

Anti-Corruption Manual



Management statement

“PGS management and employees can be relied upon to behave with integrity and honesty in all aspects of our business. PGS is built upon a value set that provides the foundation for all our goals, policies and actions. The values offer clear guidelines on how we expect everyone at PGS to interact with their colleagues, suppliers, customers and the people we encounter in our day-to-day work.

PGS opposes any form of corruption and bribery. Thus, each of us must ensure that we fully comply with all anti-corruption and anti-bribery laws, rules and regulations applicable to the conduct and furtherance of our business activities.

None of us shall influence any business activity by the illegal offer or receipt of bribes, kickbacks, or other illegal inducements. We shall not offer or receive anything of value or any other advantage to or from any person for the purpose of illegally influencing any act, omission or decision in violation of the recipient’s duty in order to obtain, retain or direct a business advantage.

To ensure the above, PGS has developed an Anti-Corruption Program which includes this Anti-Corruption Manual. PGS senior management endorses the Anti-Corruption Program and is responsible for assuring that adequate resources are available and deployed to implement, maintain and assure compliance therewith. PGS’ Anti-Corruption Manual may be found on www.pgs.com.

Our Anti-Corruption Manual applies to all PGS employees, hired consultants, officers and directors and anyone else working for PGS at all locations.

We encourage you to study this manual closely and contact PGS Legal or the Compliance & Internal Audit Departments if you have any questions.”

Rune Olav Pedersen President & CEO	Berit Osnes EVP New Ventures	Nathan Oliver EVP Sales, Marketing & Imaging	Per Arild Reksnes EVP Operations & Technology	Gottfred Langseth EVP & CFO
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1 INTRODUCTION

1.1 Our Commitment, Code of Conduct and the Anti-Corruption Program

PGS ASA and its subsidiaries and affiliates (collectively, “PGS” or the “Company”) are committed to conduct its business legally and ethically. Compliance with laws, rules and regulations, including anti-corruption laws, applicable to the conduct of PGS’ business activities is fundamental and is part of PGS’ Code of Conduct. The Code of Conduct constitutes the very fundament for the way we operate and describe our commitment to ethical business practices. Compliance with the Code of Conduct is mandatory.

In furtherance of the Code of Conduct, PGS has established an Anti-Corruption Program (the “Program”). The Program reflects PGS’ commitment to our shareholders, customers and other stakeholders to operate legally and ethically. The Program is based on best practice and standards, including but not limited to Norwegian law and practice, the UK Bribery Act, the US Foreign Corrupt Practices Act (FCPA) and the ISO Standard for Anti-bribery Management Systems 37001. The Program addresses the corruption risks in relation to PGS business, and monitor compliance. The Program is established on the following key principles: Tone from the top; policies & procedures; risk assessments; due diligence; communication & training; and monitoring & review. The Program includes a clear, practical, accessible, effectively implemented and enforced system of controls to prevent, detect and respond to corruption and bribery. The system of controls consists of common and company-wide controls, as well as specific controls and procedures designed to address particular elements of corruption risks facing the Company.

1.2 Purpose

This Anti-Corruption Manual (the “Manual”) is a part of the Program. The purpose of this Manual is to adequately describe and communicate our policy and procedures to prevent, detect and respond to corruption and bribery in relation to PGS’ business. The Manual provides the framework and rules for what we consider responsible conduct in relation to PGS business activities.

1.3 Policy

PGS, all of its employees, officers, directors and hired consultants (“Personnel”), as well as PGS’ agents, representatives and anyone else working for PGS shall in relation to PGS’ business comply with all anti-corruption and anti-bribery laws, rules and regulations of all jurisdictions applicable to the conduct of our business activities, including those of Norway (the Penal Code 2005, §§ 387-389), the United Kingdom (UK Bribery Act 2010), and the United States of America (Foreign Corrupt Practices Act 1977) (collectively the “Anti-Corruption Laws”).

