**Health, Safety, Security and Environment  
is a business critical function, and a top priority  
for every employee.**

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# Enventure's Health, Safety, Security & Environment

## Guiding Principles

The Company shall protect the health, safety and security of all persons affected by its business activities and the environment in all of its operations. Health, safety, security and environmental excellence are the primary management objective and the responsibility of every Company employee. The Company is dedicated to make its operations compatible with protecting people, property, and the environment. The Company is committed on a global basis to achieving health, safety, security and environmental excellence in all of our business practices and operations. The Company's policy is implemented through the following ten guiding principles, with the oversight of the Health, Safety and Environmental Committee of the Board of Managers, and in conjunction with the Company's Code of Business Conduct.

### **Commitment**

Management at all levels of the Company will be actively committed to the achievement of health, safety, security and environmental excellence in the conduct of our business. Every manager shall demonstrate a commitment to this goal and shall strive to provide adequate resources to achieve this goal and follow these principles. Through communication with our employees, it is our goal to ensure that the Company's commitment to health, safety, security and environmental excellence is reflected in day to day operations.

### **Organization**

We will maintain and enhance a Company-wide organizational structure and culture that recognizes and encourages the full and active participation of all employees in the systematic management of health, safety, security and environmental issues. We will also foster a culture that allows for the transfer of information and best practices across all levels of the Company.

### **Accountability**

Achieving health, safety, security and environmental excellence depends heavily on the continuing participation and accountability of management. Responsibility for health, safety, security and the protection of the environment is both a matter of Company policy and a matter of law—with potentially severe consequences for failure to comply. Management at all levels is responsible for ensuring that operations are conducted in accordance with this policy and that appropriate health, safety, security and environmental programs, procedures, and systems of work have been developed and implemented for each facility and operation under their supervision.

### **Management Systems and Standards**

We will develop, implement, and continuously improve effective health, safety, security and environmental management systems and develop standards that reflect best industry practices. We will extend our knowledge by conducting or supporting research where practicable on the health, safety, security and environmental effects of our products, work practices, processes, services, and waste materials.

### **Risk Management**

We will ensure that potential health, safety, security and environmental risks associated with all our activities are assessed as early as is practicable in order to minimize and manage adverse effects and to identify opportunities for improvement. The Company shall strive to eliminate or manage any foreseeable hazards that may endanger health, safety, security or the environment.

### **Legislative Compliance**

We will operate to standards that comply with the requirements of appropriate national and international legislation and codes of practice. We will strive to go beyond compliance and recognize these principles as a valued way of life. We will participate with governments and others in creating responsible laws, regulations, and standards to help safeguard the workplace, community, and environment. Where no regulatory controls exist, we shall adopt and impose our own health, safety, security and environmental standards in accordance with relevant industry standards of practice.

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### **Training**

Training is an essential element of HSSE excellence. Health, safety, security and environmental managers and staff will be qualified by reason of education or experience to discharge their responsibilities and will participate in a program of continuing professional development. In addition, the Company is committed to provide training and development on health, safety, security and environmental matters that is appropriate to each employee's job duties and responsibilities. The management of each of the operating groups shall take steps to ensure that appropriate training is conducted on a regular basis.

### **Environmental Aspects**

We will continuously evaluate the environmental aspects of our products and services. The goal will be to develop and provide products and services that have no undue environmental impact and are safe in their intended use, efficient in their consumption of energy and natural resources, and can be recycled, reused, or disposed of safely.

### **Continuous Improvement**

The Company believes that effective HSSE management is good business. As in other areas of our business, the Company is committed to continuous improvement of HSSE management practices. We believe that adherence to these ten principles will assist us in achieving our objectives of HSSE excellence. Each year we will identify specific goals against which we will measure our progress toward HSSE excellence.

### **Monitor, Audit and Review**

Effective management requires on-going assessment and review to determine whether the health, safety, security and environmental policy is being appropriately implemented. Accordingly, an on-going assessment, self-evaluation, and audit program shall be implemented and maintained for operations throughout the Company. The objective of this program is to provide management and the Board of Directors with verification that operations are in compliance with laws, regulations, Company policies, and standards, and to facilitate the spread of best practices throughout the Company's operations.

### **DO**

- **Make sure you are familiar with the laws, regulations, policies, and procedures that apply to your job**
- **Comply with the requirements of the HSSE management system at your place of work**
- **Use personal protective equipment required for the task you are undertaking**
- **Follow Enventure's procedures for making immediate reports of workplace injuries, unsafe work practices or conditions, or any other type of safety or environmental hazard**
- **Take action to stop any unsafe act or condition**
- **Take responsibility for your own safety and the safety of those around you**  
**Follow Enventure's procedures for making immediate reports of breaches of HSSE laws or the Company HSSE requirements**

### **DON'T**

- **Don't carry out tasks for which you are not trained, competent, medically fit and sufficiently rested and alert.**



## **PERSONAL AND BUSINESS INTEGRITY**

**Business transactions should be transparent.**

**If you are in business, your integrity is always on the line.**

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## **BRIBERY AND CORRUPTION**

Enventure has a clear position on bribery and corruption: Enventure employees do not offer or accept bribes. The direct or indirect offer, payment, soliciting or acceptance of bribes in any form (including favours) by our employees, is unacceptable. Enventure promotes its policy on bribery and corruption amongst its business partners, contractors and suppliers.

Enventure complies with all national and international laws and regulations (for example the OECD Guidelines for Multinational Enterprises and the International Chamber of Commerce Rules of Conduct to Combat Extortion and Bribery) with respect to improper payments to foreign officials.

### **Facilitation payments**

Enventure policy makes no distinction between bribes and so-called 'facilitation' payments, which are also prohibited. A facilitation payment is a small payment to a low-level public official, which is not officially required, to enable or speed up a process which it is the official's job to arrange. We also seek to ensure that our agents, contractors and suppliers do not make facilitation payments on our behalf.

### **What Enventure expects from employees**

Enventure employees must never accept or give a bribe, facilitation payment, kickback or other improper payment for any reason. A kickback is the giving or accepting of money, gifts, or anything of value that is provided in return for favourable treatment.

This applies to transactions with a foreign or domestic government official or employee or with any private company or person, and whether in the conduct of domestic or international business. Also, it applies whether the payment is made or received directly or through a third party, such as an agent, representative, contractor, business partner or distributor.

