



Supplier Code of Conduct





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Introduction

CMOC and its subsidiaries and affiliates (collectively, “CMOC”) believe in maintaining the highest level of ethical and legal conduct. CMOC holds the same expectations for those with whom we have a business relationship. The Supplier Code of Conduct (“Code”) is based on the CMOC Code of Business Conduct. CMOC is providing this Supplier Code of Conduct to ensure that our expectations and standards are understood and followed by everyone involved in CMOC’s operations. For the purpose of this Code, “Supplier” is defined as a business that provides goods or services to CMOC. A Supplier may include suppliers, contractors, consultants, vendors, their subcontractors and any other contracted third parties.

CMOC believes in doing business only with Suppliers who demonstrate the highest standards of ethical business conduct. We seek to establish mutually beneficial, long-term relationships with business partners who demonstrate their commitment to those standards.

We are committed to operating our business in an ethical manner that ensures working conditions are safe, workers are treated with respect and dignity, and our commitments to the environment and our neighboring communities are met. We expect that our Suppliers will uphold and abide by the same standards.

We conduct business in various countries around the world. Many laws, local customs and social standards differ greatly from one place to the next. Like CMOC, Suppliers must abide by the laws of the countries in which they operate, as well as conduct business according to the Code. If local customs or practices differ from the standards contained in the Code, Suppliers must follow the Code. If there is a serious conflict in local expectations, Suppliers are expected to consult with the local Contract Administrator to determine the proper way to conduct business in the location. The Code is in addition to and does not reduce or supersede any contractual obligations that may be set forth in a written agreement between CMOC and the Supplier.

We expect Suppliers to read, understand and follow the Code and to make ethical and responsible decisions. Suppliers are expected to abide by the Code when on CMOC property or when doing work for or on behalf of CMOC. Suppliers who encounter a situation believed to violate this Code should report the situation immediately (see the Reporting Compliance Concerns section below).

Human Rights and Labor

We are committed to the recognition, respect and promotion of human rights wherever we do business. We are committed to conducting our worldwide operations in a manner consistent with the United Nations Universal Declaration of Human Rights. In the area of security, the Voluntary Principles on Security and Human Rights are the guidelines for our security programs.

We expect Suppliers to maintain working conditions where workers are treated with dignity and respect and comply with local laws. Suppliers should use business practices that uphold:

- The elimination of discrimination in hiring and employment practices
- The elimination of all forms of forced or involuntary labor
- The prohibition of child labor



- The rights to freedom of association and collective bargaining

For additional information, please see our Human Rights Policy.

Safety and Health

We are committed to providing a safe and healthy workplace for our employees and Suppliers. A fundamental tenant of our Safety and Health Policy is compliance with internal and external safety and health standards as a minimum requirement.

Suppliers' employees, when conducting work for CMOC, are expected to abide, at a minimum, by all CMOC safety standards and procedures, as well as provide a secure, safe and healthy workplace for their employees. Based on CMOC policy, hazard training or other training may be required when at an CMOC operation. If at any time Suppliers do not feel that they can perform their job in a safe manner or a safety incident occurs while conducting work, they should stop immediately and notify the Site Safety Department.

The Contractor Safety and Health Manual and the Safety and Health Policy establish minimum standards for safety and health at CMOC operations.

Drug and Alcohol Free Environment

Suppliers are to report to work free from the influence of any substance that could impair or impede work performance or create an unsafe working environment.

The use, possession, purchase or sale of illegal drugs is not permitted on CMOC-controlled property. Illegal drugs include prescription drugs that are used without a valid doctor's prescription or used inconsistent with the doctor's instructions. Suppliers' employees who are using prescribed medication that might affect their fitness for duty or ability to work safely and carry out the essential functions of their jobs should notify their Supplier manager and/or Supplier designated safety personnel.

For additional information, please see the Contractor Safety and Health Manual and the Safety and Health Policy.

Environmental Stewardship

We believe that it is our responsibility to minimize the impact our operations may have on the environment. Our policies and management systems are designed to ensure we comply with applicable environmental statutes and regulations in all countries where we operate. We are committed to continuously improving our environmental performance at all of our operations.

Suppliers are expected to operate in a manner that is in accordance with CMOC environmental policies and to maintain compliance with environmental specifications while on CMOC property.

For additional information, please see our Environmental Policy.



Commitment to the Community

We are committed to conducting activities in a manner that promotes positive and open relationships with local communities. We develop infrastructure, support health, safety and education efforts, and provide local employment and business development opportunities.

We respect local cultures and customs, including those of indigenous peoples living near our operations, and engage openly and transparently with external stakeholders to attain and maintain our social license to operate. We expect Suppliers to operate in a manner that respects neighboring communities and local cultures and is in accordance with CMOC policies. We encourage Suppliers to maximize local development opportunities by hiring and procuring locally to the extent feasible to maximize the positive impacts of our supply chain in the local economy.

For additional information, please see our Community Policy.

Ethics and Prohibited Corrupt Practices

CMOC's reputation has been built on the quality of its employees and through conducting its business practices in a proper and ethical manner. Suppliers also must be committed to the highest standards of ethical conduct.

Corruption and Bribery

We prohibit corruption and bribery in all forms with respect to our operations. We expect Suppliers to abide by all applicable international and local laws and regulations surrounding public sector corruption and bribery, including the U.S. Foreign Corrupt Practices Act.