Neither PGS nor the Personnel shall in relation to PGS’ business in violation of Anti-Corruption Laws: (1) improperly influence any business activity by illegally offering, providing or receiving bribes, kickbacks, or other inducements, or (2) offer, provide or receive anything of value or advantage (either financial or other), directly or indirectly, to or from any person for the purpose of illegally (a) influencing any act, omission or decision in violation of the recipient’s duty, (b) inducing the recipient to use their influence with a government entity or instrumentality, public international organization or commercial enterprise, (c) influencing any act or decision of a government entity or instrumentality, public international organization, or commercial enterprise, or (d) securing any improper advantage, in order to obtain, retain or direct business. Anti-Corruption Laws generally prohibit anyone to do any of the above.

If anything in this Manual conflicts with local statutory laws or regulations, the strictest provisions shall prevail.

All Personnel are expected to report any suspected breach of any Anti-Corruption Laws as described below in Section 2.

1.4 Procedures

Sections 2–9 below set out the procedures applicable to PGS and its Personnel to facilitate compliance with the above Policy. All steps taken to prevent and detect corruption shall be proportionate to the identified corruption risks.

1.5 Roles and Responsibilities

1.5.1 The Board of Directors – Audit Committee

The Board of Directors in PGS ASA (the “Board”) shall ensure that the Company has internal control and systems for risk management that are adequate to the nature of its business. The Board of Directors has established an audit committee (the “Audit Committee”) that inter alia assists the Board in their review of the Company’s controls and systems, including reviewing the effectiveness of the Program.

1.5.1 CEO and Senior Executive Management

The Chief Executive Officer of PGS ASA (the “CEO”) is responsible for establishing and maintaining the Program and monitoring its effectiveness. The CEO shall ensure that the Company has adequate resources to implement the Program, and that the Company maintains an independent compliance function which identifies, assesses, monitors, advises and reports on matters associated with PGS’ corruption risk.

PGS’ Executive Vice Presidents (each an “EVP”) are responsible for ensuring compliance with this Manual and the applicable Anti-Corruption Laws within their business area and departments (each a “Business Area”). The EVP shall have an up-to-date understanding of the risk-exposure for the Business Area, and implement and maintain the necessary measures to ensure and monitor compliance with this Manual. Further, each EVP is responsible for identifying additional areas of need or concern with respect to anti-corruption compliance, maintaining awareness of PGS’ business activities with respect to anti-corruption matters, establishing appropriate limits of approval authority, ensuring the development, support and conduct of appropriate anti-corruption training programs for Personnel.

1.5.2 Compliance & Internal Audit Department

PGS’ Compliance & Internal Audit Department (“C&IA”) is headed by VP Compliance & Internal Audit (the “CCO”). The CCO shall implement, maintain and develop the Program. The CCO has a reporting line to the General Counsel for compliance related matters. The CCO reports

regularly to PGS executive management team (“EXT”) and the Audit Committee. The CCO may report compliance concerns directly to the Audit Committee without consulting EXT if required by the circumstances. The CCO collaborates with other staff functions in PGS for the delivery and implementation of the Program.

1.5.3 Legal Department

PGS’ Legal Department (“Legal”) is headed by the general counsel (the “General Counsel”). Legal supports C&IA and the Business Areas where necessary. This assistance includes but is not limited to provide legal advice relating to compliance matters, giving in-person training to Personnel on topics in this Manual, maintaining awareness of applicable Anti-Corruption Laws and changes thereto together with C&IA, and helping to protect PGS against corruption risks.

1.5.4 Personnel

All Personnel is individually accountable for and shall become familiar with this Manual and shall comply with its requirements as well as those of the Anti-Corruption Laws in relation to PGS’ business. All Personnel shall proactively raise any concerns regarding suspected violations of the Anti-Corruption Laws or this Manual to their supervisor, C&IA, Legal, any other appropriate Company representative, and/or the Compliance Hotline.

1.6 Sanctions

Any Personnel failing to comply with the Anti-Corruption Laws in relation to PGS’ business or this Manual will be subject to appropriate disciplinary actions by the Company, including termination of employment. Personnel may also face legal consequences in accordance with applicable law. This may include monetary fines from and/or incarceration of the offender. Violations may also be reported to the relevant authorities.