### **Who must comply with Enventure Policy?**

Enventure requires compliance with its policy on bribery, corruption and facilitation payments from business partners, agents, distributors, representatives, contractors and suppliers.

Enventure senior management should proactively promote the Company's anti-bribery policy with third parties and encourage their employees to do the same. They should also ensure that charitable donations are not used as a substitute for bribery.

Acts or allegations of bribery can do serious damage to our reputation. Any Enventure employee who is found to be giving or taking bribes or any other acts of corruption, will be subject to disciplinary action which may ultimately lead to dismissal and, if appropriate, criminal proceedings.

### **DO**

- **Use caution when giving or receiving gifts or entertainment to or from government officials or other business contacts. (Please refer to the details in the chapter on Gifts and Hospitality)**
- **Seek advice from your line manager or Human Resources Representative if you are unsure about giving or receiving a gift or anything of value, or providing entertainment**
- **Satisfy yourself about the status and probity of any agent and make sure the agent understands the Enventure position on bribery and facilitation payments**
- **Report any concerns you may have about corrupt activities, either within the Company or in dealings with third parties, to your line manager, Legal Department or, if appropriate, through the *Global Helpline***

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**DON'T**

- **Don't offer, accept, solicit or pay bribes or make facilitation payments**
- **Don't use political or charitable donations as a substitute for bribery; stay in accordance with applicable law**
- **Don't use agents to offer or accept bribes or facilitation payments indirectly**

**THE CODE CAN HELP YOU**

A customer or supplier may offer you a gift or the use of Company facilities in good faith. Their offer could still contravene Enventure policies covering bribery, facilitation payments and kickbacks. The Code will help you make sure you do the right thing.

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## CONFLICTS OF INTEREST

Employees must declare to the Company potential conflicts of interest. Enventure relies on its employees' good judgement in the exercise of their responsibilities in the best interests of the Company and its reputation.

Your employment in Enventure is regarded as your full-time occupation during working hours. Outside those hours, you may engage in other employment or activities, provided these do not conflict in any way with the Company's interests.

### **The right to privacy**

Enventure respects its employees' right to privacy in their personal affairs and activities. However, it is possible that an employee's personal or family activities may raise an actual or potential conflict with their duty of loyalty to the Company. Actual conflicts must be avoided and potential conflicts must be declared, recorded and resolved. This includes any personal interest which may affect employees' impartiality in any matter relevant to their duties. Employees should promptly disclose these facts or circumstances to their line managers.

### **Defining a conflict of interest**

A conflict of interest may arise where an employee or an employee's spouse, child or close family member (such as a parent or sibling) has outside employment, financial or other participation, for example as an employee, director or consultant, in any business which is a contractor, supplier, or competitor of Enventure or is seeking to become one.

It is not possible to list all situations or relationships which may create a conflict of interest or the appearance of one, so each situation must be evaluated on its particular facts. Employees may obtain advice from their finance or legal department to help determine if a conflict exists.

If employees intend to use knowledge, information, experience or position gained through their association with Enventure to further themselves materially in some outside capacity, they have a duty to disclose that intention to the Company.

### **DO**

- **Excuse yourself and anyone who works for you from making decisions that may create a conflict of interest with your personal interests**
- **Disclose in writing to your line manager the relevant facts and explain the circumstances that create or could create a conflict of interest**
- **Seek guidance from your line manager if you have any doubts about the confidentiality of information or the propriety of your ownerships or dealings. As a guide, ask yourself the question; would I feel comfortable explaining any actions to my work colleagues, friends or the media?**
- **Seek additional legal or financial guidance if you are a director of Enventure**
- **Conduct your relationships with contractors and suppliers in a professional, impartial and competitive manner**
- **Be aware that the acceptance of any offer of future employment, consultancy or directorship with an Enventure contractor, supplier, customer, competitor or business partner constitutes a potential conflict of interest**

### **DON'T**

- **Don't get involved in the hiring, supervision, management or career planning of any relative or in financial controlling and auditing or human resources discussions regarding any relative**
- **Don't make improper use of your position in Enventure, or of confidential information you have gained, to achieve personal interest or indirect gain**
- **Don't allow your relationships with contractors and suppliers to influence business decisions made on behalf of Enventure**
- **Don't accept gifts or inducements (including hospitality) that might place you under an obligation**

### **THE CODE CAN HELP YOU**

You are at a dinner party. Someone asks you what you do for a living. You tell him/her you work for Enventure. The individual asks whether you can find a job in the Company for his brother who has recently qualified as a petroleum engineer from the top university in his country. This is innocent inquiry or potential conflict of interest. The Code will help you decide.

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## GIFTS AND HOSPITALITY

Enventure strictly forbids employees to solicit gifts or hospitality. As a general principle, we discourage employees from accepting gifts or hospitality from a business partner.

Notwithstanding this, the Company recognizes that the occasional acceptance or offer of modest gifts and hospitality may be a legitimate contribution to good business relationships. However, it is important that gifts or hospitality never influence business decision-making processes, or cause others to perceive an influence.

The requirements of other Enventure policies in this Code of Conduct – especially the prohibitions against accepting or paying bribes and the avoidance of conflicts of interest – should also be taken into consideration.

Enventure requires employees to abide by these rules of behavior not only to protect our reputation, but also to protect themselves against unfounded allegations of improper behavior.

### What you should consider

It is recognized that there are times when refusing to accept gifts or hospitality from a business partner or declining to provide them would be considered discourteous. Enventure employees should consider the following questions before accepting or offering a gift or hospitality:

- Could my acceptance or offer lead to an obligation or imply an obligation?
- Is this gift or hospitality a 'reward' for a business transaction?
- Is this gift or hospitality excessive in value?

If the answer to any of these questions is yes, the gift or hospitality should not be offered or accepted. If you are not clear how to answer these questions, please take advice from your line manager and, if deemed necessary, your Human Resource or Law Department.

### Acceptable gifts and hospitality

You may accept or give the following without the prior approval of your line manager:

- A gift (whether of one or more items) of a value not exceeding \$75, including corporate gifts which feature the logo of the donor (diaries, calendars etc.) and gifts given during the festive season of the year, for example New Year, Christmas, Eid
- Meals related to a business context of a value not exceeding \$150 per person
- Occasional invitations to events, not exceeding \$300 in value per person and not extending over a period of more than one day. 'Occasional' means not more than two or three times a year with the same business partner.

