

SPO Corporate Code of Conduct

1. BACKGROUND

- 1.1. For over a century, the Swire group of companies has been recognised as acting responsibly in the course of achieving its commercial success. Our reputation for fair dealing and integrity is a great asset: preserving this asset depends on maintaining our high standards. Compliance with this Code is an essential part of our doing so.
- 1.2. This Code applies to all Relevant Persons and is applicable wherever Swire does business. In the case of joint ventures, the Swire representatives concerned are expected to act in accordance with this Code themselves and to use reasonable endeavours to influence those with whom they are working to ensure they also act to similar standards of integrity and ethical behaviour.
- 1.3. This Code establishes general principles. Certain areas covered by the Code may be the subject of more detailed provisions and requirements established by other documents.

2. INTERPRETATION

2.1 In this Code:

"Advantage"	Includes any money, gift, loan, fee, reward, commission, employment, payment, release, discharge, contract, service, promise and any other favour (whether of a financial nature or otherwise).
"Customers"	Includes any party to whom or to which the Company or the Group provides or may provide goods and/or services.
"Government Official"	Includes any officer or employee of any Government Entity or any candidate for political office.
"Government Entity"	Means any national, regional or local government and any department, agency or instrumentality of the foregoing and any entity owned or controlled by any government under whose jurisdiction any of the Swire group companies operate.
"Relevant Persons"	Means the employees (including secondees), officers and directors of Swire. References to "Swire" in this Code are to Swire Pacific Limited, Swire Pacific Offshore Operations Pte Ltd., Swire Pacific Ship Management Ltd (Singapore), Swire Blue Ocean A/S, Swire Seabed AS and/or, as the context may require, any of its subsidiaries or group companies.
"Suppliers"	Includes any vendor, contractor, supplier or service provider which has provided or is currently providing or bidding for the provision of goods and/or services to the Company or the Group.
"Agent/Consultant"	Means without limitation, any agent or consultant or other party contracted to assist in developing business with existing or potential Customers or in obtaining any government approvals or action.
"Business Partners and Joint Venture Partners"	Includes business partners, joint venture partners or any other individuals or companies engaged to conduct business on behalf of the Company or the Swire group, and over which the Company or the Swire group has direct control.
"Valid quotation"	<ul style="list-style-type: none"> • Meets required specifications and delivery criteria for the goods or services requested; • Is received in a timely manner, within required deadline and is valid for acceptance for an appropriate period to accommodate the review, evaluation and approval process; • Is solicited from suitably qualified suppliers.

3. OPERATING PRINCIPLES

3.1. Swire's operating principles commit Swire and Relevant Persons:

- to maintain high standards of business ethics and corporate governance
- to deal appropriately with our employees, those with whom we do business and the communities in which we operate.

4. IMPLEMENTING OUR OPERATING PRINCIPLES

4.1. Business Ethics

Swire is committed to conducting all its businesses with integrity and fairness. Relevant Persons are expected to maintain the highest standards of professionalism in all their dealings with others. They seek mutually beneficial relationships with contractors, suppliers and joint venture partners. They are required to promote the application of this Code in all dealings and to give preference in business dealings to those who adhere to similar business ethics. All Relevant Persons must comply with all applicable legal requirements.

4.2. Conflicts of Interest

A conflict of interest arises where a person's private interests interfere with the proper discharge of his official duties. Swire is committed to conducting its businesses without conflicts of interest and this Code requires all Relevant Persons to avoid any situation which may lead to an actual or perceived conflict of interest without prior consent. Such consent should be sought in the first instance from the HR Director. Set out below is a non-exhaustive list of circumstances that would potentially give rise to a conflict of interest:

- Working for a non-Swire company or non-affiliated organisation at the same time as being employed by Swire.
- Becoming a member of a board of any non-affiliated commercial, financial or industrial organisation.
- A Relevant Person negotiating or transacting business with Swire (other than employment contracts or retail purchases of Swire products).
- Having an interest in a company (other than as a holder of securities in a company whose securities are listed on any stock exchange) which either competes with or has business dealings with Swire.

4.3. Competition and Antitrust

Swire is committed to complying with all applicable competition and antitrust laws. Relevant Persons should acquaint themselves and comply with the applicable competition laws to which their businesses are subject. These are laws that aim to protect competition by prohibiting anti-competitive behaviour.

Breach of competition laws is a serious offence and may expose Swire to severe penalties and other sanctions, and individuals to imprisonment. Set out below is a non-exhaustive list of anti-competitive behaviour which would potentially amount to an infringement of competition laws:

- Participating in price fixing, collective boycotts or market sharing arrangements.
- Exchanging competitively sensitive information with competitors.
- Imposing restrictions on customers or suppliers, including retail price maintenance.
- Abusing a position of substantial market power or market dominance.

