



Third Party Code of Conduct

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1 PURPOSE

The purpose of this Code of Conduct is to establish the rules and mandatory values in the relationship of Third Parties with Foresea. We believe that developing suppliers, ensuring ethical relationships, consolidating values and principles, encouraging integrity, are strategies that, together, put into practice the maximization of value creation for all stakeholders.

1.1 Initial Considerations

Foresea Drilling S.A. (“Foresea”) values their reputation and credibility, and the ethical principles that guide their performance contribute to maintaining their image as a solid, reliable entity before their employees, shareholders, customers and Third Parties (suppliers, service providers and business partners, whether they are individuals or legal entities).

The contents of this document are in line with Foresea’s Code of Conduct and seeks the commitment of all Third Parties interested in having a business relationship with Foresea. Foresea.

Those who do not comply with the behaviors detailed in this Code shall be subject to sanctions, which may mean the early termination of the agreement with no compensation, collection of losses and damages, in addition to other measures specifically provided for in the agreement entered into by and between the parties.

We want our Third Parties to make efforts so that all business is guided by the principles established in this Code.

2 SCOPE

It applies to all Third Parties, their employees and subcontractors who have a business relationship or who wish to have one with Foresea or on their behalf.





3 TERMS & DEFINITIONS

Bribery: Offer, promise, delivery, consent, acceptance or request of an improper advantage of any value, which may be financial or non-financial, either directly or indirectly, in breach of applicable laws, as an incentive or reward to a person for acting or failing to act in connection with the performance of their duties or responsibilities.

Controls: mechanisms that minimize the possibility of risks occurring or mitigate their impact on the business.

Corruption: art 5 of Law No. 12846/13, available online at www.planalto.gov.br/ccivil_03/_ato2011-2014/2013/lei/l12846.htm, in addition to the criminal types that can be perpetrated by individuals against the national and foreign Public Administration, such as arts. 333 and 337-B, C and D of the Brazilian Criminal Code. Corruption can take up

many forms, such as bribery, conflict of interests, collusion, patronage, intermediation of illegal information, use of privileged information, tax evasion, among others.

Employees: all those who work and are part of the company, their subsidiaries and businesses, including Directors, Officers, professionals of any kind, interns or trainees.

Extortion:

art 158 of the Brazilian Criminal Code, available online at www.planalto.gov.br/ccivil_03/decreto-lei/del2848compilado.htm. Practice of serious, imminent threat to the physical or mental integrity of an individual, used to obtain an improper economic advantage.

Family members: as provided for in COAF Resolution No. 40 from November 22nd, 2021. Art. 2, paragraph 1, are those considered relatives in a direct line up to the second degree (father, mother, grandfather, grandmother, son, daughter, grandson, and granddaughter), the spouse, the partner, any stepson(s) and stepdaughter(s).

Improper Advantage: Any tangible or intangible good promised or delivered with the purpose of improperly influencing or rewarding any action, decision or inaction of a certain person, whether or not they are Public Agents. Gifts, presents, hospitalities and trips with the purpose of improperly influencing someone may be included in this entry.

Moral Harassment: According to CNJ Resolution No. 351, moral harassment is characterized by the continuous, repeated process of abusive conduct that, regardless of intention, violates the integrity and human dignity of workers through the degradation of social and professional relationships and of the work environment, requirement to fulfill unnecessary or exorbitant tasks, discrimination, humiliation, embarrassment, isolation, social exclusion, defamation or psychological damage.

