



**TRIUMPH SUBSEA SERVICES**

# **Anti-Bribery and Anti-Corruption Policy**



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## 1. PURPOSE

This anti-bribery policy exists to set out the responsibilities of Triumph Subsea Services Limited, hereinafter referred to as Triumph and those who work for us in regard to observing and upholding our zero-tolerance position on bribery and corruption. It acts as a source of information and guidance for those working within Triumph Subsea Services. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

## 2. POLICY STATEMENT

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 will 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, including the 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.

As a business if we are found to have taken part in corruption, we may be subjected to an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. It is with this in mind that we commit to preventing bribery and corruption in our business and take our legal responsibilities seriously.

## 3. WHO IS COVERED BY THE POLICY

This anti-bribery policy applies to all individuals working at all levels and grades, including senior managers, officers, trustees, board, committee members, directors, employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or person associated with us, or any of our subsidiaries or their employees, no matter where they are located.

In the context of this policy, third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians, and public parties.

Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

## 4. DEFINITION OF BRIBERY

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting of value or of an advantage so to induce or influence an action or decision.



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## ANTI-BRIBERY & ANTI-CORRUPTION POLICY

A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage. Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's compliance manager.

### 5. WHAT IS AND WHAT IS NOT ACCEPTABLE

This section of the policy refers to 4 areas:

- Gifts and hospitality
- Facilitation payments and kickbacks
- Political contributions
- Charitable contributions

#### 5.1 Gifts and Hospitality

Triumph accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- It is not made with the suggestion that a return favour is expected.
- It is in compliance with local law.
- It is given in the name of the company, not in an individual's name.
- It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- It is given/received openly, not secretly.
- It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- It is not above a certain excessive value, as pre-determined by the company's compliance manager (usually in excess of GBP100).
- It is not offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's compliance manager.

Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the compliance manager, who will assess the circumstances.

We recognise and appreciate that the practice of giving business gifts varies between



countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

Within these parameters, local management may define specific guidelines and policies to reflect local professional and industry standards. Where this policy requires written approval to be given, the Company Secretary shall put in place a process to maintain a register of all such approvals.

As good practice, gifts given and received should always be disclosed to the compliance manager. Gifts from suppliers should always be disclosed.

### **5.2 Facilitation Payments and Kickbacks**

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 their/their family's personal security at risk. Under these circumstances, the following steps must be taken:

- Keep any amount to the minimum.
- Ask for a receipt, detailing the amount and reason for the payment.
- Create a record concerning the payment.
- Report this incident to your line manager.

### **5.3 Political Contributions**

Triumph will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

### **5.4 Charitable Contributions**

Triumph accepts (and indeed encourages) the act of donating to charities, whether through services, knowledge, time, or direct financial contributions, and agrees to disclose all charitable contributions it makes.

However, employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the compliance manager.

## **6. EMPLOYEE RESPONSIBILITIES**

As an employee of Triumph, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and



corruption information you are given.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your compliance manager as soon as possible if you believe or suspect that a conflict with or breach of this policy has occurred or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Triumph has the right to terminate a contractual relationship with an employee or other workers if they breach this anti-bribery policy.

## 7. WHAT HAPPENS IF I NEED TO RAISE A CONCERN

This section of the policy covers 3 areas:

- How to raise a concern.
- What to do if you are a victim of bribery or corruption.
- Protection.

### 7.1 How to Raise a Concern

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to Triumph, you are encouraged to raise your concerns at as early a stage as possible. If you are uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your line manager, the compliance manager, the director, or the Head of Governance and Legal.

Triumph will familiarise all employees with its whistleblowing procedures so employees can vocalise their concerns swiftly and confidentially.

### 7.2 What to Do if You Are a Victim of Bribery or Corruption

You must tell your compliance manager as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity.

### 7.3 Protection

If you refuse to accept or offer a bribe or you report a concern relating to potential act(s) of bribery or corruption, Triumph understands that you may feel worried about potential repercussions. We will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

We will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption. Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavourable treatment in relation to the concern the individual raised.

If you have reason to believe you have been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform your line manager or the compliance manager immediately.



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## 8. TRAINING AND COMMUNICATION

Triumph will provide training on this policy as part of the induction process for all new employees. Employees will also receive regular, relevant training on how to adhere to this policy, and will be asked annually to formally accept that they will comply with this policy.

Our anti-bribery and corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third-parties at the outset of business relations, and as appropriate thereafter.

We will provide relevant anti-bribery and corruption training to employees etc. where we feel their knowledge of how to comply with the Bribery Act needs to be enhanced. As good practice, all businesses should provide their employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

## 9. WHO IS RESPONSIBLE FOR THE POLICY

The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The compliance manager has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

## 10. RECORD KEEPING

Triumph will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made. We will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given, and understand that gifts and acts of hospitality are subject to managerial review.

## 11. MONITORING AND REVIEWING

Triumph compliance manager is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.

Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.

Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the compliance manager.

This policy does not form part of an employee's contract of employment and Triumph may amend it at any time so to improve its effectiveness at combatting bribery and corruption.