2 WHISTLEBLOWING

PGS encourages all Personnel, customers, suppliers, business partners or other third parties to report concerns about any aspects of PGS’ business. This includes reporting on suspected violations of PGS’ Code of Conduct, hereunder un-ethical and corrupt practices and alleged violations of Anti-Corruption Laws. In order to facilitate such reporting, PGS has implemented the following tools and procedures:

2.1 Reporting

PGS has established a Compliance Hotline. This is operated by an external organization and is available on our internal and external web site. Reporting via the Compliance Hotline is safe and can be made anonymous. Suspected or alleged compliance incidents can also be reported via other channels:

- E-mail to compliance@pgs.com
- Directly contacting C&IA or Legal
- Immediate supervisor/manager or the local PGS HR department

PGS encourages to report workplace-related issues and complaints to the immediate supervisor/manager or the local PGS HR department.

2.2 Handling of reports

C&IA receives the reports and is responsible for follow-up. Whistleblowers will be kept informed of the progress. No intimidation or retaliatory action shall be taken by the Company against anyone who in good faith reports un-ethical and corrupt practices or violations of Anti-Corruption Laws or this Manual in relation to PGS business.

3 RISK ASSESSMENTS

Who do these rules apply to?

All Personnel considering establishing a presence in a new country or undertaking a new data acquisition project.

Key Points

Initiate the relevant risk assessment according to the procedures below, define risk-mitigating actions and ensure that they are followed-up.

As with everything we do, it is vital to start with an understanding of the risks. PGS therefore regularly assesses its exposure to risks, including corruption risks. Once the risks are identified and agreed, it is possible to determine the activities that are required to effectively and efficiently manage the risks. We have therefore implemented the procedures:

3.1 Global

C&IA shall in conjunction with the relevant PGS business area annually undertake a global corruption risk assessment with respect to existing and prospective activities of PGS. The purpose is to identify corruption risks associated with each transaction or business relationship when considering the totality of the circumstances and particulars surrounding that proposed transaction or relationship. Each risk assessment shall among other matters identify and assess the corruption risks that arise for the country, business sector and type of transactions with which

PGS is involved, as well as the business relationships through which the activity is conducted. The corruption risk assessment will be reviewed and modified as circumstances require.

Based on the assessment, C&IA drafts an annual report with input from the Business Areas to submit to the EXT and the Board (Audit Committee) for approval. The report includes a description of corruption risks that PGS is facing including recommended mitigating actions.

3.2 New Countries and Projects

The relevant EVP shall prior to developing business/establishing presence in a new country ensure that a corruption risk assessment with respect to that country and the business activities is conducted. The risk assessment shall as a minimum address (a) the corruption perception in the relevant country of activity, (b) the type of activity and local presence, and (c) the extent of interaction with public officials. The assessment shall be done prior to any decision to enter a specific country or conducting a new project and be included as background material in the decision making process, and shall identify actions necessary or desirable to be undertaken to mitigate the identified corruption risks.

For developing business/establishing presence in a new country, the Business Area shall contact C&IA who shall provide technical lead on such risk assessment process.

The relevant EVP shall as part of the planning for a new seismic data acquisition project ensure that corruption risks are considered prior to conducting such project.

4 GIFTS AND ENTERTAINMENT

Who do these rules apply to?

All Personnel who provide or receive gifts or entertainment

Key Points

Ensure that all items are registered and approved where required above defined limits (see below)

Providing gifts and entertainment is considered a form of courtesy. Small business courtesies, such as a normal business lunch, are a legitimate part of business relationship building. However, receiving or giving gifts or entertainment can violate Anti-Corruption Laws if the value is too high or otherwise improper. Therefore, PGS and Personnel can only offer or receive gifts and entertainment in compliance with this Section 4.

The concept of gifts includes anything of value such as PGS branded promotional items and items provided on special occasions (e.g., holidays and weddings). The concept of entertainment includes hospitality, such as restaurant meals and drinks and tickets to a sporting or cultural event.

