

1. INTRODUCTION

How we conduct business defines us in the eyes of our people, our customers and our wider stakeholders. The Centurion Group (“Group”) is committed to building a reputation for honesty, transparency and integrity and without the use of corrupt practices.

We are committed to compliance with all laws controlling the way in which we conduct our business worldwide. This Policy is designed to provide a guide to the areas you need to consider when working for or on behalf of the Group and to remove uncertainty in your everyday business dealings.

Ethics and compliance can be complex area and senior management of the Group welcome questions about this Policy and its application.

2. POLICY APPROVAL AND GOVERNANCE

This Policy has been approved by the Group CEO and no part of this document may be amended without the written approval of the Group CEO. This policy is to be reviewed and approved on an annual basis.

3. SCOPE OF POLICY

This Policy applies to all:

- Group companies and their subsidiaries, joint venture partners, partnerships under the day-to-day management of the Group, its and their contractors, agents, consultants and other third party service providers acting on their behalf (“**Group Companies**”); and
- Group directors, officers and employees. (“**Group Personnel**”).

4. RESPONSIBILITIES

We are all accountable and must comply with this Policy by applying high ethical standards as well as common sense to all situations.

Geomarket Presidents are responsible for implementing the Policy and related training within their businesses and all Group Personnel are individually responsible and accountable for complying with Group policies, processes and procedures.

5. BASIC STANDARDS OF CONDUCT & RESPONSIBILITIES

All Group Companies and Group Personnel are expected to adhere to all parts of this Business Ethics and Conduct Policy at all times.

The basic standards of conduct are that all of the above shall:

- (a) Maintain a safe and healthy workplace and protect all Group Personnel, the general public and the environment through rigorous Health, Safety and Environmental procedures.
- (b) Ensure quality projects, products and provide excellent customer service.
- (c) Maintain honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- (d) Provide customers with information that is accurate, complete, objective, relevant, timely and understandable.
- (e) Comply with all applicable laws, rules and regulations of all national, federal, provincial and local governments and other applicable regulatory agencies wherever the Group operates.
- (f) Act in good faith, responsibly, and with due care, competence and diligence.
- (g) Protect the Group's confidential information, all personal data, third party confidential information, and respect the intellectual property rights of third parties.
- (h) Conform to all sanctions and export control requirements when conducting business internationally.
- (i) Strive to promote a diverse working environment through respect for different cultures and applicable laws.
- (j) Never pay, offer or receive money or give, offer or receive anything of value in order to:
 - Secure business or the chance of business;
 - Secure favourable treatment;
 - Influence any act or decision; or
 - Induce any act or decision.
- (k) Not discuss or disclose information about its tender or bid activity with or to any third party.
- (l) Not discuss or disclose pricing or other commercially sensitive business information with or to any third party.
- (m) Not discriminate in the selection, hiring, retention, promotion or transfer of qualified individuals on the basis of race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation, age or other ground specified by law or other regulation.

6. REPORTING BREACHES

If any member of Group Personnel wishes to report an incident or speak about an issue that is causing concern they can contact their line manager, their HR department or the Group General Counsel.

Alternatively, the Group has a Whistleblowing Policy to facilitate the reporting of breaches of this Policy. Genuine reports that are made in good faith are encouraged and will be treated as such without fear of retaliation. Anyone making reports for any other reasons may be subject to disciplinary action.

The Whistleblowing Policy is available on the Group intranet.

7. IMPLICATIONS OF NON-COMPLIANCE

Non-compliance with this Policy, whether knowingly or not, may result in severe fines and irreparable reputational damage for the Group, Group Companies and potential personal liability for Group Personnel.

Failure to comply with the standards set out in this Policy may also result in disciplinary action for Group Personnel. Further details can be found in the relevant entity Employee Handbook.

8. GROUP POLICIES

8.1 ANTI BRIBERY AND CORRUPTION

The Group prohibits bribery and corruption in any form whether or not it conflicts directly or indirectly with the business principles on which we operate. The Group prohibits the payment of any form of facilitation, grease or enabling payments.

We will seek to create and maintain a trust-based and inclusive internal culture in which bribery and corruption are not tolerated and the Group will apply this Policy in our dealings with all parties with whom we have business relationships.

For more information and guidance please refer to the Group Anti-Bribery and Corruption Policy - CGL-COMP-POL-022.

8.2 AGENTS, REPRESENTATIVES & OTHER THIRD PARTY SERVICE PROVIDERS

The use of third party service providers may potentially pose a serious risk to the Group and therefore the Group will only engage intermediaries (such as agents, consultants and other representatives) who comply with applicable laws and have been approved in accordance with the Group's Agents and Other Representatives Policy.

For more information and guidance please refer to the Group Agents and Other Representatives Policy - CGL-COMP-POL-074.

8. GROUP POLICIES (continued)

8.3 PERSONAL CONFLICTS OF INTEREST

The Group is judged on the collective and individual actions of its Group Personnel and Group Companies. The abuse of position or of Group property is prohibited and must never be used, directly or indirectly, for private gain, to advance personal interest, or to obtain favours or benefits for themselves or others. Group Personnel should endeavour to manage their personal and business affairs to avoid situations that might lead to a conflict of interest or suspicion of a conflict of interest.

A personal conflict of interest occurs whenever the interests of Group Personnel are inconsistent with the responsibilities of his or her employment. All Group Personnel must be aware of such situations.

Group Personnel are required to disclose all potential conflicts of interest, including those in which they have been inadvertently placed due to either company or personal relationships. If any one suspects a situation may give rise to a conflict of interest then they should seek guidance from their line manager, HR department or the Group General Counsel.

