



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

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## ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

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## **ANTI-CORRUPTION AND ANTI-BRIBERY POLICY**

### **1. Introduction and INEOS Oil & Gas Norway's Commitment**

1.1 The purpose of this Policy is to:

- set out INEOS Oil & Gas Norway's (IOG Norway's) commitment against Corruption and Bribery;
- set out IOG Norway's responsibilities, and the responsibilities of Employees and Business Partners, in observing and upholding IOG Norway's position on Corruption and Bribery;
- provide information and guidance to all Employees and Business Partners on how to recognise and deal with Corruption and Bribery issues; and
- ensure compliance of IOG Norway's anti-corruption and anti-bribery policies and procedures with all applicable anti-corruption laws and regulations as well as the Code of Conduct.

1.2 IOG Norway is committed to conduct all of its business activities throughout the world in an honest and ethical manner and expects the same of its Employees and Business Partners. IOG Norway does not tolerate any form of Corruption, neither active or passive nor direct or indirect, and works against Corruption in all its forms. In all of its activities, IOG Norway is committed to complying with applicable anti-corruption laws under Norwegian legislation, the United States Foreign Corrupt Practices Act and any applicable anti-corruption laws in the countries where it does business. IOG Norway implements and enforces adequate procedures and systems, including this Policy, in order to ensure compliance with these commitments and laws.

1.3 The principles of this Policy are based on the Code of Conduct and the commitment of the IOG Norway Board of Directors to the fundamental standards of professionalism, fairness and integrity in all business dealings and relationships wherever IOG Norway operates.

1.4 IOG Norway would rather lose a particular business opportunity than engage in illegal or unethical conduct.

### **2. Area of Application**

The responsibility to continuously maintain these high standards is borne by all persons working for IOG Norway or on the behalf of IOG Norway in any capacity worldwide. IOG Norway also requires its Business Partners (including, but not limited to, suppliers, contractors and purchasers of oil or gas) to abide by these high standards as well when engaged in business with IOG Norway. IOG Norway does not have business relationships with Business Partners who are known to be in violation of the principles underlying the United Nations Global Compact.

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### 3. Definitions

<b>"Advantage"</b>	means anything of value, such as money, gifts, loans, fees, discounts, services, hospitality, meals, entertainment, travel, lodging, employment or internships.
<b>"Bribery"</b>	means offering, promising, giving or accepting any Advantage to induce the recipient or any other person to act Improperly in the performance of their functions, to reward them for acting Improperly, to influence them in the exercise of public functions, or where the recipient would act Improperly by accepting the Advantage (such offered, promised, given or accepted Advantage being a " <b>Bribe</b> ").
<b>"Business Partner"</b>	means any individual or organisation that an Employee encounters during the course of his/her work for IOG Norway, and includes actual and potential clients, customers, contractors, consultants and agents, suppliers, entities or individuals who provide goods or services, distributors, business contacts, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
<b>"Code of Conduct"</b>	means the IOG Norway Code of Conduct.
<b>"Compliance Manager"</b>	means the IOG Norway's appointed compliance manager.
<b>"Corruption"</b>	means the abuse of entrusted power or position for private gain (a private gain includes, but is not limited to, a gain for a third party) and includes any form of Bribery.
<b>"Employees"</b>	means all employees, directors and officers of IOG Norway and all persons working for it on a contract basis, whether on a temporary or permanent basis.
<b>"Facilitation Payment"</b>	means the payment of money or granting of an Advantage to a Government Official or authority simply to secure or expedite the performance of the normal duties of the Government Official or authority (for example, payments to hasten visa applications or to quicken clearance through customs).
<b>"Government Official"</b>	means any individual who (1) holds a legislative, administrative or judicial position of any kind, whether appointed or elected; or (2) exercises a public function; or (3) is an official or agent of a public international organisation (such as the United Nations, the World Bank or the International Monetary Fund). It also includes (4) any official of a political party and any candidate for political office; (5) any executive, officer, agent or employee of a government-owned or government-controlled entity (such as a

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	state-owned oil and gas company or state-owned bank); and (6) any person who is acting in an official capacity for any entity described above, including a private consultant who also holds a position with, or acts on behalf of, a government or a public international organisation or an enterprise owned or controlled by a government.
<b>"Improperly"</b>	means that a person acts illegally, unethically, contrary to an expectation of, or in a manner inconsistent with, good faith or impartiality, or where a person refrains from performing his/her employment duties or functions, or where a person abuses a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
<b>"IOG Norway" or "we" or "us" or "our"</b>	means INEOS E&P Norge AS.
<b>"Kickbacks"</b>	means payments made in return for a business favour or Advantage.
<b>"Policy"</b>	means this Anti-Corruption and Anti-Bribery Policy.

