

Abu Dhabi Company for Onshore Oil Operations (ADCO)



شركة أبوظبي للعمليات البترولية البرية (أدكو)

Doing the  
**RIGHT**  
thing...  
*Always!*

Code of Business Conduct



شركة أبوظبي للعمليات البترولية البرية (أدكو)  
Abu Dhabi Company for Onshore Oil Operations (ADCO)

## Dear ADCO/ Contractor Employees

*Before you read this ADCO Code of Business Conduct, I would like you to consider and answer two questions: Whose job is it to make sure we adhere to the very highest compliance and ethical standards at ADCO? Why does it matter?*

Actually, the answer to the first question is very simple – you, I, and each employee of ADCO are responsible for maintaining the highest compliance and ethical standards. Further, each employee of ADCO's Contractors, Vendors, Consultants and other Representatives working for or on behalf of ADCO holds the same responsibility.

Why does this matter? ADCO is known as an ethical, honest company. Our employees have worked hard to build this reputation, and it is an asset worth protecting. This reputation affords us the trust of our employees, contractors, vendors and shareholders. Our reputation is priceless and vital for maintaining our ability to do business in the future.

This Code of Business Conduct sets the standard for you and everyone working for, or on behalf of, ADCO, outlining the fundamental requirements for how we conduct business. It is not a compilation of ADCO policies and procedures, but a broad overview of how we must approach our work, our relationships, our decisions and our actions. It is the cornerstone for communicating standards for expected conduct and identifies resources that may assist you in evaluating and answering difficult compliance and ethics questions.

Of course, no Code of Business Conduct can anticipate or address every possible scenario you may encounter in the course of your work. Whenever you are unsure about a matter that has compliance and ethics implications, you should approach your local management. Alternatively,

you can call ADCO's Ethics HelpLine.

You may not be familiar with the term Ethics HelpLine. The Ethics HelpLine is available to answer questions and provide advice about policies, laws, right courses of action, and for making reports of possible violations of this Code, ADCO policies, or laws. The Ethics HelpLine is operated by an independent third-party provider and callers to the HelpLine may remain anonymous (caller ID is not used).

The toll free Ethics HelpLine number within U.A.E. is 800-74448 (800-RIGHT).

Reports and questions may also be submitted through a secure on-line reporting system found on ADCO's Intranet or directly at [www.ethicspoint.com](http://www.ethicspoint.com).

If we want to achieve our standards of ethical conduct, it is not enough that we just read this Code of Business Conduct. We must think about it, then use it. "Doing the right thing — always" is a concept that is easy to remember and to follow. Please join me in making sure that this concept and our commitment to it is embedded across all of our activities.

*Abdul Munim Saif Al Kindy*  
General Manager

# Message from the General Manager



Doing the  
**RIGHT**  
thing...  
*Always!*

# Table of Contents

Message from the General Manager.....	1	Human Resources .....	28
Code of Business Conduct.....	4	Drug & Alcohol Policy.....	28
RIGHT .....	6	Employment and Medical Records .....	28
Your role in 'Doing It RIGHT' .....	8	Employment of Closely Related Persons .....	29
Accountability .....	8	Equal Opportunities .....	30
Additional Responsibilities of Leaders .....	9	Harassment.....	30
Protection Against Retaliation .....	9	Tolerance .....	31
How to 'Do It RIGHT' .....	10	Workplace Violence .....	31
Who to talk to .....	11	Confidential Information .....	32
Accuracy of Records .....	13	Intellectual Property.....	34
Business Courtesies .....	15	International Business.....	35
Government Business.....	16	Trade Controls (Import/Export) .....	35
Non-Government Business .....	16	Political Activities .....	36
Conflicts of Interest and Business Opportunities.....	19	Public Statements .....	37
Compliance with Government Directives .....	20	Security .....	38
Declaration of Commercial Interest.....	20	Fraud and Theft .....	39
Consultants/ Training Providers .....	23	Government Investigations .....	39
E-mail, Internet Information Technology.....	24	Duty to Cooperate in Audits and Investigations.....	39
Health, Safety & Environment .....	26	Supplemental Policies/ Procedures/ Other documents .....	41
Health and Safety .....	26	Attachment I .....	42
Environment .....	27	Attachment II .....	43
		Attachment III .....	44

*This Code of Business Conduct (the “Code”) sets out the standards of compliance and ethical behaviour required of all staff of ADCO and those of its Contractors, Vendors, Consultants and other Representatives working for or on behalf of ADCO.*

**If you have any report or question, contact:**

- **800-74448 (800-RIGHT)**
  - **ADCO Intranet**
- **[www.ethicspoint.com](http://www.ethicspoint.com)**

The Code is designed to provide a broad and clear understanding of the minimum conduct expected of you and everyone working for, or on behalf of, ADCO. The Code is not intended to be a summary of all ADCO policies or a list of rules that addresses every situation that you might encounter. There can be no substitute for good judgment and common sense. Some ADCO Divisions may find it helpful to create policies that are more strict than the requirements of this Code. An ADCO Division however, may never allow practices that fall short of the Code. Where conflicts exist with local policy or regulations, the requirement containing the higher standard of compliance and ethical conduct shall apply.

ADCO has engaged EthicsPoint, an independent third party, based in U.S.A., to receive complaints, concerns, or questions about improper acts such as theft, fraud, or misappropriation.

Our use of EthicsPoint allows users of the Ethics HelpLine @800-74448 to speak to a live operator without fear of retaliation, since their operators do not directly work for ADCO. Calls are not recorded and no attempt is made to determine the number or location from which you are calling. EthicsPoint also provides online access to the Ethics HelpLine through ADCO Intranet or directly at [www.ethicspoint.com](http://www.ethicspoint.com) that allows the same anonymity and confidentiality as the telephone-based Ethics HelpLine.

EthicsPoint forward confidential reports of all the calls for evaluation and follow-up by an independent Business Conduct Committee. Any further communication with the caller, such as follow-up questions or issue resolution, will be made via EthicsPoint thereby ensuring the anonymity of the caller.