Politically Exposed Person: as provided for in COAF Resolution No. 40 from November 22nd, 2021. Art. 1, paragraph 1 For the purposes of the provisions contained in this Resolution, politically exposed persons are considered to be: I - holders of elective mandates of the Executive and Legislative Branches of the Federal Government; II - holders of positions in the Executive Branch of the Federal Government, of: a) Minister or equivalent; b) Special Nature or equivalent; c) President, Vice-President and Officer, or equivalent, of entities of the indirect public administration; and d) Senior Management and Advice - DAS level 6 or equivalent; III - members of the Brazilian National Council of Justice, the Federal Supreme Court, the Superior Courts, the Regional Federal Appellate Courts, the Regional Appellate Labor Courts, the Regional Appellate Electoral Courts, the Superior Council of Labor Justice and the Federal Justice Council; IV - the members of the National Council of the Public Prosecutor's Office, the Federal Attorney General, the Deputy Federal Attorney General, the Labor Attorney General, the State Attorney General for the Military Justice, the Deputy Federal Attorney Generals and the Regional Attorney Generals for the States and the Federal District; V - the members of the Federal Accounting Court, the Attorney General and the Deputy Attorney Generals





for the Public Prosecutor's Office with the Federal Accounting Court; VI - the national Presidents and Treasurers, or equivalent positions, of political parties; VII - the State and Federal District Governors and Secretaries, the State and City Representatives, the Presidents, or equivalent positions, of state and city indirect public administration entities and the Presidents of Courts of Justice, Military Courts, Accounting Courts or equivalent entities for the States and the Federal District; VIII - the Mayors, City Councilors, City Secretaries, Presidents, or equivalent positions, of city indirect public administration entities and the Presidents of City Accounting Courts or equivalent entities.

paragraph 2 For the purposes of the provisions contained in this Resolution, politically exposed persons are also considered to be those who, abroad, are: I - heads of state or government; II - politicians of higher levels; III - occupants of government positions of higher levels; IV - general officers and members of higher levels of the judiciary branch; V - executives of higher levels of public companies; VI - leaders of political parties.

paragraph 3 For the purposes of the provisions contained in this Resolution, politically exposed persons are also considered to be the leaders of higher levels of entities governed by private or public international law.

paragraph 6 The status of politically exposed person lasts for five years from the date on which the person ceases to appear in a position included in paragraph 1, in paragraph 2 or in paragraph 3 of this article.

Public agent: art. 2 of Law 8,429/92, available at www.planalto.gov.br/ccivil_03/leis/L8429compilada.htm: government considered to be the political agent, government official and all those who exercise, even if temporarily or with no compensation, due to election, appointment, designation, hiring or any form of investiture or relationship, term of office, position, job or role within the entities referred to in art. 1 of such law, namely: (i) Executive, Legislative and Judiciary Branches; (ii) Direct and indirect administration within the scope of the Federal Government, States, Municipalities and the Federal District; (iii) Private entity that receives either tax- or credit-related allowances, benefits or incentives, public or government entities; and (iv) private entity for whose creation the treasury has concurred or concurs in their current assets or revenue.

Risks: the effect of uncertainty on the achievement of Foresea’s purposes, characterized by a deviation from the expected, either positive and/or negative. Risk is often expressed in terms of a combination of consequences of an event and the associated probability of occurrence.

Sexual Harassment: According to CNJ Resolution No. 351, sexual harassment is characterized by behaviors with sexual connotation perpetrated against a person’s will, whether orally, non-orally or physically, expressed using words, gestures, physical contact or other means with the consequence of disturbing or forcing the person, affecting their dignity, or creating an intimidating, hostile, degrading, humiliating or destabilizing environment for them.

Subsidiaries or Controlled Companies: companies in which Foresea, directly or through other subsidiaries, is the holder of partner rights that permanently ensure dominance in corporate resolutions and the power to elect the majority of Managers.

Third Parties: means any individual or legal entity acting on Foresea’s behalf, in their interest or for their benefit, providing services or other goods, as well as business partners providing services to Foresea which are directly related to obtaining, retaining or facilitating business, or for conducting Foresea’s affairs, including, among others, any distributors, agents, brokers, middlemen, forwarding agents, supply chain partners, consultants, resellers, contractors and other professional service providers.

Valuable(s): any kinds of financial and non-financial offering such as cash, gifts, meals, entertainment, transportation, favors, services, loans, guarantees, use of property or equipment, job or internship offers, donations or favorable opportunities, political or charitable contributions, changes in terms of business, discounts, reimbursement or payment of expenses or debts.

