

**IMPORTANT DOCUMENT - PLEASE RETURN SIGNED ACKNOWLEDGEMENT**

**Acknowledgement of Aramco Overseas Company BV**

**Supplier Code of Conduct**

(Applicable to Vendors, Manufacturers, Contractors and Sub-Contractors)

**Aramco Overseas Company BV (AOC)** is committed to the highest ethical and legal standards in the conduct of its business. AOC requires all registered vendors, manufacturers, contractors and sub-contractors with which AOC conducts business to acknowledge and agree to abide by the policies and principles set forth in the attached AOC Supplier Code of Conduct.

This AOC Supplier Code of Conduct shall be acknowledged by all vendors, manufacturers, contractors, and sub-contractors at the time of registration or, if previously and currently registered, at the time of submitting a request for registration renewal, or submitting bids and proposals in response to AOC’s invitations and solicitations to bid.

Potential or actual violations of this Supplier Code of Conduct and other ethical irregularities are to be reported directly to the AOC Internal Audit by email: [AOCchiefauditor@aramcooverseas.com](mailto:AOCchiefauditor@aramcooverseas.com)

**ACKNOWLEDGEMENT**

I, on behalf of ....., hereby acknowledge and  
 [Insert name of organization of the vendor/manufacturer/contractor/sub-contractor]

agree to abide by the policies and principles of Aramco Overseas Company’s Supplier Code of Conduct and ensure that the employees, officers, directors, agents, representatives of

..... are aware of and abide by such policies and [insert name of organization of the vendor/manufacturer/contractor/sub-contractor]

principles in the process of preparing and submitting bids and proposals for AOC work, for provision of goods and services to Aramco Overseas Company, and during the performance of all agreements entered into with Aramco Overseas Company for such purposes.

**Authorized Signatory:**

Name (printed) .....

Signature .....

Job Title ..... Date.....

AOC Vendor ID (if applicable) .....

## AOC SUPPLIER CODE OF CONDUCT

### I. SCOPE

This Policy establishes a Code of Conduct for all current and potential Aramco Overseas Company (AOC) Suppliers. AOC Suppliers include vendors, manufacturers, contractors, and sub-contractors who are registered with AOC and seeking to provide goods, services, or personnel (including consultants) to AOC or which are currently parties to agreements for such purposes with AOC or one of its contractors. The term AOC as used herein includes Aramco Overseas Company BV and its affiliated companies, such as but not limited to Saudi Aramco.

### II. INTENT

AOC is committed to conducting its business in an ethical, legal, safe, and environmentally and socially responsible manner. AOC requires each of its Suppliers to share and demonstrate this commitment and, therefore, has established this Supplier Code of Conduct. AOC requires its Suppliers to consistently meet the following requirements in order to be considered for, to do, or continue to do business with AOC.

### III. SUPPLIER CODE OF CONDUCT

#### Compliance with Laws, Codes and Regulations

AOC Suppliers must comply with all applicable laws, codes and regulations as set forth in applicable procurement documents and agreements (including but not limited to proposals, invitations to bid, solicitations and resulting contractual and purchasing agreements).

#### Environmental, Health and Safety Practices

It is the responsibility of the Supplier to assure that its facilities are designed and safely operated in compliance with the established government and industry environmental protection policies and that they do not present unnecessary risks to the environment or public. AOC Suppliers shall maintain safe, sanitary, and healthy work and living environments for all their employees.

Such compliance shall include, among other things:

- Obtaining and maintaining environmental permits
- Proper handling and disposition of hazardous materials
- Monitoring, controlling, and responsibly treating discharges generated from operations
- Conducting appropriate employee safety training and providing adequate safety equipment
- Maintaining records of safety training and monitoring safety performance
- Ensuring Suppliers' employees comply with applicable health and safety rules and regulations and perform their duties and work in a manner which will not endanger themselves or others
- Providing training required to promote sound public health and hygienic practices

#### Ethical Business Practices

AOC and its Suppliers shall conduct their businesses in accordance with the highest standards of ethical behavior. Suppliers are expected to conform to these requirements in each of the following areas:

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- **Fair Trade Practices**

Suppliers shall not engage in collusive bidding, price discrimination, and anti-competitive antitrust or other unfair trade practices.

- **Ethical Sourcing**

Suppliers shall source goods or services from third parties that meet, as a minimum, country of origin standards for health and safety, working hours, pay, employment conditions and environmental protection.

- **Relationships and Communications**

AOC Business Ethics Policy is that all transactions are to be conducted fairly, honestly and with integrity, according to the highest ethical standards. Abuse or violation of this ethics policy is considered dishonesty.

Suppliers and their personnel shall avoid even the appearance of unethical or compromising practices in relationships, actions or communications with regard to existing or proposed business relationships with AOC.

AOC views it as a conflict of interest and improper business practice for current or former AOC employees to utilize any confidential or proprietary business, technical, or other information obtained while in the service of AOC to influence AOC's existing or proposed commercial transactions for the purpose of gaining a personal commercial advantage, or benefitting any third party, or to otherwise damage AOC, whether during or after leaving employment by AOC.

Suppliers shall not encourage or utilize current or former AOC employees in any manner, which would cause them to disclose or provide any confidential, proprietary, or other restricted information obtained while employed by AOC to influence AOC's existing or proposed commercial transactions for the purpose of gaining a commercial advantage.

Suppliers shall not hire, employ, engage as a consultant, procure the services of, or allow acquisition of any ownership interest of the Supplier, except through a permitted passive investment, by any current AOC employee. This restriction shall also apply to any former employee who has held a position within AOC at the level of "department head" or higher. The restriction pertaining to former employees shall be valid for a period of two (2) years following the time that such individual is no longer an employee of AOC.

