

INTRODUCTION

Oceanetics is a world leader in port security systems, heavy weather moorings, subsea and seabed system, renewable ocean energy and other marine and industrial sectors. Oceanetics uses its extraordinary know-how and unique industrial resources to meet its clients' requirements. Oceanetics's Corporate Social Responsibility (CSR) policy reflects the values set out in its Stakeholder Code of Conduct and Supplier Code of Conduct. Oceanetics makes sure that its suppliers, vendors, service providers, subcontractors, and consultants (hereinafter collectively referred to as "Suppliers" or individually as "Supplier") are associated with Oceanetics's performance, which means their close involvement in the group's CSR policy.

Oceanetics suppliers shall play a full and comprehensive part in this strategy. As part of its CSR policy, Oceanetics wishes to provide its clients with products and services that meet contractual commitments, are sensitive to their lifecycles and are Eco designed. Oceanetics expects its Suppliers to contribute to the achievement of these aims. The Oceanetics Code of Conduct for Suppliers (the "Code of Conduct") sets out the principles Oceanetics expects its Suppliers to commit to as part of their joint effort towards continuous progress and sustainable development.

CLAUSE 1: CSR PRINCIPLES

Suppliers shall strictly comply with the laws and other legal rules applying in the countries in which they operate and shall comply with international laws and standards, particularly those issued by the United Nations (UN), the International Labour Organisation (ILO) and the Organisation of Economic Cooperation and Development (OECD). Suppliers shall also develop and implement their own CSRs based on the following guiding principles:

1.1 Governance

1.1.1 Suppliers shall apply a principle of governance by using a system to direct and control their organization. The system shall be based on transparency to their stakeholders and risk prevention and is suitable for their own areas of business. They shall therefore communicate clearly with their stakeholders, providing them with truthful information on their strategic objectives, financial positions and social and environmental management systems. Suppliers shall keep exhaustive and reliable accounts and shall not engage in off the books transactions or pay in or out cash that is not recorded in a dedicated cash register.

1.1.2 Honest trading in compliance with current laws and practices, including the prevention of corruption is a permanent requirement of Oceanetics. Consequently, Oceanetics expects its Suppliers to comply in full with all national and international legal prohibitions intended to prevent corruption and money laundering and to apply all necessary resources to prevent conflicts of interest, corruption and influence peddling.

a. Prevention of conflicts of interest

Suppliers shall prevent and avoid any situation that might create a conflict of interests. Such situations may appear especially where the private interests of one of the Supplier's employees or representatives (or of a close relative of that employee or relative) conflict with the interests of Oceanetics.

b. Prevention of corruption

When dealing with public and private bodies (including their employees and representatives) Suppliers shall not offer, promise, give or solicit either directly or indirectly any benefit or payment of money to obtain a contract or obtain any improper profit or advantage.

c. Respect for competitors

The suppliers, in the countries in which they operate, shall conduct their activities in compliance with the conventional laws and texts in force with respect to and in a spirit of free and fair competition.

1.2 Environment

Suppliers shall take appropriate, tangible steps to assess, avoid, limit and attenuate the environmental risks and impacts of their activities and in particular shall:

- Ensure their operations are conducted in strict compliance with current environmental laws and regulations in the countries in which they operate;
- Limit the environmental impact of their activities, particularly by reducing their consumption of energy and natural resources as much as possible, by producing as little waste as possible, by controlling their production of effluent and all other forms of pollution;
- Prevent and attenuate the risks their activity may have on public health (dangerous materials, radiation etc.);
- Ensure that the products and services they deliver contain no substances or preparations that are harmful to man and/or the environment and are banned by applicable law and/or regulations in the countries in which they operate;
- Ensure the promotion of an environmental management system that will enable them to assess and prevent the risks associated with their activities and will develop the awareness of their collaborators and suppliers.

