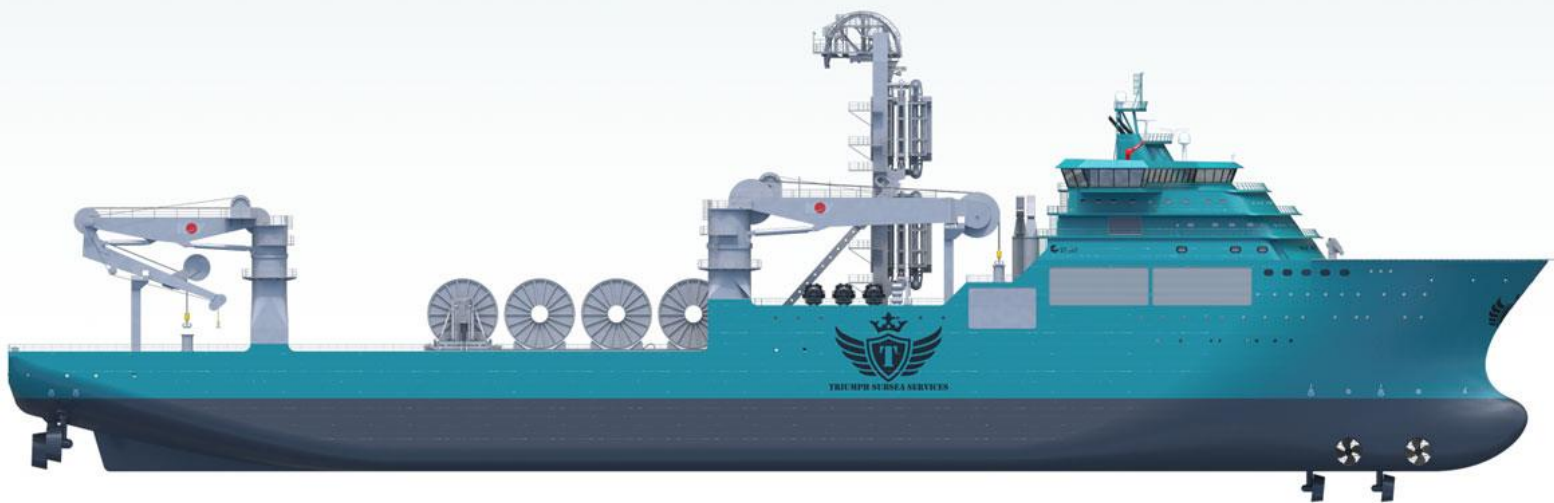




TRIUMPH SUBSEA SERVICES

Supplier Code of Ethics

August 2021





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FOREWORD

The way that Triumph operates and executes its business must inspire the actions we take and the decisions we make, since they define who we are and guide us in the way we do things, helping us in our relationships with all of our stakeholders and, ultimately, in reaching our objectives. Our vision, goal and determination is to be at the forefront of Net Zero vessel design, ownership and operations and assist the world in reducing the effects of climate change.

Our clients, stakeholders and the industry can be assured of Triumph's commitment to continually evolve, adapt, invent, and incorporate new Green Technology as it becomes available. Our commitment to sustainability not only lies within our Net Zero goals but also within our goals of creating sustainable circular economies within our areas of operations. We are a global company; however, we operate on local values with a commitment placed on local content for our vessel builds, supply chains, and workforces.

Triumph operates and subscribes to the highest levels of ethics and integrity for our operational and environmental safety standards. Our core values are **GREEN** and our ethos is **TECHNOLOGY**. These two words are the basis of our motto as we embark on our mission to achieve Net Zero vessels and marine operations by 2030.

In-line with Triumph's Code of Ethics; the purpose of the Supplier Code of Ethics is to establish a framework of reference to understand and put into practice the behaviours and expectations that Triumph requires of its Suppliers on a day-to-day basis whilst on contract to Triumph. Our Suppliers in all of their daily activities and projects must ask themselves if it is efficient, ethical, sustainable and are they creating value for themselves and Triumph. If the answer to any of these questions is "no", then they should think again about whether to move forward with it.

It is also necessary for our Suppliers to be aware that in their day-to-day professional activities, some of their actions can have an impact on their image and Triumph's image and reputation. Suppliers all shall comply in accordance with our ethical criteria, both in terms of what they do and the way in which they do it. Our Suppliers commitment must extend to all their employees, and even more so to their managers and members of their Board of Directors, who must be the first to internalise this Suppliers Code of Ethics and apply it to all of their decisions, thereby leading by example. Leadership that maintains high ethical standards must also be an aspiration in their relationships with third parties, their suppliers and collaborating companies.

Yours Sincerely,

Gray Johnstone
Chief Operating Officer
Triumph Subsea Services Limited.



