



CODE OF ETHICS

2020



ABS
& AFFILIATED COMPANIES



ABS MISSION

The mission of ABS is to serve the public interest as well as the needs of our members and clients by promoting the security of life and property and preserving the natural environment.

ABS GROUP MISSION

The mission of ABS Group of Companies is to be a leading global provider of technical services that better enable our clients to operate safely, reliably, efficiently, and in compliance with applicable regulations and standards. We are focused on adding value to the industries we serve and strategically capturing synergies with ABS.



COMPLIANCE COUNTS

COUNT US IN

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MESSAGE FROM THE CHAIRMAN



One of our most important assets at ABS and ABS Group is our reputation for ethical and reliable service. It affects every aspect of our business and operations. Whether we are providing classification services, assisting clients with asset integrity and reliability, certifying systems or processes, or engaging in any number of other tasks, the industries we serve count on us to provide an independent and impartial view that can be trusted.

We trade on our integrity. Each of us is personally responsible for maintaining the credibility of this organization. We must, at all times, operate at the highest level of integrity. And we must continue to build on the trust and loyalty we have cultivated over the years with our clients.

Within the *Code of Ethics* you will find the standards and practices that form the foundation for conduct based on integrity. This is your guide to fulfilling your ethical

and legal responsibilities as an employee of ABS or ABS Group. This document also establishes guidelines for interacting with one another as well as clients, stakeholders and competitors. We expect every member of our team to follow the Code.

If you have any questions regarding the information in this document, I encourage you to reach out to your supervisor or contact a member of the Ethics and Compliance team. An open dialogue regarding ethical behavior is a cornerstone of our organization. This includes the freedom for any employee to raise concerns about possible infractions of the Code, in good faith, without fear of retaliation.

A strong commitment to ethics and integrity is not just good business – it is part of the fabric of who we are as an organization and as individuals – the *Spirit of ABS*. Our clients trust us to be their partner. We trust one another to operate according to the highest standards of conduct. It is our commitment to ethics and integrity that has laid the foundation for past and future success, to the benefit of us all.

Sincerely,

A handwritten signature in black ink that reads "Chris". The signature is written in a cursive, slightly stylized font.

Christopher J. Wiernicki
Chairman of ABS and ABS Group of Companies



COMPLIANCE COUNTS COUNT US IN

WHO MUST FOLLOW THE CODE?

The short answer is: everyone. The *Code of Ethics* is applicable to all employees of ABS and its affiliates, including ABS Group of Companies (the Company). The Code also applies to third parties who work on behalf of the Company, such as agents, independent contractors and other non-employee representatives.

Officers, supervisors and other management personnel are responsible for enforcing the Code within their specific areas of supervisory responsibility. This responsibility includes a commitment to review the Code with their employees to make sure they understand its provisions, and to encourage open communication about the Code, including raising questions and compliance concerns.

PENALTIES FOR VIOLATIONS

Employees who fail to comply with the Code are subject to disciplinary action, up to and including termination of employment.



COMPLIANCE COUNTS COUNT ME IN

OUR GUIDING PRINCIPLES

Our day-to-day business is guided by three principles: integrity, good faith and excellence.

INTEGRITY comes from consistently behaving according to a set of values and ethics. We are committed to maintaining the highest level of ethical conduct in all of our actions, wherever we operate throughout the world. This commitment includes complying with all laws and regulations.

GOOD FAITH is inherent in all of our dealings. Whether working with colleagues, customers, vendors, representatives of government agencies or other parties, we will always demonstrate respect, sincerity, honesty and impartiality. Our pledge to always act in good faith preserves our reputation as a trusted business organization that serves the public good.

EXCELLENCE and its pursuit are fundamental to the success of our business. Through our company-wide commitment to excellence, we strive to meet our customers' needs while serving the best interests of our surrounding communities and the public at large.

These principles are the foundation of the *Code of Ethics*, which helps define who we are as a company. By incorporating them into everything we do, our Company will be strong and successful and recognized as a valued business partner.



COMPLIANCE COUNTS

USING THE CODE

The success of our Company depends on every individual's commitment to strive for the highest standard of ethical business conduct at all times.

The Code serves as a blueprint for doing what is right and for acting ethically and in compliance with the law, no matter where we conduct business. It is not a book of instructions but rather a set of guidelines created to highlight ethical standards and protect our Company's reputation as we conduct business worldwide, across different countries and different cultures.

Although the Code cannot address every possible scenario you could encounter, it will support you in making ethical decisions and understanding when and how to seek additional guidance.

Where local laws, cultures or customs differ from the principles and standards established in the Code, you should seek guidance from Ethics and Compliance.

THE CODE PROMOTES

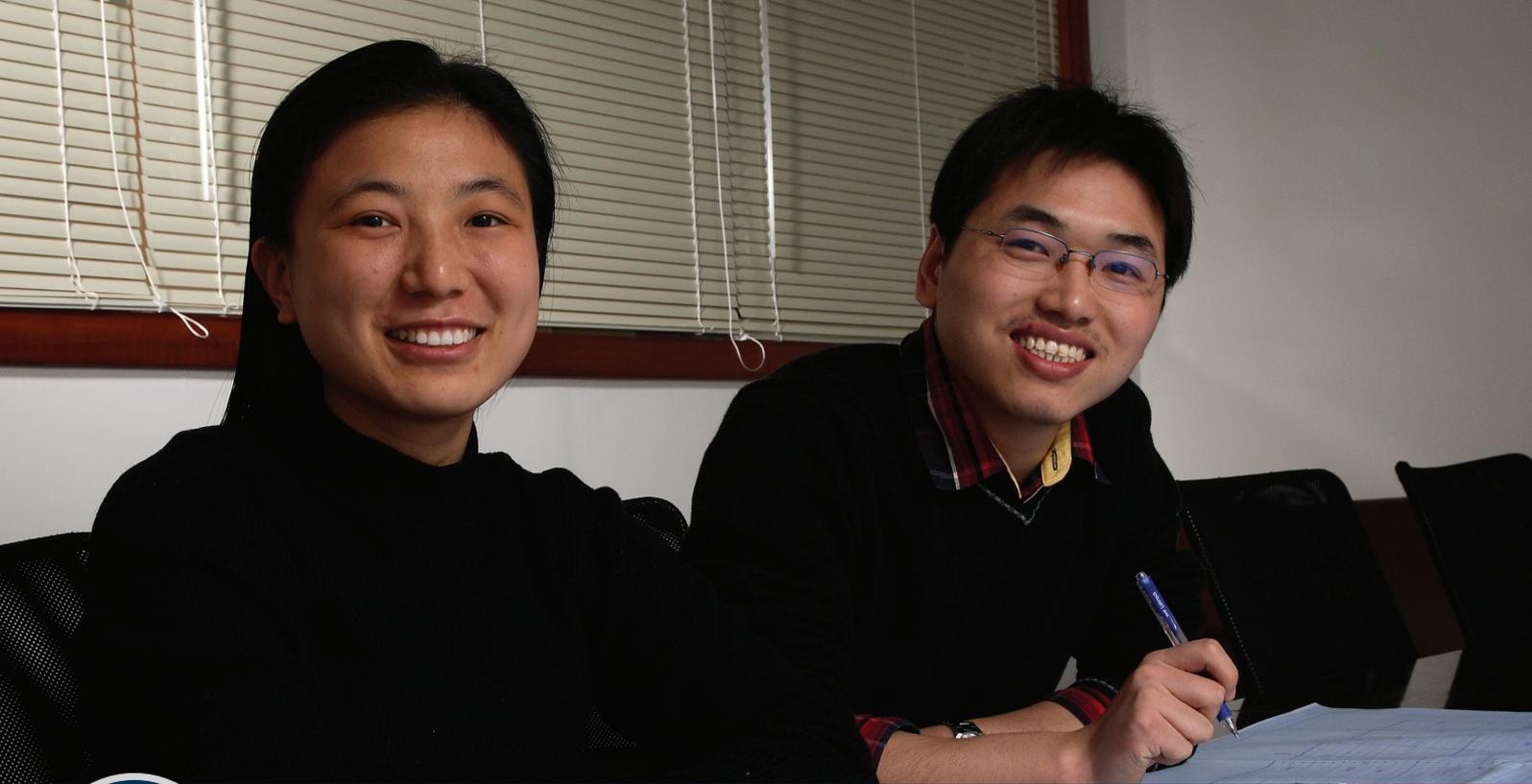
- The highest level of honest and ethical conduct
- Protection of confidential and proprietary information
- Compliance with applicable laws, rules and regulations
- Open communication and prompt reporting of violations
- A culture of mutual respect