4.4. Bribery

Swire believes that conducting business with integrity is critical to continuing to develop Swire as a successful, sustainable and responsible business group. Corruption hinders economic, social and political development and progress. Breach of anti-bribery laws, wherever and however this takes place, is a serious offence and may expose Swire to significant fines and other penalties, and individuals to imprisonment. Even the appearance of a breach of anti-corruption laws can cause very significant damage to Swire's reputation.

It is Swire's policy that all Relevant Persons should comply with the anti-bribery laws to which they are subject. This Code sets out the standards of behaviour expected from Swire and the anti-bribery compliance procedures adopted by Swire.

A. Accepting Advantages

Relevant Persons should not solicit or accept any Advantages from any person or company having business dealings with Swire (e.g. clients, suppliers, contractors). However, they are allowed to accept (but not solicit) the following gifts offered voluntarily:

- Advertising or promotional gifts of a nominal value; or
- Gifts given on festive or special occasions subject to a maximum limit per person/organisation, per gift or series of gifts, of USD 150 or local equivalent.

Any Advantage or gift accepted by a Relevant Person should be in accordance with Swire's procedures for "Acceptance of Gifts or Advantages".

Relevant Persons should decline an offer of a gift if acceptance of it could affect the Relevant Person's objectivity, or induce the Relevant Person to act against Swire's interests, or lead to questions of bias or impropriety.

B. Offering Advantages

Under no circumstances may a Relevant Person offer an Advantage to any person or company having business dealings with Swire for the purpose of influencing such person or company in any business dealings. Any Advantage given in the conduct of the Swire's business should be in accordance with Swire's procedures for "Offer of Gifts or Advantages".

Relevant Persons must exercise good judgment and practice moderation in giving gifts. These should not be given in cash, cash equivalents or loans. Excessive gifts in terms of value or frequency should not be offered to potential or existing customers. Gifts bearing a Swire logo are preferred.

C. Observing Local Laws When Working in Another Jurisdiction

Sections A and B above apply whether the solicitation, acceptance and offering of Advantages are within or outside Singapore or any other country or territory in which the Swire Group of companies has operations. Any Relevant Person who conducts business on behalf of Swire in another jurisdiction must abide by the laws of that jurisdiction, including laws and regulations on anti-corruption, and all other laws and regulations pertaining to ethical business conduct.

D. Payments to Government Officials

It is strictly prohibited to offer an Advantage to any Government Official. Prohibited Advantages should not be made directly, through a Relevant Person's own personal involvement, or indirectly, for example by authorising or allowing a third party to provide a prohibited Advantage on behalf of Swire. Any request for an Advantage by any Government Official in relation to gaining business or a business advantage for Swire must be refused and promptly reported to an appropriate director or officer of Swire.

E. Charitable contributions and sponsorship

Use of Swire's resources to make or solicit contributions to charitable or other organisations, if done in accordance with applicable laws and regulations, is appropriate. Nevertheless, care must be taken to ensure that such activities do not create, or appear to create, an improper advantage covered by this Code. Relevant Persons must comply with procedures for "Charitable Contributions and Sponsorship" for contributions or solicitations of contributions by Swire to charities or other organisations.

F. Entertainment and Corporate Hospitality

Although entertainment is an acceptable form of business and social behaviour, Relevant Persons should not accept lavish or frequent entertainment from persons with whom Swire has business dealings if, by doing so, it might be perceived that they are placing themselves in a position of obligation to the offeror.

When giving entertainment, company functions are normally preferable to entertaining individuals, though this does not preclude meals and similar entertainment of moderate expense for individuals with whom Swire has dealings. The business purpose of entertainment and corporate hospitality should be documented.

Relevant Persons should be particularly vigilant concerning entertainment offered to them outside their current country or city of business and turn down invitations to meals or entertainment that are excessive in nature or frequency and appear to have no or minimal business purpose. It should be noted that any free trips or travelling expenses are considered as Advantages. Without the prior consent of the Managing Director or his nominated deputy, acceptance of these advantages is strictly prohibited. Relevant Persons should follow the procedures for "Entertainment and Corporate Hospitality".

G. Travel Expenses

Travel expenses incurred on behalf of a person or company (including a Government Official or a Government Entity) that are directly related to promoting, demonstrating, explaining, or certifying Swire's products or services, or that are directly related to executing or performing a contract with Swire, may be proper. In practice, for purposes of promoting, demonstrating or explaining its services, Swire may occasionally invite a person or company (including a Government Official) to travel to its facilities, offices and exhibits for plant tours, product demonstrations or business meetings at Swire's expense. Swire may reimburse such persons or organisations for reasonable and bona fide expenditures directly related to any such purpose, such as travel or lodging expenses. Reimbursed travel expenses may include the reasonable cost of such person or organisation's transportation, meals, lodging and entertainment.

