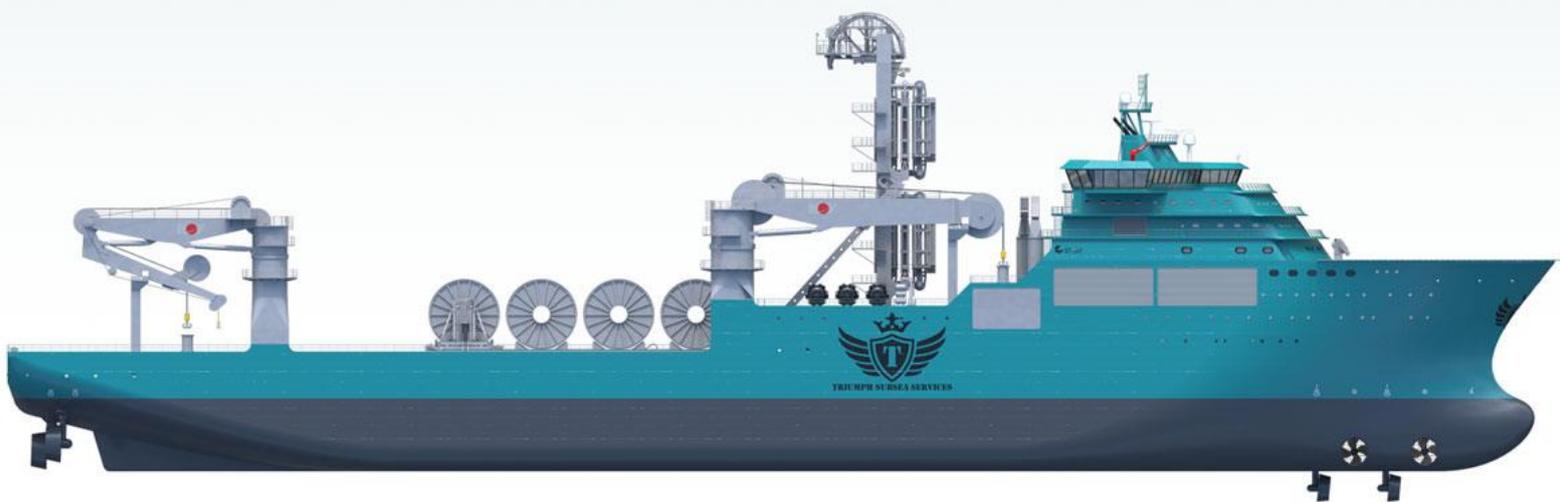




TRIUMPH SUBSEA SERVICES

Code of Ethics

August 2021





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FOREWORD

The way that we operate and execute our 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. To achieve these climate change goals and to reduce greenhouse gases we have pushed the envelope of technology with unrivalled innovations and industry firsts. We have incorporated all of the latest currently available advanced technology, robotics, safety systems and autonomous systems within our vessels and are at the forefront of future proof, environmentally friendly and Net Zero capabilities.

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. To achieve these Net Zero goals, we are collaborating and connecting with partners within the subsea, maritime, technology, aerospace, engineering, and scientific research communities. 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.

We operate and subscribe 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 moto as we embark on our mission to achieve Net Zero vessels and marine operations by 2030.

The purpose of the Code of Ethics is to establish a framework of reference to understand and put into practice the behaviours and expectations that the Company requires of each of us in our day-to-day work as we move forward with our goal. In all of our daily activities and projects we must ask ourselves if it is efficient, ethical, sustainable and are we creating value for Triumph. If the answer to any of these questions is "no", we should think again about whether to move forward with it.

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

GREEN 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 values relevant to their scopes of supply.

GREEN

Green Technology

Green Technology is required to ensure the preservation and sustainability of the Blue Economy for present and future generations. As such we will only use vessels and equipment within the Blue Economy that leave the smallest possible environmental footprint in all aspects of our marine operations.

Research

Research to further develop and to push the boundaries of Green Technology for use within the Blue Economy with the ultimate goal of being able to operate Net Zero vessels for all of our marine operations by 2030.

Environment

Leave the smallest possible Environmental footprint in all aspects of our companies operations and in particular to meet and exceed the United Nations Sustainable Development Goal # 14 – Life Below Water.

Ethics

Ethically operate our business and always act with honesty and integrity. Our Ethics include our commitment to be an equal opportunity employer, support local supply chains, support local communities and safely conduct our business to ensure no harm is done to the people or the environment.