4 - DEVELOPMENT

4.1 - Work Environment

Foresea values cordiality, respect, dignity, and ethics in the relationships between their employees, regardless of any hierarchical position, role or assignment. Such conducts should also be observed by our Third Parties and respective employees.

In addition to complying with the legal requirements of the location where the service will be provided, Foresea’s Third Parties must abide by internationally recognized human rights, especially, but not limited to the provisions contained in articles 1 to 5 of the **Universal Declaration of Human Rights (UDHR)**, adopted and proclaimed by the General Assembly of the United Nations.



4.1.1 Harassment

Foresea does not condone coercive practices to obtain advantages by abusing their power, or through inhumane treatment, corporal punishment or harassment, whether economic, moral, sexual, racial, political, religious or of any other kind.

4.1.2 Labor Practices

We admit only the establishment of a business relationship with Third Parties that respect human rights and abide by labor laws. The Third Party must have health, safety and quality of life guidelines which are known to all of their employees.

Foresea requires their Third Parties to strictly comply with the labor laws of the locations where they operate and abide by current collective agreements and conventions, but this should not imply the establishment of any relationship with Foresea. Child labor, slave-like work, sexual exploitation or human trafficking shall not be allowed, nor shall any breach of current laws or anti-corruption laws or environmental laws. Furthermore, the use of alcoholic beverages and drugs in the work environment is prohibited, as is the entry, into Foresea's facilities, of people under the influence of substances that interfere with their behavior, thus affecting security and work activities.

The sale or exchange of goods or services on Foresea's premises is only allowed when institutionally organized by Foresea.

4.1.3 Occupational Health, Safety & Environment

4.1.3.1 - Environment

We recognize that the ecologically balanced environment is a good for common use and key to quality of life, and must be protected and preserved for future generations.

Our Third Parties must also undertake such a commitment; in addition to working within environmental laws and regulations, having a legitimate operation and engagement in environmental causes, mitigating risks which could impact the environment.

4.1.3.2 Health & Safety

We work with precision in every detail. Foresea prioritizes people's safety, which is one of our commitments. We take care of ourselves, others and the environment. In the work environment, everyone should feel safe to perform their activities with quality.

Health and safety is everyone's responsibility. Our Third Parties are an important part of the process, and must comply with the legal provisions and adopt good occupational health and safety practices, including proper equipment, training on safety issues, use of PPE, among other measures.

4.1.3.3 Report of Incidents Concerning Occupational Safety and the Environment

In the event of incidents and inspection, within the scope of the Third Party's provision of services involving Foresea, the Third Party and their employees, whoever first comes into contact with the incident or with the public authorities, is required to promptly report it and afterwards also in writing to those internally responsible for Foresea's occupational and/or environmental safety, as applicable.

4.2 Abidance by the Laws

We work with ethics, integrity and truth in everything we do. Foresea's Third Parties must operate in accordance with international treaties, conventions and standards, such as The UN Universal Declaration of Human Rights, and also the UN Guiding Principles for Business and Human Rights.

The diversified and dynamic business context in which Foresea operates requires that the behavior of their Third Parties goes beyond the wording in the laws. Third Parties should preserve the spirit of the laws and regulations, in compliance with the highest ethical, integrity and truthfulness standards.

Such a responsibility also involves adopting applicable measures when they become aware of improprieties, such as reporting to Foresea's Ethics Channel.

Questions concerning the legality of a behavior should be clarified with the legal officer or person in charge of compliance at Foresea.

4.2.1 Confidentiality of Information

We value reliable connections. The Third Party must ensure the secrecy and confidentiality of information and communications, guaranteeing the due protection of their stakeholders, such as employees, suppliers and business partners. Any intentional or unintentional disclosure of classified or strategic data is prohibited. Therefore, the Third Party must undertake to adopt secure processes, ensuring the effective control of access to data, and also to apply security controls in its infrastructure.