*ADCO is committed to “doing the right thing - always”. Doing the right thing means making the ethical choice in difficult situations. It means we do this even when no one else will know. That is why we have a compliance and ethics program and why we publish this Code. The Code is specifically designed to promote greater compliance and ethical conduct and deter improper acts. Non-compliance or violations of the Code may result in disciplinary action, up to and including termination.*

It is also designed to be part of a total system to encourage compliance and ethical conduct that includes: senior level commitment to compliance and ethics, our Ethics HelpLine, regular ethics training, processes to facilitate raising compliance and ethical concerns and continuing communications about our commitment to the highest compliance and ethical standards.

As you review specific provisions of this Code it is useful to have the following as a context for understanding what we mean when we say we will do the right thing - always.

## **Respect**

Respect means that we treat one another with dignity, recognizing the diversity of our workforce and the inherent worth of each individual. It requires us to create a workplace where people are treated well and are afforded all of the rights that they are entitled to under applicable laws. A respectful workplace is safe, free from discrimination and harassment, affords employees fair opportunity to pursue their goals and protects the privacy of personal information the company may obtain or possess.



## Integrity

Integrity means that we uphold ADCO's core values, maintain consistency in our decisions, deliver what we promise, fulfill our commitment and stand for what is right. Integrity drives us to adhere, not only to the letter; but also to the spirit of applicable laws and ADCO policies and procedures.

## Good Citizenship

Good citizenship means that we obey applicable laws and regulations. It also means that we must be good stewards of this planet's resources, that we respect the environment, and provide a safe and healthy workplace. As an organization, we will continue to strive for an open, transparent business climate free from corruption. All of us must therefore refrain from paying or receiving bribes or otherwise unlawfully attempting to influence individual decisions.

## Honesty and Truthfulness

Honesty means that we must be truthful in everything we say and do. This means more than refraining from lying. It includes telling the whole truth even when doing so is difficult. Honesty is reflected in how we create and maintain our business records. It is difficult to meet any of the other ethical standards ADCO embraces without honesty as the foundation.

## Trust

Trust is to build confidence through honesty, teamwork, fulfilling commitments and open candid communications.

## **Accountability**

*ADCO holds each employee (and others working for and/or on behalf of ADCO), regardless of position or status, accountable for complying with this Code, ADCO's policies and the law. If you do not understand applicable laws or ADCO's expectations for your behavior, you have the responsibility to ask your Team Leader or contact the Ethics HelpLine.*

You are accountable and responsible not only for your own ethical behavior; but you are also required to report violations by others working for and/or on behalf of ADCO.

Failure to live up to the responsibilities set forth in this Code can result in discipline, up to and including termination of employment.

**Unlawful conduct could expose the employee and ADCO to legal action.**

Furthermore, since many provisions of this Code and our policies are based on legal requirements, violations may also expose the individuals involved and ADCO to legal action.

# Your role in 'Doing It RIGHT'

## Additional Responsibilities of Leaders

Leaders have the additional responsibility of creating and sustaining an ethical work environment. An ADCO leader is anyone with supervisory responsibilities over any other employee. As a leader, you are responsible for helping to ensure that those who report to you understand and act in accordance with ADCO standards as outlined in the Code. Leaders are expected to lead by example. Leaders must communicate the Code and relevant ADCO policies to all those for whom they are directly responsible and help them to understand these requirements. Leaders must show respect towards employees and maintain open, honest and constructive two-way communication with them. This means not only allowing but also encouraging staff to ask questions, make suggestions and report wrongdoings. Leaders must be vigilant to prevent violations of this Code, our policies or the law. When allegations of wrongdoing are brought to their attention, managers must take any necessary corrective or disciplinary action.

## Protection against Retaliation

ADCO will not tolerate any retaliation against someone for merely reporting an activity that he or she in good faith believes to be a non-compliance or violation of this Code.

However, if a report is made in 'bad faith' – for instance, if a false or misleading report is made in a deliberate effort to get someone into trouble (as opposed to an honest mistake) – the person making the report may be subject to disciplinary action.

**ADCO has a policy of ensuring that there will not be any retaliation against someone for merely reporting an improper act.**

*ADCO recognizes that all employees encounter ethical challenges in their work. This Code is intended to help you to both recognize and to resolve those challenges. When faced with a business decision that seems to have ethical overtones, here are several questions that you should ask yourself to determine if your actions are proper:*

- Are my actions legal?
- Am I being fair and honest?
- How will I feel about myself afterwards?
- How will this look in the morning paper?
- How would I feel if my family/relatives/friends knew what I was doing?
- Will there only be positive consequences for ADCO?
- Are my actions consistent with the overall values set forth in this Code and ADCO Policies?

If you answer 'no' or 'negatively' to any question, stop and reconsider your actions. Speak with your Team Leader or, if you prefer, communicate with the Ethics HelpLine at 800-74448 (800-RIGHT).

*If you have compliance or ethics related concerns that affect ADCO, contact one of the following (listed in order of preference):*

- Team Leader
- Department Head
- Division Manager
- Function Manager

In some cases you may feel more comfortable discussing the matter anonymously with someone independent of ADCO. In these cases, communicate with the Ethics HelpLine.

You may not be familiar with the term Ethics HelpLine. The Ethics HelpLine is available to answer questions and provide advice (about policies, laws and the right courses of action) and for making reports of possible violations (of this Code, ADCO policies, or laws). The Ethics HelpLine is operated by an independent third-party provider and callers to the HelpLine may remain anonymous (caller ID is not used). The toll free Ethics HelpLine number within U.A.E. is 800 -74448 (800 – RIGHT).

Reports and questions may also be submitted through a secure on-line reporting system found on

- ADCO Intranet
- [www.ethicspoint.com](http://www.ethicspoint.com)

**If you would like to make your inquiry or report anonymously, the Ethics HelpLine should be your first point of contact.**

ADCO will take all reasonable steps necessary to protect the confidentiality of those making reports to the Ethics HelpLine to the maximum extent legally permissible. However, through the fact finding process your identity may be surmised or you may be asked to publicly present additional information.