- Typical examples of permissible gifts and entertainment:
 - modest occasional meals with whom the Company does or seeks to do business,
 - occasional attendance at local ordinary sports events, theatre or other cultural events,
 - gifts of nominal value such as logo pens, calendars, or other small promotional items.

- Typical examples of non-permissible gifts and entertainment:
 - weekend trips;
 - gifts or entertainment involving parties with whom the Company is currently engaged in a tender or competitive bidding process;
 - any gift or entertainment that is a quid pro quo (offered for something in return); and
 - cash or monetary equivalent (cash cards).

4.1 The Rule

Providing or receiving gifts or entertainment in relation to PGS' business to or from third parties outside PGS must:

- a) not be in connection with any ongoing decision making process, including applications for licenses or permits, tender or bidding process, contract negotiation, legal proceeding etc., irrespective of value;
- b) not be, or perceived to be, an improper inducement of the recipient's position or creating a conflict of interest;
- c) not be frequent;
- d) not include luxurious or extravagant content and be reasonable with respect to local customary gift and entertainment practices;
- e) be for a legitimate business purpose, i.e. related to the promotion or demonstration of the Company's, its suppliers' or its customers' goods or services, or the performance of a contract;
- f) be in compliance with applicable laws, rules and regulations;
- g) be in compliance with recipient's own gift and entertainment policies;

- h) be disclosed, as required, to the recipient's organization or commercial enterprise;
- i) be approved in writing by a line manager if above monetary limits prescribed below; and
- j) be properly recorded in PGS' books, records and databases.

Before providing or receiving a gift or entertainment, each Personnel should if practical discuss with their line manager, and the line manager shall always be informed about such gifts or entertainment. If in doubt whether the offering or receipt of gifts or entertainment is proper, C&IA shall be contacted.

4.2 Registration

All such gifts and entertainment benefits provided or received by Personnel shall always be registered in the gifts and entertainment data base on ONLiNE if value exceeds USD 50 per person.

4.3 Approval

All such gifts and entertainment benefits provided or received by Personnel shall be approved by the relevant EVP or direct reports to the CEO if;

- the gift value exceeds USD 50 (where approval may only be given if rejecting is regarded as offensive. If approved, the gift must be donated to PGS), or
- the entertainment exceeds USD 200 per individual/USD 1,000 per event such as dinners, lunches, meetings, conferences etc), or
- travel and/or overnight accommodation is involved.

Each Personnel shall be able to document that any required approval is granted.

5 FACILITATION PAYMENTS

Who do these rules apply to?

All Personnel

Key Points

Facilitation payments shall not be made except in an Emergency situation as described below

Facilitation payments can be defined as small unofficial payments or considerations, privately to a public official to secure or expedite the performance of a routine or necessary action to which one is legally entitled. Examples are payments made to speed up the process for obtaining visas, airport security check clearance, vessel importation permits, and customs clearance of shipped goods. The definition of a facilitation payment may vary according to applicable law.

Facilitation payments are generally prohibited under most Anti-Corruption Laws, but may be permitted in some very limited circumstances. In order to protect PGS and its Personnel from violating Anti-Corruption Laws, PGS has established the procedures:

No facilitation payments shall be made by or authorized by PGS or any Personnel in relation to PGS' business. However, if strictly required, facilitation payments may be made in an emergency situation requiring swift action to prevent imminent and serious danger to life, health, safety or liberty of people (an "Emergency").

If possible, approval by the relevant EVP and CCO shall be sought prior to making such payment due to an Emergency. If obtaining prior approval is deemed impossible, the Personnel making the payment must record the details of the payment and promptly submit a report to the relevant EVP and CCO. The report shall include (i) an accurate, complete and detailed description of the circumstance constituting the Emergency, (ii) the amount of the payment; (iii) by and to whom the payment was made, (iv) the purpose of the payment, (v) the likely consequences if the payment was not made; and (vi) the efforts made to obtain performance of the action without making the facilitating payment. The payment shall be accurately recorded in PGS' books and records as a facilitation payment.

