

Global code of conduct

Dear Colleagues,

A good reputation is hard to get and easy to lose. Bribery and corruption is both illegal and one of the fastest ways to lose that hard-earned reputation for integrity, a core value of our business. The following Code, supported by the Harbour Energy Plc Board of Directors, is my guidance on how to avoid getting Harbour Energy, your colleagues and yourself into a difficult position or if you are placed in that position, to help you to get out of it.

Please read and understand it. If you have any questions about this Code or suggestions as to how to improve it, then please contact myself, the Group General Counsel or any member of the Legal function.

A handwritten signature in blue ink, appearing to read "LZ Cook".

Linda Z Cook
CEO Harbour Energy plc
01 April 2021

Table of Contents

OVERVIEW.....	3
1 ROLE OF THE AUDIT AND RISK COMMITTEE.....	4
2 COMPLIANCE WITH THE LAW.....	4
3 ANTI-BRIBERY	4
4 FACILITATION PAYMENTS	4
5 GIFTS	5
5.2 GENERAL PRINCIPLES	5
5.3 ACCEPTABLE GIFTS AND HOSPITALITY.....	5
5.4 UNACCEPTABLE GIFTS AND HOSPITALITY.....	5
5.5 GIFTS AND HOSPITALITY – APPROVAL AND REGISTRATION.....	6
6 CONTRACTORS.....	7
7 POLICY ON THE APPOINTMENT OF INTERMEDIARIES.....	7
8 CHARITABLE AND POLITICAL DONATIONS	7
9 PREVENTING THE FACILITATION OF TAX EVASION	7
10 CONFLICTS OF INTEREST	8
11 LOBBYING	8
12 COMPETITION LAW	8
13 REPORTING CONCERNS	9
14 BOOKS AND RECORDS	9
15 TRAINING (EMPLOYEES ONLY)	9
16 APPLICATION AND REVIEW	9

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Overview

All employees, at every level within the business, and all those associated with Harbour Energy, are required to behave ethically and with personal integrity, and in particular:

- Adhere to the laws of the countries in which Harbour Energy operates
- Perform their duties in the best interests of Harbour Energy and in accordance with this Code
- Immediately disclose all potential and actual conflicts between personal interests and those of Harbour Energy, to their Country Manager/Line Manager or Client Representative

This Code details the standards that apply to the way we work with partners, contractors, customers, suppliers, vendors, competitors, government bodies, agents and the public. It also provides practical advice and guidance for following these standards in our day-to-day work. This Code is not a substitute for individual responsibility – sound judgement and common sense must always be used.

Any breach of this Code by Harbour Energy's employees will result in disciplinary action, and in extreme cases may result in instant dismissal and prosecution by the relevant authorities. For contractors working with Harbour Energy, it may result in termination of contract and prosecution by the relevant authorities.

In this Code:

- **Code** means this document and its procedures
- **Contractor** means a person or body corporate that is in a contract with Harbour Energy
- **Employee** means all Harbour Energy employees and directors
- **Gifts and hospitality** shall include all benefits such as goods, cash, vouchers in lieu of cash, entertainment, hospitality, etc.

1 Role of the Audit and Risk Committee

- 1.1 The Audit and Risk Committee (ARC) assists the Harbour Energy Plc Board of Directors (the Board) in managing and monitoring ethical business conduct. The ARC works closely with the Board and Harbour Energy's Leadership Team (Leadership Team) to achieve this aim.
- 1.2 The Board and Leadership Team fully support the ARC in the exercise of its functions in managing and monitoring ethical business conduct. In turn, the Board requires that all employees fully support the ARC and provide it with feedback, comment and (where appropriate) report upon the effectiveness of this Code, to ensure that the highest standards are maintained.
- 1.3 At least once a year, the ARC will hold a meeting in order to review the effectiveness of this Code and consider any amendments.