## Frequently Asked Questions

***Q: To whom should I direct questions or problems regarding compliance or ethical matters?***

A: In most cases, you should contact your Team Leader. In some cases it may not be possible or practical to discuss the matter with your Team Leader, or you may just feel more comfortable discussing the matter with someone else. In those cases, you are encouraged to contact the Ethics HelpLine at 800-74448 (800-RIGHT). If you would like to make your inquiry or report anonymously, the Ethics HelpLine should be your first point of contact.

***Q: What should I do if I am faced with a situation where the correct compliance/ethical decision would mean that ADCO would spend more money? Should I be ethical even if we are going to lose an opportunity?***

A: Yes. We want our employees to act ethically in every circumstance — even if it means that we will spend more or lose an opportunity. We value ADCO's long-term reputation. Employees should never compromise our long-term well-being and reputation in order to meet short-term monetary gains.

*We adhere to the highest standards of honesty and integrity. It is essential that the internal and external reports and documents ADCO creates, makes public, or provides to its Shareholders, constitute full, fair, accurate, timely and understandable disclosures. If you are unsure about how to represent information in an ADCO report or document, contact ADCO's Legal Advisor.*

Part of our commitment to honesty is the assurance that where required each employee maintains accurate records and reports. Whether they be time records, expense reports, production records, test reports, accident reports, environmental records, accounting records, correspondence, bids, contracts, purchase orders or similar documents, they must be truthful and complete.

**If you are ever tempted or asked to give or use information either in a document or in oral communication that is other than fully accurate, do not do it.**

In addition:

- Employees shall use ADCO's authorized accounting and management systems.
- All books, records and financial statements must reflect accurately all transactions of ADCO.
- No false statements or entries may be made for any purpose in the books or records of ADCO.
- Care must be taken to ensure proper recording, disclosure and charging of all costs.
- ADCO's records, retention policies and procedures must be followed regarding the storage and destruction of corporate records.

Employees who contribute to the creation of records, or complete or prepare reports, are responsible for reading and understanding ADCO policies, directives and other procedures as they apply to their organization. ADCO's Team Leaders must strictly enforce these standards and report deviations.

## Frequently Asked Questions

*Q: My friend asked me to use his ID card in order for him to be shown as at work because he is going to be a few minutes late. What should I do?*

A: Even though your friend said he will only be a few minutes late, do not record his attendance. All records, including attendance, must be accurate and it is each employee's own responsibility to record their own time keeping or otherwise provide the required accounting for their time.

*Q: I was on a long business trip. Although I usually keep good track of my receipts for all reimbursable expenses, this time I lost one. Can I still be reimbursed?*

A: You need to correctly account for all business expenses. In the rare case where you have lost a receipt and cannot obtain a replacement, you should contact your supervisor to discuss how the expenditure can be documented.

*Q: I was asked by a competitor to provide information for a "benchmarking study". What should I do?*

A: Contact ADCO's Legal Advisor for guidance before you say or do anything. Any exchange among competitors of cost, rates and other sensitive information is risky. It may provide the basis to disadvantage ADCO's shareholders, contractors or vendors. Merely calling such an exchange "benchmarking" will not avoid this risk.

*Q: I received a fax today. The cover sheet leads me to believe that the attached pages were misdirected and contain a Contractor's commercial proposal. What is the right thing to do?*

A: Do not look at the attached pages. Do not copy the document. Contact ADCO's Legal Advisor immediately.



*A business courtesy is a gift or service (whether in money or in kind) provided to or received from a business associate. We do not seek to improperly influence the decisions of our contractors or vendors by offering extravagant business courtesies, nor do we accept such courtesies from contractors or vendors.*

ADCO employees and their family members are generally not permitted to accept any business courtesy or other benefit of any type (this includes meals, entertainment and tickets) regardless of value that is offered in connection with ADCO business.

There are only three exceptions to this general prohibition. Employees may accept:

- Limited refreshments and meals, such as coffee, pastries and a working meal, when these items are provided during a business meeting.
- Reasonable and infrequent meals and entertainment (but not travel or overnight lodging) when offered by a business associate for a legitimate business reason and when local custom or practice would make it inappropriate to decline the offer.
- Promotional business items with only token value, although ADCO does not encourage receipt of gifts of even token value.

### Specific Guidelines

In general, the receiving or offering of gifts from/to contractors, vendors or suppliers who have strong relationships with ADCO is only allowed if:

- The value of the gift is commensurate with the job level, responsibilities, and monetary authority of the recipient.
- Anyone who accepts the gift is in a position to reciprocate with something of comparable value.
- Receipt of the gift does not require or imply an obligation to reciprocate.

Employees may not defeat the intent of this Code by using their own funds to pay for any gift, meal, entertainment or other benefit under circumstances where it would be a violation if ADCO were to make the payment. In all cases the gift must be legal, not susceptible of being construed as a bribe, payoff or kickback and not cause embarrassment to either organization if disclosed publicly.

ADCO employees are required to declare all business courtesies and gifts in "Gift declaration book".

## **Government Business**

Do not offer anything of value to any government employee, politician or their staff without the prior approval of ADCO's Legal Advisor. Exceptions might include limited on-site food and beverages, such as coffee and pastries.

You may not accept any such item from any government employee, politician or their staff without the prior approval of the ADCO Legal Advisor. Exceptions might include limited on-site food and beverages, such as coffee and pastries.

## **Non-Government Business**

- Any business gift we propose to give must be legal in the country where it is given and must be of nominal or token value unless prior approval is received.
- For the purpose of generating business goodwill, any gift you give as a business courtesy should include the ADCO name, logo, or other similar ADCO identification.