### Gifts and hospitality requiring management approval

You may only accept or give the following with a Senior Leadership Team member's approval.

- Gifts or hospitality with a value exceeding the above (see matrix below)
- Events for periods exceeding the length, or occurring more frequently than the norms set out above
- Travel or accommodation

### Gift Value/Approval Matrix

This matrix applies to gifts that are presented "by" or "to" any Enventure employee.

| Value of Gift         | Approval required? | Approval needed from                                 |
|-----------------------|--------------------|--|
| US\$0 to US\$74.99    | No                 | Covered by normal expense account approval process   |
| US\$75 to US\$99.99   | Yes                | Employee's Manager (prior to purchase)               |
| US\$100 to US\$249.99 | Yes                | Manager and VP (or, equivalent) w/ Legal concurrence |
| Greater than US\$250  | Yes                | Manager, VP and CEO w/ Legal concurrence             |

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### **Special occasions**

Special occasions, involving senior Enventure executives and senior external parties, can be a justification for more valuable presents or entertainment, depending on generally accepted business protocol and with the approval of the Chief Executive Officer.

### **Prohibited gifts and hospitality**

You may never accept or offer the following with or without approval:

- Illegal gifts or hospitality
- Cash or cash equivalents
- Personal services
- Loans
- Gifts or hospitality of an inappropriate nature or in inappropriate venues
- Events or meals where the business partner is not present
- Gifts or hospitality during periods when important business decisions are being made

### **Documentation**

The following information must be provided on employee expense reports to receive reimbursement and to properly document the gift's transfer to the approved recipient.

1. Cost of the gift
2. Date the gift was presented
3. Description of the gift
4. Reason for the gift or nature of the business benefit derived or expected
5. Recipient information including name, title (or other designation), company name and contact information (e.g., business phone, email).

### **DO**

- **Report any gifts or hospitality of whatever value (offered or accepted) to your line manager**
- **Take into consideration the policy of the recipient's company**
- **Make Enventure policy on the giving and receiving of gifts and hospitality clear at the beginning of every new business relationship**
- **Seek approval from Line Manager, Human Resource or Law Department in advance of offering gifts or hospitality to government officials**
- **Make gifts or offer hospitality only in compliance with applicable laws and regulations**
- **Be aware of the potential conflict of interest if you accept gifts or hospitality**
- **Discuss with your line manager when a supplier or contractor offers substantial gifts or hospitality at the corporate level (for example, a major contribution to an Enventure party)**
- **Understand local customs for the giving or receiving of gifts, entertainment or benefits, tips and fees**
- **Use sensible judgement in deciding what is reasonable**
- **Always extend the invitations to a Company hospitality event to the most appropriate senior executives of the organisations and respect their decisions in sending whomever is most appropriate to the event**
- **Make the criteria for selection of guests invited to a Company hospitality event clear and internally transparent; and involve more than one senior Enventure manager in making the final selection of guests**
- **Integrate business messages into Enventure hospitality events in the form of speeches, presentations, demonstrations, exhibitions (and other appropriate activities)**
- **Recharge the costs of an Enventure hospitality event to the relevant business budget to maintain business ownership**

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**DON'T**

- **Don't accept gift vouchers with monetary value**
- **Don't be embarrassed to decline any offer by referring to Enventure policy in cases when offers exceed those outlined above – this will be understood by the business counterparty – who in most cases will be subject to similar rules**
- **Don't give or receive a gift or a favour that you would feel uncomfortable explaining to your work colleagues, your family or the media**
- **Don't differentiate between the giving or receiving of gifts and hospitality directly or via an intermediary**

**THE CODE CAN HELP YOU**

You may be offered a gift in good faith or feel it is appropriate to offer one. You may be unclear about whether policy allows you to accept or offer it. The Code can help you find the answers you need.

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## **POLITICAL ACTIVITY AND PAYMENTS**

### **Enventure policy**

Enventure has the right and the responsibility to make its position known on any matters which affect us, our employees, our customers, our shareholders or local communities in a manner which is in accordance with our Core Values and the Company's Business Principles.

While Enventure often works with trade and industry associations, we always reserve the right to make our own representation where necessary, in accordance with our public policy positions.

Enventure must comply with all laws regulating companies' participation in political activities and political payments. In addition, even in those countries where the law permits corporate political contributions or expenditures, Company funds and resources may not be used to contribute to any political campaign, political party, political candidate, or any of their affiliated organisations.

### **Your rights as an Enventure employee**

Enventure employees who wish to engage in activities in the community, including standing for election to public office, will be given the opportunity to do so if it is a right conferred by law or is considered appropriate in the light of local circumstances. For example, leave of absence may be provided to run for a public position or to carry out the duties of that position if elected. The opportunity may be provided to return to Enventure employment after completion of the public office.

The participation of Enventure employees, including contributions of time or money, is carried out entirely on their own account and their political opinions do not represent Enventure positions. Employees will not be reimbursed by Enventure for any personal political contributions, expenditure or gifts.

An Enventure employee may only represent an Enventure position with the approval of a Senior Leadership Team (SLT) member.

### **DO**

- **Become familiar with all laws and regulations that restrict any company's involvement in political activities, including your engagement in lobbying for Enventure to promote its legitimate concerns**
- **Make clear that you are speaking on your own account and not on behalf of the Company when you engage in personal political activity**
- **Seek approval from your Law Department before engaging on behalf of Enventure with government officials regarding political activities**
- **Keep in mind Enventure's reputation, and how the public would perceive your actions, when engaging with government officials**

### **DON'T**

- **Don't use your position in Enventure to try to influence any other person (inside or outside the Company) to make political contributions or provide support to any political parties or politicians**
- **Don't make any contributions or incur expenditure using a Company account for any political campaign, political party, political candidate or any of their affiliated organisations**
- **Don't use or allow to be used any Enventure assets or resources, for example, work time, telephones, communications services or meeting rooms for any political campaign, political party, political candidate or any of their affiliated organisations**
- **Don't use charitable donations as a substitute for a political payment**

### **THE CODE CAN HELP YOU**

You may decide to get involved in a local community initiative or to play a part in local politics. The Code can help you to make a clear and acceptable distinction between your responsibilities as an Enventure employee and your rights as a citizen.