2 Compliance with the law

- 2.1 Harbour Energy and its employees must comply with the laws and regulations of the countries in which they operate. This is critically important to Harbour Energy's reputation and therefore its success.
- 2.2 All employees and all those associated with Harbour Energy are expected to be familiar with the laws and regulations that are relevant to the roles they undertake and in areas in which they operate. Breach of laws and regulations may result in criminal prosecution or civil action.

3 Anti-bribery

- 3.1 Bribery is illegal, can severely damage the reputation and finances of a business, is a hindrance to trade, restricts competition and is damaging to societies.
- 3.2 Bribery may be defined as the offering, promising, receiving or giving of any advantage, whether directly or indirectly, to or from any person as an inducement to carry out an act that is dishonest, illegal or constitutes a breach of trust, in order to obtain or secure an improper business advantage or a reward for such an act. However, bribery can take many forms and if you suspect a situation may involve bribery then that suspicion must be acted upon.
- 3.3 Harbour Energy prohibits bribery in any form by all employees and those working for and/or connected with the business.
- 3.4 You must immediately report bribery or attempted bribery to your Line Manager/Client Representative/Country Manager, and you must also do so even if you only suspect bribery or attempted bribery.
- 3.5 Harbour Energy prohibits employees from requiring any contractor to act, or omit to act, in a way that would be a breach of this Code if carried out by that employee.

4 Facilitation payments

- 4.1 Harbour Energy prohibits all facilitation payments. A facilitation payment is a payment that is made in order to acquire or accelerate performance of a task which is standard and to which the business is properly entitled.
- 4.2 You must immediately report facilitation payments or attempted facilitation payments to your Line Manager/Client Representative/Country Manager, and you must also do so even if you only suspect facilitation payments or attempted facilitation payments.
- 4.3 Harbour Energy prohibits employees from requiring any contractor to act, or omit to act, in a way that would be a breach of this Code if carried out by that employee.

5 Gifts

- 5.1 Giving and receiving gifts can enhance understanding and relationships in business life. However, in certain circumstances they can be illegal, cause conflicts of interest and/or could damage Harbour Energy's reputation.

This Code does not prohibit normal and appropriate gifts, whether given to or received from third parties but the following procedure must be followed.

5.2 General principles

Gifts and hospitality:

- Given or received must not create an obligation or expectation of something in return
- Given or received must not be so frequent or lavish as to suggest impropriety

5.3 Acceptable gifts and hospitality

As general guidance, gifts and hospitality that you can usually give or receive include:

- Occasional meals with someone with whom we do, or may do business
- Occasional attendance at sports, theatre and other cultural events
- Items nominal value, such as pens, calendars, or small promotional items

5.4 Unacceptable gifts and hospitality

Unacceptable gifts and hospitality must be declined and must also be registered. These include giving or receiving any gift or hospitality:

- Which would be illegal (including anything offered to a government official in breach of local or international laws)
- Intended to influence the recipient in how they will carry out a job or official duty
- Of cash or cash equivalent (such as gift certificates, loans, shares, share-options, etc.)
- Which are offered for something in return
- Which you or someone else pays for personally to avoid having to report or seek approval
- Which would be seen by third parties as extravagant, and would cause embarrassment if the details became public

5.5 Gifts and hospitality – approval and registration

- Pre-approval is required for:
 - All gifts or hospitality to or from government officials including national oil company employees, regardless of their value; in general, these should be avoided
 - All gifts or hospitality depending on the value (per individual recipient) as follows

Business Unit	Value	Approval required?	Registration required (even if declined)?
Brazil	Less than R\$200	No (unless you have already received more than two gifts or hospitality from the same person in the last 12 months)	No, unless approval is required
	R\$200 or more	Yes	Yes
Corporate Falkland Islands Norway Vietnam UK	Less than £100	No (unless you have already received more than two gifts or hospitality from the same person in the last 12 months)	No, unless approval is required
	£100 or more	Yes	Yes
Indonesia	Less than US\$60	No (unless you have already received more than two gifts or hospitality from the same person in the last 12 months)	No, unless approval is required
	US\$60 or more	Yes	Yes
Mexico	Less than US\$75	No (unless you have already received more than two gifts or hospitality from the same person in the last 12 months)	No, unless approval is required
	US\$75 or more	Yes	Yes