- Regarding meals and entertainment, you may offer infrequent, reasonable and appropriate meals or simple entertainment (which may not involve travel or overnight lodging) provided that the activity has a clear business purpose. Any activity that might be considered lavish or ex- travagant is not permitted.
- Any offer to you of a gift or other business courtesy that exceeds nominal or token value, or that seems inconsistent with common business practices, should be refused and immediately reported to your Team Leader:
- Employees must also immediately report any offers of cash, a fee or kickback to ADCO's Legal Advisor:
- Common sense and good judgment must be exercised when accepting business-related meals or anything of token value to avoid any perception of impropriety or conflict of interest.

**It is permissible to offer infrequent, reasonable and appropriate or simple entertainment that does not involve travel or overnight lodging.**

## Frequently Asked Questions

*Q: A supplier to ADCO offers to give me a ticket to a professional sporting event in Dubai. The supplier explains that he can't use the ticket because he will be out of town. Can I accept the ticket?*

A: No. The Code says that any gift of more than token value should be refused. The meaning of "token value" can differ depending on the country, culture and economy. A good rule of thumb is to view token value as the value of what local companies typically give away as advertising items to persons with whom they do not do business. These items typically contain the corporate logo. Examples include a baseball hat, key chain, or coffee cup.

Anything that exceeds the value of items like these also exceeds token value. Also, our Code prohibits receipt of any money or cash equivalents. Many tickets can be readily converted to cash. Clearly, the value of the ticket in this case exceeds token value, and therefore it may not be accepted. The Code also requires employees to report to their Team leader any offer of a gift that exceeds nominal value.

*Q: A supplier offered me a five percent discount for my personal purchases. Is this okay?*

A: No, unless everyone in your Division or business location received such a discount, and even then, ADCO's Legal Advisor should be advised before you agree to any such discount with the supplier.

*Q: I am involved with event planning. That means I frequently deal with hotels, restaurants and travel agents. One restaurant I often use for our meetings has offered me a free meal for my entire family. I would like to accept it. Am I doing right?*

A: No. By accepting the free meal for non-business use, it may look as though the restaurant is attempting to sway your future business decisions. You must decline.

*Q: At a recent trade show I entered a draw for a video player. I was selected as the winner. May I accept the prize?*

A: No. Many draws like this are not random and are in fact targeted to develop a preferential relationship. Accepting the "prize" may sway your future business decisions. Since the value of the "prize" is greater than token value you must decline.

*A conflict of interest occurs when personal interests interfere with your ability to exercise your judgment objectively in the best interests of ADCO.*

Very often a conflict of interest occurs when employees make decisions on behalf of ADCO while also having a controlling or financial interest in, or receive financial benefits from, an organization that wants to do business with ADCO. ADCO understands and respects employees' rights to engage in activities outside of their jobs. These activities, however, should not divide loyalties.

Avoiding actual or apparent conflicts of interest creates and sustains the trust of our contractors, vendors, employees, shareholders and the public.

Therefore, ADCO's General Management, Leadership Team members, employees, contractors, vendors, consultants, etc. must avoid actual or potential conflicts of interest.

If you consider undertaking any activity, including an investment, that may create an actual or apparent conflict of interest, you must contact ADCO's Legal Advisor in advance.

**All ADCO/ Contractor employees are prohibited from using ADCO property, information or position for personal gain or to compete with ADCO.**

## Compliance with Government Directives

Employees shall comply with the Executive Council's Decisions Nos. (1/A) & (1/B) – Session No. 35/1980, prohibiting certain commercial activities for both UAE and non-UAE National employees. Refer Attachment I.

Employees shall observe SPC Circular No. (1/2001) prohibiting all companies and establishments in which employees of Petroleum companies in Abu Dhabi Emirate hold commercial interest as owner, partner, sponsor or local agent, from obtaining approval of SPC to deal in activities related to onshore and offshore oil and gas petroleum fields and installations.

Should such an approval be erroneously/falsey obtained, it shall automatically be deemed as cancelled. Refer Attachment II.

## Declaration of Commercial Interest

Any personal interest, which might affect or be seen by others to affect an employee's impartiality in any matter relevant to his or her duties, shall be declared. To this end, all employees shall sign a declaration of direct\* or indirect# commercial interest(s) related to the works of the Group companies. Please refer to sample in Attachment III. It will be each employee's responsibility to renew/ update this declaration as and when there is any change in his/ her original declaration.

### **\* Direct**

The employee being an owner, part owner, sponsor or local agent in a business venture and the employee's name appears on official records and/ or written agreements.

## # Indirect

The employee not being an owner, part owner, sponsor or local agent in a business venture but with a family member or business associate where the employee's name does not appear on official records and/or written agreements.

## Examples of Potential Conflicts Involving Employees

- Contracting with a Contractor/ Supplier managed by a family member.
- Working independently as a consultant to a Contractor or Supplier.
- Having a private business in your own time if you perform work that is similar to work that you perform at ADCO or that ADCO might be interested in performing.
- Using ADCO's confidential information for personal benefit or for the benefit of other individuals/ organizations.

## Frequently Asked Questions

*Q: My spouse has been offered a job with one of our Contractors. Is this a problem?*

A: Possibly. The answer depends in part upon whether you make decisions that affect our business relationship with that Contractor. Contact ADCO's Legal Advisor and fully explain the situation.

*Q: My department needs to quickly hire a caterer for a last-minute office function. My spouse runs a catering business. He offers good food on short notice, at a rock-bottom, discounted price. May we hire him without getting any competitive bids?*

A: No, if it creates the appearance of bias. We realize that this may sound rigid, but we cannot give the impression that we play favorites. ADCO's Legal Advisor should be consulted for an independent determination.

*Q: A supplier has asked me to work as a consultant one night a week. May I take the job?*

A: No. Even if the job would not affect your view of the supplier and even if you do not make decisions on that particular supplier, it might make others perceive you as being potentially biased, in a position to have an impact on competitive supply decisions, or capable of providing special channels of communication. It is our duty to treat all suppliers impartially and fairly, and to avoid the appearance of undue influence.

