



“since 1846”

CATONI GROUP OF COMPANIES

Code of Practice

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1.0 Introduction

This is your Code of Conduct and it is relevant to you. Read it. Understand it. Follow it. The rules and guidelines contained in this handbook are the boundaries within which every CATONI employee must operate every day. The Code does not exempt anyone. Following our core values and Business Principles, it instructs and advises you how to avoid situations that may damage you or CATONI. It sets high standards and shows you how to achieve them.

1.1 What is Code of Practice?

- Rules
- Standards
- Expected Behaviours

1.2 Who is the Code of Practice for?

Every employee, director or officer in every wholly-owned CATONI company and in every Joint Venture company under CATONI control must follow the Code of Practice. 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. Joint Venture companies not under CATONI control are encouraged by CATONI to adopt similar principles and standards.

1.3 Why Do We Need a Code of Practice?

To describe the behaviour expected of our employees and how they relate to our Business Principles and core values.

2.0 People & Safety

2.1 Health, Safety, Security and Environment & Social Performance

To have a HSSE & SP record we can be proud of, we are committed to the goal of doing no harm to people and protecting the environment, while developing products and services consistent with these aims. We aim to earn the confidence of customers and society, to be a good neighbour and to contribute to sustainable development. These aims and others are included in the CATONI Policy on HSSE & SP. Every CATONI company is required to have a systematic approach to HSSE & SP management designed to ensure compliance with the law and to achieve continuous performance improvement. Each CATONI company should set targets for HSSE & SP improvement and measure, appraise and report performance levels. CATONI companies must also ensure contractors and joint ventures under CATONI's operational control manage HSSE & SP in line with the Policy. To support the aims in the Policy, the CATONI Management Plans are sources for requirements for managing the impacts of our operations and projects on society and the environment.

2.2 Sustainable Development

Sustainable development for CATONI means helping to meet our client's needs in ways that are economically, environmentally and socially responsible. CATONI's commitment to sustainable development requires us to balance our short- and long-term interests; and integrate economic, health, safety, security, environmental and social considerations into business decisions. Sustainable development is a licence to operate imperative and CATONI embraces sustainable development principles within all its activities to deliver sustainable outcomes. This requires us to engage regularly with, and take account of the views of our stakeholders in order to create new profitable opportunities and reduce our technical, non-technical and financial risks while respecting the needs of our neighbours.

2.3 Equal Opportunity

CATONI will ensure that its employment-related decisions are based on relevant qualifications, merit, performance and other job-related factors. CATONI will not tolerate unlawful discrimination relating to employment.

Your responsibility;

- Respect everyone you deal with and behave fairly towards them according to CATONI's core values and the CBP. You should understand the value of diversity and never discriminate.

The principles;

- You should base hiring, evaluation, promotion, training, development, discipline, compensation and termination decisions on qualifications, merit, performance and business considerations only.
- Do not discriminate according to race, colour, religion, age, gender, sexual orientation, marital status, disability, ethnic origin or nationality.
- Be aware of local legislation and cultural factors that may impact decisions.

2.4 Harassment

CATONI will not tolerate harassment. CATONI will not tolerate any action, conduct or behaviour which is humiliating, intimidating or hostile. You should be particularly sensitive to actions or behaviours that may be acceptable in one culture but not in another.

Your responsibility;

- Treat others with respect and avoid situations that may be perceived as inappropriate. Challenge someone if you find their behaviour hostile, intimidating or humiliating. Harassment can result in disciplinary action and may lead to dismissal.

The principles;

- Do not physically or verbally intimidate or humiliate others.
- Never make inappropriate jokes or comments. If you are unsure whether something is inappropriate assume that it is.
- Never distribute or display offensive or derogatory material, including pictures.
- Don't be afraid to speak up and tell a person if you are upset by his or her actions or behaviour. Explain why and ask them to stop.

2.5 Human Rights

Conducting our activities in a manner that respects human rights as set out in the UN Universal Declaration of Human Rights and the core conventions of the International Labour Organization supports our licence to operate.

CATONI's approach to respecting human rights consists of several core elements, including adherence to corporate policies, compliance with applicable laws and regulations, regular dialogue and engagement with our stakeholders and contributing, directly or indirectly, to the general wellbeing of the communities within which we work.

Our commitments in this area are supported by the CATONI Business Principles, this Code of Practice and relevant CATONI policies.

3.0 Fighting Corrupt Practices

CATONI does not tolerate bribery, insider dealing, market abuse, fraud or Money laundering. Facilitation payments are bribes and must not be paid. You must also avoid any real or potential conflict of interest (or the appearance of a conflict) and never offer or accept inappropriate gifts or hospitality.

Remember, even unsubstantiated claims of corruption can damage reputations and business.

