

Appendix 1

Code of Conduct
TANAP

Message from the Management

TANAP Doğal Gaz İletim AŞ is a company which shall develop, construct, own, and operate the TANAP Pipeline and its related facilities. The pipeline will open a new corridor and market outlet for natural gas into Turkey and Europe.

A project of such magnitude as the TANAP Project is challenging and complex. It is surrounded by a multitude of risks which can be minimised through professional project management and responsible behaviour. In order to achieve its goals, it is vital for the Company to maintain an undisputed reputation and to be considered a professional and reliable partner to customers and other business partners.

This Code of Conduct is designed to preserve and foster the integrity and reputation of the Company and to help its Employees, including officers and directors and others who work for the Company to avoid misconduct. In concrete terms, this means that we have to ensure compliance with legal and regulatory requirements as well as with our internal policies and directives, while upholding good market practices at all times.

While the Code of Conduct provides a broad range of guidelines for proper business conduct and for preserving integrity, it cannot address every situation that we as individuals are likely to encounter. We should realize that in some circumstances merely the appearance of improper behaviour may pose a risk to the Company and its reputation.

It is crucial not only to follow the Code of Conduct up to the “letter of law”, but also to consider the broader meaning of the document and the importance of complying with the “spirit of law”. It is our responsibility to exercise good judgment, remain accountable for our actions and request guidance on proper business conduct when necessary.

We will act in an ethical and socially responsible manner and within the laws, customs and traditions of the countries in which we operate. Our ambition is to avoid negative environmental impacts, enhance positive effects and contribute to sustainable development.

In working with ethical issues it is important to follow a number of simple rules.

- Making sure one's actions are within the law and comfortably within the Company's own ethical requirements. Operating in a grey zone increases the risk of things going wrong.
- Being open with regard to ethical issues. If in doubt, a person should talk with their colleagues or raise the issue with their superior, the Compliance Officer or management.
- Spending sufficient time on difficult decisions. The wrong decisions are often taken when things have not been thought through properly, and the individuals allow themselves to be pressured into taking a rash decision.

The daily behaviour of each and every one of us is crucial for creating a solid reputation for the Company and for our overall progress. By consistently implementing and living the Code of Conduct, we are together laying the necessary foundation for our successful future.

Ankara, [●] 2013

Project Management Team

Scope of application

The Code of Conduct describes the Company's commitment and requirements in connection with issues of an ethical nature that relate to business practice and personal conduct. This Code of Conduct applies to the Company, any of its branches and subsidiaries it's Employees, including Board of Directors, hired personnel, Intermediaries, lobbyists, and others who act on the Company's behalf. Any references in this Code of Conduct to "the Company", shall be a reference to the "Company and any of its branches and subsidiaries".

The terms used herein shall have the same meaning as in the TANAP SHA and the Anti-Bribery and Corruption Policy.

Responsibilities in external relations

2.0 TANAP commitment, local communities and nongovernmental organizations

In its business activities, the Company will comply with applicable laws and regulations and act in an ethical, sustainable and socially responsible manner. Respect for human rights is an integral part of the Company's values base.

The Company wants to make a positive difference wherever the Company does business. The Company holds itself to the highest ethical standards and behaves in ways which earn the trust of communities in which the Company operates. The Company works hard to create open and sincere relationships with local communities, as well as with bodies such as nongovernmental organizations (NGOs) who have a legitimate interest in what we do as a company. The Company respects the rights and dignity of communities, NGOs and other organizations with whom it interacts.

2.1 Antitrust

Competition can only develop freely when it is fair. The Company is committed to integrity and fairness when competing with others in the market. Conduct that undermines competition is not tolerated. The Company will compete in an ethically justifiable manner within the framework of the antitrust and competition rules in the market in which the Company operates. This applies in relation to competitors as well as to customers and suppliers.

Antitrust laws prohibit agreements or actions that might eliminate or discourage competition, bring about a monopoly, abuse a dominant market position, artificially maintain prices, or otherwise illegally hamper or distort commerce.

2.2 Trade restrictions and export boycotts

As a consequence of its business goals and interests, the Company is active in various markets and regions. In this respect, restrictions which relate to exports and other transactions can be imposed on countries and organisations. Violations of foreign trade, export and customs laws can result in penalties. The Company obeys these provisions and expects all Employees to comply with them.

2.3 Combating corruption

Corruption includes bribery and trading in influence. Corruption undermines legitimate business activities, distorts competition, ruins reputations and exposes companies and individuals to risk. The Company is against all forms of corruption and will make active efforts to ensure that it does not occur in the Company's business activities.

Bribery exists when an attempt is made to influence someone in the conduct of their duties, through the provision of an improper advantage. Trading in influence exists when an improper advantage is provided to someone in order to influence the performance of a third party's duties. Such improper

advantage can take different forms, for example cash, objects, credits, discounts, travel, accommodation or services.

The prohibition against bribes and trading in influence applies both to the party giving or offering an improper advantage and to the party who requests, receives or accepts such advantage. For the matter to be considered illegal, it is sufficient that a demand or an offer of improper advantage is made. It is not a prerequisite that the improper advantage accrues to the person upon whom an attempt is being made to exercise influence. The prohibition against bribery and trading in influence applies to both the public and private sectors.

Facilitation payments or 'grease payments' are unofficial payments aimed at expediting or securing routine government procedures. The Company is against the use of this type of payment and will work actively to prevent such payments.

