






SOCAR FOSTER WHEELER
ENGINEERING LLC

CODE OF BUSINESS CONDUCT AND ETHICS

	Position	Print Name	Signature
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Substance Abuse

Socar - Foster Wheeler Engineering is committed to maintaining a drug-free work place. Drinking alcoholic beverages is prohibited while on duty or on the premises of Socar - Foster Wheeler Engineering, except at Socar - Foster Wheeler Engineering-sponsored events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of Socar - Foster Wheeler Engineering. Likewise, you are prohibited from reporting for work, or driving a Socar - Foster Wheeler Engineering vehicle or any vehicle on Socar - Foster Wheeler Engineering business, while under the influence of alcohol or any illegal drug or controlled substance.

Violence Prevention and Weapons

The safety and security of Socar - Foster Wheeler Engineering employees is vitally important. Socar - Foster Wheeler Engineering will not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness, or otherwise become aware of a violent or potentially violent situation that occurs on Socar - Foster Wheeler Engineering's property or affects Socar - Foster Wheeler Engineering's business must immediately report the situation to their supervisor or to the General Manager.

Socar - Foster Wheeler Engineering does not permit any individual to have weapons of any kind on Socar - Foster Wheeler Engineering property or in vehicles, while on the job or off-site while on Socar - Foster Wheeler Engineering business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by Socar - Foster Wheeler Engineering management to carry weapons.

COMPLIANCE AND DISCIPLINE

The General Manager shall be responsible to (a) see that all employees become and remain familiar with this Code and (b) take such steps as reasonably may be expected to accomplish compliance with this Code.

Any individual who violates this Code shall be subject to appropriate disciplinary action, up to and including termination of employment.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Socar - Foster Wheeler Engineering policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

INTRODUCTION

Purpose

This Code of Business Conduct and Ethics ("Code") contains general guidelines for conducting the business of Socar - Foster Wheeler Engineering (the "Company") consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all directors, officers and employees of, and other persons acting in similar capacities for, Socar - Foster Wheeler Engineering. We refer to all persons covered by this Code as "Socar - Foster Wheeler Engineering employees" or simply "employees."

References in the Company's Policies to the Company's 'Code of Conduct', 'Code of Ethics', 'Code of Business Conduct and Ethics', or similar phrases in meaning and intent shall be deemed references to this Code.

Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation, need advice before making decisions that appear to have significant legal or ethical implications, or have any doubts about whether certain conduct is consistent with Socar - Foster Wheeler Engineering's ethical standards, please seek assistance. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, you may contact the General Manager.

Reporting Violations

All employees have a duty to report in good faith any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to you and to Socar - Foster Wheeler Engineering, or any observed instances of misconduct or pressure to compromise the Company's ethics standards.

If you know of or have reason to believe a violation of this Code has occurred or may occur, you should immediately report such violation to your supervisor. If you do not feel comfortable reporting the suspected violation to your supervisor or you do not get a

satisfactory response and you continue to reasonably believe a violation of the Code has or may occur, you should directly contact the General Manager.

The Company will promptly investigate your report to resolve the matter. You are protected by law, and no adverse action of any kind will be taken against you for reporting in good faith what you believe to be a violation of this Code.

All reports of known or suspected violations of this Code will be handled sensitively and with discretion.

Policy Against Retaliation

Socar - Foster Wheeler Engineering prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations of this Code or the laws, rules, regulations or policies that apply to Socar - Foster Wheeler Engineering. Any reprisal or retaliation by a Socar - Foster Wheeler Engineering employee against another employee because such other employee, in good faith, sought help or filed a report with respect to a known or suspected violation of this Code will be subject to disciplinary action, up to and including termination of employment of the offending employee.

Notwithstanding the above, knowingly making false allegations about other employees is not permitted. Such behavior constitutes an abuse and will be subject to appropriate disciplinary action, up to and including termination of employment of the relevant employee.

CONFLICTS OF INTEREST

Identifying Potential Conflicts of Interest

An actual or apparent conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of Socar - Foster Wheeler Engineering. You should avoid any private interest that influences your ability to act in the interests of Socar - Foster Wheeler Engineering or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

- **Outside Employment.** No employee should be employed by, serve as a director of, or provide any services to a company that is a customer or supplier of Socar - Foster Wheeler Engineering.
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- **Improper Personal Benefits.** No employee should obtain any material (as to him or her), personal benefits or favors because of his or her position with Socar - Foster Wheeler Engineering. Please see "Gifts and Entertainment" below for additional guidelines in this area.
- **Financial Interests.** No employee should knowingly have a significant financial interest (ownership or otherwise) in any company that is a customer, supplier or competitor of Socar - Foster Wheeler Engineering. A "significant financial interest" means (i) ownership of greater than 1% of the equity of a customer, supplier or competitor or (ii) an investment in a customer, supplier or competitor that represents more than 5% of the total assets of the employee.
- **Loans or Other Financial Transactions.** No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a customer, supplier or competitor of Socar - Foster Wheeler Engineering. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.