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## **IV**

# **FINANCIAL AND ASSET PROTECTION**

**Public trust is loaned, not given,**

**To keep it, our actions and our assets must be open to scrutiny  
and above suspicion.**

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## **PUBLIC DISCLOSURE**

### **Disclosure**

Enventure will comply with all applicable laws relating to disclosure of information. In addition, disclosure of inappropriate or inconsistent information may damage our reputation. To protect the Company's reputation and to ensure compliance, public disclosures must only be made by authorized spokespersons.

Any public written or oral communication that can be attributed to Enventure or its employees may amount to a public disclosure. This includes not just regulatory filings and Enventure publications, but information issued to the public by the Company or a Company employee, such as press releases, speeches, presentations and the information contained on Enventure websites which are accessible to the public.

### **What is expected of Enventure employees?**

Enventure employees must exercise careful judgement based on knowledge of the relevant facts and expert advice when considering the need for, but also the dangers of, a public disclosure.

Employees must not disclose information to the public unless they are specifically authorized to do so. Those authorized to make disclosures must ensure that information provided to the public is true, accurate and complete (stating all material facts). No disclosure should be misleading.

All external presentations, speeches, press releases, articles and publications must be formally cleared by the Senior Leadership Team Management prior to release. Enventure Media Relations professionals must be consulted prior to any engagement with the media including, for example, press conferences or interviews.

### **DO**

- **Provide complete, factually correct and understandable information if you are requested to assist in making a disclosure**
- **Know and check the accuracy of your source information and review what has been previously disclosed, to ensure completeness and consistency, before seeking authorisation to make a disclosure**
- **Always keep confidential information about Enventure, its shareholders and/or their affiliates confidential unless you are specifically authorized to tell other persons, internally or externally**
- **Report the loss or theft of information about Enventure, its shareholders and/or their affiliates (such as the theft of your computer) to your line manager immediately**

### **DON'T**

- **Don't provide information about Enventure to the public unless you are specifically authorized to do so**
- **Don't delay in reporting material facts or information to your line manager**
- **Don't conceal facts. Don't omit information that may be relevant to a disclosure – always tell the whole story**

### **THE CODE CAN HELP YOU**

The issues surrounding Inside Information and public disclosure can be difficult to understand. The Code can bring clarity to many issues.

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## **FINANCIAL REPORTING**

Enventure is required to comply both with the accounting and financial reporting rules and regulations that apply to the jurisdiction in which it operates, and with any applicable international rules and regulations. The Company expects all its employees to gain approval for every transaction before carrying it out and to ensure that accurate and true records of all transactions (including those giving rise to liabilities) are maintained in Company accounts, financial statements and documents.

### **What we expect of Enventure employees**

Enventure expects that its employees will only execute transactions, and access assets, in accordance with their management's general or specific authorization or delegation of authority. The Company also requires that once a transaction has been approved and carried out it be submitted for inclusion in its accounts and records.

### **Applicable accounting and reporting standards**

Enventure employees who are responsible for accounting or financial reporting must ensure that entries in the Company's books, records, or accounts fairly reflect transactions and the financial position of the Company and comply with applicable, generally accepted accounting principles and other criteria such as local laws, for example statutory reporting and tax requirements.

Enventure internal controls must enable us to demonstrate that entries in our financial reports are correct and made in accordance with applicable regulations. Financial processes must be designed and operated in accordance with applicable Enventure procedures and policy.

### **DO**

- **Keep accurate and true Company books, records, accounts and documentation**
- **Make sure you gain approval, from a person with the right level of approval authority, for all transactions**
- **Maintain and manage detailed and accurate records of authorized transactions**
- **Compare asset records to actual assets, and planned results to actual results, at reasonable intervals; take appropriate action with respect to any differences**
- **Co-operate fully with auditors by responding to questions, providing documentation and clarifying transactions and reported data as required**
- **Report promptly on any irregularities or weaknesses in relation to auditing, accounting or internal control matters**
- **Comply with applicable generally accepted accounting principles**

### **DON'T**

- **Don't carry out a transaction that has not been approved in advance**

### **THE CODE CAN HELP YOU**

Local and international financial accounting and reporting standards change over time.

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# MONEY LAUNDERING

'Money laundering' is a generic term used to describe the process of hiding the criminal origins of money or money's worth (the 'proceeds' of crime) within legitimate businesses or business activities. It also describes the use of money of legitimate origin to support terrorism. Anti-money laundering provisions are designed to help prevent legitimate business from being used by criminals for this purpose, and to assist law enforcement agencies to trace and recover criminal assets and terrorist funding.

## **National and international legislation**

Many countries now have some form of anti-money laundering legislation. The legislation tends to place both criminal corporate liability on the company and criminal personal liability on its employees. European Union countries are moving towards a harmonized system, which places specific emphasis on establishing the identity of the counterparties.

## **Offences covered by legislation**

The offences covered by anti-money laundering provisions include:

- Money laundering: acquiring, using or possessing criminal property; concealing the nature, source, location or ownership of criminal property; converting or transferring criminal property or removing it from a country; facilitating the acquiring, retention, use or control of criminal property; and assisting terrorist financing in any other way
- Tipping-off: disclosing (in particular, to the subject) anything likely to prejudice an investigation
- Prejudicing an investigation: falsifying, concealing, destroying or disposing of relevant documents
- Failure to report: not reporting a suspicion when there are reasonable grounds to know or suspect that someone is laundering money

In practice, this means you must make proper enquiries about the origin of all monies and property we receive or procure, and of the appropriateness of the destination of money we forward in any way, on transactions in which you are involved.

It should not be assumed that this applies only to finance staff. Business people or lawyers may be the first to hear how a transaction is going to be organized.

## **Suspicious transactions**

You are not required to identify money laundering, but you do have a duty to identify suspicious activity which may be money laundering or terrorist financing. Examples of suspicious transactions might include, but are not limited to:

- Any transaction where you don't know or can't verify the nominal details of the parties to the transaction
- A willingness to pay above market price
- Transactions conducted through unknown or unnecessary intermediaries
- Abnormal settlement methods
- Unnecessary or unexplained transactions
- Cash transactions or the use of bank drafts, money orders or cashier's cheques
- Settlement with apparently unconnected parties
- Transactions relating to high-risk countries, as defined by the inter-governmental FATF (Financial Action Task Force)

A combination of any number of potentially high-risk transactions should naturally increase the level of suspicion.