The above shall apply to all of PGS' and Personnel's interaction with government officials and entities and commercial enterprises. No Personnel may receive or accept any payment or other thing of value or advantage from any third party with respect to the performance of their respective duties to PGS.

6 RELATIONSHIPS WITH THIRD PARTIES (DUE DILIGENCE)

Who do these rules apply to?

All Personnel who considers establishing a business relationship with or has responsibility for existing business relationships with:

- sales agents/consultants, representatives including anyone representing PGS towards any third parties, lobbyists and other intermediaries,
- ships agents,
- suppliers of vessels,
- Suppliers of armed guard services,
- joint ventures partners, target companies to be invested in, acquired or merged with, and other equity transactions with government officials or entities, and
- other suppliers of services and products requiring significant interaction with governmental authorities or clients, or
- other business partners or transactions which may expose PGS to corruption risk (jointly “Business Partners”)

Key Points

- Contact C&IA as soon the establishment of a business relationship with a Business Partner is considered
- C&IA or its designee will handle the risk assessment and due diligence process in cooperation with the relevant Personnel
- Never engage with a Business Partner before a proper due diligence summary report is finalized and acknowledged by the relevant EVP
- Contracts with Business Partners can only be executed after clearance from Legal
- The risk assessment and due diligence process shall for certain existing high risk Business Partners be repeated every three years, or when significant changes are made to a contract with such. Contact C&IA for assistance

6.1 Introduction

PGS does business with a wide range of third party counterparties, including the above defined Business Partners. Establishing a business relationship with a Business Partner entails risks of PGS incurring liability and reputational damage as a result of misconduct or corruption by such Business Partner. Therefore, to identify, mitigate and manage such risks PGS has adopted the following procedures:

6.2 Business Partner Risk Assessment

Prior to PGS establishing a business relationship with a Business Partner, the relevant EVP shall ensure that an appropriate and proportional corruption risk assessment is performed with regard to the transaction, business relationship and Business Partner. In conducting integrity due diligence reviews of Business Partners, PGS shall always take a risk-based approach. Given the unique and differing facts encountered, the Business Area shall seek guidance and assistance from C&IA to properly define the scope of each such risk assessment. The factors to be considered in such risk assessments are set out in further detail in the Anti-Corruption Work Instruction [See References].

Based on the risk assessment, the level of due diligence shall be determined. High risk shall trigger a full due diligence, whereas medium or low risk can trigger a lighter due diligence.

Any Personnel that is considering to establish a business relationship with a Business Partner shall contact C&IA.

6.3 Screening

Integrity due diligence is a process of screening and assessing the potential Business Partner’s registered and beneficial ownership, background, history, integrity, ability and willingness to comply with Anti-Corruption Laws. The purpose is to identify and understand all corruption risks related to entering into a business relationship with a Business Partner, and to avoid unwanted Business Partners.

The relevant EVP or its designee shall properly complete and document the integrity due diligence, adequately assess all information obtained, identify “red flags” and properly check such “red flags” discovered during investigations. The EVP or its designee shall always seek assistance from C&IA on performing an integrity due diligence. The detailed integrity due diligence steps are set out in the Anti-Corruption Work Instruction [See References].

6.4 Due Diligence Summary Report

The relevant EVP or its designee shall summarize the integrity due diligence steps taken and its results in a due diligence summary report (“DD Report”) and send to C&IA and Legal for review. If C&IA or Legal requires further checks, some or all of the due diligence steps may be repeated. Based on the documented risk level, Legal and C&IA may jointly advise on approving or rejecting entering into a business relationship with the Business Partner. The actual and perceived corruption risks identified shall be addressed so that they are acceptably minimized to the mutual satisfaction of C&IA, Legal and the Business Area. If the DD Report is approved, it shall be acknowledged in writing by the relevant EVP and signed by C&IA and/or Legal.

