

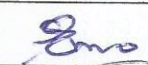
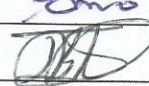


## MARITIME SUPPORT SERVICES LIMITED

<b>Title:</b>	ANTI- CORRUPTION / BRIBERY POLICY	<b>Procedures No:</b>	MSSL 016
<b>Date</b>	January 2015	<b>Revision number:</b> 00	Page 1 of 16

MARITIME SUPPORT SERVICES LIMITED takes a zero-tolerance approach to bribery and corruption and we are committed to conducting our business in an honest and ethical manner.

We have adopted this policy to communicate this message and to assist those working for us to uphold it."

Controlled by:	MSSL HSEQM	
Approved by:	Managing Director	



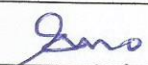
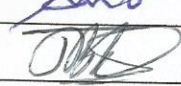
## MARITIME SUPPORT SERVICES LIMITED

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### ANNEX A: MARITIME SUPPORT SERVICES LIMITED Personnel Certification of Compliance with Anti-Corruption Policy

Controlled by:	MSSL HSEQM	
Approved by:	Managing Director	







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### **I. STATEMENT OF POLICY**

It is the policy of MARITIME SUPPORT SERVICES LIMITED. ("MSSL" or "the Company") to conduct its worldwide operations ethically and in compliance with NIGERIA and applicable foreign laws. This Anti-Corruption Compliance Policy (the "Policy") applies to all MARITIME SUPPORT SERVICES LIMITED officers, directors, employees, agents, and representatives, and all persons engaged (directly or indirectly) to perform work for MARITIME SUPPORT SERVICES LIMITED, including employees of any affiliate, subsidiary, or other entity controlled by MARITIME SUPPORT SERVICES LIMITED, temporary agency personnel, non-employee agents acting on MARITIME SUPPORT SERVICES LIMITED behalf, and contract-basis personnel, wherever located (collectively "MARITIME SUPPORT SERVICES LIMITED Personnel"). All MARITIME SUPPORT SERVICES LIMITED Personnel are expected to comply with all NIGERIAN and other locally applicable laws in the foreign countries in which MARITIME SUPPORT SERVICES LIMITED does business as well as maintain the highest ethical standards of business conduct. MARITIME SUPPORT SERVICES LIMITED will not authorize, involve itself in, or tolerate any business practice that does not comply with this Policy and the Anti-Corruption Procedures (defined at **Section V** below) that form a part of this Policy.

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### II. PURPOSE

This Policy sets forth the ethical standards of conduct and practices that must be followed with respect to certain kinds of transactions, particularly payments, entertainment and political contributions regulated by the NIGERIAN and Foreign Corrupt Practices Act ("FCPA") of 1977 including 1988 & 1989 amendments, a NIGERIAN anti-bribery and record keeping law that is applicable to MARITIME SUPPORT SERVICES LIMITED and all MARITIME SUPPORT SERVICES LIMITED Personnel.

### III. SCOPE AND APPLICABILITY

This Policy covers all transactions conducted by MARITIME SUPPORT SERVICES LIMITED and MARITIME SUPPORT SERVICES LIMITED Personnel (Defined in **Section V** below) anywhere in the world. Compliance with the Policy is mandatory. In addition to mandatory compliance by MARITIME SUPPORT SERVICES LIMITED Personnel, the Company will:

- Encourage affiliated, but non-controlled, companies to conform to the practices set forth in this Policy; and
- Require independent third parties to represent MARITIME SUPPORT SERVICES LIMITED in a manner that is consistent with MARITIME SUPPORT SERVICES LIMITED commitment to integrity and the principles of this Policy.

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### IV. PROHIBITED CONDUCT

- No MARITIME SUPPORT SERVICES LIMITED Personnel, whether based or operating in the Nigeria or overseas, shall make a Payment or give a Gift (as both such terms are defined in **Section V** of this Policy), to any Covered Recipient (as defined in **Section V** of this Policy) for the purpose of obtaining or retaining business for or with, or directing business to, any person or for securing any improper benefit or undue advantage.
- Actions in furtherance of any of the foregoing are also prohibited, including Payments (for the above purpose) or Gifts made or delivered indirectly through a third party (including agents, consultants and joint venture partners).