The Company may be held liable for bribery or any other corrupt acts by third parties contracted by the Company or in other situations where the Company may benefit from bribery or corrupt acts by third parties. The Company has therefore implemented particular measures to mitigate such risks and will in all contractual relations make substantial effort to include a commitment for third parties to adhere to the same rules and procedures as apply to the Company in relation to bribery and corruption.

The prohibition against corruption described in this section applies for individuals acting on the Company's behalf. In case of violations, the Company may be fined and individuals may be fined and/or imprisoned.

The prohibition includes facilitation payments. However, if the individual believes that their own or others' life or health are or may be imminently in danger, making a payment is not a violation of this prohibition. Payments must be correctly described in the accounts and reported to the Compliance Officer.

2.4 Receiving and giving gifts and entertainment

Except as expressly permitted by this Code of Conduct, any Employee or individual acting on behalf of the Company must not, directly or indirectly, accept gifts or entertainment, except for promotional items of minimal value normally bearing a company logo. Other gifts may be accepted in situations where it would clearly give offence to refuse, in which case the gift must be handed over immediately to the Company and will be regarded as property of the Company.

'Gifts and entertainment' means anything of value that is offered by any Company personnel to a third party, that party's relatives, friends and close associates, or which might be offered by a third party to any Company personnel, their relatives, friends or close associates. By way of example, gifts and entertainment include, amongst others:

- monetary and non-monetary gratuities
- favours, for example use of vacation facilities
- food, entertainment, lodging
- providing or arranging loans and loan guarantees
- discounts or favourable terms on any product or service
- the provision of services
- prizes
- transportation
- shares or other securities or participation in share offerings
- home services or improvements/repair/upgrade
- tickets to concerts, and other events
- gifts or certificates for gifts
- facilitation for issuance of work permits and visas

Hospitality such as social events, meals or entertainment may be accepted if there is a clear business reason for the Company. The cost of any hospitality must be kept within reasonable limits. Travel, accommodation and other expenses for the individual in connection with such hospitality must always be paid by the Company.

Before responding to an invitation you should consider the awareness questions for hospitality listed in Annex A appended to this Code of Conduct.

The above principles also apply in the reverse direction, so that no individual acting on behalf of the Company may, in their dealings with customers, suppliers and other parties, offer or agree to pay for gifts, hospitality or other expenses that would violate these principles. Particular care must be taken in dealings with Public Officials.

Members of the highest executive management committee in the Company may, on special occasions where custom requires it and where there can be no perception of impropriety, approve the offer or the acceptance of a gift of a higher value than indicated above on behalf of the Company.

All matters concerning the acceptance or offer of gifts, hospitality and similar advantages must be discussed and agreed between the individual and their superior, except where such advantages without doubt are acceptable according to the above. Even where no preapproval is required, the superior should be informed to secure openness.

Some types of gifts and entertainment cannot be given or accepted regardless of the circumstances, and no one within the Company can approve them:

- Gifts and entertainment that are illegal under the laws applicable to the Company and/or governing the organisations participating in the Company.
- Gifts and entertainment that are offered to government officials in breach of local or international bribery laws, including the laws of the home country of each of the Company's participating organizations or that of their respective ultimate parent companies.
- Involve parties engaged in a tender or competitive bidding process.
- Are offered for something in return.
- Are indecent in nature, sexually oriented, do not comply with the Company's commitment to mutual respect or that otherwise might adversely affect the Company's or its participating organizations' reputation.
- Those paid for directly by any personnel of the Company in order to avoid having to report or seek approval.
- Cash or cash equivalent such as gift certificates, loans, shares, share options, bank cheque, money order, investment security or negotiable instrument.
- Are given to influence or would give the appearance of influencing business judgment.
- Violate the recipient's policy around gifts and entertainment.
- Discounts and rebates obtained by use of the Company's purchasing power, or the purchasing power of a Company participating organization, and are of personal benefit (except those given to all Company personnel).
- Are official information, documents or confidential information on subjects including Company's, or Company participating organizations', financial performance or operations or any of its personnel, and would not be made available to the general public.

2.5 Public Officials

Particular care must be taken in dealings with Public Officials.

The Company should not authorise any gift or payment or offer anything of value to Public Officials, except as expressly provided in the Anti-Bribery and Corruption Policy or this Code of Conduct.

The Company may cover the reasonable and legitimate expenses of Public Officials related to the purposes of (i) promotion, demonstration, or explanation of products or services, or (ii) execution or performance of a contract with a government or government agency. Such expenses may include reasonable costs for travel to the Company's premises, accommodation or costs related to training when there is a legitimate purpose in connection to the Company's relationship with the relevant authorities.

Advice from the Compliance Officer and the legal department and written approval from the Project Management Team must be obtained in advance for all promotional, contract or training related expenditures for the benefit of Public Officials.

No authorisation for coverage of expenses related to Public Officials may be made if it violates any applicable laws on corruption or the regulations of the Public Official's employer, or may be perceived by the public as a bribe or improper payment.

2.6 Suppliers, partners and contractors

The Company will conduct its business in such a way that suppliers, partners and customers can have trust in the company. Suppliers, partners and contractors are expected to adhere to ethical standards which are consistent with the Company's ethical requirements. This includes making a contractual commitment where it is feasible to follow the principles of this Code of Conduct, as well as the Company's ethics and compliance requirements by such suppliers, partners and contractors.

The Company's suppliers, partners and contractors are important to the Company, underpinning the Company's ability to do business and meet customers' expectations. That is why the Company choose them carefully, using a transparent selection process based on objective criteria and evidence.