*Q: I have the opportunity to make a purely financial investment in a company that may be selling products to ADCO. May I go ahead and invest?*

A: Possibly. The answer depends on the size of your investment, your role at ADCO, and the business relationship between ADCO and the other company. You will need to obtain prior approval through ADCO's Legal Advisor.

*Q: Do the principles of conflict of interest apply to relatives outside my immediate household or to friends?*

A: Generally, the conflict of interest principles applies to members of your immediate family. However, if your relationship with a relative or friend is particularly close and you could lose your objectivity regarding ADCO matters, or if you have any doubts, you should disclose the relationship and discuss the matter with ADCO's Legal Advisor.



*All consultants or training providers must be approved in accordance with ADCO's applicable policies and procedures. All consulting agreements and training arrangements must be controlled to protect ADCO's confidential information.*

A formal written agreement must be executed prior to retaining any consultant or training provider to perform work for ADCO. Consulting/training agreements must contain a detailed statement of work, a clear description of all amounts to be paid, and all specific provisions covering conflicts of interest, standards of conduct, business ethics, confidentiality obligations and ownership of intellectual property.

**All consulting agreements and training arrangements must be controlled to protect ADCO's confidential information.**

Consultants must be paid in the name of the party identified on the agreement.

All consultants and training providers must be informed about, and agree to follow, this Code of Business Conduct with respect to activities that affect ADCO's business or its employees.

## Frequently Asked Questions

*Q: Does this Code apply to consultants and training providers?*

A: Yes. Consultants or training providers must be given a copy of the Code and agree to abide by applicable sections.

Where the actions of our consultants or training providers may be attributable to us they must follow the Code.

*Q: Mr. X needs the services of a consultant to proof read a technical brochure. The cost will be minimal and he could make the payment directly from his budget without having to delay while seeking approval. Is this permissible?*

A: No. The cost of the consulting engagement does not override the requirement that no consultant may be hired without a formal written agreement.

*As an ADCO computer user you should use information and information resources for responsible and authorized business purposes.*

You should be familiar with and follow ADCO policies. You must keep all passwords confidential and are responsible to report suspected ADCO security violations to any of the points of contact listed earlier in this Code.

E-mail systems are not entirely secure and may be susceptible to interception. Unlike a spoken conversation, e-mail creates a permanent record.

Any e-mail you send may be printed by the recipient and/or forwarded to others. It is also retained on ADCO's computers for a substantial period of time. Therefore, ADCO employees should exercise the same care, caution and etiquette in sending an e-mail message as they would in written business communications.

**Use the same care, caution and etiquette in sending e-mail messages as you do in all other written business communications.**

Make sure your ADCO e-mail is professional and appropriate to the circumstances.

Specifically, ADCO will not tolerate abusive, obscene, offensive or profane e-mail. In addition, because the e-mail system is a company resource, ADCO may, in certain circumstances, have a need to examine e-mails and therefore reserves the right to view, read and copy any e-mail communications.

All individuals who have been provided with a connection to the Internet should use such a connection primarily for business use. Do not therefore; download any data that is unprofessional, inflammatory or inappropriate for business use. Employees should not abuse access to the Internet for personal purposes. ADCO computer systems are increasingly capable of reviewing all Internet activity. ADCO may conduct such a review, and evidence of abuse of ADCO provided Internet facilities may result in termination of the Internet connection and disciplinary action. You should consult ADCO's ISTD policies regarding Internet usage for further information.

## Frequently Asked Questions

*Q: I received an e-mail chain letter. Can I send the letter to friends in ADCO e-mail system?*

A: No. ADCO's computer and e-mail system should not be used to originate or forward non-business matters such as chain letters.

*Q: My friend from another company sent me a link to software on the Internet and recommended I download it to my computer, is it okay to install this software?*

A: No. Only software authorized by ADCO is permitted on your computer. You should not download software from the Internet unless it is a trusted source. You should coordinate installation of new software with your IT Support.

*Q: I have a number of friends who work at companies that provide them access to Internet e-mail. I find Internet e-mail is a good way to stay in touch with these friends. May I send them e-mail from my office?*

A: This type of e-mail is discouraged. ADCO's funds in paying you for your time in the office should properly be directed to ADCO business and not to personal activities.

ADCO is committed to maintaining a leadership role in protecting health, safety and the environment. The health, safety and well-being of all employees is the cornerstone of our operational principles.

## Health & Safety

ADCO administers a health and safety program that is composed of proactive risk assessment and risk management, design standards, equipment specifications, training and behavioral awareness - all aimed at reducing the potential for occupational illness or injury and addressing recognized hazards.

**The health, safety and well-being of all employees is the cornerstone of our operational principles.**

All employees are expected to safeguard their own health and safety, as well as that of their fellow employees, by paying attention to safe work practices, maintaining a clean work environment and through compliance with applicable laws and regulations.

In this way, ADCO and the operating units provide a safe, clean and healthy workplace for the benefit of all employees.

## Frequently Asked Questions

*Q: I slipped and fell at work and received a sprain and a minor cut on my hand. I think they will heal on their own, and I don't want to impact my site's safety record. Do I really have to report this?*

A: Yes. ADCO requires that you report all injuries and all workplace illnesses so that your injury or illness can be treated promptly and properly. These reports also help in identifying potentially dangerous conditions that can be corrected before serious injuries or illness occurs. This permits our company to maintain a high safety level for its employees.

## Environment

Consistent with ADCO's legitimate business needs and with all applicable laws and regulations, our facilities will be managed and operated with due regard to and respect for the quality of the environment, including air, water and land. To that end, all facilities will minimize waste and prevent pollution to the extent practical. ADCO's HSE policy mandates compliance with environmental laws and regulations.

Therefore, we will strictly adhere to all applicable laws and regulations relating to environmental protection and workplace health and safety. You must immediately report the following incidents to HSE Division in ADCO:

- a fatality or HSE related hospitalization
- a health or potential safety issue that may subject ADCO or its employees to serious harm or adverse public attention or
- environmental contamination.