4.3 Accounting Entries

Accounting entries are a tangible representation of a company's results. Therefore, Foresea's Third Parties must ensure that there are internal controls to guarantee the prompt preparation and reliability of their reports and financial statements. The integrity of such entries thus becomes a cornerstone of the reliability and transparency between Foresea and their Third Parties.

The laws, standards and commonly accepted accounting principles must be strictly met, in each place of operation, in order to generate complete, intact, accurate, and consistent entries and reports which allow the disclosure and evaluation of operations and results of Third Parties.

Foresea does not tolerate and shall not maintain a business relationship with Third Parties that present false, misleading or incomplete accounting entries.

4.4 Fighting Corruption

The commitment of Foresea's Third Parties in complying with the Anti-Corruption Laws applicable in the places where they operate is key.



We do not tolerate any type of involvement representing illegality or which is associated with criminal activity. Everyone is required to strictly comply with the anti-corruption laws, and is prohibited from offering, promising, making, authorizing or providing (either directly or indirectly) improper advantages, whether through payments, gifts or transfer of value (or valuable) to anyone.

Any sign of impropriety with an impact on the reputation of Foresea's Third Parties shall give rise to the revision of their agreements and to the enforcement of appropriate sanctions and developments, and, in the last case, the early termination of the agreement.

Foresea does not admit the practice of any act relating to corruption and values meritocracy and fair competition in the markets.

Foresea's Third Parties and their employees must undertake the responsibility and the commitment to fight and not tolerate corruption, in any of its forms, including private corruption, extortion and bribery, saying no, with resolution and firmness, to business opportunities that conflict with this Code of Conduct or with the anti-corruption laws and its regulations, especially the Brazilian one (Law No. 12,846/2013) and the North American one ("FCPA").