The following **basic rules** must **always** be followed by any Employee or anyone working on behalf of the Company:

- Use an objective process to source and select suppliers, partners and contractors.
- Avoid conflicts of interest, inappropriate gifts and entertainment, or any kind of favouritism that might compromise selection.
- Work only with suppliers, partners and contractors who comply with all legal requirements. They must willingly make a contractual commitment where it is feasible to operate in line with the principles of this Code of Conduct, as well as the Company's ethics and compliance requirements.
- Conduct due diligence on new suppliers, partners and contractors and Intermediaries acting on behalf of the Company.
- Screen suppliers, partners and contractors against restricted party lists with regard to preventing money laundering and to complying with trade restrictions, export controls and anti-boycott laws.

Note: When suppliers, partners and contractors are engaged to work on behalf of the Company, the individual engaging such suppliers, partners and contractors must seek to ensure that these parties are aware of the principles of this Anti-Bribery and Corruption Policy and the Code of Conduct.

Any Employee or anyone working on behalf of the Company must **never**:

- Accept gifts and entertainment from parties engaged in a tender or competitive bidding process that you are engaged in, unless you receive prior approval from the Compliance Officer.
- Share one supplier's confidential business information (for example, proposed rates, winning bid information or qualification criteria) with any other supplier.

Note: There may be further rules covering the way you work with suppliers – for example, laws or regulations or government contract requirements. Please make sure you know the rules that apply in your business and country.

2.7 Use of Intermediaries

Before Intermediaries are hired, the manager in question must ensure that the Intermediary's reputation, background and abilities are appropriate and satisfactory on the basis of Integrity Due Diligence. The Company expects that Intermediaries act in accordance with its ethical requirements and this condition must be included in the Intermediary's contract with the Company.

Agreements with Intermediaries must be made in writing and describe the true relationship between the parties. The agreed compensation must be proportionate to the service rendered. Payments must only be made against satisfactory documentation, and must be accounted for in accordance with generally accepted accounting principles.

The performance of the Intermediary relative to the Company's ethical requirements should be regularly monitored and remedial action taken if performance falls short.

2.8 Lobbying and political activity

A lobbyist is a special type of Intermediary used to influence decisions, both in the public and private sectors.

It is only permitted to use a lobbyist if such person fully discloses to the person or body the Company wishes to influence that they represent the Company. It is therefore an absolute requirement that all contracts with lobbyists impose an obligation on the lobbyist to disclose this information.

The principles for use of Intermediaries set out in section 2.7 of this Code of Conduct (*Use of Intermediaries*) also apply to lobbyists.

The Company does not support individual political parties or individual politicians.

The Company may participate in public debate when this is in the Company's interest.

An Employee is free to participate in democratic political activities, but this must be without reference to or connection with their relationship to the Company. Employees should exercise particular care when on international assignments for the Company.

2.9 Preventing money laundering

Money laundering is the process of concealing illicit funds or making them look as though they are legitimate. This includes concealing the criminal origin of money or other property – sometimes called the proceeds of crime – within legitimate business activities. It also covers the use of legitimate funds to support crime or terrorism.

The Company never condones, facilitates or supports money laundering, which means:

- the Company will always comply with anti-money laundering laws and regulations; and
- the Company takes reasonable and appropriate actions to identify and assess the integrity of its business counterparties.

Every Employee or individual working on behalf of the Company shall make him / herself familiar with the basic rules on money laundering prevention as outlined in Annex C appended to this Code of Conduct and shall comply with such rules.

Employees' duties and commitments

3.0 Code of personal conduct

The Company sets high ethical standards for everyone who acts on behalf of the Company. The individual must abide by applicable laws and regulations and carry out their duties in accordance with the requirements and standards that apply in the Company. They shall not assist in any breach of laws by business associates.

The Company expects the individual to treat everyone with whom they come into contact through their work or work related activities with courtesy and respect. The individual must refrain from all conduct that can have a negative effect on colleagues, the working environment or the Company. This includes any form of harassment, discrimination or other behaviour that colleagues or business associates may regard as threatening or degrading. The individual must not behave in a manner that can offend local customs or culture.

3.1 Fair Treatment

The Company respects the rights and dignity of all personnel, the right to fair treatment and equal opportunity within the Company, making also sure that everyone at the Company and everyone that the Company comes into contact with:

- is treated with fairness, respect and dignity, and never unfairly discriminated against
- are listened to and involved in improving team performance
- are supported in managing your personal priorities

3.1.1 Personnel of the Company will always:

- Know what is expected of them in their jobs.
- Have open, constructive conversations about their performance with their Company supervisor.
- Get the help and training to develop their capabilities.
- Obey reasonable requests relative to work operations and be involved in improving team performance.
- Report any breaches to this Code of Conduct and issues that might endanger the safety of personnel and the Company's operations.

3.1.2 Managers of the Company will always:

- Make decisions on selecting, developing and advancing personnel based on merit, qualifications and demonstrated skills and achievements.
- Make decisions relating to an individual without consideration to that individual's family relations, race, colour, religion, gender, age, national origin, sexual orientation, gender

identity, marital status or disability and will not let these influence their judgement in relation to the individual.

- Seek to influence other parties with whom we work (suppliers, partners) to do the same in relation to Company personnel.

3.2 Health, safety, social and environment

The Company commits to a high focus on health, safety, environmental and societal aspects as set forth in the Company approach to health, safety and sustainable development. The Company promotes good practices, and acts in an ethical, sustainable and socially responsible manner, complying with laws and regulations of the host government and relevant international laws, regulations and conventions. This applies to all activities from conceptual design to decommissioning, and includes the Company's contractors and suppliers.