### V. KEY CONCEPTS & DEFINITIONS

- Anti-Corruption Compliance Procedures: MARITIME SUPPORT SERVICES LIMITED anti-corruption compliance procedures established to operate in conjunction with this Policy, and applicable to MARITIME SUPPORT SERVICES LIMITED and all MARITIME SUPPORT SERVICES LIMITED Personnel (referred to as "Anti-Corruption Procedures").
- Covered Recipient: Any (i) Foreign Official, (ii) non-Nigerian. Political party, (iii) official of a Nigerian. political party, (iv) candidate for foreign political office, or (v) any other person if a MARITIME SUPPORT SERVICES LIMITED Personnel knows or has reason to know the person will make, offer, or promise a Payment or Gift in violation of relevant anti-corruption laws and regulations, including the FCPA.
- Foreign Official: Any officer or employee of (i) a non-Nigerian. Government, (ii) any department, agency, or instrumentality (including wholly- or majority- state-

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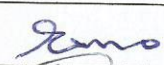



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owned or controlled enterprises), of a non-Nigerian. government, or (iii) any public international organization; or, any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality; or, any person acting for or on behalf of any such public international organization.

- Gift(s): A Gift is anything promised, offered or bestowed voluntarily, regardless of its value, including: (i) donations to charitable organizations owned, operated, or affiliated with, or recommended by a Foreign Official or other Covered Recipient, or (ii) the provision of hospitality and entertainment expenses, except as provided for at **Section III** of the Anti-Corruption Procedures. For the purposes of this Policy and the **Anti-Corruption Procedures, a MARITIME SUPPORT SERVICES LIMITED-branded item (e.g., hats, paper weights, USB devices, and other similar inexpensive MARITIME SUPPORT SERVICES LIMITED-branded items) having a value of up to an aggregate of N50m in reasonably LIMITED quantities, are** excluded from the definition of Gifts and are not subject to the policies and procedures applicable to Gifts set forth herein and in the Anti-Corruption Procedures.
- MARITIME SUPPORT SERVICES LIMITED Personnel: MARITIME SUPPORT SERVICES LIMITED officers, directors, employees, agents and representatives, and all persons engaged (directly or indirectly) to perform work for MARITIME SUPPORT SERVICES LIMITED, including employees of any affiliate, subsidiary, or other entity controlled by MARITIME SUPPORT SERVICES LIMITED, temporary agency personnel, non-employee agents acting on MARITIME SUPPORT SERVICES LIMITED behalf, and contract-basis personnel, wherever located.
- Payment: A Payment is the direct or indirect giving of, offer to give, or promise to give a thing of value, whether in the form of cash (in NIGERIAN or other currency), commercial paper (e.g. checks of any kind, promissory notes, or other

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paper creating or representing an obligation to transfer a thing of value, *etc.*), in-kind transfers or donations, (collectively, "Payment").

- **Penalties:** Employees who violate this Policy or the Anti-Corruption Procedures are subject to disciplinary employment action, including suspension or termination. In addition, violations of this policy can be subject to criminal liability punishable by a fine or imprisonment for number of years, or both as the constitution of Nigerian/foreign country demands. Civil penalties also may be assessed. In addition to penalties for employees, MARITIME SUPPORT SERVICES LIMITED has the right to terminate contracts with consultants, representatives, independent contractors, or any other transaction partners who are unwilling or unable to represent or work with MARITIME SUPPORT SERVICES LIMITED in a manner consistent with this Policy.
- **Red Flag:** Fact pattern, situation, request, or other issue regarding a prospective or existing transaction that indicates possible compliance issues, and which would require additional due diligence for purposes of addressing those issues. Examples of Red Flags are provided in **Section VI** below.

### **VI. ETHICAL BUSINESS STANDARDS: OVERVIEW OF BEST PRACTICES**

MARITIME SUPPORT SERVICES LIMITED enjoys a reputation in the marketplace for fair and ethical business practices. To preserve our reputation and in furtherance of the purposes of this Policy, MARITIME SUPPORT SERVICES LIMITED expects all MARITIME SUPPORT SERVICES LIMITED Personnel, wherever located, to strictly adhere to this Policy and the Anti-Corruption Procedures, and to conduct MARITIME SUPPORT SERVICES LIMITED business ethically and carefully, to minimize the risk of inadvertent breaches of applicable laws, avoid

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## MARITIME SUPPORT SERVICES LIMITED

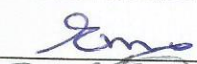

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even the appearance of impropriety, and preserve and promote MARITIME SUPPORT SERVICES LIMITED reputation.