6.5 Contract Execution

A written contract is required between PGS and all Business Partners prior to engaging with them. If the above DD Report is approved, a written contract can be negotiated and signed only in accordance with applicable PGS procedures. Legal shall in accordance with applicable PGS policies always review and approve a contract before it is signed. The same shall apply to contract extensions, modifications and

revisions. Each contract shall contain all necessary and desirable terms and conditions setting forth each party's rights and obligations, including compliance with applicable laws, rules and regulations, including Anti-Corruption Laws. Depending on the specific circumstances, special contractual provisions may be required. Only an EVP or its designee, after review by and approval by Legal, may sign a contract with a Business Partner.

PGS shall ensure that the Business Partners are aware of the requirements in this Manual. See Section 10.4 for further details on training requirements.

6.6 Archiving

The Business Area by its relevant EVP or its designee shall establish a file and send to Legal the risk assessment and due diligence documentation, DD Report and contract for each Business Partner for archiving.

6.7 Frequency of Integrity Due Diligence

For established contracts with certain high risk Business Partners, an integrity due diligence shall be re-performed no later than every three years. Upon entering into new contracts or materially amending an existing contract with an established Business Partner, the Business Area shall contact C&IA to discuss the need for a new risk assessment and integrity due diligence. C&IA may determine a more frequent interval.

6.8 Monitoring of Compliance

The relevant EVP or its designee shall ensure that certain high risk Business Partners annually certifies in writing compliance with Anti-Corruption Laws. By certifying, the Business Partner gives PGS assurance that they comply with applicable Anti-Corruption Laws, acknowledge PGS' anti-corruption requirements, and confirm that their relevant personnel have received anti-corruption training.

C&IA shall on a regular basis monitor each Business Partner's compliance documentation and perform periodic reviews/audits of their performance and payment practices, investigate any signs or allegations of potentially troublesome activities or unethical behavior, and maintain records of the Company's compliance-related activities concerning each such Business Partner.

6.9 Relationships with certain Business Partners

Governing PGS' interaction with certain exposed Business Partners being sales agents, sales consultants or representatives (each a "Consultant") is an important part of mitigating corruption risk. When a Consultant is engaged by PGS, it is vital that the Consultant acts on arms length distance and does not appear towards third parties to be an employee of the Company. This entails making it known to third parties that the Consultant acts under a consultancy contract with PGS. The relevant EVP or designee shall ensure that such Consultants are:

- Not treated as employees of PGS;
- Not allocated long term regular office space in a PGS office;
- Not granted regular access to PGS offices, but only ad-hoc access;
- Not given access to PGS IT systems, unless approved by the relevant EVP and limited to areas strictly necessary for the Consultant to conduct its tasks on behalf of PGS; and
- Not given a PGS e-mail address; and
- Not giving the impression to external parties that they are PGS employees in branding material (such as presentations, business cards, letterheads, etc.)

7 SPONSORSHIPS AND CHARITIES

Who do the rules apply to?

- All Personnel who want PGS to make contributions and donations to Charities and provide Sponsorships (defined below)

Key Points

- An application for Sponsorships or Charities shall be submitted to C&IA
- C&IA will review the application and Personnel will be required to provide information
- No travel shall be booked or other commitments made before the application is recommended by C&IA and/or approved by the relevant EVP
- Material changes to costs or travel plans shall be re-submitted for re-evaluation

7.1 Introduction

PGS engages in corporate responsibility, social investments and sponsoring, and gives charity donations to organizations around the world. This is done either to comply with laws, regulations, governmental requirements or contractual obligations, to pursue PGS' legitimate business interests, or to strengthen PGS' reputation in the areas in which we operate. If not managed properly, such activity could be seen as attempts to obtain improper advantages or improperly influence the performance of someone's duties in violation of Anti-Corruption Laws. The purpose of this Section 7 is to ensure that PGS is not exposed to corruption risks when providing Sponsorships and Charities.

Sponsorships are funding of development of expertise and infrastructure in countries in which we operate. Sponsorships include financially

sponsoring of projects, or individuals (including public officials) for meetings, seminars, courses, conferences, trade shows, facility tours, training, education, and promotions or demonstration of the Company's, its suppliers' or its customers' goods or services, including payment of reasonable travel, accommodation and living costs.