The Company strives to create a safe and healthy working environment. The Company works continuously on improving the Employees' occupational health and safety conditions and the safety of its own operations. It is also responsibility of every Employee to keep his or her workplace safe.

3.3 Conflict of interest

Employees must behave impartially in all business dealings and not give other companies, organisations or individuals improper advantages. Employees must not become involved in relationships that could give rise to an actual or perceived conflict with interests of the Company or could in any way have a negative effect on their own freedom of action or judgement.

Requirements for specific group of Employees related to prohibition and registration of ownership interests in certain external companies is given in Annex B appended to this Code of Conduct.

No Employee must work on or deal with any matter in which they themselves, their spouse, partner, close relative, or any other person with whom they have close relations, has a direct or indirect financial interest. Nor may any Employee work on or deal with any matter where there are other circumstances that might undermine trust in the Employee's own impartiality or to the integrity of the work. Any Employee who finds themselves in a conflict of interest situation shall notify his or her Superior in writing of the facts, who shall in turn notify the Compliance Officer. However, the potential conflict of interest does not necessarily disqualify an individual from being seconded or assigned to the Company, or continuing to be seconded or assigned to the Company, so long as such conflict of interest is disclosed at the time of the nomination to the Company or as soon as it arises after accepting a secondment or assignment to the Company. The Superior together with the Compliance Officer will carefully consider each situation and discuss it with the particular individual's employer. The Superior and the Compliance Office will then determine if the circumstances warrant any actions to be taken to alleviate the actual or potential conflict of interest.

NOTE: conflicts of interest in relation to directors or officers of the Company are dealt with in addition to the above principles.

Employees must not use the Company's property or information acquired through their position or office in the Company for personal advantage or for the purpose of competing with the Company. Suspicion of a conflict of interest should be reported to a superior.

3.4 Directorship and other assignments

All directorships, employment or other assignments held or carried out by Employees working on behalf of the Company in other enterprises which have, or may expect to have, commercial relations with the

Company, must be approved in writing by the Company. The same applies to other paid directorships, employment or assignments of any significance outside the Company. Should a conflict of interest arise, or if the Employee's ability to perform their duties or fulfil their obligations to the Company is compromised, such approval will not be granted, or will be withdrawn.

Requirements for specific groups of employees related to registration of directorships are given in Annex B appended to this Code of Conduct.

3.5 Equality and diversity

The Company will show respect for all individuals and make active efforts to ensure a good working environment characterised by equality and diversity.

The Company does not accept any form of discrimination of its own Employees or others involved in the Company activities. It may, however, sometimes be legal and justifiable to use positive discrimination to achieve equality and diversity. Discrimination includes all unequal treatment, exclusion or preference on the basis of race, gender, age, disability, sexual orientation, religion, political views, national or ethnic origin or other similar circumstances that result in the setting aside or compromising of the principle of equality.

3.6 Intoxicants

The Company is a drug-free workplace. Accordingly, it is not permitted to be under the influence of intoxicating substances, including alcohol, while at work for the Company.

Limited amounts of alcohol may, however, be served when the local custom and occasion make it appropriate to do so, and provided that the consumption will not be combined with operating machinery, driving or any other operation that is incompatible with the use of alcohol. This also applies while at work on assignments and business trips for the Company.

No one should use, or encourage others to use, intoxicants in a manner that can place the user, the Company or any of its business associates in an unfavourable light.

3.7 Privacy and confidentiality of personal information

The Company is committed to respecting people's privacy and the confidentiality of personal information. The Company will only acquire and keep personal information that is needed to operate the Company effectively or to comply with the law. In adhering to this principle, the Company respects an individual's right to privacy, and as a result the Company usually will not take an interest in what anyone does outside of work – unless it impairs their work performance, or threatens the Company's reputation or legitimate business interests.

The following **basic rules** that **always** must be followed by any Employee or anyone working on behalf of the Company:

- Classify personal information as confidential. Limit access to appropriately authorized individuals who have a clear business need for that information.
- Use personal information that you are authorized to access only for the purposes known to, or expected by, the individuals concerned – that is, fairly and with absolute integrity.
- Keep personal information no longer than necessary to accomplish the legitimate purpose for which it was collected or to satisfy a legal, regulatory or legitimate business need.
- Be aware of the existence of local privacy laws, specifically when transferring personal information outside its country of origin. Consult your privacy adviser or data protection co-ordinator to identify any legal requirements that must be observed.

- Be objective when making written comments about individuals and remember that documents containing comments may be disclosed. All personal information, including your opinions, should be relevant, appropriate, accurate and justifiable.
- Exercise care and discretion when you use electronic media. Remember, information created or stored on computers or other electronic devices may not be secure or private. It may also be accessed, monitored or audited at any time without notice, subject to local laws and regulations.
- The Company might draft additional data privacy rules and guidelines which govern how the Company collectively manages personal information. Process personal information in accordance with these rules.

Employee or anyone working on behalf of the Company must **never**:

- Seek access to personal information that you are not authorized to have or when there is not a valid business reason to have it.
- Provide personal data to anyone inside or outside of the Company without ensuring that it is appropriate to do so. Make sure you take appropriate security measures.

3.8 Purchase of Sexual Services

The Company is against the purchase of sexual services. Purchase of sexual services may support human trafficking. Human trafficking is illegal and constitutes a violation of human rights. Employees should not buy sexual services when on assignments and business trips for the Company.

