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CHAP. NR	CHANGE	REV.NR.	DATE
Appendix	Authorisation matrix approved by the Board by 29 <sup>th</sup> of September 2011	04	29.09.2011
All	Total changed in order to adapt to new company structure	03	28.08.2011
All	Total review	02	24.11.2010
All	Total review	01	09.11.2010
All	NEW	00	10.03.2008

*Approved New Revisions / Changes will be in cursive text*

## 1.0 PURPOSE AND SCOPE

### 1.1 Purpose

The purpose of this procedure is to outline Ross Offshore ethical guidelines for employees, officers and representatives.

### 1.2 Scope

General principle:

Employees, officers and representatives of the Ross Offshore group of companies (“the Company”) are required to display high integrity and professionalism in their activities for and in the Company. They are expected to behave with honesty and objectively in all aspects of Company operations and business.

## 2.0 DEFINITIONS

Code	-	Corporate Governance Code
Group	-	Ross Offshore and companies owned or controlled more than 50%
CEO	-	Chief Executive Officer
CFO	-	Chief Financial Officer
LT	-	Leadership Team

## 3.0 DUTIES AND RESPONSIBILITIES

The Leadership Team are responsible to ensure that all employees are aware of and understand this procedure. It is advisable that this process is documented.

## 4.0 INTRODUCTION

This Code of Business Conduct (the “Code”) outlining Ross Offshore ethical guidelines is by the Board of Directors and the senior management believed to be a significant contributor to ensure continued long term success.

The Code affirms the Group’s commitment to adhere to high ethical standards and the requirement for all Employees to comply with all applicable laws and regulations. Customers, authorities and others stakeholders shall at all times rely on Ross Offshore professionalism and integrity.

All Employees have a duty to read the Code periodically and at all times comply with it. The Code is supplemental to the employment contracts and to laws and regulations valid for the Group's business.

The Group's Leadership Team is responsible for ensuring that the Code governs all business activities of the Group and evaluates the appropriateness of the Code.

Only the CEO has the authority to make exceptions or grant waivers with respect to the Code.

Employees are encouraged to ask questions, voice concerns, and make suggestions regarding the contents of the Code.

## **5.0 ADHERENCE TO LEGISLATION, REGULATION AND INTERNAL RULES**

5.1 Employees, officers and representatives are required to obey the laws and regulations which govern the activities of the Company. They must also obey the internal rules laid down by the Company in force at all times, including job instructions, financial authorities and other professional arrangements for the position in question, and the Ethical Guidelines laid down by the Confederation of Norwegian Enterprise (NHO) <http://www.nho.no/csr/category634.html>

5.2 Should an employee, officer or representative learn of a circumstance that does not comply with the rules that govern our business, including our internal routines and guidelines, then this breach should be reported to the immediate superior.

5.3 Violation of laws and regulations which govern our business and its operation, or the job instructions and guidelines issued by the Company, may have employment consequences for the person concerned.

## **6.0 CONFIDENTIALITY**

6.1 Employees, officers and representatives have a duty of confidentiality regarding all matters concerning the Company and its customers and business associates. This duty of confidentiality shall persist also after the employment, or representation, has ceased. All personnel are required to sign the Company's own Non-disclosure Agreement.

6.2 Confidentiality applies first and foremost in relation to outsiders - including family and friends. Information which the employee, officer or representative should realise is sensitive, should also be dealt with in confidence, and not disclosed to personnel except on a "need to know" basis for their work. This is not to say that personnel cannot discuss confidential matters with colleagues, where there is a justifiable reason for doing so.

6.3 The duty of confidentiality has no time limit, and will persist also after links with the Company have ceased.

## **7.0 IMPARABILITY AND CONFLICT OF INTEREST**

7.1 The operation of the Company must be conducted at all times in such a manner that the risk of a conflict of interest between the Company and the individual employee is kept to a minimum.

7.2 If a situation arises where the impartiality of an employee can be called into question as a result of conflicting interests, the issue should be discussed with the immediate superior, and the employee concerned should withdraw from further handling of the matter if there is a risk that impartiality may be compromised.

## **8.0 CUSTOMER RELATIONS, ENTERTAINMENT AND GIFTS**

8.1 Employees in their day-to-day work should act in the best interests of the Company. Restraint is to be shown in connection with private commercial contracts with firms and individuals with whom the Company has business links. Contracts beyond regular business contracts must receive prior written approval from the Company's CEO.

8.2 Entertainment on behalf of the Company must keep within sound limits in light of the Company's business. Travel and accommodation in connection with work on behalf of the Company will usually be covered by the Company.