- Gifts or hospitality involving travel or overnight accommodation
- Gifts or hospitality, if the offeror, or the business they work for, is at that time participating in a current Harbour Energy tender or competitive bid process, or one which is planned to commence in the next 3 months, in which you have an evaluating or decision-making role

- Where a gift or hospitality is given by Harbour Energy employees to others at a single event, the total value of the gift or hospitality should be used, i.e. should multiple people from the same organisation be entertained at a dinner, the gift or hospitality value to be registered will be total value spent for the total number of guests' entertainment at that dinner. In those circumstances the gift should be registered by the most senior Harbour Energy employee in the group
- Where a gift or hospitality is given by others to Harbour Energy employees at a single event, the total value of the gift or hospitality should be used. In those circumstances the gift should be registered by the most senior Harbour Energy employee in the group
- All Harbour Energy employees are responsible for ensuring that all gifts or hospitality that are either unacceptable, and those which are acceptable but require approval, are registered using the Gifts and Hospitality Questionnaire or People Portal
- Each Country Manager is responsible for promoting Harbour Energy's policy on gifts and hospitality, providing updates to the business unit, as and when section 5 of this Code is amended
- The gifts and hospitality register will be reviewed as part of the regular audit process and may be reviewed by Leadership Team or the ARC at any time

6 Contractors

- 6.1 Harbour Energy shall perform adequate due diligence on a proposed contractor before a contract is entered into, following any Standards and Procedures prescribed in the Business Management System (BMS). The due diligence shall examine the contractor's business ethics record, system and standards. Any control weaknesses must be addressed by best practice mitigations before a contract is awarded. The mitigations may include the contractor undertaking to comply with this Code. However, the contractor is expected to have their own policy in place.

7 Policy on the appointment of intermediaries

- 7.1 An intermediary, agent, consultant, adviser, distributor, broker or other independent party that Harbour Energy proposes to contract, if the dominant part of the contractor's scope is to represent Harbour Energy in discussions with third party service providers, governments, government agencies or other oil and gas companies, can only be appointed according to the Intermediaries Procedure.

8 Charitable and political donations

- 8.1 No donations, sponsorship or support to either political parties, causes and campaigns or charitable causes by, or on behalf of Harbour Energy, unless in accordance with the Charitable and Political Donations Procedure.

9 Preventing the facilitation of tax evasion

- 9.1 Harbour Energy prohibits facilitation of tax evasion in any form by its employees, its contractors or anyone acting on Harbour Energy's behalf. Harbour Energy is committed to implementing procedures to prevent facilitation of tax evasion by its employees, its contractors or anyone acting on Harbour Energy's behalf.

10 Conflicts of interest

- 10.1 A conflict of interest can arise where the personal relationships, social activities, financial or political interests of a Harbour Energy employee may influence or appear to influence the employee's loyalty, or objective exercise of duties to Harbour Energy. The perception of a conflict of interest can also negatively affect the employee or Harbour Energy, potentially causing reputational harm and financial loss.
- 10.2 Conflicts of interest are not in themselves a sign of wrongdoing, they are merely risks that need to be recognised and managed.
- 10.3 All employees, at every level within the business, and all those associated with Harbour Energy are required to disclose all relevant information to their Line Manager as soon as they become aware of an actual or perceived conflict of interest. Line Managers shall determine whether a conflict exists, recommend mitigating actions and document a plan for managing the conflict. A Conflict of Interest Form should then be signed by the employee and their Line Manager and submitted to compliance@harbourenergy.com. It will be stored in the Conflicts of Interest Register and reviewed on an annual basis.