Suppliers may seek exceptions to these restrictions from AOC. Requests for such exceptions should be submitted in writing to the Manager, Purchasing, Logistics and Contracting.

AOC will take appropriate measures to detect any such improper business practices and will take appropriate action against current or former employees and Suppliers who violate these restrictions. Suppliers are expected to cooperate with AOC investigations and to provide reasonable assistance as requested.

- **Bribery, Kickbacks and Fraud**

No funds, assets, services, privileges, or benefits shall be paid, rendered, loaned, or promised for payment or otherwise dispersed by Suppliers or their representatives as bribes, "kickbacks", or other payments or inducements designed to influence or compromise the judgment or conduct of AOC, or its representatives.

- **Gifts, Gratuities and Hospitality**

Suppliers and their personnel shall not offer or provide AOC or its personnel gifts, gratuities or hospitality unless it involves nominal value and is in line with customary business practices. Nominal gifts are described as gifts of a general nature having a low value, including such items as logo inscribed pens, caps, shirts and coffee mugs. Customary business practice in terms of hospitality would include the acceptance of reasonable business entertainment and business meals. Gifts, gratuities and hospitality offered or extended by Suppliers to AOC personnel who exceed nominal value or reasonable hospitality are reportable under internal AOC policies and regulations.

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For the avoidance of any doubt, AOC pays business expenses for its employees. Suppliers are not required or requested to incur or reimburse business expenses for AOC employees. Items which are made available to the general public do not fall under this Policy.

- **Modern Slavery**

Suppliers based in the United Kingdom shall have systems and controls in place to ensure that modern slavery as defined under the Modern Slavery Act of 2015 in the United Kingdom is not present in their businesses or operations. This includes the use of forced, compulsory or trafficked labor.

#### IV. MONITORING AND COMPLIANCE

Suppliers shall be responsible for complying with the standards and requirements of this Supplier Code of Conduct and to monitor their own business activities. Suppliers shall conduct periodic internal reviews, inspections, and audits to ensure their compliance with this Supplier Code of Conduct and its applicable requirements. Additionally, Suppliers are responsible for ensuring that the standards and requirements of this Code are communicated and understood by their personnel working on or in support of AOC projects, jobs, contracts, agreements, and orders. Suppliers will be held responsible for the conduct and actions of their employees.

The implementation of this Policy is a shared responsibility between AOC and its Suppliers. Suppliers are to promptly disclose to AOC, on a confidential basis, all current and potential incidents which give rise to the appearance of conflicts of interest and instances of unethical or fraudulent behavior by any party, including Supplier employees or AOC employees, related to any AOC procurement and contracts business. Suppliers are to cooperate with AOC in any inquiries or investigations pertaining to past, current, or potential instances of unethical or fraudulent behavior or conflicts of interest related to any AOC business activity.

Suppliers are to promptly notify AOC when they become aware of any actual or potential violation of this Code of Conduct and to communicate plans to correct and remedy such violation. Additionally, Supplier employees that become aware of violations of this Code of Conduct are to notify AOC.

Potential or actual violations of this Code of Conduct and other ethical irregularities are to be reported directly to the AOC Internal Audit by email: [AOCchiefauditor@aramcooverseas.com](mailto:AOCchiefauditor@aramcooverseas.com)

Suppliers shall maintain appropriate records to substantiate compliance with the terms and conditions of this Code of Conduct and provide such evidence to AOC upon request. AOC or its designated representatives may engage in periodic monitoring activities to confirm Suppliers' compliance with this Code of Conduct. These monitoring activities may include on-site inspections of facilities, use of questionnaires, review of publicly available information, or other measures necessary to assess Supplier compliance with this Code of Conduct. Such monitoring activities may be performed in addition to any audit rights which may be set forth in an agreement with AOC.

A Supplier performance assessment will be used by AOC as a factor in the selection of bidders, the administration of contracts and procurements, or to possibly restrict Supplier access to new AOC business opportunities.

Based on the assessment of information made available to AOC, AOC reserves the right (in addition to all other legal and contractual rights) to disqualify any potential Supplier or to terminate any relationship with a current Supplier which AOC has found to be in violation of this Supplier Code of Conduct, without liability.

#### V. CONFIDENTIALITY

As part of the process of seeking to provide goods, services, or personnel (including consultants) to AOC or in providing such goods, services, or personnel under the terms of an applicable Agreement, Suppliers may gain access to information or material, which AOC deems to be proprietary or confidential. Suppliers, in all instances, shall comply with the obligations of confidentiality which are set forth in the applicable request for proposal, invitation

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to bid, other solicitation document, or agreement by and between AOC and the Supplier. AOC views breaches of confidentiality and unauthorized disclosure or use of proprietary or confidential information very seriously and reserves the right (in addition to all other legal and contractual rights) to disqualify any potential Supplier or to terminate any relationship with a current Supplier AOC has found to have violated its obligations of confidentiality.

All advertising, press releases, or printed matter that reference AOC or a Supplier's relationship with AOC must be approved by the AOC Public Relations Department prior to publication or other use.

**VI. APPLICATION**

This Supplier Code of Conduct is a general statement of AOC's expectations and requirements with respect to its Suppliers. This Policy should not be read in lieu of, but in addition to, any Supplier obligations set forth in a) requests for proposals, invitations to bid or other solicitation documents, or b) agreements by and between AOC and the Supplier. In the event of a conflict between this Policy and any AOC solicitation documents or applicable agreements, the terms of AOC's applicable solicitation documents or agreements shall prevail. The requirements of this policy are not subject to waiver. Neither AOC, nor its suppliers, their personnel or representatives are authorized to propose or approve conduct inconsistent with this Code of Conduct. -/-

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