Disclosure of Conflicts of Interest

Socar - Foster Wheeler Engineering requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or to the General Manager. They will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable.

Corporate Opportunities

All employees of Socar - Foster Wheeler Engineering have an obligation to advance Socar - Foster Wheeler Engineering's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity, through the use of property or information or because of your position within Socar - Foster Wheeler Engineering, that is in Socar - Foster Wheeler Engineering's line of business, you should first present the business opportunity to Socar - Foster Wheeler Engineering before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position within Socar - Foster Wheeler Engineering for personal gain or should compete with Socar - Foster Wheeler Engineering.

You should disclose to your supervisor or to the General Manager the terms and conditions of any business opportunity covered by this Code that you wish to pursue, and they will determine whether Socar - Foster Wheeler Engineering wishes to pursue the business opportunity. If Socar - Foster Wheeler Engineering waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

FRAUDULENT BAHVIOUR

Fraudulent behavior is a broad concept that refers generally to any intentional act committed to secure an unfair or unlawful gain. Black's Law Dictionary defines fraud as, "An intentional perversion of truth for the purpose of inducing another in reliance upon it to part with some valuable thing belonging to him or to surrender a legal right; a false representation of a matter of fact, whether by words or by conduct, by false or misleading allegations, or by concealment of that which should have been disclosed, which deceives and is intended to deceive another so that he shall act upon it to his legal injury."

Socar - Foster Wheeler Engineering prohibits fraudulent behavior or activity of any type, regardless of the nature or materiality thereof or whether constituting financial fraud or any other fraudulent business activity or behavior.

An example of fraud is financial fraud, which typically falls into four broad categories:

- Fraudulent financial reporting — Most fraudulent financial reporting schemes involve earnings management, arising from improper revenue recognition, and overstatement of assets or understatement of liabilities.
- Misappropriation of assets — This category involves external and internal schemes, such as embezzlement, payroll fraud and theft.
- Expenditures and liabilities for improper purposes — This category refers to commercial and public bribery, as well as other improper payment schemes.
- Fraudulently obtained revenue and assets, and costs and expenses avoided — This category refers to schemes where an entity commits a fraud against its employees or third parties, or when an entity improperly avoids an expense, such as tax fraud.

FOR THE PURPOSES OF THIS CODE FRAUDULENT BEHAVIOR INCLUDES THE MAKING OF ANY FACILITATING PAYMENT. "FACILITATING PAYMENT" MEANS PAYMENT TO ANY PUBLIC OFFICIAL TO FACILITATE OR EXPEDITE THE PERFORMANCE OF A ROUTINE GOVERNMENTAL ACTION. "PUBLIC OFFICIAL" MEANS ANY OFFICER OR EMPLOYEE OF, OR ANY PERSON ACTING IN AN OFFICIAL CAPACITY FOR OR ON BEHALF OF, ANY GOVERNMENT, POLITICAL PARTY OR CANDIDATE FOR POLITICAL OFFICE.

Socar - Foster Wheeler Engineering does not condone and will not tolerate fraudulent behavior or activity of any type, regardless of the nature or materiality thereof or whether constituting financial fraud or any other fraudulent business activity or behavior.

If you in good faith suspect fraudulent activity of any kind has been or is being conducted with respect to Socar - Foster Wheeler Engineering, you should report. You may remain anonymous and you are protected from retaliation of any type for making such a report.

CONFIDENTIAL INFORMATION

Employees have access to a variety of confidential information while employed at Socar - Foster Wheeler Engineering. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to Socar - Foster Wheeler Engineering or its customers. Employees have a duty to safeguard all confidential information of Socar - Foster Wheeler Engineering or third parties with which Socar - Foster Wheeler Engineering conducts business, except when disclosure is authorized or legally mandated. An employee's obligation to protect confidential information continues after he or she leaves Socar - Foster Wheeler Engineering. Unauthorized disclosure of confidential information could cause competitive harm to Socar - Foster Wheeler Engineering or its customers and could result in legal liability to you and Socar - Foster Wheeler Engineering.

Any questions or concerns regarding whether disclosure of Socar - Foster Wheeler Engineering information is legally mandated should be promptly referred to the General Manager of the Company.