Charities are contributions to charitable activities and organizations, contributions to professional associations, and contribution to community service projects in the communities in which PGS operates.

7.2 The Rule

Sponsorships or Charities may only be offered or provided by PGS or Personnel in relation to PGS' business if:

- a) they are properly applied for and approved (cf. Section 7.3);
- b) they are made for legitimate purposes and not intended to improperly influence anyone's actions, including those of public officials, to secure an improper advantage, or in any other way can violate applicable Anti-Corruption Laws;
- c) they are fully documented and accurately recorded in the Company's books and records (cf. Section 9);
- d) they are fully transparent within PGS and the recipient, and in compliance with other internal policies of PGS and the recipient; and
- e) where obligations to provide Sponsorships and Charities are included in contracts held by the Company, these rules are complied with.

7.3 Application, Review and Approval

Any Personnel who request PGS to provide any Sponsorships or Charities shall submit a written application to C&IA using the Sponsorship tool on PGS ONLINE.

The CCO will in consultation with the General Counsel assess the corruption risks related to the application and whether it complies with the requirements of this Manual, and provide its recommendation to the applicant. In cases where the risk is regarded as high by the CCO/General Counsel, the applicant shall procure approval from the relevant EVP following consultation with CCO/General Counsel. No Sponsorships or Charities may be offered or provided by PGS or any Personnel unless properly applied for and approved. See the Anti-Corruption Work Instruction [see References] for further details.

7.4 Receipt of Sponsorships

Any Personnel who in relation to PGS' business are offered Sponsorships, such as sponsored tuition fees or participation at seminars or courses, shall always comply with Section 4 and the sponsorship will be treated the same way as gifts or entertainment received.

8 POLITICAL CONTRIBUTIONS/INVOLVEMENT

Who do the rules apply to?

- All Personnel

Key Points

- No direct or indirect political contributions shall be made in the name of PGS
- Private interests shall be kept separate from work interests if engaging in politics
- Any political views published, in print or on social media, shall clearly state that they are your personal views and not those of PGS. Your views must not be seen as the Company's views
- Expatriates shall not participate in politics outside their home country

Contributions to governments, political parties, party officials or candidates can be seen as a way of influencing decisions and make PGS vulnerable to allegations of corruption. No Personnel can make, directly or indirectly, contributions to or incur for the benefit of any political party, official, or candidate in the name of the Company, from Company assets, or from Company funds, even if such contributions are permitted by local laws, rules or regulations.

This prohibition is not intended to discourage or prohibit Personnel in their home country from voluntarily making personal political contributions, from participating in the political process on their own time and at their own expense, from expressing their personal views on legislative or political matters or from otherwise personally engaging in political activities in such country. Expatriate Personnel shall, as a rule, refrain from participating in the political process in non-home countries.

This prohibition is not intended to disallow PGS from engaging a lobbyist or consultant to help PGS promote its views. However, before engaging a lobbyist the procedures set forth in Section 6 shall apply.

9 BOOKS AND RECORDS

PGS shall maintain accurate, reasonably detailed records which fairly reflect PGS' transactions and disposition of assets. No undisclosed or unrecorded Company accounts may be established for any purpose. No false, misleading or artificial entries shall be made in PGS' books and records for any reason.

All Personnel must follow applicable standards, principles, laws and PGS procedures for accounting and financial reporting in relation to PGS' business. In particular, Personnel must prepare and complete all accounting and financial reports and records required by PGS in a timely manner. In connection with all payments and other benefits made and received and expenses incurred, Personnel must obtain all required Company approvals and, when appropriate, approvals from third parties such as government entities, public international organizations and commercial enterprises. Before authorizing or making a payment, incurring an expense or receiving a benefit that falls under the Program, the appropriate Personnel shall ensure that no part of such payment, expense, or receipt of benefit is for any purpose other than as fully and accurately described in PGS' books and records. In no event may personal funds or accounts be used to accomplish what is otherwise prohibited by Company policy.