8.3 Gifts and gratuities to a value exceeding NOK 500, offered to the employee by customers or others as a result of the employee's links with the Company, may only be accepted following prior written approval from the Company's CEO. The CEO may only receive gifts and gratuities to a value exceeding NOK 500 from customers or others as a result of his links with the Company following prior written approval from the Company's Board Chairman.

8.4 An individual employee, officer or representative must himself ensure that a gift or gratuity received from a third party as a result of links with the Company will not raise suspicion that he has acted in breach of the Company's policies, or legal or regulatory requirements, including those of the tax legislation.

8.5 Employees may not accept loans or guarantees from any of the Company's business associates. An exception is made for loans and guarantees on regular market terms from associates who provide loans and guarantees in the normal run of business.

8.6 Employees, officers and representatives are not permitted to offer gifts or gratuities on behalf of the Company for the purpose of attracting reciprocal benefits on their own behalf or on behalf of the Company.

8.7 Employees are required to reaffirm the above in writing annually.

## **9.0 PUBLICITY AND MEDIA RELATIONS**

9.1 Employees may not make statements to the media regarding customers and suppliers.

9.2 All enquiries of a general nature from the media which are not subject to confidentiality will get a reply from the CEO or other person who, for the matter in hand, has been specially appointed to make statements on behalf of the Company. All statements to the media must be correct and relevant in both form and content, so as to reinforce the perception of an objective and impartial business.

## **10.0 REPRESENTATIVES**

10.1 The Company's Ethical Guidelines shall also apply to Company Directors and other officers and elected representatives where appropriate, and also where specifically indicated.

## **11.0 HUMAN RIGHTS**

11.1 The Group shall recruit and develop staff based on merit and equal opportunity regardless of race, colour, religion, gender, age, national origin, sexual orientation, marital status, or disability. The Group shall not use any form of forced labour or child labour. The Group will maintain the freedom of association and the right to collective bargaining.

11.2 The Group shall comply with recognised labour standards covering the following areas: wages, working hours, disciplinary practices, employment contracts and working conditions. The above requirements shall also be enforced through contract with suppliers, business partners, agents etc.

11.3 Employees are expected to contribute to an orderly and efficient work environment and the Group's overall results. Employees should therefore perform their duties to the best of their ability and abstain from any conduct which may have a negative effect on their colleagues or work environment. The principle of non-discrimination, tolerance and respect for one's fellow workers should guide and underpin behaviour accordingly.

## **12.0 COMPLIANCE AND INTERNAL CONTROL**

12.1 The Group shall employ necessary means of internal control, in order to monitor that the Code is being fully complied with. Business area managers shall on an annual basis affirm in writing to what extent his/her area of responsibility has been conducted in compliance with the Code. Internal control is the responsibility of the Leadership Team.

12.2 If in doubt how to understand and practice the Code, the Employee is urged to discuss this with its superior.

### **13.0 ACCURACY AND RETENTION OF BUSINESS RECORDS/ACCOUNTING AND REPORTING**

13.1 The Group shall maintain accurate and complete company records. All transactions between the Group and other parties shall be promptly and accurately posted into the Group's books. All forms of financial reporting shall be in accordance with generally accepted accounting practices and principles, and all filing requirements shall be accurately met with regard to timing and content.

### **14.0 PURCHASE OF SEXUAL SERVICES**

14.1 The Group is strongly against the purchase of sexual services. Purchase of sexual services may support human trafficking. Human trafficking is illegal and a violation of human rights.

14.2 The individual must refrain from buying sexual services when on assignment and on business trips for the Group.

### **15.0 LOANS**

15.1 Employees or any of their closely related must not receive loans from any of the Group's business partners. Excluded is a loan on regular market rates from a business partner with lending as an integrated part of its business.

### **16.0 INFORMATION AND IT SYSTEMS**

16.1 No Employee in the Group shall via computer systems or in any other way, actively pursue information concerning other Employees, customers or others where this is not necessary for the Employee's work.

16.2 Competitor analysis should be performed based on information from legitimate sources. Any form of illegal or questionable intelligence gathering is strictly against Group policy.

16.3 Information produced and stored on the Group's systems is regarded as the Group's property, and the Group reserves the right to access all such information except where limited by law or agreement. Employees are responsible for keeping their electronic files and archives in an orderly manner.

- 16.4 Use of information, IT systems and, in particular internet services, shall be governed by the needs of conducting Group business and not by personal interest. Any use of software in breach of copyright law is prohibited.
- 16.5 Intellectual Property inherent in the Group represents an important asset from which all stakeholders in the Group benefits over time. Unauthorised dissemination of such property is regarded as a serious breach of this Code.
- 16.6 All Employees must safeguard passwords and identification codes to prevent unauthorised access to the Group's IT systems.