COMPETITION AND FAIR DEALING

All employees are obligated to deal fairly with fellow employees and with Socar - Foster Wheeler Engineering's customers, suppliers, competitors and other third parties.

Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. Socar - Foster Wheeler Engineering is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- information we supply to customers should be accurate and complete to the best of our knowledge;
- employees should not deliberately misrepresent information to customers;
- customer entertainment should not exceed reasonable and customary business practice; and
- employees should not provide entertainment or other benefits that could be viewed as an inducement to, or a reward for, customer purchase decisions.

Please see "Gifts and Entertainment" below for additional guidelines in this area.

Relationships with Suppliers

Socar - Foster Wheeler Engineering deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors. Employees dealing with suppliers should carefully observe objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please see "Gifts and Entertainment" below for additional guidelines in this area.

Relationships with Competitors

Socar - Foster Wheeler Engineering is committed to free and open competition in the marketplace. Employees should avoid actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including applicable antitrust, monopoly, competition or cartel laws in all countries, states or localities in which Socar - Foster Wheeler Engineering conducts business. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about a competitor's business and business practices. For a further discussion of appropriate and inappropriate business conduct with competitors, see "Compliance with Antitrust Laws" below.

PROTECTION AND USE OF SOCAR - FOSTER WHEELER ENGINEERING ASSETS

Employees should protect Socar - Foster Wheeler Engineering's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on Socar - Foster Wheeler Engineering's profitability. The use of Socar - Foster Wheeler Engineering's assets for any unlawful or improper purpose is prohibited. Employees shall use Socar - Foster Wheeler Engineering property only for legitimate business purposes, as authorized in connection with their job responsibilities.

To ensure the protection and proper use of Socar - Foster Wheeler Engineering's assets, each employee should:

- exercise reasonable care to prevent theft, damage or misuse of Socar - Foster Wheeler Engineering property;
 - report the actual or suspected theft, damage or misuse of Socar - Foster Wheeler Engineering property to a supervisor;
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- use Socar - Foster Wheeler Engineering's telephone system, other electronic communication services and written materials for business-related purposes; occasional and limited personal use of e-mail, telephones and other communication devices is allowed, but abuse or misuse is inappropriate and may result in disciplinary action, up to and including dismissal; and
- safeguard all electronic programs, data, communications, and written materials from inadvertent access by others.

Employees should be aware that Socar - Foster Wheeler Engineering property includes all data and communications transmitted or received to or by, or contained in, Socar - Foster Wheeler Engineering's electronic or telephonic systems. Socar - Foster Wheeler Engineering property also includes all written communications. Employees and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, Socar - Foster Wheeler Engineering has the ability, and reserves the right, to monitor all electronic and telephonic communications. These communications may also be subject to disclosure to law enforcement or government officials.

GIFTS AND ENTERTAINMENT

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions. Employees are expected to observe Company Policy with respect to gifts and entertainment expenses.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses incurred by an employee should be properly accounted for on expense reports. The following specific examples may be helpful:

- **Meals and Entertainment.** It is generally appropriate for you to accept or give meals, refreshments or other entertainment if:
 - the items are of reasonable value;
 - the purpose of the meeting or attendance at the event is business related; and
 - the expenses would be paid by Socar - Foster Wheeler Engineering as a reasonable business expense if not paid for by another party.
 - **Advertising and Promotional Materials.** You may occasionally accept or give advertising or promotional materials of nominal value.
 - **Gifts Rewarding Service or Accomplishment.** You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.
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You must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Board of Directors, who may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor for additional guidance.

Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of any national, state or local government unless they are authorized pursuant to our Corporate Policies. If you have any questions about this policy, contact your supervisor for additional guidance.

COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Socar - Foster Wheeler Engineering's records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Socar - Foster Wheeler Engineering records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy. Consult with your supervisor if you have any questions concerning our record keeping policy.

ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

No matter what position you hold in Socar - Foster Wheeler Engineering, every Socar - Foster Wheeler Engineering employee, including Socar - Foster Wheeler Engineering's Chief Financial Officer and other employees working in the Financial Departments, have a special responsibility to ensure that all of the Company's financial disclosures are full, fair, accurate, timely and understandable.

If you have reason to believe that any of the Company's financial reports are not full, fair, accurate, timely or understandable, you should immediately report the matter to your General Manager.

COMPLIANCE WITH LAWS AND REGULATIONS

Each employee has an obligation to comply with all laws, rules and regulations applicable to Socar - Foster Wheeler Engineering's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or General Manager.