Net Zero

Use all of our Green Technology and Research to assist all of our supply-chain, subcontractors and clients to achieve their Net Zero goals. Our goal is Net Zero by 2030 and we expect everyone that we are engaged with to aim for similar goals.



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CODE COMPLIANCE

As a company that operates globally our Code is applicable worldwide to all of our directors, representatives, onshore staff, offshore staff and marine crew regardless of employment status (permanent, contract, or part-time) for Triumph and or its subsidiaries (Personnel). We expect all of our third-party contractors, subcontractors, vendors and supply chain that we do business with to adhere and abide to our Code.

It is our personal responsibility and obligation to adhere to and abide by the principles of our 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 assist and help achieve full compliance with our Code, Triumph provides regular training sessions and everyone is required to complete the certification process to ensure that they fully understand our Code and correctly apply it in all of their daily activities.

As 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 our Code, please seek assistance from our Compliance Department.

compliance@triumph-subsea.com

ETHICAL DECISIONS

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

- Is it legal?
- Will it harm people?
- Will it harm the environment?
- Could it affect the company's reputation and its shareholders?

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

www.triumph-subsea.com



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PROTECTING PEOPLE, THE ENVIRONMENT, AND ASSETS

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

Think

Think before you act.

Environment

Environment is to be protected at all times.

Check

Check if conditions are safe to conduct operations.

Halt

Halt operations if conditions are not safe or hazards observed.

Notify

Notify if there is a hazard found.

Observe

Observe for potential hazards.

Listen

Listen to comments and input from all team members.

Organize

Organize all operations to ensure safety to people, the environment and assets.

Gauge

Gauge if it is safe to return to work if a hazard or unsafe conditions have been observed.

Yield

Yield to experience gained and lessons learnt.



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PROTECTING OUR PEOPLE

Triumph is committed to and in line with our ethos of **TECHNOLOGY** ensures 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.

DISCRIMINATION AND HARASSMENT

Every employee and stakeholder within Triumph shall be 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. Triumph commits ourselves 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 our Code and is strictly prohibited.

EQUAL OPPORTUNITIES

We are a multicultural company that operates globally, and our personnel come from a wide variety of backgrounds and cultures with various skills. This combination of talent and resources has created the highly skilled, diverse, and dynamic team that enables us to be a success. Being a global company, we firmly believe in equality regardless of nationality, race, language, gender, religious beliefs, disability, sexual orientation or any other protected ground as established by any laws and we prohibit discrimination on this basis.

DATA PROTECTION

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

HEALTH AND SAFETY

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

DRUGS AND ALCOHOL

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 of our operations regardless of employment status will face disciplinary action, either directly from Triumph and or their employer if they are a third party.



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SECURITY

The safe and secure protection of our employees and any third-party personnel working in our offices, worksites, onshore or offshore facilities is of the utmost importance to us. We utilize the services of the most advanced security monitoring, cyber and security protection systems that are available to ensure the safety of our people. If an employee and or third-party personnel believes a potential threat exists that could threaten the safety of any of our people, please report it immediately to the onsite security team.

INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

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. Any information generated by any employee and or agent of Triumph during either direct employment, contract employment or third-party vendor employment remains the property of Triumph.

When contractual obligations cease between an employee and Triumph you are obliged to return any and all information to the company. Furthermore, after the cessation of your employment with Triumph you must still protect an intellectual property and confidential information that you may have knowledge of.

MEDIA AND COMMUNICATION

Our media policies have been put in place to protect our employees and the company and as such we expect every employee to read and comply with our separate **Social Media and Communications Policy**. We expect and 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.

Triumph communicates and actively engages with the media by publishing press releases and responding to media enquiries, these releases and requests are through our Communications Department. To ensure that any information pertaining to Triumph is communicated accurately and correctly, all employees shall adhere to the following guidelines:

All external media communications will be handled exclusively by the Group COO and his authorized delegates after approval from the Group COO. Unless you are one of the delegates, you are not authorised under any circumstances to communicate with journalists or media on behalf of Triumph or any of our subsidiaries. Triumph does place posts on LinkedIn and this is carried out by an authorised delegate.