### **A. General Considerations**

Toward these ends, certain compliance best practices should be followed:

- The laws of the Nigeria, United States and other countries that relate to matters covered by this Policy and the Anti-Corruption Procedures must be obeyed at all times.
- In connection with any Payment or Gift to any Foreign Official or other Covered Recipient, ensure that accounting records (including expense reports) contain sufficient detail so (i) the transaction is accurately recorded, and (ii) a determination can be made that such Gift or other Payment is permitted as either an affirmative defenses or as a "Facilitating Payment" (defined in the Anti-Corruption Procedures). Sufficient detail is that level of detail that clearly describes the nature, purpose(s), amount, and recipient(s) of the Payment.
- A business courtesy, such as a Gift OF or Payment for a Foreign Official's entertainment, should never be offered under circumstances that might reasonably be viewed as creating the appearance of an impropriety.
- Without specific approval from the Compliance Officer, no direct or indirect Payment or Gift, whether in the form of money or any other thing of value, shall be made to a political party or member of a political party or other Covered Recipient.

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- Unless authorized by the Compliance Officer, or the terms of an approved agreement, no Payment or Gift to any transaction partner shall be made or delivered:
  - (1) in cash (other than documented petty cash disbursements), except to the extent that (i) the contract under which the Payment is made calls for cash payment for certain goods or services, or (ii) if the Payment is made for goods or services where the recipient rejects payment by other non-cash means consistent with local practice or custom because (a) non-cash payments are impracticable and (b) such cash payment is equal to or less than \$500.00;
  - (2) with corporate checks payable to "cash," "bearer," or third party designees of the party entitled to payment; or
  - (3) to an individual, entity, or account outside the recipient's country of residency.
- Consider only reputable, qualified individuals and firms for business relationships.
- Understand and obey any requirements governing the use of third parties (for example, funding agency restrictions, or country or ministry prohibitions).
- Make sure that payments for services are reasonable under the circumstances.
- If any MARITIME SUPPORT SERVICES LIMITED Personnel becomes aware of an indication of a potential Policy or Anti-Corruption Procedure compliance concern involving the Company ("**Red Flag**"), such MARITIME SUPPORT

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SERVICES LIMITED Personnel should seek assistance of company legal counsel and management to address any such Red Flags. Red Flags may include the following:

- a request for payment in advance or prior to an award of a concession, contract or other business;
- a request for reimbursement of extraordinary, poorly-documented, or last minute expenses;
- a request for payment in cash, to a numbered account, or to an account in the name of a different person;
- a request for payment in a different country, especially if it is a country with little banking transparency;
- the transaction partner has a family member in a government position, or is a Covered Recipient, particularly if the family member is or could be in a position to direct business to MARITIME SUPPORT SERVICES LIMITED;
- a refusal by any transaction partner to disclose its owners, partners, or principals, where such owners, partners or principals, individually or as a block, hold a controlling interest in the third party or otherwise have the ability *in fact* to exercise control over the management, operation or policy of the third party;
- use of shell or holding companies that obscure ownership without credible explanation;
- measured by local customs or standards, or under circumstances particular to the transaction partner's environment, the transaction partner's business seems understaffed, ill-equipped, or

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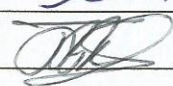
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inconveniently located to undertake its proposed relationship with MARITIME SUPPORT SERVICES LIMITED;

- the transaction partner, under the circumstances, has insufficient know-how or experience, including as passive or active investor, in the petroleum industry;
- the transaction partner is insolvent or has significant financial difficulties that would reasonably be expected to impact the venture;
- the transaction partner displays ignorance of or indifference to local laws and regulations;
- any business reference of the transaction partner unreasonably refuses to answer questions, or provides evasive answers;
- the transaction partner is the subject of credible rumors or media reports of inappropriate payments; and,
- the transaction partner requests any payment or commission that is disproportionate to the services provided.

In any case in which MARITIME SUPPORT SERVICES LIMITED seeks to engage a transaction partner, services or goods provider (including a third party agent) or other representative, MARITIME SUPPORT SERVICES LIMITED should have a written agreement executed by the partner that (i) binds that party to compliance with this Policy as if directly applicable to that

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party, and (ii) permits immediate termination of the business relationship in the event of any non-compliance.



Additional due diligence and screening steps may be warranted in certain circumstances.

Those steps may include additional screening in the form of interviews, obtaining references, and/or other steps. In these cases, MARITIME SUPPORT SERVICES LIMITED will work with outside counsel as necessary to devise the proper approach for conducting this type of due diligence.

### **VII. INTERNAL COMPLIANCE STRUCTURE**

#### **A. Compliance Committee**

To facilitate the effective and uniform implementation of this Policy and to assist employees in complying with this Policy, MARITIME SUPPORT SERVICES LIMITED has established the Compliance Committee. As defined above at **Section V** of this Policy, the Compliance Committee is the MARITIME SUPPORT SERVICES LIMITED management committee with responsibility for administration of and compliance with this Policy and the Anti-Corruption Procedures.