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CORE VALUES

Triumph Subsea Services' core values can be summarised as **GREEN** and forms the basis and framework of our commitment to excel within our business, consistently deliver excellence to our clients and to further develop our technologies to assist the world in achieving Net Zero. We expect all of our supply-chain, subcontractors and partners to adhere to these same standards and core values.

CODE COMPLIANCE

Compliance to the Code is applicable worldwide to all directors, representatives and staff regardless of employment status (permanent, contract, or part-time) for the Supplier and or its subsidiaries. Suppliers shall insist that all third-party contractors, subcontractors, vendors and the supply chain that they do business with adhere to and abide to the Code.

It is the Supplier's responsibility and obligation to adhere to and abide by the principles of the Code. The principles are both simple and clear: at all times comply with applicable laws, act with integrity and honour, avoid inappropriate behaviour, respect the environment, respect equality and respect humankind.

To achieve full compliance with the Code, during on-boarding, Suppliers are required to fully understand the Code and correctly apply it in all of their daily activities whilst working with and or for Triumph.

Triumph is a global operation that operates within numerous different jurisdictions that abide by different laws, rules and regulations, we must also ensure that we operate within these areas and adhere to our Code. Should any questions arise regarding local jurisdictions and applicable laws or business practices that may be in conflict with the Code, please seek assistance from our Compliance Department.

compliance@triumph-subsea.com

ETHICAL DECISIONS

The principles within this Code cannot possibly cover all daily situations and therefore Suppliers should assess appropriate actions that need to be taken to ensure that there is no breach from the Code and associated policy guidelines. If a situation arises that may be in conflict with the Code, ask yourself:

- Is it legal?
- Will it harm people?
- Will it harm the environment?
- Could it affect your company's reputation or Triumph's reputation?

Due to the rapidly changing world this Code is constantly being updated to ensure that it is in compliance with any changes to laws, policies and standards: The latest revision of Triumph's Supplier Code of Ethics can be found and downloaded on our website.

www.triumph-subsea.com



TRIUMPH SUBSEA SERVICES

PROTECTING PEOPLE AND THE ENVIRONMENT

Green Technology for the Blue Economy, the carbon footprint, environmental and social impact of our operations forms the core of our Triumphs CSR. Our ethos of **TECHNOLOGY** ensures no harm to people, the environment, or assets. All of our Suppliers are to adhere to this same ethos.

PROTECTING PEOPLE

Triumph is committed to and in line with our ethos of **TECHNOLOGY** ensuring no harm to people, the environment, or assets. This commitment to our ethos means that each and every person within our organization must adhere to our Code and as such our Suppliers shall also adhere to our Code.

DISCRIMINATION AND HARASSMENT

Suppliers shall ensure every employee and stakeholder within their organisation is treated equally with respect and dignity, regardless of nationality, race, language, gender, religious beliefs, mental or physical disability, sexual orientation, political beliefs and or any other personal opinions. Suppliers shall commit themselves to providing workplaces where all individuals are treated fairly and free of discrimination. Likewise, all employees need to respect each other's personal choices and they should not force personal opinions onto other employees. Discrimination, harassment, and bullying will not be tolerated under any circumstances and is in breach of the Code and is strictly prohibited.

EQUAL OPPORTUNITIES

Suppliers shall promote equality and equal opportunities regardless of nationality, race, language, gender, religious beliefs, disability, sexual orientation or any other protected ground as established by any laws and shall prohibit discrimination on this basis.

DATA PROTECTION

Every employee within the Supplier's company provides personal information that is part of their initial hiring process and then forms part of the employee's personnel file. The data within these files is private and confidential and as such the Suppliers shall restrict the number of personnel that have access to the sensitive data. Suppliers shall store all employee's data in compliance with all applicable laws pertaining to privacy and data storage.

HEALTH AND SAFETY

Suppliers must be committed to providing a safe and healthy work environment for all of their employees and third-party personnel that are working at or visiting their offices or any of their facilities. Everyone must have the same commitment to health and safety, and they must all demonstrate leadership, care, concern, and respect for each other.



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DRUGS AND ALCOHOL

Triumph has a zero tolerance policy for drugs and alcohol at any office, facility or worksite and as such we expect the same of our Suppliers. Arriving for work whilst being under the influence of drugs or alcohol and or using drugs, or consuming alcohol whilst at work is not tolerated. Any persons under the influence of drugs or alcohol whilst being engaged with any Suppliers operations regardless of employment status will face disciplinary action, either directly from the Supplier and or their employer if they are a third party.

SECURITY

Suppliers must ensure safe and secure protection for their employees and any third-party personnel working in their offices, facilities and worksites as personnel safety and security is of the utmost importance to Triumph. Suppliers must put in place the most practicable security monitoring, cyber security and security protection systems to ensure the safety of their people. If a Suppliers employee and or third-party personnel believes a potential threat exists that could threaten the safety of any of the Supplier's people, please report it immediately to the onsite security team.

INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

Suppliers shall ensure that all Triumph's intellectual property and confidential information shall be safeguarded at all times and must not be disclosed to any persons, inclusive of employees and or third party unless absolutely necessary. If any information is to be disclosed to a third party, then it can only be disclosed under the protection of a Non-Disclosure Agreement and or similar legally binding document, and furthermore must only be disclosed if deemed absolutely necessary.

When contractual obligations cease between a Supplier and Triumph, the Supplier is obliged to ensure any and all information is returned to Triumph. Furthermore, after the cessation of the Supplier's contract with Triumph, the Supplier must still protect an intellectual property and confidential information that you may have knowledge of.

MEDIA AND COMMUNICATION

Triumph has media policies in place to protect our employees and the company and as such we expect our Suppliers to have a similar policy in place. Suppliers shall enforce the same policy to any employees of third-party companies and contractors that may be from time to time employed working on Triumph projects on the Suppliers behalf.



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SUSTAINABLE DEVELOPMENT GOALS (SDGs)

Triumph subscribes to and supports the 17 SDGs that were adopted by all United Nations Member States in the 2015 Paris Agreement as a universal call to action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity by 2030. Triumph is fully committed to helping achieve the SDGs and as such we will be a Net Zero company by 2030 or sooner.

Green Technology for the Blue Economy, the carbon footprint, environmental and social impact of our operations and vessels within the blue economy is paramount in our operations as an organisation. Triumph during the course of its daily onshore and offshore business operations contribute directly and adhere to 12 of the 17 SDGs.

Triumph expects that any company that wishes to be on our supply chain to aspire to the same sustainability goals as Triumph and to have systems and measures in place to be Net Zero by 2030 or sooner. In turn our Suppliers must also expect the same sustainability goals from their supply chain and third parties.

LOCAL CONTENT EMPLOYMENT, COMMUNITIES AND SUPPLY CHAINS

Suppliers must be committed to developing local content as much as practicable in all facets of their business and global operations; if they operate globally. This local content commitment includes promoting opportunities for local communities and diverse businesses to be included in their supply chain while remaining dedicated to quality, safety, and results for their company and their clients. Their local content policy must in compliance with many of the SDGs and must help to promote sustainability for both their company and the communities where they work. Their local content policy shall comply with their Discrimination and Harassment Policy and their Equal Opportunity Policy and shall cover all direct, indirect local content employees and local supply chains.

ETHICAL BUSINESS PRACTICES

BRIBERY

Suppliers must be committed to conducting business in an ethical and honest manner and be committed to implementing and enforcing systems that ensure bribery is prevented. They must have zero-tolerance for bribery and corrupt activities. Suppliers must be committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the world they operate. Suppliers shall uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which they operate. Subject to the Suppliers registered jurisdiction, they could be bound by various laws such as the UK Bribery Act 2010 (UKBA); U.S. Foreign Corrupt Practices Act (FCPA); OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, 1997 (the "OECD Convention"); and similar laws in other countries.

Therefore, Suppliers shall not and will not tolerate corruption or bribery in any form and under no circumstances will anyone within Suppliers entity offer, promise, give, request, receive or accept bribes. Bribes can take many forms and may not necessarily be obvious so as such Suppliers must be extremely careful in their business dealings.



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FACILITATION PAYMENTS

Suppliers must not accept and must not make any form of facilitation payments of any nature. Suppliers must recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. Suppliers must recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action. Suppliers shall not allow kickbacks to be made or accepted. Suppliers must recognise that kickbacks are typically made in exchange for a business favour or advantage. Suppliers must recognise that, despite their strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put them/their family's personal security at risk, in this instance there must be measures in place by the Supplier such as a Compliance Officer, likewise the Supplier must have a detailed Anti-Bribery and Anti-Corruption Policy in place.

THIRD PARTIES

Triumph's Suppliers in all facets of their daily business deal with individuals, entities and third parties that provide goods and services on Triumphs behalf. As such Triumph can be held legally liable for the actions of any third parties, and hence we must perform the correct due diligence to ensure that they comply with our Code of Ethics. Suppliers are also obligated to execute the same due diligence on their supply chain and third parties to be in compliance with Triumph's Supplier Code of Ethics. The due diligence of third parties may slightly differ subject to compliance risk that will vary due to geographical location, the nature and scope of business, services, and activities that the third party will perform. Suppliers shall ensure ongoing monitoring and due diligence will also be conducted regularly to ensure the third party is in compliance with the Code. The aim of this due diligence and ongoing monitoring of our third parties is to ensure that our Suppliers and Triumph are protected from any risks of non-ethical or illegal behaviour that could be undertaken by our third parties.