3.1 Bribery and Corruption

Bribery occurs when you offer, pay, seek or accept a payment, gift or favour to influence a business outcome improperly. Bribery and corruption – whether involving government officials, or commercial entities, including joint ventures – can be direct or indirect through third parties like agents and joint venture partners. It includes facilitation payments even though in some countries facilitation payments are legal. Even turning a blind eye to your suspicions of bribery and corruption can result in liability for CATONI and for you personally.

Your responsibility;

- You must not offer, pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment or to gain any business advantage. You must follow the anti-bribery and corruption laws that we are subject to, both those of the countries we are operating in and those which apply outside the country whose laws they are. You are liable to disciplinary action, dismissal, legal proceedings and possibly imprisonment if you are involved in bribery and corruption.

The principles;

- Never offer, pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment, to influence a business outcome or to gain any business advantage.
- Ensure people you work with understand bribery and corruption is unacceptable.

3.2 Dealing with Government Officials

The offering of gifts and hospitality including travel-related expenses for government officials creates special concerns. Some countries have very strict limitations on the value and nature of gifts and entertainment their officials can accept. Gifts and hospitality that are acceptable between private business partners may be unacceptable between a business and an official. In addition, third party behaviour can result in liability for you and CATONI if you fail to conduct appropriate due diligence on third parties who deal with government officials on CATONI's behalf, or if you disregard the results of such due diligence.

The principles;

- You must not offer gifts & hospitality to government officials without permission of CATONI top management.
- You must not offer gifts & hospitality to the spouses, family members or guests of a government official.
- You must not pay for non-business travel and hospitality for any government official.
- You must comply with all applicable laws and with CATONI's internal procedures regarding gifts & hospitality to government officials.

3.3 Gifts & Hospitality

Gifts & hospitality must never influence your business decisions and must not place you or CATONI under any obligation.

Your responsibility;

- You must not allow gifts & hospitality to influence your business decisions, or cause others to perceive an influence. If you are influenced or seek to influence someone you can face legal or disciplinary action or dismissal.

The principles;

- CATONI discourages its employees from accepting gifts & hospitality from business partners.
- Decline gifts & hospitality if you would feel uncomfortable telling your line manager or supervisor, colleagues, family, friends or the public that you had accepted them.
- You and your family members must never in connection with CATONI business offer, give, seek or accept:
 - illegal or inappropriate gifts & hospitality;
 - cash or cash equivalents;
 - personal services;
 - loans;
 - events or meals where the business partner is absent; or
 - Gifts & hospitality during periods when important business decisions are being made.
- Never offer, give, seek or accept G&H that exceed prescribed value limits, unless line manager approval has been obtained.
- You must register:
 - – all G&H given to government officials, except those of nominal value like a cup of coffee;
 - – any G&H that could be perceived as creating a conflict of interest;
 - – all G&H given or received from third parties that exceed acceptable value limits; and – all declined G&H that exceed acceptable value limits.
- Make CATONI's policy on G&H known to your business partners.
- Discuss corporate hospitality or sponsorship with your manager.
- Comply with laws and regulations.
- Understand that local customs cannot be followed if they

3.4 Conflict of Interests

You face a Conflict of Interest when your personal relationships, participation in external activities or interest in another venture influence or could be perceived to influence your decisions.

Your responsibility;

- You must avoid Conflict of Interest. Your CATONI decisions must not be influenced by personal and private considerations. A Conflict of Interest can influence your decision-making, or be perceived to do so, and jeopardise your reputation and that of CATONI. A failure to follow the requirements of this Code or any laws or regulations can result in disciplinary action, including termination of employment.

The principles;

- Declare to your line manager or supervisor any matter that could influence or be perceived to influence your decisions or actions at CATONI.
- Give your line manager all the relevant facts in writing if you believe there is an actual or potential Conflict of Interest.
- Register all actual or perceived Conflict of Interest in the Group Conflict of Interest and G&H register.
- Withdraw from decision-making that creates, or could be perceived to create, a Conflict of Interest.
- Be impartial, professional and competitive in your dealings with contractors and suppliers.

3.5 Money Laundering

Money laundering occurs when the criminal origin or nature of money or assets is hidden in legitimate business dealings or when legitimate funds are used to support criminal activities, including the financing of terrorism. Offences covered by anti-money laundering legislation include: prejudicing or obstructing an investigation and failing to report suspicious activity.

Your responsibility;

CATONI could be exploited by criminals to launder money or fund criminal activities. You must conduct appropriate counterparty due diligence to understand the business and background of our prospective business partners and to determine the origin and destination of money and property. You must report suspicious transactions or incidents of Money laundering. Failure to do so can lead to fines, dismissal or imprisonment.

The principles;

- Never deal with suspected criminals or the proceeds of crime.
- Report any suspicious transactions or individuals to CATONI. (CATONI will in turn report appropriate matters to the authorities.)
- Do not acquire, use or hold monetary proceeds or property acquired with the proceeds of crime.
- Do not hide the origin or nature of criminal property.
- Do not facilitate the acquiring, ownership or control of criminal property.
- Do not tip off the subject of an investigation.
- Do not falsify, conceal, destroy or dispose of relevant documents.