What would you do?

When faced with a difficult situation that is not specifically covered in the Code, use your good judgment and common sense. Ask yourself the following questions:

- Am I uncomfortable with what I am being asked to do? Does it violate any law or regulation?
- Is the action consistent with Company policies?
- Is it consistent with the Company's guiding principles?
- Could it put the Company's reputation at risk?
- How would I feel if the situation was reported in a newspaper or on a news website?
- Would I want my family to know about it?
- Before acting, would I feel more comfortable talking through my concerns with my supervisor?
- Would I want someone to treat me in the same way that I would be acting?

If something seems unethical or improper, it probably is. If you are unsure of what to do, don't guess. Play it safe and ask before acting. Seek assistance from your supervisor or Ethics and Compliance.



COMPLIANCE COUNTS COUNT US IN

REPORTING AND NON-RETALIATION POLICY

Open communication about the Code is fundamental to its integration into our culture and daily activities. We encourage employees to discuss ethics openly with their peers and to seek advice from supervisors and other managers about the right course of action when a questionable situation arises.

Supervisors have a duty to provide guidance in ethical business conduct, and their doors should always be open. However, if you do not feel comfortable approaching your supervisor, you can report your concern or discuss your question with Ethics and Compliance.

REPORTING CONCERNS

Each of us has a duty to report illegal or unethical conduct within our workplace. Reporting concerns and asking questions is fundamental to following our Code. The Company takes all reports of misconduct seriously. Your identity and the information you provide will be shared only to the extent necessary with those responsible for addressing the concern.

To report a concern, the best place to start is generally with your supervisor. Remember, it is your supervisor's job to help solve problems. But if you are not comfortable speaking directly with your supervisor, there are several other options available to you.

EMAIL

Send an email to the following account:

EthicsandCompliance@eagle.org

Each message will be addressed by a member of Ethics and Compliance.

PHONE

The **EthicsPoint Hotline** is a toll-free number (1-866-293-1461) managed by EthicsPoint, Inc.

It is available 24 hours-a-day, seven days-a-week.

If you are calling from outside the United States and Canada, please visit the EthicsPoint website (www.abs.ethicspoint.com) for a list of toll-free numbers for other countries.

ONLINE

Submit a concern electronically on the EthicsPoint website (www.abs.ethicspoint.com).

MAIL

Send a message by mail to:

Ethics and Compliance

1701 City Plaza Dr.

Spring, TX 77389 USA

Confidentiality will be maintained to the fullest extent possible.

NON-RETALIATION POLICY

Our Company is committed to fostering an ethical culture in which individuals feel comfortable making reports or raising concerns regarding illegal or unethical conduct without fear of retaliation. Retaliation occurs when negative action is taken against an employee because he or she made a good faith report or raised a good faith concern about possible illegal or unethical conduct in the workplace. Adverse treatment of individuals who raise concerns in good faith is a violation of both our Code and our ethical principles and will not be tolerated. Any individual who retaliates against someone who has made a report or raised a concern in good faith is subject to discipline, up to and including termination of employment.

If you feel you have been subject to retaliation for raising a concern or making a report regarding illegal or unethical conduct, contact Ethics and Compliance immediately.

Can I remain anonymous when I report my concerns?

When you call the EthicsPoint Hotline or submit a concern via the web, you may choose to remain anonymous. As long as maintaining your anonymity does not conflict with local laws, your request will be honored. However, we encourage you to identify yourself because that will make it easier to review your concerns. The Company will investigate each concern, and your anonymity will be maintained to the fullest extent possible.

What can I expect when I call the EthicsPoint Hotline or submit an online concern?

When you call the EthicsPoint Hotline, your call will be answered by a third party who will listen to your concerns and ask you follow-up questions. Your report will be made available only to specific individuals within the Company who are charged with addressing the concern. Following your conversation or online submission, you will be given a unique password. This will enable you to get an update on the status of your report and/or communicate additional information or concerns.



COMPLIANCE COUNTS COUNT US IN

TREATING ONE ANOTHER FAIRLY

We are committed to fostering a culture that encourages mutual respect and the promotion of diverse ideas and perspectives. Our commitment to respectful behavior extends beyond the Company's walls and includes everyone with whom we interact in the course of business. All supervisors and other members of management are responsible for maintaining a workplace atmosphere that promotes mutual respect, diversity and freedom from all forms of harassment and discrimination.

HARASSMENT

The Company prohibits all forms of harassment including sexual harassment and other hostile behavior, such as bullying and intimidation. Harassment - whether verbal, visual or physical - has the potential to harm an individual as well as interfere with his or her work performance.

The Company will not tolerate harassment of or by any employee or individual with whom we do business. Anyone who participates in any form of harassment will be subject to disciplinary action, up to and including termination, whether or not the inappropriate conduct constitutes a violation of law.

Some examples of harassment include:

- Derogatory comments based on racial or ethnic characteristics
- Unwelcome sexual advances or requests for sexual favors
- Displaying sexually explicit pictures, cartoons or other materials
- Offensive remarks or jokes and lewd behavior, including vulgar or profane language
- Any form of physical threat or physical intimidation

- Unsolicited questions about a person's sex life or sexual orientation
- Demeaning comments about a person's appearance
- Using patronizing titles or nicknames, especially relating to a person's age, race, sexual orientation or disability
- Spreading malicious rumors or insulting someone directly
- Making threats or comments about a person's job security without good reason
- Any conduct that denigrates, ridicules, intimidates or is physically abusive to an individual or group

DISCRIMINATION

The Company does not discriminate against any employee, or applicants for employment, based on personal characteristics such as:

- Race
- National origin
- Age
- Marital status
- Gender identity
- Citizenship status
- Transgender status
- Color
- Gender
- Physical or mental disability
- Sexual orientation
- Veteran status
- Religion
- Creed

The Company is firmly committed to providing equal opportunity in all aspects of employment and personnel practices, including recruitment, advancement, salary and benefits, termination and retirement processes.