ANTI-MONEY LAUNDERING

Suppliers shall act diligently to ensure that all payments that they receive are free and clear of any money laundering activities and have not been generated from illegal activities in order to launder the money via legitimate businesses. Money laundering is often money used to fund criminal activities, inclusive of terrorism activities. Money laundering is a global issue, and Suppliers must always act diligently and be aware of any suspicious activities in regard to how payments are received and or requested to be received by other parties. If you observe anything untoward, out of the ordinary or irregular with either incoming or outgoing payments and payment requests, you must immediately report this to your Compliance Department and also notify the Triumph Compliance Department.

compliance@triumph-subsea.com



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TRADE SANCTIONS

As part of the Code, Suppliers must be committed to comply with all international, national, trade laws and regulations in the countries where they are working in and or where their Suppliers are sourcing goods from. Suppliers must ensure that they are in compliance with any national and or multinational sanction regulations. These sanctions generally are under the auspices of the United Nations and as such Triumph's Suppliers cannot and will not conduct business with persons, companies and or countries that are on the UN sanction list.

ACCOUNTING

Suppliers are expected to comply with all local and international codes of conduct for accounting and financial compliance. This is of paramount importance to the Supplier being able to provide full transparency and disclosure to its stakeholders and regulatory authorities. This information includes but is no limited to internal and external financial reports, expense reports, invoices, payrolls, and operating reports. Triumph may conduct third party audits specifically of payrolls to ensure compliance with our Modern Slavery and Human Trafficking and Human Rights Policies.

CONFLICT OF INTEREST

In daily operations and activities, instances and circumstance may arise that could be a potential and or perceived to be a conflict of interest. A conflict of interest arises when an individual is likely to be affected by their personal interest, this can also extend to any relatives, partners and or associates that they may have. If Suppliers believe that they may be involved in any situation that may be a conflict of interest, then they must notify Triumph's Compliance Department immediately.

compliance@triumph-subsea.com

ANTITRUST AND FAIR COMPETITION

We expect our Suppliers to believe in free and open competition and to not engage in improper practices that may limit competition. Our Suppliers shall not look to gain any competitive or commercial advantages through unethical or illegal business practices as this would be in contravention of the Code. Antitrust laws are very complex and compliance to the laws can vary depending on the circumstances but in general, certain activities provide 'red flags' and shall be avoided and if detected shall be immediately reported to the Suppliers Compliance Department. The activities include but are not limited to the following:

- Sharing Suppliers and or Triumphs competitively sensitive information with any competitors.
- Sharing inside information of Suppliers and Triumphs business partners and or third parties with any competitors.
- Obtaining any non-public information about competitors from any source.



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REPORTING ETHICS CODE INTEGRITY ISSUES

Everyone has an obligation to immediately report any known, suspected or potential violations of the Code. This obligation also includes any violations of any jurisdictional laws, rules or regulations. Infractions are to be reported via email to the Suppliers Compliance Department. If you require any guidance regarding any situation that you believe may violate this Code or you have any compliance related questions, please contact your immediate supervisor, manager and or the Compliance Department.

Threats, retaliation, or reprisals against any person who has reported any suspected violation of our Code, and or is assisting in any Code violation investigation is prohibited. The threat, retaliation, or reprisal in itself is a violation of this Code and will not be tolerated and immediate action will be taken.

CODE VIOLATION ACTIONS

If a violation of the Code does occur and is proven to have been a breach of the Code, the Supplier's management team must take the appropriate action. Disciplinary measures must be taken against anyone that has been proven to have violated the Code and could result in dismissal or any other appropriate actions, such as any legal action necessary to protect and preserve the Suppliers and Triumph's interests and integrity.

Code violations by the Supplier may have consequences to their contractual relationship with Triumph. Ignorance of the law, or pressure or demands due to business conditions, will not be admitted as justification or reason for non-compliance. Others involved in the wrongdoing may also be subject to discipline. This includes those who fail to use reasonable care to detect a violation, persons who refuse to divulge information which may be material to an investigation, as well as supervisors who approve, condone, "look the other way," or attempt to retaliate.

According to the severity of the violation, these consequences can range from a simple warning to disqualification as a Triumph Supplier; without prejudice to other applicable legal or administrative actions. Violations of this Code will be analyzed on a case-by-case basis and will be penalized in accordance with all applicable internal procedures, agreements and legal requirements.

Triumph provides our Suppliers with a channel through which they can report, without fear of retaliation, events that may be considered infringements or violations of this Code, or of the Code of Ethics and or any other policy that is published by Triumph. All compliance reports can be directed Triumphs Compliance Department.

compliance@triumph-subsea.com