Many Health, Safety & Environmental laws and regulations are complex. If your work includes HSE responsibility, you must familiarize yourself with the requirements of relevant laws and regulations, including record keeping. If you have any questions, contact ADCO's Legal Advisor.

## Frequently Asked Questions

*Q: We use a contractor to dispose of waste oil. I know the contractor's crew supervisor and I get the feeling that they may not be disposing of the oil the right way. Should I care about this? After all, it's not my company.*

A: Yes you should care. What the contractor is doing might make ADCO liable. But even if there will be no liability, we still care. Improper waste disposal is inconsistent with our commitment to reduce the environmental impact of our activities. Doing things the right way means not looking the other way if you have any reason to think someone we work with is doing something wrong. Not all substances are equally harmful, but all must be properly disposed of. Do the right thing and talk with your supervisor, or contact Ethics HelpLine.

## Drug & Alcohol Policy

*In today's business environment, it is essential that we make the best decisions. Reaching good decisions requires clear thinking. Therefore, we expect all our employees' judgments to be clear and unimpaired by drugs, alcohol or similar substances.*

### Specific Guidelines

- ADCO/Contractors' employees must not distribute, possess or use illegal or unauthorized drugs or alcohol on ADCO property, in ADCO time, in connection with ADCO business or in a manner that may affect performance of ADCO responsibilities.
- ADCO/ Contractor employees whose behaviour, judgement or performance is impaired by drugs or alcohol will be prohibited from entering the ADCO premises or engaging in ADCO business.
- ADCO/Contractor employees whose behaviour, judgement or performance suggests impairment by drugs or alcohol can be subjected to a mandatory medical explanation based upon "with cause" suspicions.
- Violators of above ADCO's drug and alcohol related specific guidelines will be disciplined appropriately, including possible termination.

**Violators of ADCO's drug and alcohol policy will be disciplined appropriately, including possible termination.**

*Q: I have noticed that my supervisor's breath often smells of alcohol, even early in the morning, and he seems impaired. I am afraid that if I confront him or tell anyone, it may cause a scene or he may try to make my job more difficult. What should I do?*

A: Speak right away with a representative from Human Resources Division or call the Ethics HelpLine. A safe, secure work environment is absolutely critical at our company. Your company will not tolerate retaliation against you and will take steps to protect you from any.

## Employment and Medical Records

ADCO's relationship with employees is built on trust and respect. To maintain these relationships and earn employee loyalty it is important that we

keep personal information in the form of employment and medical records confidential.

Employment records of ADCO employees can only be disclosed to ADCO employees who have a substantial and legitimate need to know the information or require the information due to audit/investigation/legal process. ADCO employees with access to these files must take reasonable steps to keep them confidential.

ADCO employees' medical records are confidential and private. These medical records are kept separate from all other ADCO employee records and will not be released to any person unless required by audit/ investigation/ legal process or based upon a written release from the ADCO employee concerned.

## Employment of Closely Related Persons

ADCO wants to make sure that our workplace is fair and untainted by any possible perception of favoritism. We encourage the tradition of family service but the hiring of family members can raise concerns about fairness and objectivity. Therefore, to ensure that all are hired, rewarded and promoted fairly, our policy is not to employ persons closely related to an ADCO employee without required approvals.

**Our policy is not to employ persons closely related to an ADCO employee without required approvals.**

Closely related persons cannot be employed in jobs where one ADCO employee has effective control over any aspect of the related employee's job.

Related employees may not share responsibility for control or audit of significant ADCO assets or ADCO's Management. All exceptions to this restriction on hiring or supervising a closely related person need to be approved by ADCO's Human Resources Manager.

## Equal Opportunities

Subject to overriding provisions/ requirements of Emiritisation plans, at ADCO we strive to provide a workplace where all individuals have an equal opportunity to work, advance and contribute to our success. To be successful in the global marketplace for skilled resources we must foster a work environment that is inclusive of organizational, personal and cultural differences in all aspects of our business. Therefore, ADCO strives to ensure equal employment and advancement opportunity for all qualified individuals without distinction or discrimination because of age, color, national origin, race, religion, gender or disability.

This principle applies to all employees and applicants for employment and to all aspects of the employment relationship.

## Harassment

At ADCO we do not tolerate harassment of any kind, including gender based harassment, racial harassment and any other type of behavior that is hostile, disrespectful, abusive and/or humiliating.

Gender based harassment occurs when one person requires another to submit to unwelcome sexual advances as a basis for employment decisions; makes requests for sexual favors; or engages in other unwelcome conduct of a sexual nature.

Gender based harassment also occurs when such conduct unreasonably interferes with an employee's work performance or creates an intimidating, hostile or offensive working environment (such as sending sexually oriented e-mails at work).

Although we all have a responsibility to report any incident of harassment that we witness or experience, team leaders and managers are specifically required to report to local management or the Ethics HelpLine all gender based harassment complaints (both formal or informal) that they receive.

**What may seem funny or harmless to some people can be hurtful or degrading to others. Be sensitive as to how others could perceive your words or behavior. Always speak and treat others in a civil, professional manner. Think ahead of time if a joke, comment or action might be taken as threatening, hurtful, offensive or insulting. If it could be – avoid it.**



Other unacceptable forms of harassment include belittling or humiliating subordinates or co-workers, and derogatory comments, insults, and jokes that target a certain group (race, gender, religion, etc.).

## Frequently Asked Questions

*Q: Mr. X has asked his co-worker Ms. A out on a date several times, and she has politely refused. If Mr. X keeps asking, can his action be considered harassment?*

A: Yes. If Mr. X asked once and was refused, that is probably not harassment. But repeatedly asking when Ms. A clearly has said she is not interested can be considered harassment. The action shows a lack of respect for Ms. A, and may make it difficult for Ms. A to work with Mr. X, contributing to a hostile environment.

## Tolerance

ADCO strongly supports each employee's right to their personal beliefs and values. However personal beliefs outside of those covered by our Code should not be forced on others in the workplace. Employees should not use company communications tools (letters, e-mail, bulletin boards etc.) or facilities to advocate personal religious, ethnic, political or other potentially sensitive personal preferences.