### 4. Principles and Rules

#### 4.1. Identified Risks and Implemented Standards and Processes

4.1.1 IOG Norway's chief business area is the exploration and production of oil and gas. Given the nature of this business, IOG Norway is exposed to the risk of Corruption and Bribery, which is heightened by the substantial amounts invested and the involvement of Government Officials.

4.1.2 To ensure that IOG Norway takes an active and appropriate approach to mitigate the risk of Corruption and Bribery, IOG Norway implements and enforces adequate standards and processes. IOG Norway's standards include the Code of Conduct and this Policy, which include strong commitments of IOG Norway against any form of Corruption and Bribery and outline our policies to prevent Corruption and Bribery. Additionally, IOG Norway implements clear internal directives on compliant relationships with Business Partners, consultants and agents, compliance reviews of Business Partners, donations and sponsorships, conflicts of interest and holding public offices, elected offices and other honorary offices as well as procurement processes.

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4.1.3 Agreements with Business Partners should contain a clause in which Business Partners commit that they, in connection with their business relationship with IOG Norway, shall not violate key compliance and anti-corruption requirements and principles of the Code of Conduct as specified by IOG Norway.

### **4.2. Corruption and Bribery**

4.2.1 As specified in the Code of Conduct, Employees must not take part in any form of Corruption or Bribery, neither active or passive nor direct or indirect.

4.2.2 IOG Norway prohibits its Employees from engaging in acts of Corruption or attempted Corruption and from offering Bribes or Kickbacks to, or accepting Bribes or Kickbacks from, anyone with whom we engage in business.

Example 1: An Employee offers a potential Business Partner tickets for a major sporting event in exchange for an agreement to do business with IOG Norway. This is a violation of this Policy by the Employee because the Employee offers something of value to gain a commercial and contractual Advantage. It would also be a violation of this Policy by the potential Business Partner to accept this offer.

Example 2: A consultant who regularly advises IOG Norway offers an Employee of IOG Norway a job, but makes it clear that in return he expects this Employee to use his/her influence within IOG Norway to ensure our continued business with this consultant. It is a violation of this Policy for the consultant to make such an offer. It is also a violation of this Policy for the Employee to accept the offer as he/she would be doing so to gain a personal Advantage.

### **4.3. Facilitation Payments**

4.3.1 IOG Norway and its Employees do not offer or make Facilitation Payments in any country. This applies irrespective of the amount or frequency of such payments and irrespective of whether Facilitation Payments are culturally acceptable in a particular country or not. It is not a defence that such payments are customary or commonly made in the country, or that one or more of IOG Norway's competitors may have made such payments to Government Officials in order to obtain business.

Example: A secretary provides a clerk at the embassy with a cash payment to accelerate granting visa applications for an urgent business trip. Such a payment is a prohibited Facilitation Payment.

A payment for the performance of an official obligation that is explicitly permitted or even required by laws and regulations of the country in which the payment is made is not a Facilitation Payment. It is not enough that the payment is not prohibited; the laws and regulations must explicitly permit or require the payment to be made and allow the Government Official to be influenced by the payment in performing the official obligation.

4.3.2 There is one exception to this rule: A payment can be made if an Employee and/or his/her family is faced with the threat of, or serious fear of, any form of violence, duress, threat to

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health or loss of liberty. The safety of our staff and their families is IOG Norway's primary concern. In such circumstances the payment made shall be reported as soon as possible to the Compliance Manager.

### **4.4. Gifts, Hospitality and Other Advantages**

4.4.1 Employees are prohibited from offering to Business Partners gifts, hospitality or other Advantages made with the intention of influencing the Business Partner to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or Advantages. It is, therefore, necessary to avoid any possible perception of inappropriate influence in relationships with Business Partners and especially with Government Officials.

4.4.2 Employees are prohibited from accepting from Business Partners gifts, hospitality or other Advantages made with the intention of influencing the Employee to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits. It is, therefore, necessary to avoid any possible impression of inappropriate influence in relationships with Business Partners, especially in connection with Government Officials.

