



Safer • Smarter • Solutions

CODE OF BUSINESS CONDUCT



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Doug Duguid, CEO

At EnerMech we have seen our business successfully grow and expand into new territories and new business lines. A key component to our success has been our commitment to maintaining the highest standards of business behaviour in our dealings with our colleagues, customers, suppliers and the communities in which we work.

At the heart of our organisation are EnerMech's Core Values. These are important to us as a business as they define who we are, how we work, what we believe in and what we stand for.

All EnerMech personnel must operate to high ethical, legal and business standards wherever in the world their business takes them. We also expect those who we do business with (our partners and agencies in particular) to embrace similar values and standards to our own.

It is a challenging world out there and we can be put into situations where we do not know the right thing to do. Our Code of Business Conduct is designed to be a practical and clear guide to the behaviour that EnerMech expects from everyone. It gives clear advice and messages to ensure that we always "do the right thing" and what is right for our business. It is possible to pursue growth and make profits whilst remaining compliant with this code and we should walk away

from any situation which puts this at risk.

Every one of us in EnerMech needs to read and understand this code and what is expected of them. We recognise that the question of ethics and integrity can be complex and should you have any concerns or questions, you should speak with any one of, your line manager, the Human Resources department or to our Compliance team.

If you have any breaches or potential breaches of this code to report, you should speak directly to the Human Resources department or to our Compliance team.

Your compliance with this code and all other applicable policies will help ensure our continued growth and success as a business.

A handwritten signature in blue ink that reads "Doug Duguid". The signature is written in a cursive, flowing style.

WHAT IS THE CODE OF BUSINESS CONDUCT?

Our Code of Business Conduct (the “Code”) is designed to guide decision making in your day-to-day role and help you handle business situations professionally, fairly and legally. It considers:

- Business and Personal integrity
- Operating globally
- Safeguarding our assets
- Working with each other

WHO DOES THE CODE APPLY TO?

The Code applies to all EnerMech Personnel engaged by EnerMech worldwide.

The following are considered EnerMech:

- EnerMech Group Limited
- Subsidiaries of EnerMech Group Limited
- Joint venture companies, agents, representative partnerships and strategic alliances under the day-to-day management of EnerMech Group Limited or any subsidiary of EnerMech Group Limited

The following are considered EnerMech Personnel:

- Directors, officers and employees of EnerMech
- Contractors, consultants representatives, intermediaries and agents retained by EnerMech

BUSINESS PARTNERS, AGENTS & BUSINESS REPRESENTATIVES

All persons and entities acting for and on behalf of EnerMech are required to comply with this Code, including all business partners (which includes joint venture partners), representatives, consultants and agents of EnerMech and their respective owners, directors, employees, contractors, agents, representatives, consultants and sponsors with respect to the work performed for, or services and equipment provided to, EnerMech.

EnerMech will only use suppliers and intermediaries (such as agents, consultants and representatives) who comply with applicable laws and have been approved in accordance with EnerMech's due diligence process.

WHAT IS EXPECTED OF YOU?

All EnerMech Personnel are expected to perform and work with honesty and integrity at all times and must comply with this Code. If you know or have reason to believe there has been improper conduct or a violation of this Code or applicable law, you must report the incident - whether these relate to yourself, direct reports or others. You may raise your concern with any of the following:

- Your line manager
- Human Resources at hr@enermech.com
- The EnerMech Compliance department at compliance@enermech.com

EnerMech will not tolerate any form of victimisation against an individual who reports in good faith a suspected violation of the Code or who assists with an investigation.

WHAT HAPPENS IF YOU DON'T COMPLY?

Whether knowingly or not, if you breach the Code or applicable laws you may be subject to personal legal liability or company disciplinary action, so it is essential that you understand what is expected of you.

Failure to report knowledge of a breach or suspected breach of the Code, or failure to assist/cooperate in any investigation, may also result in you being subject to disciplinary action.

In certain circumstances, failure to comply will result in termination of employment, in the case of EnerMech employees, and termination of relationship for non-employees. If you breach the law you may face criminal proceedings. It could also lead to a claim against you for civil damages for any losses suffered and EnerMech could face large fines.

WE ARE EACH ACCOUNTABLE

All employees are individually responsible and accountable for adhering to company policies, standards and procedures. In addition, all managers are accountable for providing the resources necessary to maintain defined and expected performance levels throughout the organisation.