## Workplace Violence

ADCO will not tolerate workplace violence, including threats, threatening behavior; intimidation, assaults and similar conduct. You must immediately report any threats or concerns about your safety or the safety of others to your Team Leader. You may not carry firearms or other weapons on any ADCO facility.

*Confidential ADCO information is an important corporate asset. It is as valuable as our physical assets and merits equal protection.*

ADCO's confidential information refers to information that is not officially in the public domain and that a company would normally expect to be non-public.

Some examples of confidential information are:

- Technical information about current or planned oil and gas projects, technologies or processes.
- Procurement plans, contract details, vendor lists or purchase prices.
- Financial analysis reports.

All ADCO/Contractor employees, vendors, consultants and representatives must avoid disclosing ADCO's confidential information to unauthorized persons, either within or outside ADCO.

Similarly, other company's information should be treated with the same respect that we would desire our confidential information to be treated.

**Confidential  
information and trade  
secrets are important  
corporate assets which  
must be protected and  
not be disclosed to  
unauthorized persons.**

## Specific Guidelines

- All ADCO/Contractor employees, vendors, consultants and representatives must not talk about confidential ADCO matters where unauthorized persons could hear it. Use care, since even family and friends may inadvertently convey such confidential information to others.
- You must consult ADCO's Legal Advisor before disclosing any confidential information to a third party and arrange an appropriate agreement for safeguarding that information.
- No ADCO leader, employee, contractor, consultant or representative may disclose or use any confidential information gained during employment, or in any other relationship with ADCO, for personal benefit or for the benefit of others.
- Obtaining confidential information from a third party without adequate legal safeguards is improper and may expose ADCO to legal risks. Accordingly, no employee may accept such information without the advice of ADCO's Legal Advisor and until an agreement in writing has been reached with the offerer. After such information is obtained, its confidentiality must be protected as provided in the agreement.
- We may not hire an employee in order to obtain that person's knowledge of a former employer's confidential information. Nor may a new employee be placed in a position that would require disclosing or using a former employer's confidential information.
- Confidential intellectual property belonging to any contractor/ supplier or business ally may not be sought or used unless the process of gaining such information was both legal and ethical.
- Prohibited acts include inducing a person to betray a trust or obligation; misleading or deceiving a person to gain access to information; bribing or paying for protected information; misrepresenting or impersonating an official; or any other unlawful or unethical act.

*Patents, trademarks and copyrights prohibit the unlicensed use of a protected invention, identifier (such as a name or logo) or work (such as a photograph, printed materials, or software).*

Violating such rights, even inadvertently, can result in severe consequences. You and anyone working for or on behalf of ADCO are required to respect patents, trademarks or copyrights owned by others and to strictly adhere to all relevant laws and regulations regarding the use and copying of protected material in countries in which we operate.

Therefore, steps should be taken to avoid infringement of non-ADCO patents and/or trademarks, and employees should never knowingly make use of technology patented by another company without permission.

Employees must not make copies of any part of a software program or printed materials from a non-ADCO source unless the copy is an authorized back-up or limited fair-use copy or a license specifically permits the copy to be made.

If you are uncertain about whether appropriate permission has been granted, you should consult with ADCO's Legal Advisor.

**Our policy is to respect patents, trademarks or copyrights owned by others.**

## Frequently Asked Questions

*Q: I would like to use one of the computer programs that we have at work on my home computer. Is that allowed?*

A: No. Computer program licensing restrictions usually prohibit dual use. Check with ADCO's Information Systems and Technology Manager before you use any ADCO-furnished software program on your home computer.

*ADCO has a global reach. The laws we and our contractors and vendors must abide by differ by country. We must know and comply with the letter and spirit of the laws of all countries where ever and when ever our business needs are affected.*

Most governments have laws and regulations that restrict trade and business transactions.

This is particularly true for trade in goods and services that cross borders or involve interactions between citizens of different countries (even if the interactions occur within a country).

If you deal with international business or with citizens of other countries, it is your responsibility to be aware of situations that may be regulated by relevant governments and to comply with those laws and regulations. Contact ADCO's Legal Advisor if you have any questions.

### **Trade Controls (Import/Export)**

All governments regulate trade through restrictions on exports (e.g. license requirements) and imports (e.g. payments of duties) of goods, technology, and services. Some are more restrictive than others. For example, the U.S. government has significant restrictions on trade in military and related goods, technology, and services, and trade with certain countries (Special Trade Controls).

ADCO will fully comply with all applicable laws and regulations governing exports and imports of goods and services including Special Trade Controls. Those that may be affected by international trade activities must establish trade compliance programs that include local procedures and training programs that include specific organizational and employee responsibilities. They must also evaluate suppliers to ensure that they are not included in any government lists of parties restricted from trade.

*Good corporate citizens do not unfairly or illegally influence the political process in the countries or communities in which they do business.*

ADCO is firmly committed to following all federal, and/or local laws that govern the political process.

The assets, resources and reputation of ADCO cannot be used for any political activities unless specifically permitted by law and approved by ADCO's General Manager:

**The assets, resources  
and reputation of  
ADCO cannot be  
used for any political  
activities.**

*It is important that ADCO provides the public with accurate and consistent information regarding our operations. Unless otherwise authorized, employees must not make public statements regarding issues or matters about which they are not authorized spokespersons. If the media contacts you about an ADCO matter, refer them to ADCO's General Relations Manager.*

## Frequently Asked Questions

*Q: I received a phone call from a local newspaper asking my opinion on ADCO's practices on hiring and retention of employees. What should I say?*

A: Refer the call to ADCO's General Relations Manager. Communicating information prematurely, incorrectly or without proper clearance, no matter how safe that communication may seem, could have a serious impact on our company.

*ADCO makes its best endeavors to provide a secure working environment for all employees and visitors.*

We are committed to compliance with all federal and local rules and regulations, executive orders and laws that pertain to security.