Responsibility for Company's assets

4.0 Protection of assets

The use of the Company's time, materials, financial assets, or facilities for purposes not directly related to the Company's business is prohibited without authorisation from a relevant Company representative. The same applies to the removal or borrowing of the Company's assets without permission. From inventions to trademarks, the Company's intellectual property is valuable. Various laws enable the Company to protect it from abuse by people outside the Company. The individual must protect the Company's property and assets against loss, damage or abuse.

4.1 Correct information, accounting and reporting

The Company's business information will be communicated accurately and fully, both internally and externally.

Investors, creditors and other stakeholders have a legitimate interest in the Company's financial accounting and reporting. The integrity of the financial accounting and reporting depends on the accuracy, completeness and timeliness of the accounting entries.

All accounting information must be correct, registered and reproduced in accordance with applicable laws and regulations, including relevant accounting standards.

The Company is obligated to provide full, fair, accurate and understandable disclosure in its periodic financial reports, other documents filed with applicable regulatory authorities and agencies as well as in its other public communications. Individuals, particularly senior executives and financial officers, are expected to exercise the highest standard of care in preparing such materials. Likewise, all Company business transactions must be accurately, fully and fairly recorded in the Company's accounting documents.

No false, misleading or artificial entries may be made in the Company's books and records. Any intentional acts resulting in a material misstatement in the financial statements will be treated as fraud.

4.2 Documentation and archiving

The Company is committed to transparency and accuracy in all its dealings, while respecting its confidentiality obligations. Individuals therefore have the responsibility to maintain necessary records of the Company's business and business relations. No false or misleading or artificial entries may be made on the Company's books and records. All monetary transactions must be fully and completely recorded in the Company's accounting records.

Employees must never conceal, alter, destroy or otherwise tamper with the Company information or property relating to actual, pending or threatened litigation or government/regulatory investigations. This requirement also applies in situations where litigation or an investigation is reasonably likely to occur in the future.

Likewise, Employees must never remove or destroy records before the specified date without first obtaining permission.

4.3 Insider trading

Insider information is precise information capable of significantly affecting the price of securities and which is not publicly available or commonly known to the market. Information of the kind which a reasonable investor would be likely to use as part of the basis for his investment decisions is considered as information capable of significantly affecting the price of securities.

Irrespective of how the information is obtained, no individual may use, or contribute to others using, insider information about the Company or other companies to subscribe for or trade in securities, either privately or on the Company's behalf.

Holders of insider information relevant for the share price of other companies can only pass this information to individuals who need this information in their work for the Company and only subject to authorisation from line management.

4.4 Information and IT systems

The individual's use of information, IT systems and, in particular, internet services must be based on the needs of the business and not by personal interests.

Information produced and stored on the Company's IT systems is regarded as the Company's property. The Company therefore reserves the right to access all such information except where limited by law or agreement.

The individual is responsible for maintaining electronic files and archives in an orderly manner. Private use is only permitted to a limited extent. Information that may be considered illegal, offensive or inappropriate must not be processed, downloaded, stored or disseminated. Any downloading, storing or disseminating in breach of any copyright law or provision is prohibited. Any use of software in breach of any copyright law or provision is prohibited.

4.5 Communication

In order to ensure a co-ordinated interface with external parties, general enquiries about the Company or its employees and any enquiry from media, investors, brokers and analysts shall be directed to the relevant communications department or officer. Enquiries from external attorneys shall be passed on to the legal department or officer. Other Employees and board members needing to make public

statements shall co-ordinate these in an appropriate way as stated above. Employees shall not make public statements about the Company, its existing financial results, forward-looking financial statements or its business activities unless they are specifically authorised to do so. Employees shall always take care not to cause any harm to the reputation of the Company or its Shareholders in any external communication.

Anyone contravening regulations, such as those governing the selective disclosure of non-public information, makes themselves and the Company liable to prosecution.

Employees shall always include a simple and visible disclaimer stating, 'These are my personal views and not those of the Company, on any personal blog or other website that clearly identifies that he/she works for the Company.

Personal and managerial responsibility, enforcement of the Code of Conduct and reporting obligations

5.0 Personal responsibility

The individual must ensure that they are familiar with and perform their duties in accordance with the requirements set out in this document and applicable laws and regulations.

5.1 Managerial responsibility

Those who manage or supervise others have additional responsibilities under this Code of Conduct. Managers must ensure that activities within their area of responsibility are carried out in accordance with the requirements set out in this document. Managers are responsible for communicating the requirements and for providing advice with respect to the interpretation and application of the rules. Their list of duties is described further below:

- Embody ethical leadership through promotion of compliance and ethics by example. Show by behaviour what it means to act with integrity.
- Support compliance and ethics activities in the Company ensuring employees understand the requirements of this Code.
- Make available sufficient resources to ensure compliance with this Code.
- Monitor the compliance of the people supervised.
- Use reasonable care to monitor third parties acting on behalf of the Company to ensure that they comply with the rules.
- Enforce the rules consistently.
- Support personnel who raise questions or concerns in good faith and making sure that these do not suffer retaliation for the concerns raised.
- Demonstrate personal ethical leadership and hold team members accountable to behave ethically and follow the Code of Conduct and all applicable Company policies and guidelines, as well as all legal requirements.

5.2 Compliance Officer

The Company will appoint a Compliance Officer in accordance with the provisions of paragraph 7 of the Anti-Bribery and Corruption Policy.