I recently went out for dinner with a few co-workers following our first day of a week-long offsite training seminar. One of my co-workers said some offensive things that made me really uncomfortable. Even though this didn't happen at the office, should I still report it?

Yes, you should report this conduct to your supervisor or any other member of management. You may also report the conduct to Human Resources and Ethics and Compliance. Even though this conduct did not take place during a traditional work day, our Company's commitment to mutual respect extends beyond what happens in the office. It also covers all work-related settings, such as business trips and business-related social events.

TAKEAWAYS

- **Respect** all employees, clients and business partners.
- **Be sensitive** to how your behavior may affect those around you. Never tell jokes that may offend someone else.
- **Consider your actions and put yourself** in the other person's position.
- **Speak up** if you find someone's actions offensive or hostile.
- **Report** issues to your supervisor, other management, an HR representative or Ethics and Compliance if you experience or are aware of any act of discrimination or harassment.
- **Seek guidance** from an HR representative or Ethics and Compliance if in doubt about the appropriate action to take.



COMPLIANCE COUNTS COUNT ME IN

DISCLOSING CONFLICTS OF INTEREST

All employees have a responsibility to act in the Company's best interest. A potential or actual conflict of interest arises when an employee's personal interests conflict, or appear to conflict with his or her objectivity and loyalty to the Company. For example, conflict of interest may arise when an employee has a close personal, family or business connection to an individual or company that is one of our customers, contractors or suppliers.

Although the Company encourages its personnel to succeed as both professionals and individuals, it is important to make every effort to avoid conflicting business loyalties. Where a situation arises that could be or appear to involve a conflict of interest, you must disclose it to Ethics and Compliance for appropriate action.

Employees must inform the Company about all conflicts of interest, not only those that currently exist, but also those likely to occur in the future.

If you need to disclose a potential or actual conflict of interest, you must promptly complete and submit a **Conflict of Interest Statement** to your supervisor and Ethics and Compliance. You can find a copy of this form on the Company intranet under Ethics and Compliance. Each form will be reviewed by the appropriate individuals at the Company to determine whether a conflict exists. You will be informed about the outcome and whether further action is required.

Although this Code provides guidance on conflicts of interest, it is not possible to list every type of conflict or potential conflict than can arise. Employees need to be aware of and avoid situations in which such conflicts may arise, including the situations described below.

FINANCIAL INTERESTS

Conflicts or potential conflicts of interest may arise when you or your immediate family, other household members, relatives by marriage or close personal friends have a financial interest in a company that has a business relationship (or is looking to do business) with our Company, competes with the Company or has interests that may be substantially affected by the performance of your responsibilities for the Company. Avoid any type of financial interest that may affect your loyalty to the Company.

FAMILY AND PERSONAL RELATIONSHIPS

Conflicts or potential conflicts of interest may occur when you have a familial or close personal relationship with an individual who does business (or is looking to do business) with or competes with the Company. Such conflicts can also occur when you supervise or are supervised by someone with whom you have familial or close personal ties. Even if you feel that your business relationship is entirely appropriate, the existence of a personal relationship can give other employees the impression of favoritism. For this reason, if you have a familial or close personal relationship with anyone who works for the Company, you must submit a Conflict of Interest Statement to your supervisor and Ethics and Compliance.

OUTSIDE EMPLOYMENT AND ACTIVITIES

Outside employment and activities, including consulting activities, can create a conflict of interest or the appearance of a conflict. This is especially true when the employment or activity is associated with a competitor, customer or supplier of the Company or someone who is looking to do business with the Company.

Outside employment can also create a conflict or the appearance of a conflict if participation in the employment or activity affects an employee's ability to devote his or her full time and energy, during working hours, to regular assignments and responsibilities.

I was recently asked to join the board of directors of a small start-up company. Is it okay to accept this position as long as I participate only during my free time?

That depends. When determining whether outside activities are appropriate, the Company will consider a number of factors. These include not only the time commitment the position requires and your ability to conduct the related work outside of your regularly scheduled work time, but also your position at the Company, the nature of the outside company's business, its nonprofit or profit status and whether compensation is involved. You must submit a [Conflict of Interest Statement](#) to your supervisor and Ethics and Compliance.

My daughter is the vice president of a small business that provides services to the Company. I was recently promoted and I may be asked to approve invoices from my daughter's business. Is this a problem?

Yes, because it represents a potential conflict of interest. You must inform your supervisor and submit a [Conflict of Interest Statement](#) to Ethics and Compliance so the conflict can be avoided. Even if you feel that you would act entirely appropriately, you cannot approve invoices from your daughter's company.

If one of my relatives or a close friend works for a customer of the Company, do I need to disclose this information?

Even if you do not work directly with your relative or friend, you should disclose any situation that could create even the appearance of a conflict of interest. If you find yourself in a situation where you would be working directly with the relative or friend, you must bring it to your supervisor's attention and submit a [Conflict of Interest Statement](#) to Ethics and Compliance.

You must avoid:

- Accepting excessive gifts, hospitality, discounts or other benefits from a potential supplier or customer
- Learning of a business opportunity the Company may be interested in pursuing and investing in that opportunity personally or revealing it to third parties
- Using corporate property, information or your position within the Company for personal gain, including using time on the job at ABS to manage other employment or business
- Competing with the Company in any way
- Using inside information for any type of personal gain

Given the potential for these types of conflicts to arise, the Company requires all employees to seek approval when considering outside employment and activities. This applies equally to prospective new employees with existing outside activities and positions that they propose to maintain.

TAKEAWAYS

- **Act** in the best interest of our Company and never let personal interests interfere or appear to interfere with your ability to make sound, objective business decisions.
- **Disclose** any outside jobs and affiliations with customers, competitors, or suppliers to your supervisor and to Ethics and Compliance by completing a [Conflict of Interest Statement](#).
- **Ask yourself** whether your personal interests could interfere with those of our Company. Even if private interests do not affect your business decisions, you should consider whether others may perceive it that way.
- **Withdraw** from decision-making that creates or could appear to create a conflict of interest until you are sure that none exists.
- **Seek advice** from your supervisor and Ethics and Compliance if you are unsure of the appropriate action to take.



COMPLIANCE COUNTS COUNT US IN

COMPLYING WITH ECONOMIC SANCTIONS, IMPORT AND EXPORT LAWS AND ANTI-BOYCOTT LAWS

Our Company offers services all over the world. It is our responsibility to observe all national and international laws that apply to our global business operations.

Complying with international trade laws and regulations is a challenge we face daily. Understanding the responsibilities each of us has is critical.