ASSETS

All Triumph employees shall use the company's physical assets in an efficient, correct, and legal manner. Physical assets must be managed with due care and all employees shall safeguard and protect our assets from loss, misuse, damage, and fraud. Any type of deliberate damage, misuse, theft, or fraud our assets will not be tolerated. All company assets remain the property of the company at all times.



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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. We firmly believe that to achieve the SDGs and Net Zero targets, partnerships within numerous diverse market segments are needed to push the envelope of technology and science to achieve these targets sooner rather than later.

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. Refer to our website under the [SUSTAINABILITY](#) section.

LOCAL CONTENT EMPLOYMENT, COMMUNITIES AND SUPPLY CHAINS

Triumph is committed to developing local content as much as practicable in all facets of our business and global operations. This local content commitment includes promoting opportunities for local communities and diverse businesses to be included in our supply chain while remaining dedicated to quality, safety, and results for our company and our clients. Our local content policy is in compliance with many of the SDGs and helps to promote sustainability for both our company and the communities where we work. Our local content policy complies with our Discrimination and Harassment Policy and our Equal Opportunity Policy and covers all direct, indirect local content employees and local supply chains

ETHICAL BUSINESS PRACTICES

BRIBERY

Triumph is committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure bribery is prevented. We have zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the world we operate. Triumph shall uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of the UK Bribery Act 2010 (UKBA), in respect of our conduct both at home and abroad, 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, we will not and do not tolerate corruption or bribery in any form and under no circumstances will anyone within Triumph offer, promise, give, request, receive or accept bribes. Bribes can take many forms and may not necessarily be obvious so as such we must all be extremely careful in our business dealings.



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FACILITATION PAYMENTS

Triumph does not accept and will not make any form of facilitation payments of any nature. We 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. We 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. We do not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage. We recognise that, despite our 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 refer to our detailed **Anti-Bribery and Anti-Corruption Policy**.

THIRD PARTIES

In all facets of our daily business we deal with individuals, entities and third parties that provide goods and services to Triumph 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. 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. Ongoing monitoring and due diligence will also be conducted regularly to ensure the third party is in compliance with our Code. The aim of our due diligence and ongoing monitoring of our third parties is to ensure that Triumph is protected from any risks of non-ethical or illegal behaviour that could be undertaken by our third parties.

ANTI-MONEY LAUNDERING

As a global company Triumph acts diligently to ensure that all payments that it receives 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 we 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 the Compliance Department and your immediate line manager.

TRADE SANCTIONS

Triumph operates globally and as such we are subject to numerous international trade laws and regulations. As part of our Code, we are committed to comply with all international and national laws and regulations in the countries we are working in. We must ensure that we are in compliance with any national and or multinational sanction



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regulations. These sanctions generally are under the auspices of the United Nations and as such we cannot and will not conduct business with persons, companies and or countries that are on the UN sanction list.

ACCOUNTING

Triumph utilises the services of an international and globally recognised third party that conducts all of our accounting and financial compliance. Triumph utilises these services in every country where we have an operational office and such, we must work to these accounting standards and procedures. This is of paramount importance to Triumph being able to provide full transparency and disclosure to our stakeholders and regulatory authorities. As such we must take care that all data and or information that we provide to the third party is complete and accurate. This information includes but is no limited to internal and external financial reports, expense reports, invoices, payrolls, and operating reports. Likewise, we must present any future expected project revenues and expenses in a format that can be studied and analyses to ascertain the fiscal viability of any project before committing to said project.

CONFLICT OF INTEREST

In our 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 or 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 you believe that you may be involved in any situation that may be a conflict of interest, please notify your immediate line manager and the Compliance Department.

ANTITRUST AND FAIR COMPETITION

Triumph believes in free and open competition and does not engage in improper practices that may limit competition. We will not look to gain any competitive or commercial advantages through unethical or illegal business practices as this would be in contravention of our 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 Compliance Department. The activities include but are not limited to the following:

- Sharing Triumphs competitively sensitive information with any competitors.
- Sharing inside information of 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 our Code. This obligation also includes any violations of any jurisdictional laws, rules or regulations. Infractions are to be reported via email to the Compliance Department: compliance@triumph-subsea.com. If you require any guidance regarding any situation that you believe may violate our 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 our Code and will not be tolerated and immediate action will be taken by the company.

CODE VIOLATION ACTIONS

If a violation of the Code does occur and is proven to have been a breach of the Code, the company's management team will take the appropriate action. Disciplinary measures will 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 Triumph's interests and integrity.

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