4.0 National and International Trade

CATONI is committed to free, fair and ethical enterprise. You must follow all applicable trade laws and ensure CATONI's core values are applied in all your dealings. A failure to comply with these laws and regulations can severely damage our business and expose us to criminal charges. You could face dismissal, fines and imprisonment.

4.1 Antitrust (Competition) Law

Antitrust law protects free enterprise and prohibits behaviour that limits trade or that restricts fair competition. These laws apply to every level of business. They combat illegal practices like price-fixing, market-sharing or bid-rigging conspiracies, or behaviours that aim to achieve or maintain monopoly. CATONI does not tolerate violation of antitrust laws.

Your responsibility;

- You must not agree with competitors of CATONI to fix price or any elements of price (such as discounts, rebates or surcharges). You must not agree with others not to compete in particular markets or for particular customers or accounts. You must not rig bids or tenders, and you must not agree with others to boycott any customers or suppliers except in connection with internationally imposed sanctions. Agreements with competitors to reduce or stabilise production, capacity or output are forbidden. You must also not agree with independent dealers or resellers to fix a minimum resale price of a product. Anti-competitive behaviour will damage CATONI's business and reputation for fairness and honesty. Anti-competitive practices are unacceptable. They are illegal in most countries and can lead to heavy fines and imprisonment.

The principles;

- Do not agree, even informally, with competitors on pricing, production, customers or markets without a lawful reason. Always get legal advice on whether a practice is lawful.
- Decisions on CATONI's pricing, production, customers and markets must be made by CATONI alone.
- Do not discuss with competitors:
 - which suppliers, customers or contractors CATONI deals and will deal with; or
 - which markets CATONI intends to sell into or on what terms CATONI will deal.
- Leave industry meetings if competitively sensitive issues arise and ensure your departure is noticed. Report the matter to CATONI Legal and your line manager.

4.2 Export Controls and Sanctions

Export Controls and Sanctions laws give countries legal control over the sale, shipment, electronic transfer or disclosure of information, software, goods and services across national borders. Exports include transfers electronically, through discussions or visual inspections, and not only through traditional shipping methods.

Your responsibility;

- Think carefully about the potential impact of export control laws and sanctions before transferring goods, technology, software or services across national borders. Remember that controls and sanctions (or embargoes) can be imposed against countries, entities, individuals and goods. You must know which of these controls or sanctions may result in restrictions or prohibitions on the way you conduct business. CATONI could face criminal charges, fines and loss of export privileges if you do not comply with the relevant controls and sanctions. You could face dismissal, fines or imprisonment.

The principles;

- Make sure you have proper authorisation before exporting or importing goods, technology, software or services across national borders.
- Know your customers and suppliers and how they will use the goods, technology, software or services that you supply to them.
- Seek legal advice before doing business with a country or individual if sanctions apply.
- Do not import from a country to which sanctions apply, into a country which applied those sanctions.
- Keep up to date with changing rules.
- Get legal advice if you have doubts about export and import controls or sanctions.

4.3 Import Controls and Sanctions

Import Controls and Sanctions laws give countries legal control over the purchase, shipment, electronic transfer or disclosure of information, software, goods and services into their jurisdiction. Import controls apply to CATONI as a company and also to you personally.

Your responsibility;

- You must meet import requirements when bringing goods or services into a country, ensuring duties, levies and taxes are paid. You must not bring restricted goods into a country without declaring them. You must seek legal advice if you have doubts about an import. You must not import prohibited goods. Failure to observe import control laws and sanctions can cause operational delays and damage business. CATONI could also face legal consequences, including fines and loss of privileges. You could face dismissal, fines or imprisonment.

The principles;

- Make sure you have proper authorisation before exporting or importing goods, technology, software or services across national borders.
- Know your customers and suppliers and how they will use the goods, technology, software or services that you supply to them.
- Seek legal advice before doing business with a country or individual if sanctions apply.
- Do not import from a country to which sanctions apply, into a country which applied those sanctions.
- Keep up to date with changing rules.
- Get legal advice if you have doubts about export and import controls or sanctions.

5.0 Communications

CATONI Business Communications Standard sets the principles and the rules for all communication by CATONI staff within CATONI or with third parties. The Standard applies to every kind of correspondence including mail, electronic documents, instant messages, websites, social media tools, paper documents, facsimile, voice and voice mail recordings.

Your responsibility;

- You must observe CATONI Business Communications Standard. Failure to do so may damage the reputation of CATONI.
- Failure to comply with mandatory rules may result in disciplinary or legal action.

The principles;

- In your business communications:
 - do not mislead;
 - do not write speculative opinions;
 - do not exaggerate;
 - do not engage in 'casual conversation' on sensitive or confidential matters; and
 - do not joke about serious matters.
- State which CATONI company the communication is coming from.