## **DO**

- **Be aware that you have an obligation to identify and internally report suspicious transactions or incidents of money laundering**
- **Contact your Law Department for advice and assistance**

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**DON'T**

- Don't knowingly deal with criminals or the proceeds of crime
- Don't try to investigate a case of money laundering yourself
- Don't report your suspicions externally – The Law Department will take responsibility for this
- Don't notify your suspicions to the other party to the transaction

**THE CODE CAN HELP YOU**

The nature of a specific transaction may concern you for a number of different reasons. You may be asked to deal with seemingly unconnected third parties, or to settle an amount in an unconventional way. The Code explains what money laundering is and provides a simple way to resolve your concerns.

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## PROTECTION OF CORPORATE ASSETS

Enventure assets may be of considerable value – whether financial or physical assets or intellectual property – and are intended to be used only to advance the Company’s business purposes and goals. These assets must be secured and protected in order to preserve their value.

### **Company assets**

All employees are entrusted with Enventure assets in order to do their jobs. We are all personally responsible for safeguarding and using the Company’s assets appropriately. Such assets include buildings, sites, equipment, tools, supplies, communication facilities, funds, accounts, computer programs, information, technology, documents, know-how, data, patents, trademarks, copyrights, time, and any other resources or property of Enventure.

Enventure employees are responsible for protecting the Company’s assets against waste, loss, damage, misuse, theft, misappropriation or infringement and for using those assets in responsible ways.

### **Asset and expense records**

Accurate, reliable and timely preparation of business records and documents, including those that relate to expenses incurred by employees on behalf of the Company, are required by law. Such records are important to the Company’s decision-making processes and the proper discharge of its financial, legal and reporting obligations. Falsification of asset records or misrepresentation of facts may constitute fraud and can result in civil and criminal liability for both individuals and the Company.

### **Time**

While in the workplace, employees are expected to be fully engaged in their work and not undertake personal activities beyond a reasonably modest level. Enventure expects that all employees will devote the necessary time to their work in order to fulfil their responsibilities. Those required to record the hours they work must do so truthfully and accurately.

### **Assets of others**

Enventure respects the physical and intellectual assets of others. Consequently, we expect our employees and contract staff never to knowingly damage or misappropriate the physical assets of others; infringe valid patents, trademarks, or copyrights of others; misappropriate confidential information in violation of the rights of others; or use or disclose confidential information of others without proper authority. We expect others to show the same respect for the Company’s physical and intellectual assets.

### **DO**

- **Use Enventure assets only to accomplish its business purposes**
- **Take care to prevent waste, loss, damage, misuse, theft, misappropriation, or infringement of Enventure assets**
- **Obtain appropriate permission for the use of Enventure assets**
- **Prepare, maintain or submit accurate records regarding the use of Enventure assets, in accordance with applicable laws, external requirements and Company processes**
- **Record time worked accurately**
- **Comply with specific restrictions placed on the use and transfer of Enventure assets**
- **Follow established guidelines and procedures in respect of authorities and approvals for dealings with third parties that involve Enventure assets**

### **DON'T**

- **Don't conceal, alter, destroy or otherwise modify Company records or documents except as authorized in accordance with established standards and guidelines**
- **Don't conceal, alter, destroy or otherwise tamper with documents relating to: actual, pending or threatened litigation or government or regulatory investigations; or relating to circumstances where there is reason to believe such litigation or investigation is reasonably likely to occur**
- **Don't intentionally make a false or misleading entry in a report, record, or expense claim.**

### **THE CODE CAN HELP YOU**

We all use Enventure assets in our everyday working lives, but how many of us really think about their value or the need to protect and preserve them? The Code reminds you of the range of Company assets and provides some practical advice about how to handle them.

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**V**

**PEOPLE**

**To be the best, you need the best people.  
You should give everyone equal opportunity to shine.**

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## **EQUAL OPPORTUNITY**

Enventure provides equal opportunity to all job applicants and employees through clearly defined and consistently applied employment and performance standards and management systems. We will not tolerate unlawful employment discrimination of any kind.

### **Compliance with lawful policies**

Enventure is committed to creating and complying with lawful human resources policies and practices in all aspects of employment, including recruitment, selection, hiring, evaluation, promotion, training, discipline, development, compensation and termination. Enventure will comply with all applicable laws in this regard. Enventure will ensure that its employment-related decisions are based on relevant qualifications, merit, performance and other job-related factors.

### **Enventure commitment**

To demonstrate our commitment to equal opportunity, we have established an Global Helpline through which employees and stakeholders may raise concerns and report instances of potential non-compliance with these principles.

### **DO**

- **Demonstrate respect and fairness in your interactions with employees and external parties consistent with Enventure Core Values and the Company's Business Principles**
- **Ensure your own employment-related decisions, including hiring, evaluation, promotion, training, discipline, development, compensation and termination of employment are determined by merit and business considerations alone**
- **Understand related local legislation and cultures that may have an impact on workplace decisions**
- **Contact Human Resources if you have questions about the potential applicability of laws**
- **Report equal opportunity concerns through the available confidential channels**

### **DON'T**

- **Don't tolerate unlawful discrimination of any kind**

### **THE CODE CAN HELP YOU**

If you feel you are being treated unfairly, or are concerned that someone else is being treated unfairly, check the Code to establish the Enventure position on equal opportunity.

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## **HARASSMENT**

Enventure will not tolerate harassment in the workplace – that is any action, conduct or behavior which any individual or group of individuals finds unwelcome, humiliating, intimidating or hostile. Employees must, therefore, avoid actions or behaviors that are, or could be, viewed as harassment. Employees should be particularly sensitive to actions or behaviors that may be acceptable in one culture but not in another.

Certain actions and behaviors are also illegal in many countries. Both the Company and the individual may be subject to civil penalties if found to be in breach of a legal requirement. Employees should refer to local policies.

### **The effects of harassment**

The effects of harassment on individuals can be serious and may include anger, fear or depression as well as feelings of helplessness or confusion. People may suffer physical or mental illness and may find their relationships at home and work affected. The employee may feel that it is impossible to continue working in the same department or even for their company.