INTERACTIONS WITH GOVERNMENTS

Socar - Foster Wheeler Engineering is committed to conducting its business with all governments and governmental entities and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to contracts and transactions with governments and governmental entities. In your interactions with governments or governmental entities you should:

- be forthright and candid at all times; no employee should misstate or omit any material information from any written or oral communication;
- exercise extreme care in maintaining records for and allocating costs; and you should not
- offer or exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for, employees of governments or governmental entities unless such items are authorized pursuant to our Corporate Policies.

If your job responsibilities include interacting with a government or governmental entity, you are expected to understand and comply with the special laws, rules, and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor or General Manager.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

Socar - Foster Wheeler Engineering encourages its employees to participate in the political process as individuals and on their own time in the jurisdictions where they reside. It is Socar - Foster Wheeler Engineering's policy that Socar - Foster Wheeler Engineering's funds or assets not be used to make a political contribution to any political party or candidate.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- **Contribution of Funds.** You may contribute your personal funds to political parties or candidates if it is lawful to do so in the jurisdiction in which you reside. Socar - Foster Wheeler Engineering will not reimburse you for personal political contributions.
- **Volunteer Activities.** You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours, unless Socar - Foster Wheeler Engineering is obliged by local laws to permit such participation.
- **Use of Socar - Foster Wheeler Engineering Facilities.** Socar - Foster Wheeler Engineering's facilities may not be used for political activities (including fundraisers or other activities related to running for office). Socar - Foster Wheeler Engineering may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the General Manager.
- **Use of Socar - Foster Wheeler Engineering Name.** When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of Socar - Foster Wheeler Engineering. For instance, Socar - Foster Wheeler Engineering letterhead should not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time.

COMPLIANCE WITH ANTITRUST LAWS

Antitrust laws are designed to protect consumers and/or competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition and cartel laws in all countries, states or localities in which Socar - Foster Wheeler Engineering conducts business.

Actions That Violate Antitrust Laws

All employees should be familiar with the general principles of the antitrust laws of the countries in which they reside or do business. The following is a summary of actions that are not permitted as they do or may violate antitrust laws:

- **Price Fixing.** Socar - Foster Wheeler Engineering may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
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- **Limitation of Supply.** Socar - Foster Wheeler Engineering may not agree with its competitors to limit its production or restrict the supply of its services.
- **Allocation of Business.** Socar - Foster Wheeler Engineering may not agree with its competitors to divide or allocate markets, territories or customers.
- **Boycott.** Socar - Foster Wheeler Engineering may not agree with its competitors to refuse to sell or purchase products from third parties. In addition, Socar - Foster Wheeler Engineering may not prevent a customer from purchasing or using non-Socar - Foster Wheeler Engineering products or services.
- **Tying.** Socar - Foster Wheeler Engineering may not require a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase.

Professional Organizations And Trade Associations

Employees should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose. At such meetings, you should not discuss pricing policy or other competitive terms, or any other proprietary, competitively sensitive information.

Seeking Help

Violations of antitrust laws carry severe consequences and may expose Socar - Foster Wheeler Engineering and its employees to substantial civil damages, criminal fines, and, in the case of individuals, prison terms. Whenever any doubt exists as to the legality of a particular action or arrangement, it is your responsibility to contact your General Manager promptly for assistance, approval and review.

PUBLIC COMMUNICATIONS

Public Communications Generally

Socar - Foster Wheeler Engineering places a high value on its credibility and reputation in the community. What is written or said about Socar - Foster Wheeler Engineering in the news, media, and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with

this policy, all news, media, or other public requests for information regarding Socar - Foster Wheeler Engineering should be directed to the General Manager.

Only the General Manager or its authorized delegates are authorized to disclose information about Socar - Foster Wheeler Engineering in response to specific requests.

THE FOREIGN CORRUPT PRACTICES ACT AND OTHER LAWS GOVERNING OUR BUSINESS INTERNATIONALLY

Foreign Corrupt Practices Act And Similar International Anti-Bribery Laws

The United States Foreign Corrupt Practices Act and other applicable international anti-bribery laws (collectively the "FCPA") prohibit the offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to public officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action.

The UK Bribery Act prohibits the giving or promising any financial or other advantage to any person for the purpose of inducing a person to perform a relevant function or activity improperly or to reward a person for the improper performance of a relevant function or activity in connection with the conduct the Company's business.

Socar - Foster Wheeler Engineering Foster Wheeler is committed to conducting business ethically and in full compliance with all applicable laws, and to adhering to the highest standard of business ethics and compliance, such as the ones contained in the FCPA and in the UK Bribery Act.