BUSINESS AND PERSONAL INTEGRITY

ANTI-BRIBERY

EnerMech is fully committed to the prevention of bribery and corruption. EnerMech expressly prohibits improper payments in business dealings irrespective of the country in which these are made.

Any improper payments or receipts including any offer or agreement to make or accept any form of facilitation payment, or “greasing” or “enabling payment”, is never acceptable. We recognise that this may result in EnerMech losing business and irrespective of this, strict adherence to the Code must be observed at all times.

Exceptions: The only exception to this would be in circumstances in which there is a real and imminent threat to the health, safety, personal security or welfare of any employee, a member of his or her family, or a co-worker. An example of this would be if a person makes a demand for payment together with a threat that if payment is not made the person may be detained. If, after initially declining to make a payment, you decide to make the payment due to the threat, then this exceptional circumstance must be immediately reported in writing to the EnerMech Compliance department and your line manager.



WHAT IS BRIBERY?

Both EnerMech and EnerMech Personnel are subject to anti-bribery legislation, the most significant to us are:

- UK Bribery Act 2010 ("Bribery Act")
- US Foreign Corrupt Practices Act 1977 ("FCPA")

Irrespective of where you work, as EnerMech Personnel, you must comply with both of the above pieces of legislation, as well as any other anti-bribery laws existing in the countries within which we work.

The FCPA is targeted specifically at the bribery of government and foreign officials only.

Under the Bribery Act it is an offence to give, promise and/or offer a bribe, inducement or improper payment to anyone with the intention of obtaining a business advantage. It applies not just to government and foreign officials but also to business persons in the public and private sectors. No business advantage need actually have been obtained in order for an offence to have taken place.

The Bribery Act makes it an offence to accept a bribe and it also creates a specific corporate offence of failing to prevent bribery.

The penalties set out in the Bribery Act apply to both companies and individuals. Companies convicted under the Bribery Act face unlimited fines. Individuals also face unlimited fines as well as imprisonment for up to 10 years.



HOSPITALITY, GIFTS, ENTERTAINING

Gifts, entertainment, training, travel and promotional expenses must never be provided or accepted in order to gain competitive advantage. This could be perceived as a bribe.

The offer or receipt of hospitality, gifts or entertainment and the provision of training, travel and promotional expenses must always be:

- Of a reasonable value, quantity and frequency
- Of a nature that is relevant to the business, culture and circumstances
- Directly related to EnerMech's business interests
- Legal in the UK, US and the relevant local law
- Respectful of the Code

If in doubt as to what is acceptable you must contact your line manager and obtain approval prior to accepting or offering any form of hospitality, gifts or entertainment.

All hospitality, entertainment and gifts provided by EnerMech Personnel must be supported by valid third party receipts evidencing expenditure where applicable and accurately recorded in the books and records or EnerMech.



POLITICAL AND CHARITABLE DONATIONS

EnerMech Personnel must not make any donations intended to procure political influence. EnerMech company funds and resources will not be used to contribute to any political party or political candidate.

All charitable contributions made on behalf of EnerMech must be approved by the EnerMech CEO or Corporate Development Director.

To be considered acceptable, any charitable payments should always be:

- Of a reasonable value, quantity and frequency
- Of a nature that is relevant to the business, culture and circumstances
- Legal in the UK, US and the relevant local law
- Respectful of the Code
- Recorded in the books of the relevant EnerMech company

EnerMech Personnel acting solely for themselves are neither encouraged nor discouraged from making charitable contributions.



CONFLICTS OF INTEREST

EnerMech Personnel must avoid conflicts of interest between their private activities or personal interests and their responsibilities owed to EnerMech.

A conflict may arise if you or a close family member receives benefits, other than your employment benefits, as result of your position with EnerMech. EnerMech Personnel must not accept (directly or indirectly) any personal payments, services or loans from a competitor, customer, supplier or contractor of EnerMech.

Conflicts of interest are prohibited unless approved in advance by your business line or functional manager. Any suspected conflicts of interest must be declared to the EnerMech Compliance department.

OPERATING GLOBALLY

ECONOMIC SANCTIONS AND EXPORT CONTROL LAWS AND
REGULATIONS

EnerMech will comply strictly with all applicable export control laws and regulations of the relevant jurisdictions in which we conduct business. EnerMech shall comply at all times with applicable laws, rules and regulations in force relating to the sale, shipment, or transfer of goods, service, software and information.