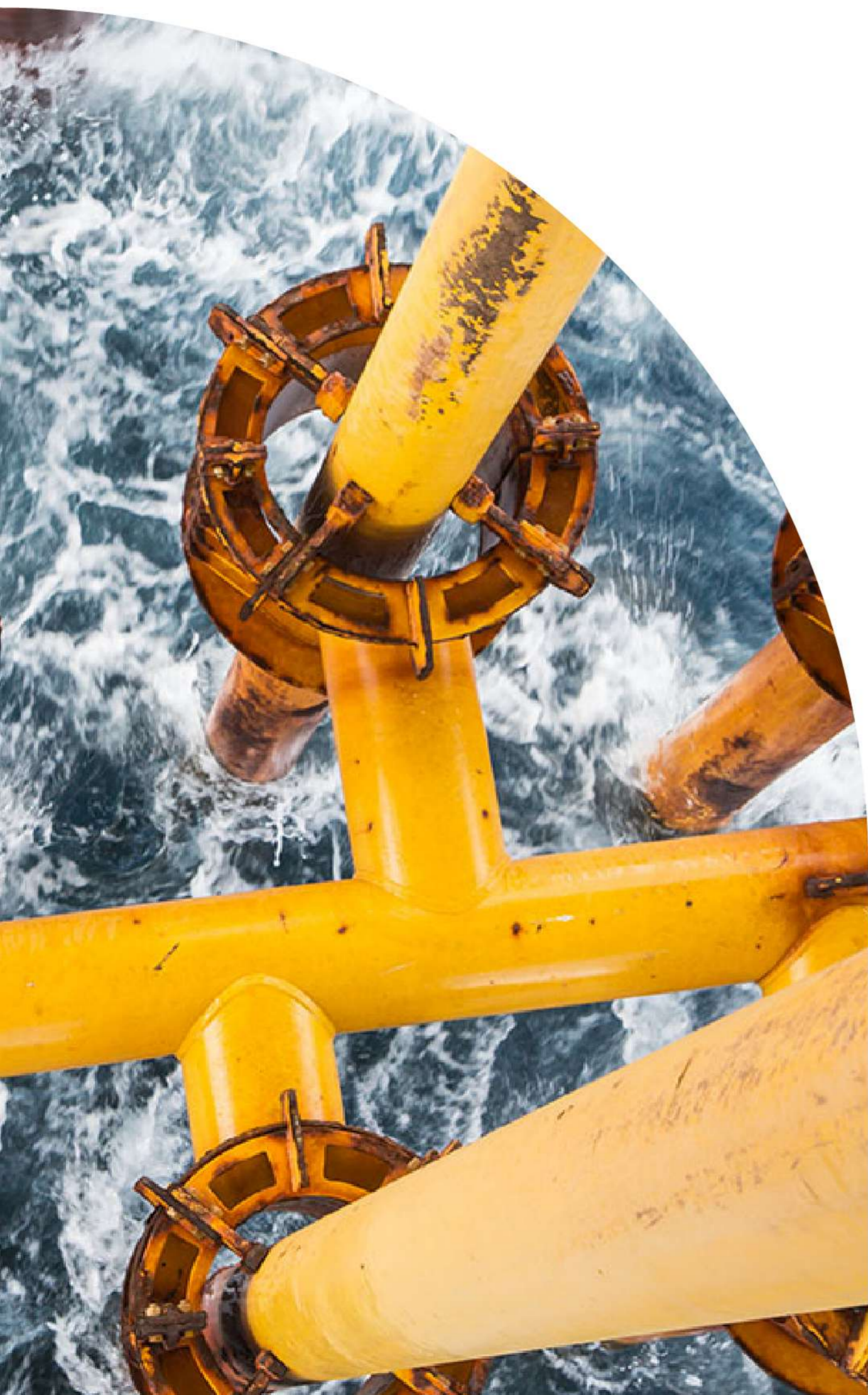
4.4.1 Prohibitions

Considering the various anti-corruption laws, the Third Parties that operate directly or indirectly in Foresea's interest or for their benefit are prohibited from:

- Offering, promising, accepting, inducing, giving or authorizing, either directly or indirectly, an Improper Advantage or Valuable to any person, especially to Government Agents or third party related to them, aiming at influencing decisions in favor of Foresea, or involving any form of personal gain which may affect Foresea's interests;
- Offering, promising, inducing, giving or authorizing, either directly or indirectly, facilitation payments, which are payments considered negligible, made to Government Agents or third party related to them in order to attempt to secure an advantage, usually to expedite routine or nondiscretionary actions, such as permits, licenses, customs documents and other official documents, or police protection and other actions of a similar nature;
- Offering, promising, accepting, inducing, giving or authorizing, either directly or indirectly, Bribery in any of its forms;

- Offering, promising, accepting, inducing, giving or authorizing, either directly or indirectly, an Improper Advantage or Valuable as a result of threats, blackmail, extortion and enticement, except in cases where the life or safety of a person is endangered;
- Financing, funding or sponsoring the perpetration of unlawful acts;
- Manipulating or defrauding public or private bidding procedures or agreements;
- Using an intermediary to disguise or hide your identity and real interests in order to perpetrate unlawful acts;
- Hindering investigation or inspection activity of bodies, entities or Government Agents.





4.4.2 Third Party Liability

Third Parties must also ensure the selection of their employees, suppliers/subcontractors and business partners, who must operate in keeping with current laws relating to their activities. Foresea strongly encourages Third Parties to perform procedures to verify the practices of their employees, suppliers/subcontractors and business partners prior to the decision to maintain business relations with them, in order to identify any misconduct or risks associated with the anti-corruption laws and values contained in this Code.

The Third Parties may be held liable for damages arising from the practices, acts or omissions of their employees, suppliers/subcontractors, and business partners that may be incurred or are incurred by Foresea.

4.4.3 Integrity Due Diligence

In addition, all of Foresea's Third Parties may undergo integrity due diligence at Foresea's discretion. This analysis assesses the risk level in the relationship with the Third Party, based on information pertaining to reputation, trustworthiness, anti-corruption practices, as well as pertaining to the scope and value of the business relationship.