Many countries restrict or regulate exports and trade activities with other countries, entities and individuals. Violating these laws can have serious consequences, including significant fines and/or imprisonments.

US AND INTERNATIONAL ECONOMIC SANCTIONS

The US applies trade sanctions to promote national security or advance foreign policy. These sanctions prohibit companies from conducting business with certain countries, individuals or entities. Similarly, trade sanctions imposed by other organizations, such as the European Union or the United Nations, may also restrict our ability to conduct business. As a global corporate citizen, the Company fully complies with legal trade restrictions on our international business.

TAKEAWAYS

- **Keep up to date** with US and other sanctions by reviewing online training materials, participating in live training and reading local and international news.
- **Be aware.** Sanctions can target entire countries, as well as specific entities and individuals in otherwise unsanctioned countries.
- **Never** deal with sanctioned entities.
- **Reach out** to your supervisor or Ethics and Compliance if you are unsure about whether a sanction violation has occurred.

US EXPORT CONTROL LAWS

The US Government controls the export of sensitive equipment, software and technology to protect US national security interests. Although most people think of imports and exports in terms of the movement of physical goods, imports and exports also include the transfer of information, intellectual property, software and technology to unauthorized persons or across international borders. This means that sending an email, discussing technical specifications in public, providing a service, or giving a company tour could result in violation of US law. Employees are expected to understand and comply with all export controls and trade restrictions.

TAKEAWAYS

- **Obtain** proper permission before exporting or importing goods, technology, software or services across national borders.
- **Make** accurate, truthful and complete declarations in connections with imports and exports.
- **Keep up to date** with changing import and export rules in the country where you work.
- **Reach out** to your supervisor and Ethics and Compliance if you are unsure of whether import or export laws may have been violated.

ANTI-BOYCOTT LAWS

Some countries adopt boycott laws which try to prohibit companies from conducting business with individuals and companies in designated countries. For example, a purchase order, tender, contract or letter of credit might prohibit the use of goods or services from a specific country or from persons or companies on a “blacklist.” In the US, it is against the law for companies to participate in boycotts that the US does not support. The Company complies with all trade sanctions imposed by the US and strictly adheres to all anti-boycott laws. We expect employees to understand and comply with all applicable laws.

TAKEAWAYS

- **Never comply** with requests to cooperate with unlawful boycotts.
- **Read carefully** and understand business correspondence, including tenders, contracts, letters of credit, procurement or shipping documents.
- **Report** any doubtful activity or correspondence to Ethics and Compliance
- **Reach out** to your supervisor and Ethics and Compliance if you are unsure whether an unlawful boycott is taking place.





COMPLIANCE COUNTS COUNT ME IN

AVOIDING CORRUPT PRACTICES

Our pledge to live by our values of integrity, good faith and excellence mandates a commitment to fair dealing and avoiding corrupt practices in all of our actions. Our policy is to do business on the basis of quality, service, delivery and price and to live up to the highest ethical standards. Bribery means giving, offering or promising anything of value to gain an improper business advantage. The Company prohibits offering, promising, making, authorizing or accepting a payment or anything of value to or from anyone to obtain an improper business advantage. We expect this same commitment from all of our agents, contractors, consultants and business partners. We make no distinction between bribing a government official and bribing a private official in the commercial sector.

Most countries consider providing gifts or services in an effort to induce an official to violate the public trust as a criminal act of bribery. For example, the US Foreign Corrupt Practices Act (US FCPA) provides criminal penalties of up to five years in prison and up to a \$250,000 fine for individuals and fines of up to \$2 million for corporations. Furthermore, the government may seek penalties equal to two times the gain obtained by the bribe. In addition to criminal penalties, the public reaction to bribery and corruption can be very damaging to the Company's reputation and the individual's career.

For more information, please consult the following Policies located on the Company intranet under Ethics and Compliance.

- Anti-bribery Policy
- Travel and Hospitality Policy for Non-employees
- Meals and Entertainment Policy for Non-employees
- Gift Policy for Non-employees
- Facilitating Payments Policy
- Conducting Business with Government Officials Policy
- Charitable Contributions Policy
- Due Diligence Policy

TAKEAWAYS

- **Comply** with Company policy and all anti-bribery and anti-corruption laws, including the FCPA and UK Bribery Act.
- **Report** bribery or corruption immediately to your supervisor and Ethics and Compliance, regardless of the parties involved.
- **Accurately record and fully disclose** transactions in which a bribe has occurred.
- **Never** offer or accept anything of value meant to improperly influence business decisions.
- **Immediately report** any instances where a bribe is offered or accepted to your supervisor and Ethics and Compliance.
- **Consult** with your supervisor and Ethics and Compliance when in doubt about what is considered a bribe.

I have heard that in some instances it might be acceptable to offer a small payment to a low level government official to expedite a routine activity. Is this true?

Some laws (including the US FCPA) permit the payment of small sums to low-level officials to expedite or secure the performance of certain routine, nondiscretionary government functions. These are sometimes called “facilitating payments.” The Company makes no distinction between facilitating payments and bribes. Company policy, as well as many non-US laws that apply to the Company (including the UK Bribery Act) strictly forbid facilitating payments. The Company takes violations of this policy very seriously.



COMPLIANCE COUNTS COUNT US IN

MONEY LAUNDERING

Money laundering is the process by which individuals or entities disguise the proceeds of criminal activity by making it appear legitimate. To avoid engaging in acts of money laundering, we must strictly follow Company payment procedures and report any irregular payments or refund requests to senior management and Ethics and Compliance.

Red flags to consider include:

- Payments made in currencies other than those specified in the invoice.
- Any request to make overpayments or underpayments.
- Attempts by business partners to make payments in cash or cash equivalents.
- Unapproved payments by or to someone not a party to the contract.
- Use of an irregular bank account for the business relationship.

TAKEAWAYS

- **Familiarize** yourself with Company payment procedures.
- **Watch** for irregular payments or refund requests.
- **Promptly report** any payment irregularities to your supervisor and Ethics and Compliance.



COMPLIANCE COUNTS

OFFERING AND ACCEPTING GIFTS

In general, all Company personnel must exercise caution when offering or accepting gifts or benefits to or from anyone with whom the Company has a business relationship. This is also true for anyone who is trying to establish a business relationship with the Company, competes with the Company or has interests that may be affected by the Company representative receiving or offering the gift.

You should not offer or accept gifts of cash or gifts that are excessive in value. If you receive a gift and are unsure whether accepting it would be appropriate, immediately disclose the gift to your supervisor and Ethics and Compliance.

PERMISSIBLE GIFTS AND ENTERTAINMENT

There are certain times when it is appropriate to accept or offer gifts or entertainment. Acceptable gifts and entertainment include those that are reasonable in nature, related to a clear business purpose and customary within that business purpose. You should be confident that any gift or entertainment is appropriate and does not cast doubt on your intentions. You must avoid even the appearance of impropriety when dealing with business partners.