The impact on Enventure can be equally serious: reduced productivity and staff morale together with higher absenteeism and staff turnover. Performance standards may drop and, as a result, the Company may lose business. Customers may experience a lower standard of care and there may be an adverse effect on our reputation. The Company may also be legally liable for harassment carried out by its employees.

The effects of harassment for the individual who harasses are serious and may include disciplinary action, up to and including dismissal, and potentially legal action.

If an employee feels he or she has been harassed, there are a number of ways to raise the issue both informally and formally. In most instances, the line manager or HR adviser should be the first point of contact. However, if none of those people is thought appropriate by the employee, he or she is invited to use local grievance procedures or other dispute resolution channels.

### **DO**

- **Treat all employees, contract staff, suppliers, customers and visitors with respect**
- **Create a work environment free from harassment**
- **Find out about local behaviors, practices and customs that may differ from those you are used to, be sensitive to differences and be prepared to adapt your behavior accordingly if travelling or working in another office or country**
- **Speak up and tell a person if you are upset by his or her actions or behavior, explain why and ask them to stop**
- **Speak to your line manager, HR adviser or Legal Department, or use the *Global Helpline* if the harassment continues**
- **Use an informal approach to resolve the issue where appropriate before raising a formal grievance**
- **Use a formal grievance procedure if the matter is serious or the informal approach is not successful**

### **DON'T**

- **Don't behave in an unwelcome, humiliating, intimidating or hostile manner**
- **Don't make inappropriate jokes or comments**
- **Don't assume that what is acceptable in one environment is equally acceptable in another**
- **Don't distribute or display offensive material, including inappropriate pictures or cartoons**
- **Don't spread malicious rumours or use voicemail, email or other electronic media to transmit derogatory, harassing or abusive information**

### **THE CODE CAN HELP YOU**

If you feel you have been harassed, or are concerned that someone else is being harassed, check the Code to establish the Enventure position on Harassment.

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## **SUBSTANCE ABUSE**

Enventure is committed to providing a safe and productive work environment for its employees and contract staff. This means striving to ensure, among other things, that the workplace is free from substance abuse; that is the use of illegal drugs, the misuse of legal drugs or other substances, and the abuse of alcohol. This policy applies in accordance with applicable legal and regulatory requirements.

Enventure wishes to ensure that all employees recognize the threat posed by substance abuse and aims at minimising the risks involved with it. We provide employees with health education programmes to raise awareness of the consequences and dangers of drug use and alcohol abuse.

### **Standards of behavior**

The following standards of behavior are required of all employees:

- Employees should be fit and ready to carry out their work duties at all times while at work or on Enventure business
- Employees are prohibited from being at work or on Enventure business while impaired by drugs or alcohol or with illegal drugs present in their systems
- The use, possession, sale or distribution of illegal drugs and the misuse of legal drugs or other substances is prohibited
- Except where authorized for special occasions, alcohol consumption is not permitted during working hours on any Enventure sites. Some sites have also been designated as alcohol-free at all times. It is the employee's responsibility to know the status of their site.

### **Helping employees**

Without prejudice to the above standards, alcohol or drug dependency is recognized as an illness subject to legal and regulatory requirements. An employee who volunteers a dependency on drugs or alcohol will be treated in the same way as an employee with any other illness.

Equally, the employee is expected to be conscientious in seeking help and following rehabilitation treatment. For the purpose of this Code, treatment means the medical assessment, counselling and specific treatment programmes necessary to assist the individual to achieve a sustained break from dependency. Failure to comply with the rehabilitation programme may be regarded as serious misconduct.

### **Returning to work**

When employees are assessed as fit to return to work, a condition of their being allowed to return will be their agreement to attend follow-up counselling and submit to regular medical check-ups and periodic unannounced testing.

An employee who occupied a safety sensitive job or worked in a safety sensitive location before rehabilitation is not guaranteed a return to the same job or location.

### **Searches and 'with cause' testing**

Additional measures used to ensure a drugs and alcohol-free workplace are searches and 'with cause' testing.

A search may be conducted where there is good reason to believe that drugs or alcohol have been brought to the workplace or are in an individual's possession. Searches might include personal effects, desks, lockers and other Company property. The failure of an individual to consent to a search will be considered as serious misconduct.

In situations which give cause for concern either in the workplace or after accidents or near misses, Enventure will at its discretion require an employee to undergo a medical examination, including a blood test for alcohol.

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**DO**

- Report to work fit and ready to carry out assigned duties
- Aim at recognising a dependency condition early
- Advise your line manager, your Human Resources adviser or both of any drugs or alcohol dependency condition and of any current medical treatment you are receiving for dependency
- Advise the Human Resources Department or your manager if you are in a safety sensitive job or location and you are taking prescribed drugs, so that further professional advice can be sought if appropriate
- Comply with a rehabilitation programme
- Treat the matter confidentially

**DON'T**

- Don't use, keep, sell or distribute illegal drugs
- Don't misuse legal drugs or other substances
- Don't consume alcohol during work hours unless specifically authorized to do so for a special occasion
- Don't ignore a case of substance abuse if you witness one

**THE CODE CAN HELP YOU**

You may be concerned that a colleague is consuming alcohol during work hours in a way that puts you and others at risk. You may also want to do something about it, but be unclear about Enventure policy. The Code makes our position clear.

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## **VI**

### **INFORMATION MANAGEMENT**

**Information can be an asset and an advantage.**

**It should be guarded closely and used wisely.**

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# INTELLECTUAL PROPERTY

'Intellectual Property' (IP) includes patent rights, trademarks and service marks, domain names, copyright (including copyright in software), design rights, database extraction rights, rights in know-how or other confidential information (sometimes called 'trade secrets' or 'proprietary information') and rights under IP-related agreements.

IP assets and rights play an important role in enabling Enventure to retain industry leadership and derive competitive value from continued investment in innovation. Enventure employees must always give proper attention to creating, protecting and exploiting Company IP and to avoiding infringement of the IP rights of others. Enventure is required to comply with Patent Policy and Trademark Policy which demonstrates how each of us is expected to contribute to maximising the potential of IP for Enventure.