Suppliers are prohibited from offering, giving or promising to give anything of value, directly or indirectly, to a foreign official for the purpose of influencing the foreign official to assist CMOC or Suppliers in obtaining or retaining business or securing any improper advantage. Suppliers also are prohibited from promising, offering or paying bribes, kickbacks, illegal gratuities or similar payments to CMOC personnel for the purpose of obtaining or retaining business with CMOC.

Fair Competition

We are committed to maintaining standards of fair business, advertising and competition, and observing applicable antitrust and competition laws. Suppliers are prohibited from engaging in any anticompetitive business practice aimed at limiting or impairing full and open competition for products and services provided by Suppliers to CMOC.

For additional information, please see our Anti-Corruption Policy.

Conflicts of Interest

Suppliers are to make business decisions, on behalf of CMOC, solely on the basis of sound business judgment and what is best for CMOC. A conflict of interest may occur if the personal interest of either a Supplier employee or a CMOC employee interferes with his or her ability to make an objective business decision. Any potential conflicts of interest should be disclosed to the local Contract Administrator.



Giving Gifts, Entertainment and Travel

Suppliers are vital to our success, which is why relationships with Suppliers must be based on fair dealings. Gifts are not necessary to do business with CMOC. Suppliers should not offer gifts or entertainment to CMOC employees if doing so may impair, or appear to impair, the ability of an CMOC employee to exercise judgment in a fair and unbiased manner. Suppliers should respect any employee's refusal to accept gifts or entertainment. CMOC employees may accept meals and entertainment that are consistent with accepted business practice, are for a legitimate business purpose and are of nominal value. Gifts of nominal value could include promotional items or small tokens of appreciation. Gifts of cash or cash equivalents are never acceptable. Suppliers may not offer any gifts, entertainment or travel to CMOC employees in procurement-related positions.

We expect Suppliers to strictly abide by these requirements and conduct their business with CMOC accordingly. If a Supplier has any questions about whether a particular gift or form of entertainment is acceptable, the Supplier should contact the local Contract Administrator or contact the CMOC Global Compliance team at cmocinternational.ethicspoint.com for further guidance.

Confidential Information and Intellectual Property

We take measures to protect our confidential information and intellectual property. Suppliers with access to confidential CMOC information are expected to protect that information as if it were their own and in accordance with any applicable confidentiality agreements related to that information. Suppliers are not to share confidential CMOC information with third parties, including competitors of CMOC, without explicit written approval from the Contract Administrator, whether or not a business relationship continues to exist between CMOC and the Supplier. Suppliers must respect the intellectual property rights of CMOC, including its trademarks and copyrighted material.

Trade Restrictions

We are a global company, working in communities around the world. It is essential that we remain in compliance with the applicable laws, rules and regulations pertaining to trade. To the extent a Supplier is responsible for the import and export of goods, the Supplier must be aware of and comply with all applicable laws that restrict international trade. Suppliers are expected to make accurate customs declarations and not mischaracterize the value or nature of goods in any way that may create liability for CMOC. Suppliers must obtain the appropriate trade licenses.

Anti-Boycott

U.S. law prohibits companies from complying with boycotts not sanctioned by the U.S. Government. Suppliers should not cooperate with foreign boycotts or restrictive trade practices not approved by the U.S. Government. Suppliers should not solicit boycott cooperation through any method, including oral, written, bid or proposal materials, letters of credit or shipping instructions. Suppliers must not participate in any unsanctioned boycott. Any request or solicitation to participate in an unsanctioned boycott must be reported immediately to the CMOC Legal Department or CMOC Compliance Line.



Sanctions

The U.S. Government, from time to time, places sanctions on a number of countries and individuals, restricting trade with them by U.S. companies. We expect Suppliers to take steps to avoid conducting business with any sanctioned country or individual in connection with a Supplier's business with, or on behalf of, CMOC. The U.S. Department of Treasury, Office of Foreign Asset Controls, maintains a website at which Suppliers may learn more about the U.S. sanctions programs. Please visit <http://www.treasury.gov/resource-center/sanctions> for more information.

Accurate and Complete Books and Records

A company's credibility is judged in many ways. One very important way is the integrity of its records and accounting procedures and practices. Suppliers are obligated to maintain full, accurate, timely and understandable information about quality, safety, personnel and financial transactions and results of operations in accordance with applicable accounting regulations, securities laws and professional standards.

Asking Questions

If you have any questions about the Code:

- Review CMOC policies available on www.cmocinternational.com
- Contact your local Contract Administrator
- Contact the CMOC Global Compliance team at cmocinternational.ethicspoint.com

Reporting Compliance Concerns

If you are concerned that the Code has been violated, you should:

- Contact your local Contract Administrator
- Contact your corporate Sourcing Manager
- Report your concern via the CMOC Compliance Line via phone
- Contact the CMOC Global Compliance team at cmocinternational.ethicspoint.com

Note: The CMOC Compliance Line allows CMOC to learn about incidents or other concerns that raise legal or ethical issues. Suppliers reporting a concern via the CMOC Compliance Line may remain anonymous, with certain exceptions, but must identify themselves as a Supplier.



Acknowledgment

I have reviewed the attached policy and acknowledge the approval of its implementation.

A handwritten signature in black ink, appearing to read "Cynthia Chandley", written over a horizontal line.

Cynthia Chandley
Senior Vice-President and
General Counsel
CMOC International