5.4 Handling cases of doubt and breaches of the rules

If any Employee comes across cases of ethical doubts or breaches of the Company's ethical requirements, these concerns must be reported immediately. Individuals can report the concern through the regular channels; to their superior, or to their superior's superior, or to the Compliance Officer. A manager who receives such a query must consult their own superior in cases of doubt.

The Code of Conduct states that all Company personnel must have a secure and confidential way to send feedback to management without fear of reprisal. This mechanism is called Speak Out.

Speak Out is a mechanism to handle

- confidential complaints by employees and contractors about any breaches of this Code of Conduct, including any questionable accounting and auditing matters and matters that are unethical or fraudulent.
- receiving, keeping and handling such confidential complaints.

Speak Out should only be used when all other avenues have been exhausted or are not reasonable in the circumstances, such as when your line manager is the subject of the matter to be discussed. The normal place to start is your line authority. There are also other resources available, including Internal Audit or the Company Legal Representative.

If the individual is uncomfortable using regular channels for any reason the concern can be reported to the Compliance Officer. The individual may remain anonymous if they so wish. If not, the Compliance Officer shall treat its sources as confidential. However, concerns raised anonymously tend to be not as effective and more difficult to investigate. The criteria used to decide whether to consider a matter may include how believable the complaint is, how serious it is, and whether enough information has been provided to do an investigation. If you include your name, you can be given follow-up on your complaint, or asked to provide further information that might be needed.

If the individual submitting the complaint gives his or her name, it will be kept confidential and the matter treated with honesty, integrity and fairness, in keeping with Company's Code of Conduct.

Speak Out will be carried out in the following ways:

- There are clearly labelled boxes for collecting complaints (Speak Out drop boxes) at each Company office and facility.
- There is to be a broadly communicated confidential telephone number.
- There are forms and envelopes at each Speak Out box location.
- Speak Out forms can also be printed from the Company intranet or supplied by the Compliance Officer.
- Speak Out forms will be made available to contractors.
- These forms must be filled out and placed in any Speak Out box.
- These issues are important to the Company, and the boxes will be emptied every business day so as to expedite any action required.
- Speak Out forms will be opened in the presence of the Compliance Officer and a senior member of Company's internal audit team.

- Company's internal audit team shall compile the reports for submission to the Compliance Officer and the General Manager.
- The Company's Legal department and internal audit team must immediately report to the Compliance Officer and the General Manager any complaint that requires urgent action.
- The Compliance Officer or the Board of Directors (or their respective designee), in consultation with the Company's Legal department will decide whether an investigation is needed and if so, put together an appropriate investigation team, which may include independent external parties as deemed necessary.
- Employees found to have breached this or any other policy of the Company will be subject to disciplinary action up to and including termination of his or her secondment or assignment to the Company and discipline by his or her employer, including dismissal.
- The complaint will be handled in accordance with the Company Code of Conduct.

Speak Out should be used when you become aware of what a reasonable person would believe is:

- fraud
- corruption
- abuse of authority or position
- illegal use of funds or resources
- waste of funds or resources
- illegal behaviour
- behaviour in breach of the Code of Conduct
- an act of retaliation against someone who has reported such activity

The Company will not implement sanctions in any form against any individual who, in a responsible manner, informs persons in positions of responsibility, internal entities or relevant authorities about possible breaches of the Company's ethical guidelines, applicable laws or other blameworthy circumstances in the Company's business.

5.5 Consequences of infringement

Breaches of the Company's ethical requirements or relevant statutory provisions may result in disciplinary action, or dismissal with or without notice, and may be reported to the relevant authorities.

Annex A

Awareness questions for hospitality

With reference to section 2.4, before responding to an invitation you should consider the following awareness questions for hospitality:

1. Why am I being offered this, and is anything expected in return?
2. Is the intent only to build a business relationship or offer normal courtesy, or is it to influence me in connection with a business decision?
3. Are there ongoing negotiations, procurement processes, or other matters requiring a particularly careful approach?
4. What is the hospitality, are the costs reasonable and is travel/accommodation covered by the Company?
5. Is the gift or entertainment less than US \$20 in value? Have I received it no more than three times in a calendar year? Could it place either party (receiver and offerer) under an obligation to the other?
6. Could I defend my participation in public?
7. Are representatives of other companies attending?
8. If I am the only participant from the Company, is there a special reason for this and has it been approved by my superior?
9. Would it be embarrassing if a manager, colleagues or anyone else became aware that I had been offered such gift from a 3rd party.
10. If spouses or partners are participating, is there sufficient reason for this and has it been approved by my superior?
11. Has the hospitality/entertainment been discussed with my superior? And would the Company offer similar hospitality?

Annex B

Registration of directorships and ownership interests

Requirements for specific groups of employees

1. The CEO, executive vice presidents and senior vice presidents;
2. Other employees (including external hires) who can exert influence on matters such as the procurement of goods and services, sale of products, financing, insurance and contract awards.

Prohibition on certain ownership interests

The Code of Conduct section 3.2 contains general requirements related to conflict of interest which apply to all individuals working on behalf of the Company and which also might create limitations on the right to hold ownership interests in external companies.

Further employees in the above mentioned groups 1 and 2 must not hold ownership interests, or options to ownership interests (e.g. stock options), in any external company that does or seeks to do business with the Company if he or she exerts any influence on business decisions related to the external company in question. The same prohibition of certain ownership interests applies in relation to external companies that are competitors to the Company.