The US, UK, UN, EU and other countries impose restrictions on exports and sanction dealings with certain countries, companies and individuals. There are frequently restrictions on:

- Exports and re-exports of goods, technology and software to specific countries, companies and individuals, and for certain end-users
- Disclosure of certain technology and software source codes to nationals of a prohibited country
- Involvement of nationals of the country imposing sanctions in any business dealings with the sanctioned country or with persons in the sanctioned countries
- New investments or other transactions with a sanctioned country, persons in the sanctioned country and sanctioned individuals

For more information on how to check whether or not EnerMech is prevented from doing business with a country, company or individual please contact the EnerMech Compliance department.

ANTI BOYCOTT LAWS AND REGULATIONS

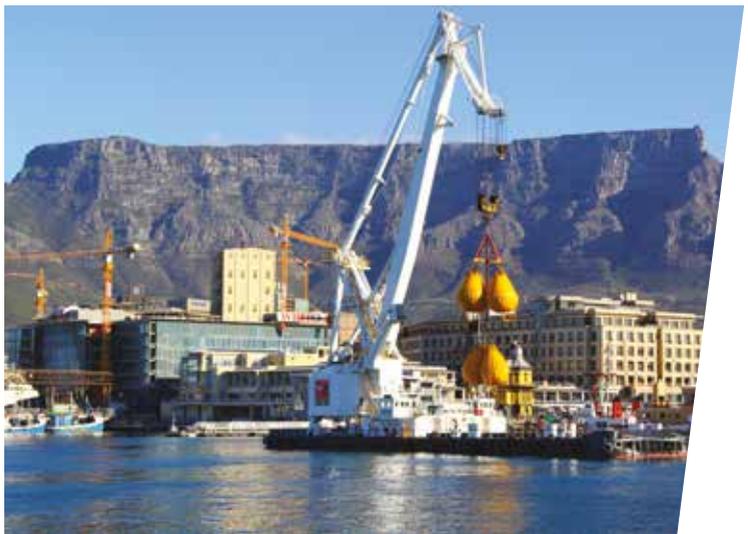
EnerMech will comply with US anti-boycott laws and regulations as well as those of the jurisdictions in which it does business.

US anti-boycott laws require that US companies refuse to participate in foreign boycotts that the United States does not sanction. The principal foreign economic boycott affecting EnerMech is the Arab League's boycott of Israel.

EnerMech Personnel will not:

- Agree to refuse or actually refuse to do business with or in Israel or other boycotted countries
- Agree to provide or actually provide information about business relationships with or in Israel or other boycotted countries

The EnerMech Compliance department will provide guidance on what to look out for in documents and any requests to comply with boycotts must be reported to the EnerMech Compliance department.



COMPETITION AND ANTI-TRUST

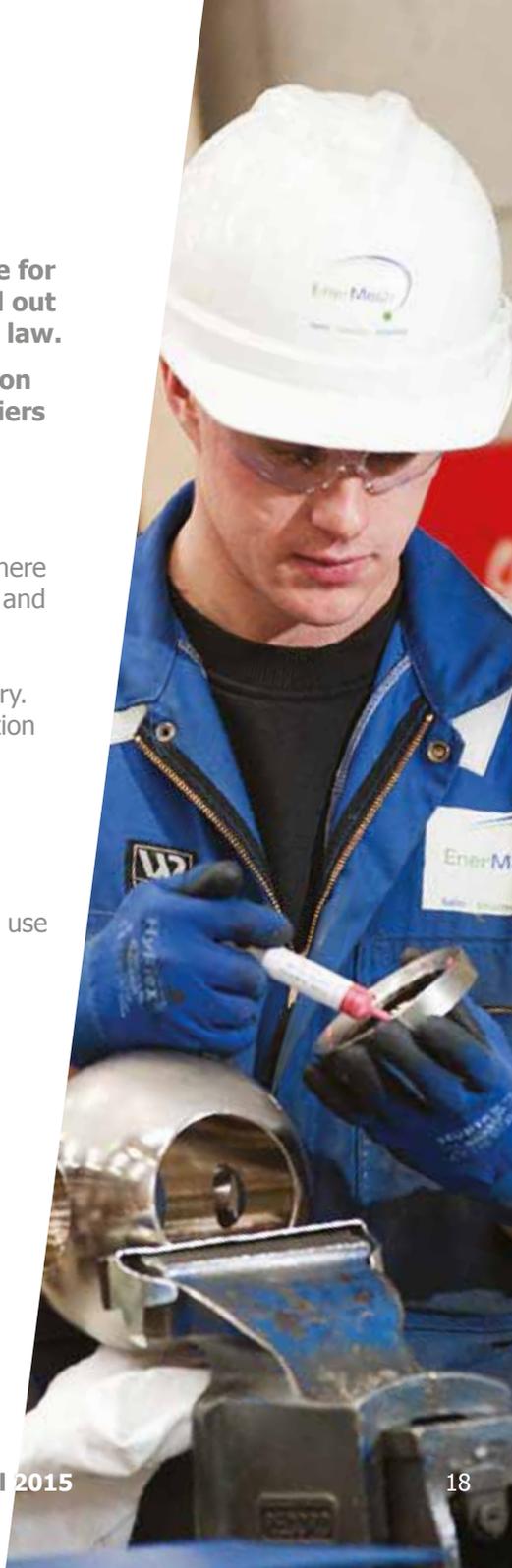
EnerMech is expected to compete for business but this must be carried out fairly and in compliance with the law.