### **17.0 Antitrust Laws**

Employees, who need to know antitrust laws by virtue of their position in the Group, are expected to comply with all national and foreign antitrust laws.

Formal or informal agreements with competitors that seek to limit or restrict competition in some way are often illegal. Unlawful agreements include those which: seek to fix or control prices; allocate products, markets or territories; or boycott certain customers or suppliers. To ensure compliance with antitrust law, any discussion with competitors which seeks to achieve any of these issues mentioned above, is a violation of the Code.

Formal and informal agreements with a competitor to join forces or to act as sub-contractor in a bid for a single contract is acceptable in many jurisdictions.

However, local legislation must be verified through legal counsel before entering into such agreements.

Certain understandings between a supplier and a customer are also considered anti-competitive and illegal. These include agreements that fix resale prices or result in discriminatory pricing between customers of the same product. These types of restrictive understandings must not be sought or agreed upon with any supplier or customer.

### **18.0 Money laundering**

The Group prohibits payments in furtherance of illegal activities such as money laundering and commercial bribery.

### **19.0 Corruption**

Under no circumstances it is acceptable to offer, give, solicit or receive, any form of bribe, kickback, improper or illegal inducement. This applies to the Group's transactions everywhere, even where corruption is widely considered a way of doing business.

The Group competes on the basis of superior products and services, and competitive prices.

Facilitation payments refer to relatively small payments or rewards in order to expedite, or ensure the provision of, ordinary products and services which would, or should, in any case be expedited or provided in the normal course of events.

There is a line between what may be a "facilitation payment" and what may be a bribe, and great care must be taken in deciding whether or not such a payment is legal, necessary and justifiable.

The decision whether or not to make facilitation payments should be left with local managers who must ensure that they are properly authorised and correctly recorded in the accounts. Managers should be able, if necessary, to openly and publicly justify such payments and reconcile them with the Code as long as it is reported accordingly to the CEO Ross Offshore.

#### **20.0 Use of agents**

- 20.1 The use of agents may, in some locations, enable the Group to pursue its business more easily and effectively. An agent must not be used to carry out activities which contravene with the Code.
- 20.2 Prior to hiring an agent, the manager concerned should make reasonable efforts to assure himself/herself that the reputation, background and abilities of the agent are appropriate and satisfactory. Payments to agents shall be based on written agreements, be in line with the services rendered (normal commission), and under no circumstances be in advance.
- 20.3 A clause shall be included in the written agreement stating the Group's position on corruption. The corruption clause shall state that breach of the Group's corruption policy will lead to termination of the agreement, and withdrawal of any rights the agent may have according to the agreement. In addition, the Agent shall by signing this document verify knowledge of and willingness to comply with the Code.

#### **21.0 Suppliers**

The Group will through planned audit activities also verify the supplier's corporate responsibility performance where applicable.

**22.0 Enforcement**

- 22.1 The Group will not tolerate violation or circumvention of any applicable laws by an Employee during the course of employment or by any agent or representative acting on the Group's behalf, nor will the Group tolerate the disregard or circumvention of Group policies or the engagement in unethical dealings in connection with the Group's business.
- 22.2 Employees who fail to comply with this Code of Business Conduct or to cooperate with any investigation will be subject to disciplinary action. In addition, any Employee who directs, approves, or condones infractions, or had knowledge of them and does not act promptly to report and correct them in accordance with this Code, will be subject to disciplinary action.
- 22.3 Disciplinary action may include warnings (oral or written), termination of employment, referral for criminal prosecution, and reimbursement to the Group or others for any losses or damages resulting from the violation. If the reporting Employee is involved in the Code of Business Conduct violation, the fact that the Employee reported the violation will be given due consideration by the Group in any resulting disciplinary action.

**23.0 Ethical review**

- 23.1 The Ethical Guidelines will be reviewed and reassessed at least once a year.
- 23.2 If legal or regulatory requirements make it necessary to amend the Ethical Guidelines, this should be done as soon as the need arises.

**24.0 REFERENCE**

NONE

**25.0 APPENDIX**

Authorisation Matrix approved 29 of September 2011 by the Board.