Registration of ownership interests

Employees in the above-mentioned groups 1 and 2 must register all ownership interests in external companies in the company's personnel data system.

Registration of directorships

Employees in the above-mentioned groups 1-2 must register all approved directorships (ref. Code of Conduct section 3.3) in the Company's personnel data system. External directorships to which an employee in any of the above-mentioned groups 1-2 is appointed on the basis of their position in the Company must also be registered in the Company's personnel data system. If employees in group 1-3 do not hold any directorships this must also be registered.

Requirements for updating and amending registered information

The registered information on directorships and ownership interests must be updated on a continuous basis by the employees in group 1-2 and verified at least once a year.

Annex C

Basic rules on money laundering prevention

Basic rules that any Employee or individual working on behalf of the Company must follow

Always

- Follow any policy, procedure or guideline on Anti-Money Laundering that the Company might issue and any additional requirements that apply to your specific business activities.
- Conduct appropriate risk-based due diligence enquiries about both counterparties and the property (e.g. funds, goods, etc.) that the Company receives.
- Take reasonable and appropriate actions to assess the integrity of counterparties.
- Monitor counterparties' dealings and activities with the Company for suspicion of money laundering or financial crime.
- Watch out for:
 - Any situation where the counterparty will not provide details of its ownership, or where you cannot identify its ownership.
 - Irregularities in the way payments are made.
 - Counterparties whose behaviour raises questions over their integrity.
- Be wary of either attempts to make, or requests to make, payments:
 - In currencies other than those specified in the invoice or contract.
 - To or from other countries with no apparent connection to the business.
 - In cash or cash equivalents.
 - By or to someone not party to the transaction.
 - To or from an account other than the normal business relationship account.
 - With multiple cheques or drafts.
 - Where you recognize that there are overpayments.
 - Involving unknown or unnecessary intermediaries unless you are clear about their role.
 - With unnecessary complexity or no obvious legitimate business purpose.
 - Involving high-risk countries or counterparties.
- Report concerns about transactions or activities by any counterparty to your line manager, the legal department and/or the Compliance Officer.
- Contact the Compliance Officer and/or the legal department if a potential counterparty refuses to provide information about its identity, ownership or transaction details when they are asked.
- Contact the legal department and/or the Compliance Officer if you have any concerns about or possible involvement in the types of activities described under 'never' in this section of the Code of Conduct. Equally, contact legal department and/or the Compliance Officer if you have any other questions about money laundering.

Basic rules you must follow

Never

- Do business with anyone known or suspected of wrongdoing relating to dealings with the Company or third parties, unless those suspicions are appropriately reviewed and resolved.
- Discuss suspicions of money laundering with a counterparty unless you are authorized by the legal department to do so. You could impede a proper investigation and/or commit an offence of 'tipping off' in some jurisdictions if you fail to get prior approval from the legal department.
- Conceal or disguise monies that may be the proceeds of crime.
- Become involved in an arrangement that may involve criminal property or the proceeds of crime.

The above rules are not a substitute for using good judgment and common sense when assessing the integrity of counterparties.

Appendix 2

Integrity Due Diligence

Part 1 - Basic Integrity Due Diligence principles

- Definition: Integrity Due Diligence is the systematic collection and analysis of information to assess the integrity risk involved in doing business with certain counterparty.
- The Compliance Officer is responsible for ensuring that these principles and the applicable Integrity Due Diligence Procedures are developed, established and followed.
- The purpose of performing Integrity Due Diligence research on business relationships is to ensure that relationships with counterparties do not represent a material integrity risk. This is necessary to protect the Company against associating with corrupt counterparties and illegal or unethical practices, including direct or indirect involvement in bribery or corruption, money laundering, human rights abuses, labour rights abuses or environmental infringements through the actions of counterparties.
- Integrity Due Diligence Procedures should ensure a proportionate and risk based approach, satisfying international best practice standards.
- Basic Integrity Due Diligence should be performed as part of the standard prequalification process of potential counterparties.
- Enhanced Integrity Due Diligence should be performed on contracts or counterparties that impose a higher risk exposure, such as:
 - Known concerns
 - Research has identified any “Red Flags” (see Part 2 of this Appendix 2)
 - The service provided by the potential counterparty involves the obtaining of any license, permit or other authorisation as issued by a public authority or assistance in such process; or any contact with public authorities and/or Public Officials on behalf of the Company;
 - The potential counterparty shall act as an Intermediary on behalf of the Company.
 - The potential counterparty is either owned or is subject to the control and influence of any party to the Shareholders Agreement, Operating Agreement or similar as the case may be including an employee of such a party;
 - The potential counterparty has been nominated as the preferred supplier by any party to the Shareholders Agreement, Operating Agreement or similar as the case may be.
 - The planned contract award is based on single or sole sourcing
- The level of enhanced Integrity Due Diligence research and analysis to be performed should be decided through a risk based approach. The research could include following elements: Integrity Due Diligence questionnaires, verification and reference check, open source research, external Integrity Due Diligence reports, or interviews.
- The Integrity Due Diligence conclusions and recommendations should contain measures designed to mitigate integrity risk

- The Integrity Due Diligence conclusions and recommendations should be included in the documentation presented to the Company related to recommended contract awards or social investment projects.