Permissible gifts and entertainment include those that are infrequent and modest in value, such as:

- Business-related meals and refreshments where the cost is not excessive
- Modest forms of entertainment, such as sporting or theatrical events or outings with a customer or supplier
- Advertising and promotional materials, such as pens, note pads, calendars, paperweights, plaques or other items of modest and reasonable value that bear the Company logo or commemorate a business event

I was recently invited by a customer to join a five-day all-expense-paid golf-outing at a luxury resort in Mexico. The customer assured me that we would be able to “talk business” on the golf course and while eating dinner in the evenings. Would it be permissible for me to attend?

Permissible gifts often fall into a gray area. You may participate in a round of golf in some cases. But the circumstances you describe above, including the duration of the proposed outing and the luxury resort location, make accepting this particular invitation inappropriate

OFFERING GIFTS TO GOVERNMENT OFFICIALS

Many different laws and regulations (including the US FCPA and the UK Bribery Act) strictly limit the gifts and other benefits that can be provided, directly or indirectly, to government officials. It is, therefore, necessary to use extreme caution when offering anything of value to or for the benefit of any government official.

Anti-corruption laws define “government officials” very broadly to include employees of government-owned enterprises, relatives of government officials, employees of private companies wholly or partially owned by a government official or relative of a government official, and employees of companies in which a government official or government official’s relative holds an economic interest.

When offering meals, entertainment or gifts to business partners, be sure they are:

- Modest in value
- Infrequent in nature
- Not in the form of cash
- Do not appear improper
- Permitted under the laws of the host country
- Customary, in type and value, in the host country
- Made at an appropriate time and in an appropriate circumstance
- Given as a courtesy or token of respect or in return for hospitality
- Provided openly, rather than secretly
- Accurately recorded in the Company’s accounts

It is important to ensure compliance with all laws governing public and foreign officials. Before you make any payment or offer any gift or benefit to a government official, directly or indirectly and regardless of the individual's rank, title or level or the amount or purpose of the payment, gift or other benefit, you must obtain the written approvals of Ethics and Compliance and an officer of the Company with line responsibility for the applicable territory.

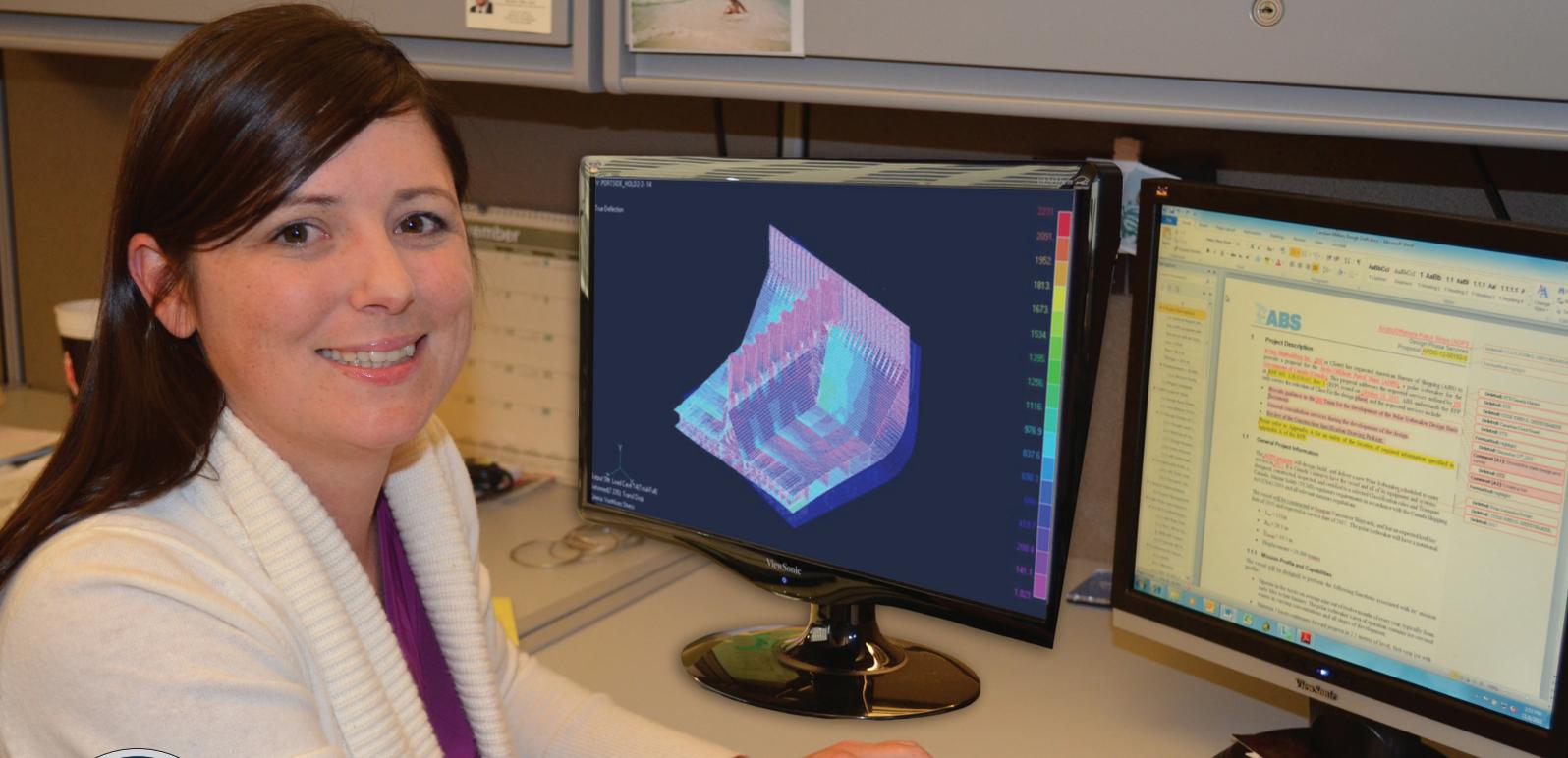
TAKEAWAYS

- **Never give or receive** any gift that may inappropriately influence a business decision.
- **Ask** yourself the following questions:
 - Is the gift or entertainment customary for the relationship or is it intended to influence a business decision?
 - Is the gift modest or could it create an obligation?
 - Would I be embarrassed if someone else became aware of the gift or entertainment?

I have recently been asked to present at an educational conference and the sponsoring vendor has offered me \$500 for my participation. May I accept this payment?

Honorariums, or fees offered for presenting at or participating in certain educational conferences, may be accepted by employees, officers and directors when participating solely for personal reasons and not as a representative of the Company. If the presentation or participation relates to a business purpose, the payment must be declined.

If the sponsor persists in offering the honorarium, donate it to charity consistent with the [Charitable Contributions Policy](#) located on the Company intranet under Ethics and Compliance.



COMPLIANCE COUNTS COUNT ME IN

PROTECTING INFORMATION AND ASSETS

Protecting the Company's assets is everyone's responsibility. These assets include physical assets (such as buildings, inventory and office supplies), as well as financial assets, information assets and intellectual property. As a general rule, Company assets should be used only for business purposes.

Limited personal use of Company assets is permitted in some situations (for example, making a personal phone call or checking an email on a Company-issued smartphone) as long as it does not get in the way of your business responsibilities.