## IP Standards

- Enventure must protect its IP, for instance by submitting technical progress for patent action, registering and using trademarks and domain names in accordance with policy, managing the disclosure and receipt of proprietary information, and ensuring that third party IP relationships are governed by formal agreements
- Enventure will not knowingly infringe the valid IP rights of any third party or disregard obligations of confidence owed to any third party
- Enventure will comply with agreements with its shareholders and/or their affiliates, which specifically support centralized ownership and control of IP assets
- Enventure will consult with legal counsel at the earliest opportunity in relation to any business activity which may have implications for IP; all related agreements must have the appropriate business approval and support from legal counsel before being signed
- Enventure will refer to legal counsel at the first opportunity all IP-related disputes or potential disputes with third parties

## DO

- **Ensure you know the IP Strategy of your Business and act in accordance with that Strategy**
- **Report technical progress and solutions to technical problems to legal counsel in a timely fashion**
- **Consult legal counsel before receiving, disclosing, or agreeing to receive or disclose, information provided in confidence**
- **Ensure that all employees and contract staff have written contracts addressing their obligations regarding the ownership and confidentiality of IP received during or arising from their engagement**
- **Report to legal counsel at the first opportunity instances in which third parties appear to be using Enventure IP without authority**
- **Use trade marks and domain names only in accordance with Enventure policy**

## DON'T

- **Don't conduct research, development or commercialisation activity on any new or modified product or process without proper consideration being given to the risks posed by third party IP**
- **Don't initiate a discussion with a third party for any agreement with respect to IP without first consulting legal counsel**
- **Don't convey or discuss any formal or informal opinion regarding IP rights without involvement of, or direction from, legal counsel**
- **Don't disclose proprietary information in a public forum without clearance in accordance with Enventure procedures**
- **Don't register any domain name without legal counsel involvement**
- **Don't adopt a new trademark without clearance from legal counsel**

## THE CODE CAN HELP YOU

You plan to meet another company to discuss parallel technical achievements and possible collaboration. You are well versed in the technology but are not clear whether there is any problem with sharing Enventure information or receiving the technical information on their development efforts. The Code will help you.

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# DATA PRIVACY AND PROTECTION

## Key principles

It is Enventure policy to follow the principles below.

- Enventure respects any individual's general right to privacy of their personal data and will accordingly adhere to all applicable laws on the use of personal data
- Personal data should be obtained by lawful means and, where required, with the knowledge or consent of the data subject
- The purpose for which personal data is collected should be permitted by law
- Those with access to personal data must only use it in a way authorized by applicable law
- There may be legal restrictions on transferring personal data to another party. There may be additional legal restrictions on transferring personal data outside its country of origin
- Personal data created, used, transferred to or stored on Enventure IT and communication facilities or on media provided by or on behalf of Enventure may under certain circumstances be monitored and analysed by or on behalf of Enventure
- Personal data should be protected by reasonable security safeguards against such risks as loss or destruction or unauthorized access to, or unauthorized use, modification or disclosure of, data
- If in any doubt about the handling of personal data, consult your legal adviser or local Human Resources focal point.

## DO

- **Understand that not only personal and personnel files but also business-related files can contain personal data**
- **Understand that sensitive personal data (for example a person's religion, race, health or criminal behavior) is often more strongly protected by legislation than non-sensitive personal data**

## DON'T

- **Don't handle personal data before making sure you know which data protection laws, if any, are applicable and which requirements must be met**

## THE CODE CAN HELP YOU

The Code states our policy covering data privacy and protection in clear and simple terms. It should be your first point of reference for any related issue that you wish to resolve.

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## **RECORDS MANAGEMENT**

Enventure must be able to retrieve records quickly and reliably. When each record's retention period is over, appropriate disposal is required.

The Enventure Standard for Records Management requires that records must be managed securely throughout their life cycle in line with their importance to the Company and in compliance with legal, tax, regulatory, accounting and business retention requirements. Enventure applies a risk-based approach to Records Management that identifies the areas of highest exposure and ensures consistent and auditable management of records.

### **Understanding what a record is**

The Enventure Standard defines a record as a sub-set of information created or received as evidence of a business activity or required for legal, tax, regulatory or accounting purposes or important to the Company business or corporate memory. Some examples of records are: contracts; audit reports; financial information; product specifications; corporate policies, guidelines and procedures; minutes of meetings.

### **How Enventure treats electronic records**

Electronic records (including images, instant messaging, email messages, voice recordings or electronic files) must be treated in the same way as records in any other format. This is because it is the content which determines a record, not its format.

### **Information of temporary value**

Some information produced in the course of Enventure business activities has only temporary value and should be disposed of as soon as it is no longer required. Determining whether information has only temporary value is a matter of judgment and if an individual is in any doubt as to whether something is a record or not they should consult the Records Management Guidelines.

### **DO**

- **Make sure you understand the difference between a record and information of temporary value**
- **Make sure you understand when you create or receive records during the course of your work**
- **Identify, classify and store records in line with your departmental or work group file plan**
- **Protect records to ensure they cannot be subject to unauthorized access or interference**
- **Suspend scheduled disposal of records in the event of reasonably anticipated litigation, government or regulatory investigation, or tax audit**
- **Act reasonably, competently, in good faith and in line with legal advice in making decisions concerning the preservation of information**
- **Make sure that you preserve all relevant information (even that of temporary value) if the subject matter becomes subject to litigation, governmental or regulatory investigation, or tax audit**
- **Dispose appropriately of records after the requirement for their retention has expired and you have determined that no preservation hold exists for those records**

### **DON'T**

- **Don't forget to transfer custody of all relevant records if you change your job within Enventure or if you leave your job with the Company**
- **Don't forget that the determination of what is a record is based on content and that both paper and electronic records (including email) must be managed**

### **THE CODE CAN HELP YOU**

Some information must be recorded and safely stored. Some information must be disposed of as soon as it is no longer of value. The Code outlines the main points you need to understand.

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## **BUSINESS COMMUNICATIONS**

All employees and contract staff are required to take care when communicating both internally and externally and particularly when the communication is a written document (including email). Inappropriate, inaccurate or careless communications can create serious liability and compliance risks for the Company.

### **Email & Social Media**

Email & Social Media, in particular, are often central to litigation and regulatory investigations. They frequently provide a frank account of events inside an organization and they are virtually indestructible. It is also true that they may easily be misinterpreted, taken out of context or give a misleading impression. Protect your privacy and be sure to understand a site's term of service.

### **Enventure Business Communications Standard**

The Enventure Business Communications Standard sets out the rules and principles that should be applied to your business communications with both staff in Enventure and third parties. These rules and principles have been designed to minimize liability and compliance risks. They apply to communications in any format or medium, including electronic documents, email, instant messages, websites, paper documents, facsimile and telex messages, voice, and voice mail recordings.