All agreements with sales representatives, agents and others acting in a similar capacity must be in writing, signed and filed in accordance with our Corporate Policies and Procedures. Such agreements must contain the following clause:

"ETHICAL CONDUCT

- (1) In connection with the services performed under this AGREEMENT, REPRESENTATIVE shall comply with all applicable laws and shall maintain the highest business and ethical standards.
 - (2) REPRESENTATIVE warrants that it and any of its officers, directors, employees or agents, and any of its subcontractors and any of their officers, directors, employees or agents, will not offer, pay, promise to pay, or authorize the
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payment of any money to, or offer, give, promise to give, or authorize the giving of anything of value to:

- a. any official;
- b. any political party or official thereof or any candidate for political office; or
- c. any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to any official, to any political party or official thereof, or to any candidate for political office;

for the purpose of:

- i. influencing any act or decision of such official, party, candidate or person in their official capacity;
- ii. inducing such official, party, candidate or person to do or omit to do any act in violation of their lawful duty; or
- iii. inducing such official, party, candidate or person to use their influence with a government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality;

- (3) in order to assist SOCAR - FOSTER WHEELER ENGINEERING in obtaining or retaining business for or with, or directing business to, any person, or for any other reason in connection with the matters contemplated by this AGREEMENT.

The term "official" means any officer or employee of a government or any department, agency, or instrumentality thereof, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality.

REPRESENTATIVE warrants that it and any of its officers, directors, employees or agents, and any of its subcontractors and any of their officers, directors, employees or agents, will not offer, pay, promise to pay, or authorize the payment of any money to, or offer, give, promise to give, or authorize the giving of anything of value to, or enter into any business arrangement with, any employee of the PURCHASER for the purpose of influencing any action of the PURCHASER with respect to the business of .

REPRESENTATIVE further warrants that neither it nor any of its officers, directors, employees, shareholders, owners or principals has given or promised to give, or will give or promise to give, any financial or other advantage to any person for the purpose of inducing a person to perform a relevant function or activity improperly or to reward a person for the improper performance of a relevant function or activity in connection with the conduct of the Company's business or the subject matter of this Agreement, in violation of the UK Bribery Act.

- (4) REPRESENTATIVE shall promptly notify of any violation of this Article.
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- (5) In the event of a breach of this undertaking, SOCAR - FOSTER WHEELER ENGINEERING may terminate this AGREEMENT forthwith, on notice to REPRESENTATIVE, and may recover any amounts theretofore paid to REPRESENTATIVE under this AGREEMENT."

All payments of any nature must be properly identified and recorded, and be made only in accord with the provisions of valid purchase orders, subcontracts, blanket orders and written sales, agency or consulting agreements.

ENVIRONMENT, HEALTH AND SAFETY

Socar - Foster Wheeler Engineering is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Socar - Foster Wheeler Engineering employees must comply with all applicable environmental, health and safety laws, regulations and Socar - Foster Wheeler Engineering standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and Socar - Foster Wheeler Engineering, as well as disciplinary action by Socar - Foster Wheeler Engineering, up to and including termination of employment.

Environment

All Socar - Foster Wheeler Engineering employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve manufacturing, construction, plant operation, or other industrial activity have a special responsibility to safeguard the environment. Such employees should be particularly alert to the storage, disposal and transportation of waste and handling of toxic materials and emissions into the land, water or air.

Health and Safety

Socar - Foster Wheeler Engineering is committed not only to complying with all relevant health and safety laws, but also to conducting business in a manner that protects the safety of its employees. If you have a concern about unsafe conditions or tasks that present a

risk of injury to you, please report these concerns immediately to your supervisor or to the General Manager.

EMPLOYMENT PRACTICES

Socar - Foster Wheeler Engineering pursues fair employment practices in every aspect of its business. Socar - Foster Wheeler Engineering's employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and Socar - Foster Wheeler Engineering, as well as disciplinary action by Socar - Foster Wheeler Engineering, up to and including termination of employment.

Harassment and Discrimination

Socar - Foster Wheeler Engineering is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex, sexual orientation, age, disability, veteran status or other characteristics protected by law, consistent with applicable law. Socar - Foster Wheeler Engineering prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel, or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or to the General Manager. All complaints will be treated with sensitivity and discretion. Your supervisor, the General Manager and Socar - Foster Wheeler Engineering will protect your confidentiality to the maximum extent possible, consistent with law and Socar - Foster Wheeler Engineering's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by Socar - Foster Wheeler Engineering, up to and including termination of employment of such offending employee.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the General Manager immediately.

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The General Manager shall be responsible to (a) see that all employees become and remain familiar with this Code and (b) take such steps as reasonably may be expected to accomplish compliance with this Code.

Any individual who violates this Code shall be subject to appropriate disciplinary action, up to and including termination of employment.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Socar - Foster Wheeler Engineering policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.