CONFIDENTIAL INFORMATION

Safeguarding the confidential information of the Company, as well as any confidential information entrusted to us by our business partners is fundamental to the success of our business and the preservation of our reputation. Such safeguards include never using confidential information learned through the course of our work at the Company for personal gain, such as to make investment decisions, offer investment recommendations or "tips" or engage in "insider trading." Furthermore, all work product, intellectual property and confidential information developed by you while employed by the Company is Company property.

Your duty to protect and safeguard confidential information exists during your employment with the Company and continues even if you depart the Company.

Confidential information includes, but is not limited to:

- Strategies
- Business plans
- Financial results and projections
- Pricing schedules
- Customer lists
- Inventions and technical information
- Marketing plans
- Controlled documents
- Intellectual property

The responsibility to protect and safeguard confidential information exists both during and after employment at the Company.

INTELLECTUAL PROPERTY

Like confidential information, the intellectual property of the Company and our customers is an invaluable asset. Safeguarding our intellectual property is crucial to sustaining our success and reputation. Examples of intellectual property include:

- Plans
- Specifications
- Calculations
- Sketches
- Software and user documentation
- Drawings
- Blueprints
- Owners' manuals
- Methodologies

You may disclose intellectual property to outside parties only in accordance with Company policies. Similarly, you should only share intellectual property with Company personnel on a “need- to-know” basis.

FORMER EMPLOYERS' CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

Just as the Company requires you to protect and safeguard its confidential information and intellectual property both during and after your employment or contractual relationship with the Company ends, you also have a duty to protect the confidential and/or proprietary information of former employers. All confidential information and intellectual property of your previous employer, whether prepared by you or otherwise coming into your possession, remain the property of that employer. Use of a former employer's intellectual property or other confidential information to assist the Company could lead to legal jeopardy for the Company and you in your personal capacity.

I was near the copy machine in the Finance department and found a report that includes the total revenue the Company generated from certain customers last year. What should I do?

Protecting confidential information is the responsibility of each employee. You should immediately take the report to management in the Finance department to determine who left the report near the copy machine and to reiterate the duty to protect the Company's confidential information.

TAKEAWAYS

- **Protect** our Company's confidential information and the confidential information with which we are entrusted by others. Do not disclose it unless authorized to do so by an appropriate officer of the Company.
- **Never disclose or use** the confidential information or intellectual property of others, including prior employers, without appropriate authorization.
- **Guard** Company physical assets and computing devices against theft or loss.
- **Exercise caution** when discussing Company information in public places, such as restaurants, airports and coffee shops.
- **Do not post on social media** (“check-ins” “selfies” on client property, using hashtags) anything that could compromise the confidentiality of the project, information or client for which the Company is providing services.



COMPLIANCE COUNTS COUNT ME IN

ENSURING DATA PROTECTION AND PRIVACY

Maintaining our reputation as a trusted employer and business partner mandates our commitment to protecting all of the data that we access and possess, whether it pertains to our employees, customers or business partners.

PROTECTING THE DATA OF OUR CUSTOMERS AND BUSINESS PARTNERS

Our customers and business partners entrust us with confidential data on a daily basis. They expect that we will treat their information with sensitivity and use it only for business purposes. Even within the Company, you should share customer data only as necessary to perform your job. Our Company complies with the laws and regulations that apply to the use and administration of personal information and data in all countries where we do business.

PROTECTING THE PRIVACY OF OUR EMPLOYEES

Protecting the personal and private information of everyone who works for or on behalf of the Company is an absolute. Occasionally, our Company collects sensitive information about our employees, such as race or ethnic origin, medical information, criminal behavior or trade memberships. Such information is only gathered, used and disclosed on a business need-to-know basis or when required by law or court order. We respect a person's right to privacy and protect this acquired information from misuse. No one may access prospective, current or former employee records without proper authority. When personal information is no longer needed, the Company securely deletes, destroys or makes anonymous any personal information collected.

We commit to using the highest level of care when handling employees' personal information. The Company works to ensure that only appropriate individuals have access to employee personal and sensitive information and that their collection, access to and use of this information is justified and meets applicable legal requirements. Furthermore, the Company works to ensure adequate protection of personal information that is transferred to third parties and/or across international borders. For more information about the Company's data privacy policy, see the Data Privacy Policy located on the Company intranet.

PROTECTING OUR COMPANY'S REPUTATION

When information is shared online through social media it may become public information. It is never appropriate to use social media on behalf of the Company in a manner that may lead the public to think you are an official Company spokesperson without proper authorization. However, there is no prohibition against posting and sharing news-oriented content that the Company has already published and released to the public. When you use social media during personal time and for non-business purposes use common sense. Understand that your personal social networking activities can affect our Company's business interests and reputation. For more information about the Company's policy on social media, see the Social Media Policy located on the Company intranet under Ethics and Compliance.

As part of our commitment to protecting confidential information, the Company requires that all communications with the public and media be carefully coordinated with the ABS Senior Vice President of Marketing and Communications or the ABS Group Director of Marketing.

PROTECTING OUR COMMUNICATION SYSTEMS

The Company's applications and communication systems, including email, are integral to how we conduct all aspects of our business. It is essential for everyone to maximize and protect these systems by using them carefully and in accordance with Company policy.

When using computers and communication systems for company business, remember the following:

- Use Company communication systems and computers for appropriate purposes only
- Safeguard all mobile devices, such as laptops and mobile phones from loss or theft
- Protect computers and phones by using encryption and passwords

Why do we have restrictions for social media?

Social media activity resides in the public domain. Postings can be viewed, published or discussed by any segment of the population, including the media.

The Company's communications with the media and other public entities are arranged carefully to protect the Company's reputation and must be coordinated appropriately.

Employees should not post conversations that are meant to be pre-decisional, internal, proprietary or confidential about the Company or its customers.

In addition, all employees must respect copyright and financial disclosure laws and always protect sensitive information, including the acquisition and use of personally identifiable information.

Under no circumstance may videos or photographs of customers' projects and employees engaged in business activities be used without express prior written approval from ABS Marketing and Communications or ABS Group Marketing and Communications.

- Use strong passwords and never share them with others
- Never view, download or distribute material that could be considered offensive or illegal
- Do not open email attachments unless you know they are from a trusted source

Remember, misuse of these systems or even honest mistakes can damage the Company's reputation. The Company reserves the right to monitor the use of its communication systems, including all content on those systems, except as restricted by applicable law.

PROTECTING COPYRIGHTS

It is against Company policy to copy, reproduce, digitize, distribute or use third-party copyrighted material without permission from the copyright holder. If permission is granted, employees must credit the source properly when using the material in Company documents and products. Improper use of copyrighted material can lead to civil and criminal penalties. Employees should forward questions regarding copyrights to the Legal department.