You must be alert to the presence of unknown individuals or unusual activities which could lead to theft or harm to ADCO property or personnel.

You must immediately report the following concerns regarding security issues to General Relations Division:

- Any security incident which results in theft or damage to ADCO property.
- Any security violations with the potential to cause harm to ADCO property or its employees.

ADCO's Legal Advisor will be asked to review any such incident and advise regarding prosecution. No one may sign a criminal complaint on behalf of ADCO without prior written approval of ADCO's General Manager.



*Employees of ADCO work hard to utilize and maintain the assets made available to them. Assets include money, equipment, technology and information.*

These are all highly valuable and are to be safeguarded and used only to pursue our business objectives. We must ensure that our assets are protected against theft, loss or abuse. Protection of ADCO's assets is the responsibility of each employee.

We will promptly investigate, and where appropriate prosecute, reported incidents of fraud, theft or other improper acts. You should contact ADCO's Legal Advisor or the Ethics HelpLine with any events or concerns you have.

**We will promptly investigate, and where appropriate, prosecute incidents of fraud or theft.**

## Government Investigations

You and everyone working for ADCO are required to fully cooperate with any appropriate government investigation. If you or someone you supervise learns about a possible government investigation or enquiry, inform ADCO's Legal Advisor immediately.

## Duty to Cooperate in Audits and Investigations

From time to time, ADCO conducts internal audits and investigations of business related matters or employee's conduct. All employees are required to cooperate in these internal audits and investigations.

Employees who fail to cooperate or who obstruct these investigations are subject to disciplinary action, up to and including dismissal.

**All employees are required to cooperate in internal audits and investigations.**

## Specific Guidelines

- Never destroy any ADCO document in anticipation of a request for those documents from a government agency or a court. Documents include electronic media such as disks, computer-stored information and e-mail transmissions.
- Never alter any historical ADCO document or record.
- Never make any untrue or misleading statement to any investigator or auditor.
- Never try to influence any other employee or person to provide incomplete, false or misleading information to any investigator or auditor.
- If any government enquiry arises through a writ or a written summons for information you must submit the writ or written summons to ADCO's Legal Advisor immediately, before any action is taken or promised.
- If you are approached outside the workplace by a government investigator; you must consult ADCO's Legal Advisor before speaking with the investigator.

As permitted, ADCO will assist employees in cooperating with government investigations.

*Various Divisions in ADCO may have published other documents which expand on the issues covered in this booklet. Employees are responsible for understanding the content of these materials as well as any other policies which apply to their job and conduct.*

Your particular operation may have additional directives and procedures, including ethical codes and handbooks, which are designed to reinforce and supplement ADCO policies and this booklet. They are important also, and you are responsible for familiarizing yourself and complying with them.

## **Executive Council's Decisions On Restricted Commercial Activities**

(Circular Nos. 4 & 5 dated 18<sup>th</sup> Sept 1980)

Executive Council's Decisions Nos. (1/A) and (1/B) – Session No. (35/80) concerning certain works prohibited to UAE and Non-UAE National Employees and Staff.

### **1<sup>st</sup> The UAE National Employees and Staff**

- a. The UAE National employee or staff is prohibited to have a direct or indirect interest in works or contracts related to the works of the company he is working for.
- b. The company for which the UAE National employee or staff is working is not allowed to buy any items from him or entrust him with the execution of contractual works. However, it is allowed to buy books of his authorship or to entrust him to undertake artistic works such as painting, sculpture and photography or buy such artistic works from him.

### **2<sup>nd</sup> The Non-UAE National Employees and Staff**

- a. The non-UAE National employee or staff is prohibited to practice any commercial activity.
- b. The non-UAE National employee or staff is prohibited to have a direct or indirect interest in any governmental works or contracts.
- c. The company for which the non-UAE National employee or staff is working is not allowed to buy any items from him or entrust him with the execution of contractual works. However, it is allowed to buy books of his authorship or to entrust him to undertake artistic works such as painting, sculpture and photography or buy such artistic works from him.

Signed By  
The Secretary General of the Executive Council

## Business Activities Prohibited to Petroleum Companies' Staff in the Emirate of Abu Dhabi

(Circular Nos. 1/2001 dated 17<sup>th</sup> Jan 2001)

Based on the decisions of the Executive Council of Abu Dhabi Emirate No. (1/A) and (1/B) of Session No. 35/80 prohibiting National and Non-National staff and employees from performing certain business activities, the following has been decided:

### Item 1:

All companies and establishments in which employees of petroleum companies in Abu Dhabi Emirate hold commercial interest as owner, partner, sponsor or local agent, shall be prohibited from obtaining SPC's approval to deal in activities related to onshore and offshore oil and gas petroleum fields and installations.

### Item 2:

In case such approval mentioned above is obtained for any reason, it shall automatically be deemed as cancelled.

### Item 3:

The above decision shall be effective from the date hereof and all parties concerned are requested to adhere to its contents.

Signed By  
The Secretary General of the SPC

To: Legal Advisor,ADCO,Abu Dhabi

## UNDERTAKING & DECLARATION OF COMMERCIAL INTERESTS

In response to the requirements of the ADCO Code of Business Conduct, and its attachments related to the above subject,

I declare that I have read and understood the contents of all such documents, and hereby undertake to comply fully with the provisions of the referenced Code.

I further declare that:

- \*  I have currently no direct or indirect commercial interests in any company/ establishment in UAE
- \*  I have currently commercial interest in the following company(ies)/ establishment(s) existing in the UAE, related to the works of ADCO.

NAME & ADDRESS OF COMPANY	NAME OF OWNER/ SPONSOR	TYPE OF BUSINESS	NATURE OF INTERESTS

Furthermore, should there be any change to the status of my above declaration, during the tenure of my service with ADCO, I will then advise you of such change(s).

Name: \_\_\_\_\_

Employee Number: \_\_\_\_\_

Division: \_\_\_\_\_

Location: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

- Tick as appropriate



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