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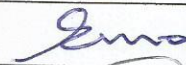

### **B. Compliance Officer**

As the MARITIME SUPPORT SERVICES LIMITED employee(s) with responsibility for day to day administration and oversight of this Policy and the Anti-Corruption Procedures, the Compliance Officer(s) should be the point of first contact for MARITIME SUPPORT SERVICES LIMITED Personnel concerned about compliance with this Policy. Employees are urged to contact the Compliance Officer(s) immediately if they become aware of any Red Flags or circumstances that might indicate a violation or other ethical breach of this policy.

### **C. Compliance/Reporting Procedures**

MARITIME SUPPORT SERVICES LIMITED Personnel with information concerning possible violations should contact the Compliance Officer. If an employee believes that his concerns will not be, or have not been, adequately addressed by reporting to the Compliance Officer, the employee may contact another member of the Compliance Committee, the Managing Director, or the Chairman of the Audit Committee of MARITIME SUPPORT SERVICES LIMITED Board of Directors. (as of January 2015, Mr. Joseph Prebor)

**Under NIGERIA. law, an employee who brings to the attention of MARITIME SUPPORT SERVICES LIMITED management in good faith information regarding a possible violation**

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of this Policy or the Anti-Corruption Procedures will not suffer any retaliation or adverse employment consequences.

### **D. Personnel Responsibilities**

MARITIME SUPPORT SERVICES LIMITED Personnel are expected to meet the following obligations:

- Understand relevant legal and business developments, as well as the requirements of this Policy. These requirements can be complex, and it is not unusual to have questions related to a transaction. If any MARITIME SUPPORT SERVICES LIMITED Personnel has any questions related to matters covered by this Policy, he or she should contact their supervisor, the Compliance Officer(s) and/or Company legal counsel.
- Take the necessary steps to make sure any party acting on MARITIME SUPPORT SERVICES LIMITED behalf understands the principles and importance to MARITIME SUPPORT SERVICES LIMITED of this Policy and the Anti-Corruption Procedures.
- Carefully watch for Red Flags which might indicate illegal activities or violations of this Policy, the Anti-Corruption Procedures or other MARITIME SUPPORT SERVICES LIMITED policies or procedures. If any Red Flag arises, it should be addressed before proceeding with the relevant transaction. As appropriate, addressing Red Flags may include review by the Compliance Officer and/or outside counsel, and should be well documented.
- Maintain timely, accurate, and complete records of all expenditures of MARITIME SUPPORT SERVICES LIMITED funds.

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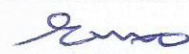

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- Learn and follow MARITIME SUPPORT SERVICES LIMITED guidelines for travel and living expense reimbursement, business entertainment, and Gifts.
- Learn and respect the policies of other companies and government agencies with which MARITIME SUPPORT SERVICES LIMITED does business so the MARITIME SUPPORT SERVICES LIMITED Personnel understand those entities' policies and procedures regarding acceptance of business entertainment and Gifts.
- Promptly report any concerns about possible violations of this Policy to a Compliance Officer, the MARITIME SUPPORT SERVICES LIMITED Personnel's supervisor, a member of the Compliance Committee, or any other appropriate MARITIME SUPPORT SERVICES LIMITED Personnel, as described above.
- Annually certify that the MARITIME SUPPORT SERVICES LIMITED Personnel has read this Policy and have complied with its provisions.

Failure to comply with this Policy and the Anti-Corruption Compliance Procedures may be grounds for disciplinary action, including suspension or termination.

*(See Personnel Certification at ANNEX A to the Policy).*

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ANNEX A  
MARITIME SUPPORT SERVICES LIMITED PERSONNEL CERTIFICATION OF  
COMPLIANCE  
WITH ANTI-CORRUPTION COMPLIANCE POLICY

I, Anso Okon Effiong, certify that I have read, understand, and will comply with the MARITIME SUPPORT SERVICES LIMITED Anti-Corruption Compliance Policy and the Anti-Corruption Compliance Procedures that form a part of the Policy. I further certify that, except as previously reported to the Compliance Officer, another member of the Compliance Committee, and/or independent auditors or outside counsel, I have never participated in, and am not aware of, any violation of the Policy, the Procedures, or the FCPA. Should I obtain information about a known violation of the Policy, the Anti-Corruption Procedures, or the FCPA by any MARITIME SUPPORT SERVICES LIMITED Personnel, I will report such a violation to the Compliance Committee.

Signature:

Anso Okon Effiong

Printed Name:

Anso Okon Effiong

Title:

Anti-Corruption Compliance Policy

Date:

24 / 07 / 2017

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