Employees should also be aware of digital rights management practices to protect the ownership and/or copyright of confidential Company content. Digital rights management information includes but is not limited to copyright notices, watermarks, license keys, encryption algorithms and embedded tags. It is a federal crime to alter, tamper with, remove or circumvent digital rights management information or to use technology to do any of the foregoing, even if an infringement does not occur. Digital rights management practices include:

- Protecting confidential documents from being leaked outside or inside the Company
- Restricting the distribution of confidential documents to certain individuals or groups based on job roles, titles and functions
- Controlling the printing, copying and editing of confidential documents
- Establishing time control access
- Changing usage rights after distribution
- Dynamically applying document usage rights to manage use online as well as offline
- Improving compliance via audits of activity logs throughout the document's life cycle
- Encrypting and digitally signing electronic documents for distribution to customers

TAKEAWAYS

- **Consult** with Ethics and Compliance if you are unsure whether you must obtain Company permission before using or sharing confidential information.
- **Seek advice** from the Legal department about applicable laws and regulations before transferring personal data to someone in another country.



COMPLIANCE COUNTS COUNT US IN

COMPETING FAIRLY IN ACCORDANCE WITH INDUSTRY STANDARDS

Many countries, including the US, have laws that regulate competition. US Antitrust laws and similar laws in other countries promote fair competition by prohibiting practices that unreasonably restrain trade, restrict competition or fix prices.

The consequences for violating these laws are severe. Our promise to conduct business fairly and with integrity includes a commitment to comply with all laws regulating anti-competitive activity. This promise also includes a pledge to act with integrity in the marketplace, never obtain information about competitors through inappropriate means and never make false or misleading statements about competitors. You will find some key principles and guidelines discussed below.

PROHIBITED AGREEMENTS WITH COMPETITORS

Never discuss or reach any formal or informal understandings or agreements with our competitors about:

- Terms of sale regarding what is charged or paid, with representatives of other class societies or competitors
- Company business plans
- Dividing or assigning territories or customers
- Customer lists and territory descriptions

A competitor has asked about the Company's pricing plans. How should I respond?

The answer is always, "We never discuss prices with a competitor." For more information, consult the [Antitrust and Competition Policy](#) located on the Company intranet under Ethics and Compliance

For more information about antitrust laws or policy, review the Antitrust and Competition Policy located on the Company intranet under Ethics and Compliance.

It is important to avoid exchanging confidential information with competitors. This is especially critical when attending trade association meetings, such as meetings of the International Association of Classification Societies, on behalf of the Company.

Keep these guidelines in mind when attending a trade association meeting:

- Discuss only items that are listed on the meeting agenda
- Avoid discussions about current or future business plans
- Immediately raise concerns in a way that will be remembered if you believe an inappropriate discussion is taking place. If the discussion continues after you have raised your concern, leave the meeting and contact Ethics and Compliance as soon as possible

TAKEAWAYS

- **Treat** all customers and suppliers honestly, fairly and objectively.
- **Avoid** unfair or deceptive practices.
- **Always present** our services in an honest and forthright manner.
- **Immediately raise concerns** at any trade association meeting where anticompetitive behavior is exhibited. If the behavior continues after you raise concerns, leave the meeting and contact Ethics and Compliance.
- **Report** any discussions or behavior that could be considered anticompetitive.
- **Seek** the advice of Ethics and Compliance if you're unsure how to handle a situation.



COMPLIANCE COUNTS COUNT ME IN

MAINTAINING GOOD FINANCIAL CONTROLS

Our customers and suppliers trust us to maintain good financial controls and demonstrate accuracy and transparency in all of our accounting practices. Our commitment to financial integrity includes maintaining our books, records and financial statements, including time and expense reports, in accordance with legal requirements. It also includes recording and reporting on our financial statements in an honest, accurate and timely manner and ensuring that Company funds are disbursed only in accordance with strict Company criteria.

It is everyone's responsibility to watch for and avoid fraud, deliberate error or misleading entries in our books, records and financial statements. If you believe that you have identified false or misleading information or an error, whether intentional or not, you must report your concerns to one of our Ethics and Compliance resources. The Company takes concerns pertaining to financial integrity seriously.

All books and records must be accurate and up to date, regardless of whether you are making entries and recording transactions or asking someone else to do so. Employees must cooperate with internal investigations and audits and provide accurate and complete information to the Company's officers, Ethics and Compliance and Legal personnel, auditors and any other person authorized to receive the information.

I overheard one of my co-workers in the breakroom talking about how his department was having a spectacular quarter. He was saying something about “moving things around” so the quarter would look really good. He was talking softly, and I don’t think he knows that I heard. Although I don’t know exactly what he was talking about, it didn’t sound right. Is there anything I should do?

It sounds as if someone in the Company might be doing something that violates this Code. Our books and records must be complete and accurately reflect all transactions. We encourage employees to question things that don’t make sense or that appear to be suspicious, even when they don’t have all of the facts. Talk to your supervisor and contact Ethics and Compliance to raise your concerns.

PRACTICING GOOD RECORDS MANAGEMENT

Good records management is an important part of our Company’s commitment to integrity and ethical business practices. All Company records, including both paper and electronic, must be maintained and/or destroyed in a careful manner. Our work with the US Government gives us additional responsibilities regarding the length of time we maintain records. In certain situations, for example, litigation or government investigations, the Company may be required by law to maintain specific records. You will be informed if these requirements apply to you.

ACCURATELY REPORTING EXPENSES

Expenses can only be submitted for authorized business purposes. Expense reports that are not properly approved or that lack the required documentation may be rejected by the Accounts Payable department. This can delay the issuance of an expense check.

All expense reports must be approved before they are paid. Obtain the approval of a supervisor or manager within your reporting line before submitting expense reports to the Accounts Payable department. Supervisors and managers outside of your reporting line are not permitted to approve your expense reports.

TAKEAWAYS

- **Understand** what records comprise information that must be properly reported, retained or destroyed.
- **Seek advice** from the Legal department if you have any questions or concerns about document retention or destruction issues.
- **Ensure** all records are complete, accurate, understandable and timely.
- **Follow** all internal control procedures.
- **Ensure** all financial transactions are authorized by management.
- **Accurately** record all expenses, assets, liabilities and revenues.
- **Never hide, alter, falsify or disguise** the true nature of any record or transaction.
- **Cooperate fully** with audits and investigations.
- **Report immediately** any accounting or auditing irregularities, incidents of fraud or other information that could make Company reports inaccurate.



COMPLIANCE COUNTS COUNT US IN

FOCUSING ON SAFETY AND ENVIRONMENTAL AWARENESS

Safety is core to our mission as a Company. We are committed to protecting the safety of our employees and promoting the safety of our customers and the public at large in all of our business practices. The Company has robust policies and procedures regarding the importance of safety. We expect that everyone who works on behalf of the Company will not only follow safety rules and policies at all Company and client locations but also comply with all health and safety laws and regulations.

SAFETY IS EVERYONE'S RESPONSIBILITY

When it comes to safety, simply following the rules is not enough. We must constantly be aware of safety concerns and committed to safe practices for everyone around us. If you ever have concerns regarding a safety issue, report it to your supervisor or file an online safety report. You may also consult with your Divisional Safety Director or assigned safety liaison. Stop work immediately if continuing would be unsafe.