4.4.3 Gifts, hospitality and other Advantages may only be offered to and accepted from Business Partners within the bounds of customary business practices, and only if they cannot be considered as an attempt to gain any inappropriate influence. In determining what is customary, Employees are expected to exercise good judgement in each case, taking into account all pertinent circumstances of the gift, hospitality or Advantage, such as:

- value, character and purpose of the gift, hospitality or Advantage,
- positions of the persons providing and receiving,
- business context,
- reciprocity, and
- applicable laws, regulations and social norms.

4.4.4 Reference is made to the IOG Norway Policy for Expenses & Business Travel for rules applicable when receiving an Advantage (gift or entertainment) from external parties.

### **4.5. Donations and Sponsorships**

4.5.1 IOG Norway only makes charitable donations that are legal and ethical pursuant to local laws, regulations and practices.

4.5.2 IOG Norway is non-partisan and prohibits making contributions to political parties or to organisations and foundations that are closely associated with political parties.

4.5.3 Even the impression of an inappropriate influence on business decisions or official decisions by granting donations or sponsorship is to be avoided.

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- 4.5.4 Cash donations and sponsorships are not permitted. Donation and sponsorship activities may only take place on the basis of written documentation and must comply with the principle of internal transparency. The Employee responsible for the donation or sponsorship must be able to render account of the identity of the recipient, the motivation and the intended purpose of the relevant measure at all times, and this must be pre-approved by IOG Norway board and recorded.
- 4.5.5 All donations and sponsorships must be pre-approved by the Compliance Manager.

### **4.6. Suppliers and Contractors**

- 4.6.1 IOG Norway has implemented standards for proper commissioning, handling and billing of services provided by suppliers and contractors. All contracts with suppliers and contractors must: (a) specifically describe the obligations of the supplier or contractor, (b) include an explicit reference to the Code of Conduct, and (c) require that the supplier or contractor complies with applicable anti-corruption laws under Norwegian legislation, the United States Foreign Corrupt Practices Act and all other applicable anti-corruption laws.
- 4.6.2 The selection of suppliers and contractors is made based on an evaluation of professional merit within defined procurement processes.
- 4.6.3 The principle of strict separation of responsibilities, internal transparency and documentation applies throughout the whole procurement process.

### **4.7. Consultants and Agents**

- 4.7.1 IOG Norway has implemented standards for proper commissioning, handling and billing of services provided by consultants, agents and other third parties acting on behalf of IOG Norway.
- 4.7.2 In order to meet the highest standards of integrity, Employees must ensure that before commissioning any external services:
- a standardised selection bid process has been conducted;
  - the decision to award the work to a certain person or company must be documented in a way plausible to any third party in relation to the relevant requirements profile and scope of services;
  - the level of compensation is an appropriate and justifiable remuneration for legitimate services rendered;
  - the contract with the consultant, agent or other third party acting on behalf of IOG Norway: (a) specifically describes the services to be provided, (b) includes an explicit reference to the Code of Conduct, and (c) requires that the provider of the services complies with applicable anti-corruption laws under Norwegian legislation, the United States Foreign Corrupt Practices Act and all other applicable anti-corruption laws;



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- appropriate due diligence has been performed (see section 4.8 below);
- payments are made only if the services have been rendered and/or the agreed conditions have been satisfied;
- no cash payments have or will be made; and
- compliance with each of the above steps is fully documented.

### **4.8. Business Partner Due Diligence**

- 4.8.1 Before entering into a business relationship, IOG Norway carefully checks its potential Business Partners. When IOG Norway considers entering into a business relationship with a new Business Partner, the relevant Business Partner is subject to a structured and defined risk assessment to determine the new Business Partner's risk level. The result of the risk assessment determines the level of due diligence that must then be carried out by the Compliance Manager.
- 4.8.2 A written record of any due diligence carried out must be made by the Compliance Manager.

### **4.9. Conflict of Interest**

- 4.9.1 A conflict of interest occurs when personal interests contradict the interests of IOG Norway in any way, or when there could be a possibility or perception of such a contradiction. Such a conflict can be direct or indirect and refers not only to personal conflicts of an Employee but also to those of family members and friends.
- 4.9.2 IOG Norway imposes an obligation upon every Employee to separate their private interests from those of IOG Norway, to safeguard the interests of IOG Norway, not to disclose any confidential business information of IOG Norway to any third parties (including family members), not to make statements that can harm IOG Norway or INEOS in general and not to use internal information of IOG Norway for private interests.
- 4.9.3 Where there may not be an actual conflict of interest, but one could be reasonably perceived, Employees must consult with the Compliance Manager prior to engaging in the activity at issue.