EnerMech will only use information about our competitors and suppliers which has been fairly and legally obtained.

Competition or “anti-trust” laws are there to protect fair competition worldwide and prohibit anti-competitive behaviour.

The laws differ from country to country. Common examples of illegal competition include:

- Price fixing and bid rigging
- Agreeing with competitors not to compete for certain customers or use certain suppliers
- Agreeing with competitors not to compete for business in certain territories
- Providing false or misleading information about a competitor’s products or services



SAFEGUARDING OUR ASSETS

MONEY LAUNDERING AND ANTI-TERRORISM LAWS AND REGULATIONS

Most of the countries in which we do business have some form of anti-money laundering and anti-terrorism legislation and many of these require strict requirements with regards to reporting suspicious transactions.

All persons acting for and on behalf of EnerMech must comply with all applicable laws regarding anti-money laundering and anti-terrorism and must report suspected violations and other questionable conduct to the EnerMech Compliance department.

Examples of suspicious transactions would include (but are not limited to) the following:

- Any transaction where you don't know or cannot verify the parties to the transaction
- A willingness by one party to pay above market price
- Payments made in currencies other than those set out in the invoice
- Payments made by someone not a party to the contract (unless approved in advance)
- Payments to/from an account other than the normal business relationship account
- Requests to make an overpayment
- Requests for payments to an overseas jurisdiction unconnected with the transaction or requesting party



FRAUD

EnerMech does not tolerate fraud and has established internal control procedures to prevent, detect, report and investigate suspected frauds.

Fraud usually involves some form of deceit, theft, trickery, or making of false statements, breach of trust and guilty intention, with the object of obtaining money or other benefit. This can have major consequences for both EnerMech and the individuals involved.

The following can be indications that fraud has taken place (this is not an exhaustive list):

- Forgery or alteration of documents
- Misappropriation of EnerMech, customer, supplier or contractor assets
- Unauthorised handling or reporting of EnerMech business transactions
- Falsification of EnerMech company records or financial statements
- Failure to disclose information when there is a legal duty to do so

If you suspect that fraudulent activity may have occurred you must immediately report it to the EnerMech Compliance department.

FINANCIAL AND OTHER RECORDS

Each EnerMech company will maintain proper records to meet EnerMech's financial, legal, regulatory and operational objectives and requirements in order to accurately record all transactions and dispositions of assets.

This requirement also applies to all EnerMech business partners, representatives and agents with respect to the work performed for, or services and equipment provided to, EnerMech.

EnerMech will periodically review the books and records of each EnerMech company in order to ensure compliance with the FCPA, Bribery Act and all applicable laws and regulations.

We must maintain transactional accounting systems and procedures that accurately and fairly reflect all transactions, including expenses, invoices, reports, receipts, disbursements and disposal of assets.



Records of travel, hospitality, entertainment and gift expenses must include the date of such expenditure, the names and business association of all those in attendance, and the reason for expenditure. All records must be supported by valid third party invoices or receipts.



All financial books, records and accounts must be sufficiently detailed to:

- Permit the proper classification of transactions for financial reporting
- Provide reasonable assurances that the transactions are recorded as necessary to permit the preparation of financial statements in conformance with generally accepted accounting principles
- Maintain accountability for the use of all assets

All transactions must be recorded in the accounting period in which they occurred.