TAKEAWAYS

- **Comply** with the Company's safety policies and procedures.
- **Complete** all assigned safety training.
- **Stop work** immediately if you encounter an unsafe working condition.
- **Report** all unsafe working conditions to your supervisor, file an online safety report or consult with your Division Safety Director or assigned Safety liaison.

I have heard on numerous occasions that employees should feel empowered to “stop work” if concerned about workplace safety or environmental conditions, but I am worried about repercussions. Can you offer some advice?

The Company considers the safety and health of our personnel to be of the utmost importance. We ask for your full cooperation in making this policy and program truly effective. Under no circumstances are personnel who exercise their stop-work obligation to be subjected to repercussions.

If you observe a condition or an act that could affect the safety of personnel and/or the environment, you should take the following steps:

- Take action and stop work immediately
- Notify the supervisor in charge and complete the internal reports
- Discuss and/or determine corrective measures with all involved
- Once the situation has been corrected, you may resume work

PREVENTING WORKPLACE VIOLENCE

Maintaining a safe workplace also includes ensuring a workplace that is free from violence. The Company will not tolerate threats (whether implicit or explicit), intimidation or violence in the workplace. The Company also prohibits the possession of weapons and firearms, including concealed licensed weapons, in the workplace. Possession of firearms or unauthorized weapons in Company or client offices may result in disciplinary action, up to and including termination, as well as potential civil and criminal charges.

AVOIDING SUBSTANCE ABUSE

Committing to safe business practices also means avoiding substance abuse in the workplace at all times. The Company strictly forbids the use of alcohol and illegal drugs in the workplace as these substances can be extremely harmful to the workplace and job performance. Employees who take prescription medications must make sure that they do not interfere with their job performance or the safety of others.

SUSTAINABLE ENVIRONMENTAL PRACTICES

Helping our customers reduce the environmental impact of their businesses is core to our mission and our business success. In addition, we must demonstrate this commitment in all of our business activities. That extends beyond complying with environmental laws and regulations and includes respecting the neighborhoods and communities in which we work.



COMPLIANCE COUNTS COUNT ME IN

INVESTING IN OUR COMMUNITIES

We promote responsible business practices at every level of the Company and strive to conduct business ethically and honestly. We believe integrity goes beyond complying with applicable laws and regulations around the world. Even if something is technically legal, it may not be the right thing to do.

CIVIC AND CHARITABLE ACTIVITIES

Part of our commitment to good corporate citizenship includes individual and corporate participation in civic and charitable activities. We encourage everyone who works for the Company to become involved in civic and charitable causes and applaud those who do so. But it is important to make sure that the time devoted to these activities does not affect your ability to fulfill your work responsibilities. It is also important, as with personal political activities, to make sure that you do not represent your personal support of civic and charitable activities as an endorsement by the Company.

Our Company does support charitable initiatives. All charitable contributions made on the Company's behalf are carefully reviewed and approved by the appropriate levels of senior management, the Legal department and Ethics and Compliance consistent with the Charitable Contributions Policy located on the Company intranet under Ethics and Compliance.

My department would like to donate surplus Company furniture and equipment to a local primary school. Are these donations allowed?

It depends. Contributions to schools or local governments are the types of donation that play a part in our community relations. However, they might be subject to local regulations. Before making or offering such a donation, you must always obtain approval from the appropriate Company officers as well as the Legal department and Ethics and Compliance.

POLITICAL ACTIVITIES AND LOBBYING

We encourage everyone who works for the Company to fulfill their civic responsibilities, but we ask that you do so on your own time and as permitted by local law. You must be aware of and comply with all of the complex laws, regulations and Company policies that govern both corporate and individual political activities in the countries in which we operate. When engaging in political activities, avoid any suggestion that your personal political views are the views of the Company.

As a general rule, the use of Company facilities or resources to conduct political activities is prohibited. Exceptions must be approved in advance by the Legal department. Any political contributions the Company makes must be approved in advance by the appropriate Company officers and the Legal department.

Lobbying activities are regulated. Although we may engage in lobbying to support or oppose pending legislation or other action to serve the Company's best interests, only certain individuals are authorized to lobby on the Company's behalf. Lobbying activities must be monitored and approved by the appropriate senior management.



COMPLIANCE COUNTS COUNT US IN

ETHICS AND COMPLIANCE RESOURCES

If you have questions about this Code or ethics and compliance in general, or if you want to report a concern pertaining to suspected illegal or unethical behavior, please contact Ethics and Compliance. The Company encourages open communication and the reporting of concerns.

KNOW THE RULES

Make sure that you know and follow the Company's requirements and comply with all applicable laws and regulations.

MAKE THE RIGHT DECISIONS

Make sure you have all the facts needed to make the right decision. The goal is to be as fully informed as possible. Discuss the problem with your supervisor. This is the basic guidance for all situations. Your supervisor will be more knowledgeable about the question or issue in many cases and will appreciate being brought into the decisionmaking process. Remember, it is your supervisor's responsibility to help solve problems.

SPEAK UP AND VOICE YOUR CONCERNS

You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the fullest extent possible. The Company prohibits retaliation of any kind against employees for reporting suspected illegal or unethical behavior in good-faith.

EMAIL

Send an email to the following account:
EthicsandCompliance@eagle.org.
Each message will be addressed by a member
of Ethics and Compliance.

PHONE

The EthicsPoint Hotline is a toll-free number
(1-866-293-1461), managed by EthicsPoint, Inc.
It is available 24 hours-a-day, seven days-a-week.
If you are calling from outside the United States
and Canada, please visit the EthicsPoint website
(www.abs.ethicspoint.com) for a list of toll-free
numbers for other countries.

ONLINE

Submit a concern electronically on the EthicsPoint
website (www.abs.ethicspoint.com).

MAIL

Send a message by mail to:
Ethics and Compliance
1701 City Plaza Dr.
Spring, TX 77389 USA

**Confidentiality will be maintained
to the fullest extent possible.**

THE SPIRIT OF ABS

We are guided by shared beliefs:

SAFETY

Our job is critical. What we do matters to the lives of people, the quality of the environment, and commercial success around the world. We are vigilant in our goals to improve safety practices, and minimize risk exposure and downtime.

INNOVATION

Solving problems is good. Anticipating problems is better. We do both through continuous research and development focused on staying ahead of the curve.

INTEGRITY

Reputation matters. Clients depend on us as an impartial, objective resource. In everything we do, we are honest, ethical and trustworthy.

TEAMWORK

The best safety solutions are achieved together. We work closely with our stakeholders as a dependable, flexible and efficient partner. We are dedicated to sharing our experience, and to contributing to the education of future industry leaders.

PEOPLE

We have a global scope and a local presence. Our international workforce is continuously trained to the highest level. We empower our people to make local decisions.

QUALITY

Expect the best. When we set out to solve a problem, we do it right. We are thorough and relentless perfectionists in the pursuit of safety.

RELIABILITY

You can count on us. We're easy to reach and quick to respond. We deliver practical, tailored solutions that exceed expectations.