## CODE OF BUSINESS CONDUCT

### L1-RO-PR-SR-002

#### Ross Offshore

#### Authorisation matrix

The authorisation matrix prevails for Ross Offshore AS (the Company) and its subsidiaries

Area of Authority	General Meeting	Board of Directors	CEO Peder Sortland	CFO Jens Kristian Rein	BA Managers FL / JJ / JS	BD Erik Rynning	HSE & Q Ronny N. Larsen	HR Alfhild Skårnes
<b>Legal and Finance:</b>								
- New share issue	Approval	Review	Proposal	Proposal				
- Amendments and changes to the Articles of Association	Approval	Review	Proposal	Proposal				
- Change of names of the Company and subsidiaries	Approval	Review	Proposal					
- Mergers and acquisitions		Approval	Proposal	Proposal		Proposal		
- Joint ventures / Alliances		Approval	Proposal			Proposal		
- Sale of assets incl. shares in subsidiaries and associates		Approval	Approve < MNOK 1	Proposal		Proposal		
- Change in Corporate structure		Approval	Proposal	Proposal				
- New external borrowing, incl. financial lease (1)		Approve > MNOK 5	Approve < MNOK 5	Proposal				
- Inter-company borrowing (1)				Approval				
- Inter-company trading agreements				Approval	Proposal			
- Currency exchange swaps to avoid/reduce currency exposure		Approval	Approve < MNOK 50	Approve < MNOK 10				
- Other financial instruments (e.g. interest swaps)		Approval	Proposal	Proposal				
- Parent company guarantees (3)		Approve (3)		Approve (3)	Proposal	Proposal		
- Bank guarantees (e.g. performance guarantees)				Approve	Proposal	Proposal		
- Operational leases		Approve > MNOK 5		Approve < MNOK 5	Proposal			
- Lease of offices and other premises		Review	Approval	Proposal	Proposal	Proposal		
<b>Capital Expenditures:</b>								
- Capital Expenditures within approved budget (1)			Approve	Approve	Proposal	Proposal	Proposal	Proposal
- Capital Expenditures outside budget (1)		Approve > MNOK 2.5	Approve < MNOK 2.5	Proposal	Proposal	Proposal	Proposal	Proposal
<b>Contracts / Operation:</b>								
- Approval of bids (2)		Approval (2)	Approve < MNOK 50		Proposal			
- Signing of contracts (4)		Co-sign contracts > MNOK 50	Co-sign contracts < MNOK 50		Co-sign with CEO contracts < MNOK 50			
- Billing of contracted revenue				Unlimited	Unlimited			
- Purchase of direct material and services based purchase orders					Unlimited			
- Variation orders					Approval			
- Credit notes				Approval	Approval			
<b>Overhead:</b>								
- Purchase of budgeted indirect material and services			Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
- IT & Communication equipment (5)			Approval	Approval	Proposal	Proposal	Proposal	Proposal
- Travel, domestic/international			Approval	Approval - domestic	Approval - domestic	Approval - domestic	Approval - domestic	Approval - domestic
- Entertainment			Approval	Approval	Clients only	Clients only		
- Tax exposure				Approval				
- Bad debt / Write-offs				Approval				
- Cash disbursement / Internet payment: 2 signatures			Approval	Approval				
- Insurance coverage and placement			Approval	Approval	Proposal		Proposal	Proposal
<b>Personnel / HR:</b>								
- Hiring of direct personnel/consultants to contracts					Unlimited			
- New employment within budget			Approval	Approval	Approval	Approval	Approval	Approval
- New employment outside budget		Approve CFO empl.	Approval	Proposal	Proposal	Proposal	Proposal	Proposal
- Termination and amendment of any material agreements with key employees		Approval	Proposal					
- Issuance of share options and change of any rights to shares		Approval	Proposal					
- Decisions with respect to the MIP program		Approval	Proposal					
<b>Other:</b>								
- Business plan		Approval	Proposal	Review				
- Annual budgets		Approval	Proposal	Review	Proposal	Proposal	Proposal	Proposal
- Statutory accounts		Approval	Proposal	Proposal				
- Payment of dividends and distributions to shareholders		Approval	Proposal	Proposal				
- New / Amendment / Termination of Level 1 documents related to ISO certification		Approval	Proposal	Proposal				
- New / Amendment / Termination of Level 2 documents related to ISO certification			Approval	Proposal			Proposal	Approval

(1) Provided this is allowed in accordance with existing loan agreements. All new borrowing in excess of MNOK 320 has to be approved by the Board of Directors  
(2) Tenders with a value in excess of NOK 50 million shall be approved by the Bid Committee. The Bid Committee consists of two appointed board directors in addition to the CEO and CFO of the company  
(3) CFO can approve parent company guarantees if Ross Offshore AS is the parent company. If the latter is Ross Holding such guarantees have to be approved by the Board of Directors  
(4) Contracts in excess of MNOK 50 shall be signed by one board director and the CEO  
(5) IT and communication; software and Hardware is to be approved by IT manager. Any contact with Software suppliers and/or Evaluation of software to be pre approved by CFO.