10 COMMUNICATION AND TRAINING

The Company shall ensure that this Manual is embedded and understood throughout PGS by way of internal and external communication and training. Training will be accomplished through e-learning and tailored in-person anti-corruption training.

Personnel as well as certain Business Partners identified in Section 10.4 below shall be appropriately trained with regard to compliance with this Manual in proportion to any identified corruption risks.

10.1 New Personnel

All new Personnel should read the Manual and complete standard anti-corruption training modules within a reasonable time after joining.

10.2 Existing Personnel

All Personnel should complete an anti-corruption training refresher once a year.

10.3 Personnel particularly exposed to corruption risk

Personnel who are particularly exposed to corruption risks should undergo a tailored in-person anti-corruption training at least once a year. Typically, such Personnel include:

- Sales and business developers
- Country and Centre Managers
- Vessel Shore Supervisors, Captains, Party Chiefs, Field Engineers
- Procurement personnel
- Relevant support/corporate functions
- Other exposed roles as defined by EXT

The relevant EVP or its designee is for its Business Area responsible for ensuring that training is provided any time during the year.

10.4 Certain Business Partners

Certain high risk Business Partners and its key personnel shall be appropriately trained with regard to compliance with Anti-Corruption Laws and this Manual in proportion to the identified corruption risks.

Training packages describing the Manual, key requirements and our expectations are available in different languages. Each such high risk Business Partner is required to use the material to hold a presentation in order to train their key employees representing PGS. Completion of training shall be confirmed by the Business Partner and their relevant personnel when submitting their annual confirmation of compliance with Anti-Corruption Laws.

10.5 Responsibilities

Each Business Area by its relevant EVP or its designee is responsible to comply with these training requirements. C&IA and Legal will provide the Business Area with relevant training material.

11 MONITORING AND REVIEW

11.1 Monitoring and Auditing

C&IA shall monitor, review and report on compliance with this Manual. C&IA shall use monitoring controls and audit procedures designed to detect non-conformance with policies and procedures, including this Manual, at all locations where PGS conducts business. C&IA shall include in its audit scope an assessment of compliance with this Manual and if appropriate propose improvements. C&IA will prepare an annual risk based internal audit plan for approval by the Audit Committee. The annual internal audit plan will include audits on elements of PGS' system of controls that are designed to prevent, detect and respond to violations of Anti-Corruption Laws and this Manual. Audits of Business Partners will also be conducted, on a rotational basis. Annual internal audits shall:

- Focus on areas of elevated corruption risk identified by PGS and test the controls in place to address the risk
- Be conducted at various business locations on a periodic basis

- Assist with education of employees and as appropriate Business Partners
- Apply monitoring mechanisms
- Assess compliance with, and seek to detect violations of this Manual
- Address other relevant matters.

All internal audit reports will be presented to the CEO, relevant EVP and the Audit Committee together with the EVP's action plan(s) to address the reported issues. All actions shall be followed up by the EVP until completion of the action plans.

11.2 Monitoring controls

C&IA performs monitoring controls monthly, quarterly, annually and as required to ensure compliance with this Manual. The main controls cover the following topics:

- Gifts and entertainment registration and reasonableness
- Payments to Business Partners
- Execution of approved Sponsorships and Charities
- Business Partner's compliance documentation status
- Status on training

11.3 Compliance Scorecard

Based on results from the internal audits and monitoring controls, an anti-corruption scorecard is prepared each quarter and presented to the EXT and the Audit Committee. The scorecard reports key statistics including results of the above monitoring controls.

11.4 Anti-Corruption related Investigations

The C&IA, General Counsel and CEO are informed of any new incident received through the Compliance Hotline. C&IA will promptly review a reported case and investigate reports and allegations. In general, distribution of internal investigation reports is kept to a minimum and will only include selected involved Personnel. The reports shall not be forwarded further. In certain situations, dissemination of information needs to be specifically regulated and information security might be deployed at a higher level. The report recipients will be informed about the restrictive policy on a case-by-case basis.

References

TYPE	TITLE	NUMBER
IMS Documents	Anti-Corruption Work Instruction	