

PO-GL-COR-003

Speak Up Policy

6	31-Jul-19	Nathalie Louys	Jean Cahuzac
Revision	Revision Date	Document Owner	Document Approver

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 2 of 12

AMENDMENTS

Rev.	Date	Section	Amendment
6	31-Jul-19	All	Revisions to change name, align with refreshed Code of Conduct, strengthen personal data use consent and reinforce specific aspects in accordance with international legislation and best practice.
5	20-Mar-14	All	Minor revisions to reflect: Group Head of Compliance and Ethics and General Counsel as recipient of all concerns; clarification on access to Compliance Line by email as well as telephone, and by third parties; and other minor revisions.
4	01-Sep-13	All	Revised to reflect a change in service provider from Control Risks to Safecall.
3	27-Feb-13	1.3	Definitions section revised.
		3.1	Internal reporting procedure modified slightly.
		3.2	Wording revised to clarify the reporting process.
2	19-Jun-12	1	General update to formatting including Purpose, Scope and Reference added to comply with BMS document procedures.
		1.1	Added reference to Subsea 7's Business Management System (BMS)
		2	New section added
		3	Rewording of page 8 – Compliance Line
1	06-Jan-09	-	New document issued for use.

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 3 of 12

TABLE OF CONTENTS

1.	INTRODUCTION	4
1.1	Purpose	4
1.2	Scope	4
1.3	Definitions.....	4
1.4	References	4
2.	WHAT TYPE OF MISCONDUCT SHOULD BE REPORTED?	5
3.	WHAT WILL THE COMPANY DO ABOUT CONCERNS THAT ARE RAISED?	6
4.	HOW ARE CASES INVESTIGATED?	7
5.	PROTECTION AGAINST RETALIATION	8
6.	HOW TO REPORT A CONCERN	9
6.1	Internal Reporting	9
6.2	External Speak Up Line	9
7.	CONFIDENTIAL AND ANONYMOUS REPORTING	11
8.	PERSONAL DATA - PROTECTION AND CONSENT	12

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 4 of 12

1. INTRODUCTION

1.1 Purpose

The Subsea 7 Code of Conduct [PO-GL-COR-005](#) sets out the standards of ethical business conduct that the Company expects. All personnel are expected to help uphold and ensure that they and others who work for Subsea 7 conduct themselves in accordance with the Code of Conduct.

This Speak Up Policy (which may also be referred to as a whistle-blowing policy) is intended to supplement and help underpin the Code of Conduct. The purpose of the two documents is to support Subsea 7's commitment to business conduct that meets the highest standards of compliance and ethics, integrity, transparency, probity and accountability.

This policy establishes a mechanism and channels that enable anyone who has a reasonable or good faith belief that they have identified dishonest, unethical or illegal conduct in breach of the Subsea 7 Code of Conduct to:

- speak up in a confidential, responsible and effective way; and
- be protected against any form of retaliation or detriment.

Such mechanism and channels are for use by all Subsea 7 personnel, as well as customers, suppliers and other third parties.

This is not a policy to be used in order to question the Company's financial decisions or business strategy, nor should it be used to raise matters which would normally be considered under an HR grievance procedure or are already the subject of a disciplinary procedure.

1.2 Scope

This policy applies on a global basis to all Subsea 7 entities and personnel (including employees, contractors, agency workers, consultants and trainees) no matter where they work.

Where applicable, country-specific supplements to this policy may be published that set out any additional local law requirements. At all times this policy should be interpreted and applied in accordance with local law and any such country-specific supplements.

1.3 Definitions

The following definitions shall be used in this document.

"CEO"	shall mean the Chief Executive Officer of Subsea 7
"Code of Conduct"	shall mean the Subsea 7 Code of Conduct
"Subsea 7" or "the Company"	shall mean Subsea 7 S.A. and all of its direct and indirect subsidiaries.

1.4 References

Reference	Description
PO-GL-COR-005	Subsea 7 Code of Conduct
PO-GL-HR-007	Global Data Protection Policy
PR-GL-LAW-009	Compliance and Ethics Investigations Procedure

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 5 of 12

2. WHAT TYPE OF MISCONDUCT SHOULD BE REPORTED?

The purpose of this policy is to encourage and empower people to speak up about conduct that is unlawful, dishonest, unethical or otherwise in breach of the Code of Conduct. Subsea 7 wants to hear about such misconduct and is committed to addressing it.