### **4.10. Political Activities**

- 4.10.1 Employees must avoid conflicts of interest between work duties and civic and democratic, political, charitable and other volunteer activities.
- 4.10.2 Employees who are active in these areas do so as private individuals and not as representatives of IOG Norway. IOG Norway does not pursue its business interests through its Employees' activities in these areas.

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- 4.10.3 IOG Norway refrains from establishing any business relationship that creates the impression of an inappropriate influence on a Government Official.
- 4.10.4 IOG Norway will not enter into employment relationships with, or offer internships whether paid or unpaid to, persons or members of the immediate family of persons whose main occupation involves holding a public office or parliamentary seat. IOG Norway will also not enter into consultancy agreements or similar services contracts with such persons.

### **5. Communication and Trainings**

- 5.1 IOG Norway will take action to ensure that the Code of Conduct, this Policy and IOG Norway anti-corruption directives and procedures are communicated to all Employees on a regular basis.
- 5.2 IOG Norway expects the same high anti-corruption standards as set forth in the Code of Conduct and this Policy from all Business Partners acting for, on behalf of, or in conjunction with IOG Norway. IOG Norway communicates these standards to its Business Partners where necessary and appropriate.

### **6. Monitoring and Review**

- 6.1 IOG Norway has implemented mandatory anti-corruption and anti-bribery procedures, policies and controls proportionate to the bribery and corruption related risks identified throughout IOG Norway's business activities.
- 6.2 IOG Norway's internal control system shall be subject to regular internal audits providing assurance that implemented anti-corruption and anti-bribery procedures, policies and controls are suitable, adequate and effective in countering Corruption and Bribery.
- 6.3 IOG Norway shall regularly review and revise its procedures, controls, risk assessments and mitigation measures and implement identified improvements as appropriate.

### **7. Responsibilities**

- 7.1 The prevention, detection and reporting of Corruption and Bribery and any other violation of this Policy are the responsibility of all those working for IOG Norway or under the control of IOG Norway.
- 7.2 All Employees must ensure that they read, understand and comply with this Policy. Managers, in particular, are called upon to actively promote the implementation of this Policy.
- 7.3 Any Employee who has been, or thinks he/she has been, offered a Bribe or asked to offer a Bribe, or believes or suspects any Bribery, Corruption or other breach of this Policy has occurred or may occur, must, where relevant, refuse it and report such concerns immediately to the Compliance Manager.

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### **8. Records**

All transactions must appear accurately and properly in the books and records of IOG Norway.

### **9. How to Raise a Concern**

All Employees are encouraged to raise concerns about any issue or suspicion of Bribery or Corruption or other violation of this Policy at the earliest possible stage to the Compliance Manager. Processes are in place to ensure that any raised or reported concern will be answered and investigated as appropriate, and that appropriate action is taken.

### **10. Protection**

- 10.1 IOG Norway encourages openness and will support any Employee who raises or reports genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No Employee will face recrimination or detrimental treatment solely for contacting the Compliance Manager. Detrimental treatment includes dismissal, demotion, disciplinary action, threats or other unfavourable treatment connected with raising a concern.
- 10.2 IOG NO is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in Bribery or Corruption or a violation of this Policy, or because of reporting in good faith a suspicion that an actual or potential Bribery or Corruption offence or violation of this Policy has taken place or may take place in the future.
- 10.3 All persons responding to Employees' questions, concerns, complaints, and suggestions are expected to use appropriate discretion regarding anonymity and confidentiality to the legally possible extent.

### **11. Breaches of this Policy**

- 11.1 An Employee who breaches this Policy may face disciplinary action, which could result in the termination of employment, as well as claims for damages and criminal prosecution.
- 11.2 IOG Norway may terminate its relationships with other individuals and organisations working on IOG Norway's behalf if they breach this Policy.

### **12. Contact for Help**

Any questions about the applicable anti-corruption and anti-bribery laws and regulations, the Code of Conduct, this Policy and/or any related policies or procedures of IOG Norway, should be referred to the Compliance Manager.