

CORPORATE GOVERNANCE		
Doc Ref: CG-POL-017		Author: Ian Wilson
Doc Owner: Chief Executive Officer		Approved by: Jon Oliver Bryce
Revision Date: 14 Jun 2017		Revision No: 2
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ANTI-BRIBERY AND CORRUPTION POLICY		

1 PURPOSE

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that Company's business is conducted in a socially responsible manner.

2 APPLICATION

2.1 WHO IS COVERED BY THE POLICY?

This policy applies to all individuals working at all levels and grades, including senior managers, officers, Directors, employees (whether permanent, fixed-term or temporary), management on hire, consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as employees in this policy).

In this policy, **third party** means any individual or organisation the employee comes into contact with during the course of their work for the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy covers:-

- Bribes;
- Facilitation payments;
- Political contributions;
- Charitable contributions.

Covered under a separate policy:-

- Travel, Gifts and Entertainment FM-025

3 RESPONSIBILITIES

The Chief Compliance Officer (currently the Chief Financial Officer) has overall responsibility for ensuring this policy complies with the Company's legal and ethical obligations, and that all employees are compliant.

All employees are required to read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all employees. All employees are required to avoid any activity that might lead to, or suggest, a breach of policy.

An employee must notify any breach of this policy immediately as per section 4.3.4 below.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct and potential reporting to appropriate authorities. The Company reserves its right to terminate its contractual relationship with other workers if they breach this policy.

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4 PROCEDURE

4.1 POLICY STATEMENT

The Company takes a zero-tolerance approach to bribery and corruption.

The Company seeks to outperform its competition fairly and honestly and also seeks competitive advantage through superior performance and never through unethical or illegal business practices. The Company will not permit the offering, giving or receiving of bribes or improper payments, nor participate in any kind of corrupt activity, either directly or through any third party.

4.2 BRIBES

A bribe is the offering, giving, receiving, or soliciting of something of value for the purpose of influencing the action of an individual or company in the discharge of his or her public, business or legal duties. Employees may not engage in any form of bribery, either directly or through any third party (such as an agent or distributor).

4.3 FACILITATION PAYMENTS

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine government action, and not to obtain or retain business or any improper business advantage. Facilitation payments tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to.

With respect to Facilitation payments, employees must:

- Decline to make the payment and report the request to their line manager.
- Report as soon as possible if the employee knows of or suspects a breach in the Anti-bribery policy using the process described in 6 below.

If the employee's health, safety or freedom (or that of their family, colleagues or people they are travelling with) could be at risk if a facilitation payment is not made, the employee must:

- Never put themselves, family members or colleagues in danger;
- If time permits, seek help and guidance from their line manager.
- If guidance is not available, or if advised to, make the payment and promptly report the payment and the circumstances, using the details listed in section 4.3.4.

If a facilitation payment is made, the CFO must retain a log of the payment which must be reported to the Audit Committee. The Board must then take action to develop a strategy to minimise such payments in the future.

4.3.1 Political contributions

The Company does not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

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4.3.2 Charitable contributions

Charitable support and donations are acceptable, whether of in-kind services, knowledge, time or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. The Company only makes charitable donations that are legal and ethical under local laws and practices. All donations require prior approval and are to be registered.

4.3.3 Record-keeping

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

See the Travel, Gifts and Entertainment policy FM-025 for details of the records required in relation to gifts, entertaining and expenses.

4.3.4 How to raise a concern

Reports should be made to the employee's line manager but if not appropriate the employee should:-

- Call 01224 737908 which will put them in direct contact with the Chief Financial Officer, or
- Call 01224 737939 which will put them in direct contact with the Chief Executive Officer, or
- Alternatively, address their concerns in writing, marked private and confidential, to the CFO or the Chair of the Audit Committee.

4.4 RAISED CONCERNS

Once a concern or event has been notified then the facts should be collated along with, where possible, confirmation that the concern/event has been correctly understood and fully recorded. This should then be communicated to the Chair of the Audit Committee as soon as practically possible, who will then take the appropriate action to investigate the matter fully.

4.5 VICTIMS OF BRIBERY OR CORRUPTION

It is important that notification is made in accordance with the procedures in 4.3.4 above as soon as is possible if the employee is offered a bribe by a third party, is asked to make one, suspects that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company aims to encourage openness and will support anyone who raises a genuine concern in good faith under this policy, even if it turns out to be a mistake.

The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If an employee believes they have suffered any such treatment connected with raising a concern they should inform the Chief Financial Officer or the Chair of the Audit Committee.

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4.6 TRAINING AND COMMUNICATION

Training on this forms part of the induction process. Confirmation that each employee has read and understands this policy is handled as a declaration each year.

4.7 DUE DILIGENCE AND RISK ASSESSMENT

An annual due diligence and risk assessment is undertaken by senior members of the Company. Full details are included within FM-030 Due Diligence and Risk Assessment

5 RECORD

Record	Retention Period	Responsible Person/Location
Annual Declarations	6 Years	HR

6 DEFINITIONS

- NA

7 REFERENCES

- FM-025 Travel, Gifts and Entertainment
- FM-030 Due Diligence And Risk Assessment

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**Your Personal Commitment to the
AWILCO DRILLING PLC
Code of Business Conduct**

I acknowledge that I received a copy of Awilco Drilling’s Code of Conduct dated _____ (“the Code”), that I have read the Code and that I understand it. I will comply with the code. If I learn that there has been a violation of the code, I will follow the process under section 1.24.

Dated: _____

Employee’s Signature

Employee’s Name (Please Print)