1.3 Human rights and the social domain

Suppliers shall meet the local legal standards applying to them in the areas of employment and professional relations and the international standards applying in the same areas, particularly:

- OECD guidelines for multinational companies,
- The principles enshrined in the Universal Declaration of Human Rights, the Convention on the Elimination of all Forms of Discrimination against Women and the Convention on the Rights of the Child,
- The principles set out in the eight fundamental ILO conventions:
 - Conventions 29 and 105 prohibiting the use of forced labor;
 - Conventions 138 and 182 on child labor and minimum working age;
 - Conventions 87 on freedom of association and right to organize and 98 on the right to organize and collective bargaining;
 - Conventions 100 on equal remuneration and 111 on discrimination (employment and occupation).

Suppliers shall:

- Not employ anyone illegally and shall not employ foreigners who do not hold the documents and authorizations required under law;
- Treat all their employees equally and shall not discriminate on the grounds of origin, customs, sex, age, political or religious belief, trade union membership or disability. Nationality may be taken into account only in exceptional areas specified by applicable national law, particularly with respect to the protection of national interests;
- Provide a working environment that promotes the employment of the disabled (depending on applicable local legislation);
- Promote the health and safety of their employees in the workplace by taking all reasonable steps to ensure their physical protection and to prevent accidents at work and job-related illness (personnel training, introduction of health and safety at work procedures etc.);
- Comply with good local practice and promote progress in the areas of social security and dialogue/agreement;
- Prohibit all unacceptable behavior and actions against their employees, such as verbal and physical abuse, moral and sexual harassment, etc.

CLAUSE 2: IMPLEMENTATION OF THE CODE OF CONDUCT

2.1 Contractual validity and scope

Once Suppliers have undertaken to apply the Code of Conduct under a duly signed contract agreement, the contract agreement itself (including the Code of Conduct) shall form an integral part of the purchase agreements signed by any member of Oceanetics with the Supplier concerned (hereafter together the "Purchase Agreements" or individually the "Purchase Agreement"). " Oceanetics " shall mean: Oceanetics, Inc., a Virginia Corporation having a place of business at 520 Ridgely Ave; Annapolis, MD 21401.

2.2 Suppliers' commitments

Suppliers shall comply at least with the laws and other legal rules applying in their own countries. Where the principles enshrined in the Code of Conduct are more rigorous than the legal rules applying in a Supplier's own country, the principles shall prevail, subject however to their compatibility with the public law and other legal requirements applying in that country.

By signing a Contract Agreement concerning the Code of Conduct, Suppliers shall accept its terms and become liable to Oceanetics for strict compliance with it. Oceanetics expects its Suppliers to honor this commitment in the long term and to use their best efforts within their own spheres of influence to promote behavior that is in line with the Code of Conduct.

2.3 Measurement of CSR performance - Progress plan

As part of its supplier assessment and selection process, Oceanetics measures the supplier's overall CSR performance. Suppliers are required to reply to any CSR questionnaire sent to them by Oceanetics in this respect. Furthermore, suppliers shall spontaneously report to Oceanetics any event that might compromise the accuracy of the information which they provided during the assessment and selection processes and/or audits conducted by Oceanetics.

Should it be discovered that a Supplier is unable to comply in full with certain obligations under the Code of Conduct, the Supplier and Oceanetics may agree, depending on the difficulties involved, to set up a progress plan that will be run by the Supplier over an agreed period with the aim of maintaining a successful and long-term relationship between that Supplier and Oceanetics.

2.4 Audits - Consequences of failure to comply with the Code of Conduct

Oceanetics reserves the right to audit its Suppliers to ensure they are complying with and implementing the Code of Conduct principles. Suppliers shall cooperate with the audits which shall be organized in a manner that shall be agreed, either by Oceanetics or by external auditors mandated by Oceanetics. However, if the supplier already regularly uses an independent auditing body with a good international reputation in the CSR field, Oceanetics may take into consideration the results of the audits carried out, subject to the corresponding audit reports being available for consultation by Oceanetics and that the said body has received Oceanetics approval. In the event of serious or repeated failure by a Supplier to comply with the Code of Conduct, Oceanetics may terminate all Purchase Agreements with the Supplier, without prejudice to the right of Oceanetics to claim compensation for damage suffered.

CLAUSE 3: DISSEMINATION OF THE CSR PRINCIPLE

Oceanetics Suppliers shall also use their best efforts to promote and trickle down the principles of the Code of Conduct to their own suppliers, providers and sub-contractors and to persuade them to implement said principles.