It is impossible to give an exhaustive list of the types of misconduct that could be in scope, although the Code of Conduct is designed to provide pretty clear guidance. It could include but is not limited to:

- Criminal offences, including fraud, theft and embezzlement
- Corruption, bribery or blackmail
- Financial malpractice, impropriety or fraud
- Failure to comply with any legal obligation or regulation
- Matters that affect the vital interests of Subsea 7
- Actions which endanger the health and safety of Subsea 7 personnel or the public
- Actions which cause damage to the environment
- The deliberate provision of false information to public officers
- A miscarriage of justice
- The deliberate concealment of information relating to any of the above
- Any retaliation against someone for speaking up or “whistle-blowing”

Please note that, in certain jurisdictions, the types of misconduct that should be reported may be narrower due to local law. At all times, those responsible for handling reports of potential misconduct will act to ensure that local law requirements are complied with.

Everyone has a responsibility to report any such misconduct or potential misconduct as soon as they become aware of it.

In some circumstances, it might not be clear whether certain alleged misconduct is a breach of the Code of Conduct. Subsea 7 encourages people to exercise their own common sense judgement. In such cases, it is preferable that any concerns are reported in good faith rather than kept to oneself.

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 6 of 12

3. WHAT WILL THE COMPANY DO ABOUT CONCERNS THAT ARE RAISED?

All reports made in good faith will be valued and appreciated. Acting in good faith means that the person raising the concern (i) honestly believes that the alleged conduct has taken, or is taking place and would be in breach of the Code of Conduct, and (ii) normally has some evidence or at least first-hand knowledge of the alleged misconduct.

Subsea 7 will ensure that:

- All concerns raised in good faith are taken seriously;
- Where appropriate and practicable, all concerns are investigated properly and objectively;
- The person who raised the concern is advised of progress. Note: a response detailing the precise action may not be made available if this would infringe a duty of confidence owed by Subsea 7 to another party or is otherwise not appropriate in all the circumstances; and
- All action necessary to resolve a concern is taken, including disciplinary action where merited.

Subsea 7 reserves the right not to investigate a report if it reasonably believes that an investigation:

- is unwarranted in all the circumstances; or
- cannot be designed and conducted in a way that has a reasonable chance of success, on the basis of the information known to it.

This does not affect the rights to protection of a person who spoke up in good faith or on the basis of a reasonable belief.

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 7 of 12

4. HOW ARE CASES INVESTIGATED?

All concerns raised under this Policy are referred in the first instance to the Group Head of Compliance and Ethics, who will triage them and oversee the appropriate steps.

Anyone who is found to have violated the Code of Conduct, associated policies or applicable laws – whether knowingly or not – may face severe consequences. Subsea 7 is responsible for investigating breaches of our Code of Conduct and will ensure that discipline is implemented fairly, proportionally and appropriately.

Investigations are conducted by Subsea 7 in accordance with the Compliance and Ethics Investigations Procedure (PR-GL-LAW-009), which is available on the BMS. That procedure includes the following principles designed to ensure fair treatment of anyone named or otherwise involved in any investigation:

- All those involved in the investigation process must be treated with fairness and respect.
- People are presumed innocent unless or until proven guilty, and human rights are respected.
- Objectivity and impartiality must be maintained throughout the investigation process, without any presumption of guilt, bias or other preconceived opinion being permitted to distort either the process or the conclusions reached in the investigation.

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 8 of 12

5. PROTECTION AGAINST RETALIATION

In accordance with international best practice and whistle-blower protection laws in many countries, Subsea 7 will ensure that genuine concerns raised in good faith or on the basis of a reasonable belief can be raised without fear of retaliation and will not affect the continued employment, work and/or career with Subsea 7 of the person who spoke up.

Subsea 7 will not tolerate harassment, victimisation or retaliation towards any person for:

- raising concerns in good faith or on the basis of a reasonable belief; or
- objecting or refusing to participate in any act or practice that they honestly believe to be in violation of the Code of Conduct or of law.

Such harassment, victimisation or retaliation will be treated as a serious disciplinary offence in accordance with Subsea 7 procedures.

Subsea 7 aims to ensure the effectiveness of this protection through its compliance and ethics programme, which includes:

- Senior management commitment to compliance and ethics, to acting with integrity, to treating people with respect, and to fostering a culture in which speaking up is valued and respected
- Clear policies (including this one) and regular training
- The use of Safecall as an externally administered, confidential reporting channel for those who do not feel confident reporting concerns internally
- Monitoring and auditing to assess whether our programme and the desired culture have been embedded and are producing the desired effects.

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 9 of 12

6. HOW TO REPORT A CONCERN

Concerns about potential misconduct can be raised internally within the Company or to an external body through the confidential compliance and ethics reporting line.

6.1 Internal Reporting

Anyone wishing to raise a concern in principle encouraged in the first instance to discuss the matter with their direct supervisor or manager. If that is not appropriate, they can also get in touch with their human resources, legal or compliance contact, or an indirect supervisor or manager.

This method is preferred because this is the fastest way to resolve any misunderstanding and the best way to ensure an open working environment throughout Subsea 7.

If the option of reporting to a direct supervisor or manager appears to be unfeasible or inappropriate, or the response received is unsatisfactory, suspected misconduct should be reported using the Speak Up Line.