8.4 PROFESSIONAL CONFLICTS OF INTERESTS

Direct or indirect (in any form) employment, consulting, or other business relationship between Group Personnel and a competitor, customer or supplier of the Group or any of its subsidiaries is prohibited.

Any exception to this practice requires the prior written approval of the prior written approval of the Group CEO.

Group Personnel must not do business on behalf of the Group with a relative or personal partner unless prior written authorisation has been given by the Group CEO or Group CFO and the Group General Counsel, including under the Group's Related Party Transactions Policy where applicable.

Group Personnel should avoid participating in outside activities that could reasonably be expected to interfere with work time commitments to the Group, compete with the Group, or negatively impact the reputation of the Group.

For more information and guidance please refer to the Group Related Party Transaction Policy - CGL-COMP-POL-026.

8.5 PROCUREMENT

Group Personnel and Group Companies are prohibited from accepting from a supplier any payments, materials or services of value such as an inducement for award of a purchase order.

We must adhere to the same standards when purchasing material or services from others as when selling our services to our customers.

Procurement staff and other personnel who may influence supplier selection and ongoing relationships with suppliers must be particularly careful to ensure that situations which may give rise to a conflict of interest do not arise.

More information and guidance can be found in the Group Anti-Bribery & Corruption Policy - CGL-COMP-POL-022.

8. GROUP POLICIES (continued)

8.6 ACCURATE BOOKS & ACCOUNTS

All payments, receipts and other transactions must be properly authorised and be accurately and completely recorded in the records of the business unit or department in accordance with the Group's accounting principles, policies and procedures.

8.7 CONFIDENTIALITY

Group Companies and Group Personnel are prohibited from disclosing to any outside party, except as specifically authorised in writing by the relevant Geomarket President or as required by law, regulation or court of competent jurisdiction, any confidential and commercially sensitive business (e.g. information regarding tender or bid activity) financial, personnel or technical information, plans or data that they have acquired during the course of their employment or business relationships. Confidential information acquired in the course of Group Personnel employment must never be used for personal advantage.

Upon termination of employment, Group Personnel are required to return any documents or files (electronically readable or otherwise) in their possession and may not copy, take or retain any documents containing information relating to the Group.

8.8 INTELLECTUAL PROPERTY

Employees have a responsibility to protect the corporate identity of the Group.

Group Companies and Group Personnel are prohibited from sharing information which is either intellectual property or has the potential to be intellectual property with any outside party. Intellectual property can include patents, copyrights, trademarks, ideas, processes, technical data etc.

If any member of Group Personnel creates any intellectual property that is relevant to the business of the Group, then they should inform their Geomarket President or Segment leader or their line manager at the earliest opportunity.

8.9 COMPETITION

The Group complies with all legislation regarding competition. Among the transactions and practices that are prohibited by law are agreements between competitors to:

- fix prices or rig bids; or
- allocate territories, markets or customers; or
- boycott certain customers or suppliers

Certain types of agreements between suppliers and their customers are also prohibited when they inhibit free and open competition. If any Group Personnel are approached for the purposes of entering into a relationship for any of the above prohibited practices, then they should inform their line manager immediately.

8. GROUP POLICIES (continued)

8.10 SANCTIONS & EXPORT CONTROL

It is Group policy to comply strictly with all applicable trade and financial sanctions and export control regulations. The Group is committed to delivering a quality service to customers worldwide and to do this we may be required to export equipment or services to another country. Some types of equipment and some services may be subject to export controls.

For more information and guidance please refer to the Group Sanctions and Trade Controls Policy- CGL-COMP-POL-002.

8.11 EMPLOYEE SAFETY

All operations must be conducted with the highest regard for the health, safety and welfare of Group Companies and Group Personnel and the protection of the general public.

In these practices all Group Companies and Group Personnel must comply with local Occupational Health & Safety legislation relevant to the country the operation takes place and related regulations, other governmental legislation and the Group's standards.

For more information and guidance please refer to the Group HSSEQ Policy – CGL-HSEQ-POL-020.

8.12 DATA PRIVACY

As a global Group we are obligated to comply with all data privacy laws around the world, for example the General Data Protection Regulation in the UK. Keeping personal data safe and ensuring transparency with respect to the way the Group gathers, uses, discloses and manages such data is a fundamental element of maintaining trust of our Group Personnel, customers and stakeholders.

For further information and guidance please refer to the Group Data Protection Policy CGL-COMP-POL-001.

8.13 ENVIRONMENTAL PROTECTION

All locations must conduct operations with the highest regard for the quality of the environment, including water, air and general land usage.

For more information and guidance please refer to the Group HSSEQ Policy – CGL-HSEQ-POL-020.

8.14 MANAGING DIVERSITY & EQUAL OPPORTUNITIES

It is Group policy to promote a culturally diverse workforce and, in an effort, to support this the Group endorses and supports applicable laws in the treatment of all employees and prospective employees.

We will recruit, select, train, promote, reward, transfer, discipline and release employees, and take any and all other personnel actions without regard to race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation, age, or other grounds specified by law or other regulation.

Further details can be found in the relevant Employee Handbook.

8. GROUP POLICIES (continued)

8.15 ALCOHOL & SUBSTANCE ABUSE COMPLIANCE

In addition to the Group's policies on substance abuse, we seek to observe all local and national laws regarding the use of alcohol and substances of abuse and recognise our responsibilities towards misuse and addiction among Group Personnel.

9. FURTHER INFORMATION

This Policy cannot address every situation. If you wish to report an incident, discuss an issue that may be causing you some concern or just have a question about the Policy and its application please contact the Group General Counsel.