### **Computer Usage Policy**

Rules and best practices designed specifically to help Enventure employees communicate via email are set out in the Email Code. The Company has developed an Email Code because even though the medium is widely used for business communications, many people adopt a more casual and careless approach to its content than they would when using more traditional methods of business communication.]

Enventure employees should read the Business Communications Standard and Computer Usage Policy, both of which contain mandatory rules.

## **DO**

- **Take care when writing**
- **Think before you send**
- **Ask yourself 'Would I be comfortable if this communication appeared on the front page of a newspaper or was produced as evidence in legal proceedings?'**
- **Ask yourself 'Do I need to make this communication and what is the most appropriate way of communicating?'**
- **Make sure that your written communications contain a clear statement (in a footer on an email or on Enventure headed paper) identifying your employing company as Enventure and giving those details required by local law (for example, the Company name, the address of its registered office and its registration number), as well as your contact details**
- **Check that you are authorized to make a particular commitment**
- **Obtain legal advice to avoid accidentally creating legally binding commitments when discussions or negotiations continue over a long period of time**
- **Make sure you are authorized to share a particular piece of knowledge (especially if posting information on the Enventure website/intranet)**
- **Apply the 'need to know' test when considering sharing knowledge with a third party**

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## **DON'T**

- **Don't assign blame or be judgemental ('it was his fault')**
- **Don't brag or overstate ('we ensure 100% compliance')**
- **Don't write speculative opinions (describe equipment as 'unsafe' without having all the facts available)**
- **Don't engage in 'chit chat' on sensitive or confidential matters or joke about serious matters**
- **Don't make decisions for companies that you don't work for – in general, your activities in respect of any companies other than your employing are advisory only**
- **Don't give the wrong impression about which company a communication comes from**
- **Don't share knowledge when this is prohibited or restricted:**
  - **in the context of a commercially-sensitive or price-sensitive project**
  - **by law (for instance US export controls legislation)**
  - **by an agreement, notably confidentiality or joint venture agreements**
  - **for fiscal reasons (the information may have a commercial value so that sharing it has fiscal consequences)**

## **THE CODE CAN HELP YOU**

You are about to send an important email to a customer or supplier. You are unsure about how to address the contact and also about what 'tone of voice' to adopt. The Code states our policy on communication and directs you to other useful guidance.

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## PERSONAL USE OF IT AND COMMUNICATIONS

Enventure expects that employees using Company IT and communication facilities for personal reasons will apply high ethical standards, comply with applicable laws and regulations and support Enventure information security requirements. It is also important that the personal use of Enventure IT and communication facilities does not incur substantial cost or negatively affect productivity.

IT and communication facilities include desktop and laptop PCs, mobile and desk phones and personal digital assistants such as the BlackBerry.

### **Enventure ethical standards**

Employees who make personal use of Enventure IT and communication facilities are required to do so in accordance with Enventure ethical standards and in line with all the legal, regulatory, ethical, cultural or social codes that prevail in their workplace.

In addition, it is important to remember that Enventure IT and communication facilities are increasingly global in nature and data may be processed and stored in another country where different and more stringent codes may apply.

All Enventure employees must recognize the negative impact on both their own and the Company's reputation that improper use of Enventure IT and communication facilities may have.

### **Security**

The personal use of IT and communication facilities must never endanger the security of Enventure information. Pornographic and gambling websites are increasingly being used to spread viruses, spyware and other malicious software designed to exploit vulnerabilities in personal computers and IT networks. Unauthorized installation of software may also endanger information security. Enventure IT policy requires that employees never use Company facilities to visit inappropriate sites or to install software without authorisation.

### **Logging and monitoring**

The use of Enventure IT and communication facilities is logged. It is also monitored for the purposes of information security, operational management, and 'cybercrime', and to ensure it is compliant with laws, regulations and Enventure policies. Furthermore, under the rules of lawful access and in legal and criminal investigations, including inquiries and discovery proceedings, data regarding the use of IT and communications facilities or data stored by those facilities may be disclosed and reviewed.

Enventure will report illegal use to the proper authorities.

### **DO**

- **Make sure your computer is protected by anti-virus software and a personal firewall and that your software is up to date, especially when it is connected to the Internet**
- **Make sure you remain in control if and when others use your IT and communication facilities**
- **Avoid using an Internet Service Provider (ISP) based in another country**

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## **DON'T**

- **Don't upload or download, transmit or otherwise access pornography or any other form of nude, indecent, vulgar, obscene or otherwise objectionable material**
- **Don't upload or download or send material that is likely to cause annoyance, inconvenience or needless anxiety to your colleagues**
- **Don't send personal emails with the Enventure footer (Outlook signature) attached**
- **Don't disable Enventure security measures**
- **Don't install software or connect hardware without licence and authorisation**
- **Don't use Enventure IT and communication facilities in a way that could damage the Company**
- **Don't use Enventure IT and communication facilities to:**
  - **engage in gambling**
  - **conduct fraud**
  - **conduct your own business**
  - **violate intellectual property rights, for example by downloading or uploading, transmitting or allowing the unlawful transmission of copyright protected material**
  - **commit a 'cybercrime' (for example: to send spam or viruses, hack or attempt to infringe security measures to access resources on the network for which you are not authorized, communicate under a false name, intercept or change communications or deface websites)**

## **THE CODE CAN HELP YOU**

You are relaxing in your hotel during a business trip. You decide to surf the Internet by connecting your Enventure laptop through the hotel's wireless connection. A pop-up asks you if you want to install certain software. Is this a breach of Enventure IT security? The Code will help you understand what you should and should not do.

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**ACKNOWLEDGEMENT  
TO  
ENVENTURE GLOBAL TECHNOLOGY, INC.  
CODE OF CONDUCT**

I acknowledge that I have received the Company's Code of Conduct, dated September 28, 2008 and revised on June 15, 2016, and understand that violations of the policies contained in the Code of Conduct could result in disciplinary action, up to and including termination.

I further understand that if I have any questions about the interpretation or application of any policies contained in the Code of Conduct, I should direct these questions to the Legal Department or any Compliance Committee member.

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Employee Signature

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Date

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Name Printed

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Social Security Number

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Witness Signature