11 Lobbying

- 11.1 Lobbying is when a person (business or individual) tries to persuade an elected public official to support a particular policy or campaign. Lobbying is a legitimate business activity that can positively inform public policy formation and can be done in person, by sending letters and e-mails or via social media.
- 11.2 Harbour Energy acknowledges the importance of collaborative communication with all stakeholders, including elected public officials. Harbour Energy does not directly take part in party politics, but it does engage in policy debate on subjects of legitimate concern to Harbour Energy, its employees and the communities in which we operate.
- 11.3 Lobbying activity on behalf of Harbour Energy's interests is highly regulated and should be done only by authorised people.

12 Competition law

- 12.1 Harbour Energy acknowledges that competition is important as it encourages businesses to improve and innovate for the benefit of their stakeholders. Competition law, also known as 'antitrust law', makes sure businesses are competing on a level playing field and are protected from others acting unfairly.
- 12.2 Harbour Energy competes fairly and honestly in the markets it operates and only acquires information about its competitors by legal and ethical means. Harbour Energy operates with, and contributes to, the development of the industry by participating in relevant industry associations. All employees and all those associated with Harbour Energy must comply with the relevant legislation on competition law in countries where they operate. The penalties for breaching competition law are severe in all jurisdictions.
- 12.3 In general, all employees and those associated with Harbour Energy, **must not**:
- Agree with competitors to fix prices or any element of price, such as discounts, surcharges or credit terms
 - Agree with competitors to reduce or stabilise production, capacity or output
 - Agree with competitors to divide up/share specific accounts or markets
 - Rig bids or tenders
 - Share or receive competitive sensitive information without a lawful reason
- 12.4 This list is not exhaustive and advice should be requested from the Legal function or the Group General Counsel in the event of any uncertainty.

13 Reporting concerns

- 13.1 Employees and other persons associated with Harbour Energy can report any concerns or issues regarding compliance with this Code to any of the following; their Line Manager, the Client Representative, their Country Manager, the Head of their Legal function or the Group General Counsel. The recipient must review the report and, if a breach of this Code is apparent, must promptly inform the Group General Counsel.
- 13.2 The act or omission that is reported must be suspended until an investigation is completed and a written direction is issued.
- 13.3 Any questions that exist regarding this Code and/or Harbour Energy's policies can be raised with your Line Manager, the Client Representative or the Head of your Legal function.
- 13.4 In addition, Harbour Energy has established telephone lines, websites and e-mail facilities operated by Safecall and SeeHearSpeakUp, independent companies, which respond to questions and concerns about business compliance, ethics and facilitation of tax evasion activities. The lines operate 24 hours a day/ 7 days a week and have translation services available. Contact details are set out in the Harbour Energy's Whistleblowing Procedures, which are available on the BMS, and at prominent locations around Harbour Energy's offices. Contact can be made on an anonymous basis.
- 13.5 Harbour Energy does not tolerate retaliation in any form against an individual who reports a concern in good faith even if the concern is later determined to be factually incorrect or unfounded.

14 Books and records

- 14.1 All transactions and holdings relating to Harbour Energy must be recorded in proper detail, comply with applicable accounting standards and be available for audit at any time. Records must be held at Harbour Energy's premises and/or on Harbour Energy's systems, and be accessible to authorised staff at all times.
- 14.2 No funds or property belonging to Harbour Energy may be hidden or disguised from audit or other scrutiny for any reason whatsoever.

15 Training (employees only)

- 15.1 Every Harbour Energy employee is required to participate in the Ethics Training Programme within 3 months of joining the business.
- 15.2 Training is to be repeated annually.
- 15.3 Participation in ethics training is monitored by the Legal function.

16 Application and review

- 16.1 This Code and the relevant standards and procedures apply to every area of Harbour Energy's business, without exception.
- 16.2 Where it is apparent that differences exist as a result of local customs, laws or regulations, the global requirement should be applied unless the local requirement sets a higher standard.