6.2 External Speak Up Line

If anyone wishing to raise a concern feels that it is not appropriate or feasible to do so through the internal reporting procedure, they may contact the confidential compliance and ethics "Speak Up" line. This service is operated by a company independent of Subsea 7 called Safecall. It is available 24 hours a day and seven days a week.

6.2.1 Contacting Safecall via the Web

The best way to contact Safecall is via the web at <https://www.safecall.co.uk/>. The process is straightforward. The person wishing to raise a concern should:

- Click on the **File a Report** button
- Choose a language
- Click on **Report an Incident** (unless they are updating a previous report)
- Choose whether they wish to be
 - Named: They agree that their identity can be passed by Safecall to Subsea 7.
 - Semi Anonymous: They agree to disclose their identity to Safecall but they do not want this passing to Subsea 7. Safecall may contact them using the details they have provided.
 - Anonymous: They do not want to disclose their identity to Safecall or Subsea 7.
- Complete the mandatory fields and provide as much other information as they can about their concern. This will help ensure that their concern is well understood and stands the best chance of being effectively investigated.
- Confirm their consent to the relevant personal data being passed to Subsea 7
- Attach any relevant documents
- Click **Submit**

They will receive a unique case number, which they should keep safely. They can use it to access their case in the future in order to provide further information, respond to any questions that may have been left for them, and receive any progress reports. **Use of this service is encouraged, as it is much easier to investigate concerns if the person who raised them is able to respond to questions in a timely way.**

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 10 of 12

6.2.2 Contacting Safecall by Telephone

Alternatively, Safecall can be contacted by telephone. Free confidential telephone lines are available for all countries in which Subsea 7 operates, and most of them are free. The numbers to call should be displayed on posters in the workplace, or they can be found on the intranet at [Compliance and Ethics on 7Online](#).

If the relevant toll-free number does not operate or none is listed for the country you wish to call from, then you can call the following toll number: +44 207 696 5952.

A translation service using an interpreter is available for individuals who do not speak fluent English. If the individual identifies their language of preference when the call is answered, a translator will be found to join the call.

6.2.3 Contacting Safecall by Email

Alternatively, Safecall can be contacted by e-mail at subsea7@safecall.co.uk.

6.2.4 How Will Safecall Handle the Report?

Any report to Safecall is handled in complete confidence. It will be logged and handled in a way that is consistent with best practice case management and investigation procedures. If anyone chooses to raise their concern via telephone, it will be answered by an independent, trained and experienced person. The caller will be provided with an explanation of the procedure and a reference number, and then be asked a number of questions in order to establish the facts.

All anonymous callers or e-mailers will be provided with a unique reference number and a date to get back in touch for an update. This reference number may also be used to submit further information to assist enquiries. Times for additional updates can be agreed, if the caller requires.

6.2.5 Whom Will Safecall Notify?

Safecall will promptly notify both the Group Head of Compliance and Ethics and the General Counsel, who will initiate the relevant actions to investigate the case.

If the allegations relate to the Group Head of Compliance and Ethics or the General Counsel, Safecall will notify the CEO with a copy to the Chairman of the Subsea 7 Corporate Governance and Nominations Committee.

If the allegations relate to the CEO or any of the Subsea 7 Board of Directors, Safecall will notify both the Chairman of the Subsea 7 Corporate Governance and Nominations Committee and the Chairman of the Board of Subsea 7 S.A.

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 11 of 12

7. CONFIDENTIAL AND ANONYMOUS REPORTING

All reports (whether via the internal procedure or the external Speak Up line) will be handled in complete confidence, and the identity of the individual reporting the issue will be kept confidential and only disclosed to those who need to know it for purposes of any investigation.

Reports may also be made anonymously, if local laws permit, in which case Subsea 7 will not find out the identity of the person who raised the concern.

Please note that it is more difficult for an issue to be investigated, to protect the individual reporting the issue or to give them feedback, if the individual cannot be identified. An investigation stands a much greater chance of success if the person who raised the concern remains in communication via the Safecall portal, by email or telephone. Even if they choose to remain anonymous, it is still possible and desirable to establish a channel of communication.

PO-GL-COR-003	Compliance and Ethics	31-Jul-19
Revision: 6	Speak Up Policy	Page 12 of 12

8. PERSONAL DATA - PROTECTION AND CONSENT

All personal data provided will be processed in accordance with the Subsea 7 Global Data Protection Policy (PO-GL-HR-007), which is available via the Business Management System. In all instances, such data will also be handled in accordance with local data protection and privacy laws.

Anyone raising a concern via the internal reporting channels or via the external Speak Up line consents to the use of any personal data provided by them (including their identity, unless they have chosen to remain anonymous or semi-anonymous) for the purpose of Subsea 7 investigating and remediating any concern in accordance with this policy.