CONFIDENTIAL INFORMATION
AND INTELLECTUAL PROPERTY

(TOGETHER "PROPRIETARY
INFORMATION")

EnerMech Personnel must keep confidential and never use EnerMech's Proprietary Information, or that of EnerMech suppliers, customers and other third parties, for personal gain or for the benefit of persons outside of EnerMech.

The release (either deliberate or not) of any Proprietary Information to third parties without appropriate controls and/or protection could cause significant harm to our business.



Proprietary Information includes but is not limited to:

TECHNICAL INFORMATION

- Manufacturing and development process information
- Engineering designs
- Drawings and layouts
- Software code
- Know-how
- Patent rights
- Copyright
- Design rights
- Database rights
- Trademarks and service marks in all inventions, documents, logos, designs and computer programs created, devised or undertaken by EnerMech Personnel on behalf of EnerMech

PRIVATE BUSINESS INFORMATION

- Financial information
- Employee information (including e-mail lists)
- Analysis
- Forecasts
- Customer and supplier lists
- Pricing
- Strategic and operating plans
- Corporate organisation plans
- Audit material or reports
- Legal opinions and advice (including in-house legal advice)
- Information regarding litigations or potential litigations
- Proposed transactions

If your work requires you to discuss Proprietary Information with outsiders (e.g. when negotiating a contract), such discussions must only occur with the protection of a written confidentiality or non-disclosure agreement. These agreements can be provided by the EnerMech Legal department.

- No one acting for and on behalf of EnerMech shall disclose confidential Proprietary Information unless specifically authorised to do so in advance by their line manager
- No one acting for and on behalf of EnerMech will solicit the Proprietary Information of another entity, including the use of illegal or unethical means such as misrepresentation, deception, espionage, bribery or prohibited payment, or will make use of the Proprietary Information of another entity in conducting EnerMech business

In the event that anyone acting for or on behalf of EnerMech comes into contact with the Proprietary Information of another individual or entity, they must immediately secure and segregate the Proprietary Information in order to prevent further disclosure or distribution.

If in doubt, you should refrain from discussing the nature or content of the Proprietary Information with anyone other than your line manager, unless directed to do so by your line manager.

Exceptions: When disclosure is authorised by the company or is required to be disclosed by law. In this case, any requirement should be discussed with the EnerMech Legal department.

WORKING WITH EACH OTHER

EQUAL OPPORTUNITIES, HARRASSMENT AND SUBSTANCE ABUSE

EQUAL OPPORTUNITIES

EnerMech will not tolerate any form of abuse or harassment towards EnerMech Personnel or others in any EnerMech workplace.

EnerMech is an equal opportunities employer. We will hire, evaluate and promote employees on the basis of their qualifications, demonstrated skills, achievements, experience and performance.

EnerMech is also committed to providing EnerMech Personnel with a work environment that promotes equal employment opportunities and prohibits discriminatory practices, including any form of discrimination on the basis of gender, race, sexual orientation, disability, age, religious belief or other status protected under applicable law.

If, at any time, employees feel they have been treated less favourably than others in relation to equal opportunities, and without reasonable justification, they should raise the matter with their line manager or the Human Resources team.



DISCRIMINATION AND HARASSMENT

If any employee has been the subject of discrimination by another employee, client, customer or visitor in terms of physical or verbal abuse or harassment, he or she should inform his or her line manager or our Human Resources team immediately.

Anyone found to have acted discriminatorily will be subject to disciplinary action. In certain circumstances this will result in termination of employment in the case of EnerMech employees, or termination of the business relationship for non-employees.

SUBSTANCE ABUSE

EnerMech Personnel are prohibited from being at work or on EnerMech business while impaired by drugs or alcohol or with illegal drugs present in their system.

EnerMech will provide safe and productive working environments by ensuring that the workplace is free from any form of substance abuse.

The use, possession, sale or distribution of illegal drugs and the misuse of legal drugs or other substances is strictly prohibited.

Except where authorised by your general manager, country manager or regional director, alcohol consumption is not permitted within an EnerMech workplace or worksite.

WHERE CAN YOU GO FOR MORE INFORMATION?

The Code cannot address every situation so please remember that the EnerMech Compliance department is here to help you at all times. Please contact us if you wish to report an incident, speak about an issue that may be causing concern, or simply have questions about the Code.

EnerMech Compliance
EnerMech House
Howes Road
Bucksburn
Aberdeen AB16 7AG
UK

Email: compliance@enermech.com

Legal: legal@enermech.com

Human Resources: hr@enermech.com



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