Part 2 - Overview of Red Flags

The following issues represent red flags which will require an enhanced due diligence for the concerned counterparty. The Integrity Due Diligence procedures will describe the process, the extend of investigations and the tools used to perform the assessment for the different stages and types of the procurement process:

1 Availability of relevant information

- Unavailability or unreliability of information on ownership and structure
- The counterparty is a 'shell' company or has some other unorthodox corporate structure
- The records from an official registry of companies do not agree with the information given by the counterparty
- The counterparty or its holding company or affiliates that may become involved in doing business with the Company, are registered or headquartered in a tax haven without a legitimate reason
- The counterparty requires that the identity of its owners or executives not be disclosed
- The owners or executives of the counterparty are nominees
- The counterparty is insolvent or discloses previous involvement in insolvency proceedings
- The owners or executives of the counterparty are on a list of denied parties or other official 'blacklist'
- The counterparty has multiple addresses or appears to use its affiliates interchangeably

2 Conflicts of interest

Potential Counterparties shall be required as part of the qualification process to declare potential sources of conflict of interest when submitting an application including the following.

- A Public Official or other decision maker holds shares or other interests in the counterparty in his own right, or for the benefit of family members
- The counterparty has been recommended by a Public Official who may have influence or decision-making authority over or an interest in the business at issue
- A director, executive or key employee of the counterparty is actively involved is a current Public Official.
- An executive or key employee of the counterparty has an interest in a competitor
- An executive or key employee of the counterparty is related to an executive or key employee of a competitor
- Officers, directors or key employees are related to Public Officials or former Public Officials
- Close associations exist between the counterparty and local or national politicians, potential competitors or criminals

3 Legal

- The counterparty, its owner, executive or director, or a current employee has been convicted of or has been the subject of a civil action for bribery, corruption or a similar offence
- There are accusations of corruption or the payment or receipt of kickbacks, in the media or elsewhere

- There is a current or outstanding criminal case or civil action regarding bribery, corruption or a similar offence against the counterparty or a current employee
- The counterparty will not confirm its intention to abide by all local and international laws regarding bribery and corruption, or that it will fulfil the Company's requirements for ethical business conduct
- The counterparty is ignorant of local laws and customs concerning the Company's business or of the Company's requirements for ethical business
- Refusal to grant appropriate audit rights

4 References and financial data

- Unwillingness on the part of the counterparty to provide information, without legitimate reason
- There are significant disparities between the information provided by the counterparty and that provided by the business references
- Financial references express reservations regarding the probity of the counterparty
- The individual or company appears on a list of those debarred from bidding on local, national or international contracts
- The company auditors have qualified the accounts produced by the counterparty for reasons that are relevant to the application
- A reputable credit agency has provided a poor credit rating on the company or individual or has advised previous liquidity problems not disclosed by the applicant
- Substantial complaints regarding non-payment or ethical standards are received from sub-contractors
- Lack of appropriate financial transparency

5 Payments

- The counterparty asks for payment in cash or in advance
- The counterparty asks for payment to a numbered account held by an unidentified person.
- The counterparty asks for a success fee, commission or percentage payment
- The normal terms of business quoted by the counterparty differ to a material extent to local business terms and conditions
- There is a significant difference between the remuneration rate quoted by the counterparty and local market rates for similar goods or services
- Payment instructions quoted by the counterparty include split payments or payments to a counterparty
- Payment instructions quoted by the counterparty specify a bank account in an offshore tax regime or any non-domestic bank account
- Payment of extraordinary, ill-defined or last-minute expenses is requested by the counterparty
- Payment is requested on inflated invoices with credit notes to follow
- Any other unusual invoicing or payment arrangements or practices

6 Service provided, delivery or acquired asset

- There is no business rationale showing the counterparty provides more than personal connections
- The counterparty has been specifically requested by a customer or by a Public Official
- The counterparty is found to have little or no real expertise, qualifications or experience in the industry
- The counterparty is unable to handle the Company's business with the quality and quantity of resources at his command
- The asset has been obtained by unethical means, including the misuse of privileged information obtained through an entrusted position
- The counterparty offers the use of influence as a credential

- The counterparty offers to use undisclosed Intermediaries or other counterparties
- A request is made for side-deals or other off-the-record payment arrangements, including retainers
- A request is made for donations, gifts or charitable payments
- There are indications of possible unethical practices (such as evidence of document falsification, past press reports regarding improprieties, or false answers to questions posed by the Company)
- Other clients have terminated relationships
- A request is made to keep the relationship secret

7 *Human rights and reputational issues*

- Media searches or other sources reveal accusations against the counterparty of human rights abuses against the community or any individual, including
 - Inappropriate land acquisition
 - Involuntary resettlement
 - Abuses affecting indigenous and tribal peoples
 - Lack of prior and informed consultations, stakeholder issues
 - Negative impacts on livelihoods and social organisation
 - Emissions, discharges or waste
 - Inappropriate use of natural resources including water
 - Absence of local content
 - Lack of transparency, leading to suspicions of corruption
- Media searches or other sources reveal accusations against the counterparty of labour rights abuses, including
 - Breaches of core labour standards
 - Use of child labour
 - Use of forced labour
 - Denial of the right to organize
 - Discrimination
 - Poor working conditions and pay
 - Migrant labour abuse
 - Workplace health and safety issues
- Media searches or other sources reveal accusations against the counterparty related to security, including
 - The use of armed security services, either public or private
 - Use of the Company assets by armed groups, including police, military or armed guards
 - Other collaboration with armed groups
 - Violent conflict in area, on site or among workers
- There is other evidence that the counterparty is not discharging its responsibility to respect human rights.

The Compliance Officer will report to the General Manager and the Board of Directors.