The Third Party's sole responsibility within the scope of the due diligence procedure is to complete the due diligence questionnaire with full, accurate and updated information. The result of the integrity due diligence shall be recorded and documented and shall serve as a basis for deciding whether to start or continue the business relationship with the Third Party and the required monitoring level.

4.4.4 Anti-Corruption Commitment

Any and all contractual instruments entered into with the Third Parties must contain articles relating to compliance with applicable anti-corruption laws, by both Foresea and the Third Party. Everyone is required to strictly comply with the anti-corruption and anti-money laundering laws and is prohibited from offering, promising, making, authorizing or providing (either directly or indirectly, through third parties) improper advantages, payments, gifts, or the transfer of any valuable item to anyone, whether or not they are a government agent, to either influence or reward any illegal action or decision for the benefit of the company they work for or of Foresea.

4.5 Prevention of Money Laundering

Foresea's Third Parties and their respective employees must comply with the laws and regulations that address money laundering and terrorist financing in all of the countries where they operate.

Money laundering and terrorist financing and the facilitation thereof are strictly prohibited in any form or context.

Foresea can only conduct business with Third Parties, including agents, consultants, and business partners who are involved in lawful activities and whose resources are of legitimate origin.

4.6 Exercising Political Rights

4.6.1 Non-Political Engagement

In accordance with their principles and concepts, Foresea does not adopt a political partisanship. Thus, Third Parties, their subcontractors and employees are prohibited from linking Foresea to political party activities. It is also prohibited to conduct political party activities or to obtain votes, either directly or indirectly, in establishments or through the media owned by Foresea, nor to promise, offer, authorize, accept or give, either directly or indirectly, political contributions to political parties or candidates for public office with the resources or on behalf of Foresea.

4.6.2 Respect for the Exercise of Citizenship

Notwithstanding, Third Parties, as well as Foresea already does it, must respect the choices and the personal exercise of citizenship of their employees, including the free expression of thought and the individual option of political participation, political party affiliation and candidacy for public or political positions.

4.7 Integrity in Practice

It is the responsibility of Foresea's Third Parties to ensure that the ethical principles established herein are effectively practiced by any and all employees, executives, partners, shareholders and subcontractors involved in the business relationship with Foresea.

Third Parties must ensure their employees understand the applicable anti-corruption laws, their respective codes of conduct and policies.

If the Third Party is not able or interested in doing it, they may request Foresea to provide them with training sessions that address the major topics covered in this Code.



4.8 Breaches of Conduct

Foresea's Ethics Channel is available to anyone wishing to report a case of suspected or actual ethical misconduct. The Channel is designed to ensure absolute secrecy, protecting the whistleblower, either they are identified or anonymous, preserving the information so that the investigation may be conducted seriously and impartially. All complaints must include as much information as possible, generating support for a fair and balanced decision-making. Under no circumstances shall there be breach of confidentiality, intimidation, blackmail or retaliation against any whistleblower.

Phone No.: 0800 300 45 24 (available 24/7)
Website: canaldeetica.com.br/foresea/

If any violation of the provisions contained in this Code is identified and duly confirmed, Foresea shall adopt appropriate action to mitigate damages and losses, which may include, but are not limited to:

- Warning;
- Cooperation with competent authorities;
- Award of damages;

- Suspension or termination of agreements;
- Replacement of people involved;
- Inclusion of facts in the Company's internal record for future reference.

5 ASSIGNMENTS & RESPONSIBILITIES

Not applicable.

6 VALIDITY

This Code shall enter into force after it is Reported to the target audience and shall remain in force for a maximum period of 3 years.

7 GENERAL PROVISIONS

7.1 Questions

Foresea understands that the professional conduct of their employees, interns, outsourced workers, temporary employees and legal representatives in Brazil and abroad must always be conducted in an ethical, honest and

truthful manner, in accordance with applicable laws, regulations and best practices.

Any questions or cases not provided for in this Code must be emailed to the Compliance Area to: conformidade@foresea.com.

8 REFERENCES

Not applicable.