H. Agents and Consultants

No individual or entity may be hired to commit bribery on behalf of Swire. Special care must be taken when Swire engages the service of an agent, consultant or other third party, when such party is expected to assist in developing business with potential customers or where such party will be involved in obtaining any government approvals or action.

Relevant Persons should take steps to ensure that such agent or consultant has fully complied or will comply with the applicable anti-corruption laws to which they are subject and to appropriately encourage them to adhere to the general principles set out in this Code.

Terms of engagement of agents and consultants should be clearly documented and duly approved by relevant Director or General Manager whilst performance of agents and consultants should be monitored by the General Manager maintaining the operational or working relationship with the relevant agent or consultant.

Before engaging an agent or a consultant, the Relevant Person must follow the procedures for "Engaging an Agent or a Consultant". No consultant or agent should be proposed for consideration if there are suspicious circumstances that are not satisfactorily resolved. For example, that party:

- Has a reputation for corruption;
- Is likely to make improper payments or gifts;
- Requests that his identity be kept secret; or
- Requests (without a reasonable commercial justification) that he or she be paid offshore, up front or in cash.

I. Joint Venture Partners and Suppliers

Swire may be held responsible for the conduct of those whom Swire hires to conduct business on its behalf or with whom Swire joins to conduct business. Relevant Persons should ensure that these entities understand this Code and should comply with the procedures for "Business Partners, Joint Venture Partners and Suppliers".

All Relevant Persons are required to take steps to ensure that any joint venture partners, suppliers or any other individuals or companies hired to conduct business on behalf of Swire and over which Swire has direct control develop and implement anti-corruption policies consistent with the general principles of this Code. All such individuals or companies over which Swire does not have direct control should be required contractually (and where not legally possible be appropriately encouraged) to adhere to the general principles set out in this Code.

J. Loans

Relevant Persons should not grant or guarantee a loan to, or accept a loan from or through the assistance of, any individual or organisation having business dealings with Swire. For instance, a conflict of interest arises when a supplier acts as a guarantor on a bank loan for an employee. There is, however no restriction on normal bank lending made on normal commercial terms.

K. Training

All Relevant Persons should receive anti-bribery training on joining the company and then refresher training at intervals of a maximum of two years.

4.5 Political Contributions

Swire, as a normal business activity, will lobby Government Entities either directly or through trade associations as required to promote policies that encourage business and achieve workable legislation. Relevant Persons should not make any political contribution (either in cash or in kind) on behalf of Swire.

Political contributions include monetary and non-monetary items, such as loans or donations, free services and donations of an employee's time at work. No Swire assets, including time at work and use of Swire premises or equipment, or direct monetary payments may be made available or contributed to a political candidate or party or to support or oppose a ballot measure. This will not prevent paying for attendance at open social events hosted by political parties.

Relevant Persons may participate in political activities on an individual basis, with personal money and time, provided they do so in accordance with applicable laws and regulations. Swire will not reimburse any personal political contributions.

4.6. Gambling

Relevant Persons should not engage in frequent or excessive gambling of any kind with other Relevant Persons or with persons having business dealings with Swire. In social games of chance with clients, suppliers or business associates, they must exercise judgment and withdraw from any high-stake games.

4.7. Procurement

In procurement Swire requires Relevant Persons to observe Swire's procurement policy and guidelines, including:

- For purchases below a value of USD 5,000 (or local equivalent) singly or in aggregate, one valid quotation is required or purchase can be made directly from a suitably qualified supplier.
- **For any purchases exceeding a value of USD 5,000 (or local equivalent) singly or in aggregate, at least two valid quotations should be sought with selection based on impartial comparison of the quotations.**
- **For any purchases exceeding a value of USD 12,500 (or local equivalent) singly or in aggregate, at least three valid quotations should be sought with selection based on impartial comparison of the quotations.**
- In the process, there should at least two employees responsible for the process: one to invite, receive and evaluate offers and make recommendation and the other employee to approve the recommendation. The selection should be based on impartial comparison of the quotations.
- **For any purchase exceeding a value of USD 500,000 (or local equivalent) singly or in aggregate, a competitive tendering process is required to ensure transparency.**
- Whenever competitive tendering or purchasing is not carried out in accordance with this section, a file note explaining why such tendering or purchasing was not done shall be produced and kept on Supplier file. Applicable Director, General or Business Unit Manager or Fleet Supply-Chain Manager approval is required for exceptions to quote and Finance Director's approval for exceptions to tender.
- Re-tendering should in general take place at least every three years.
- Monitoring systems should be put in place to ensure the proper fulfilment of contractual obligations and to provide reasonable assurance that fraudulent or corrupt activities are prevented.
- Suppliers should be encouraged to make an annual statement that no personal benefit accrues to Swire personnel or Supplier personnel from this business arrangement and that they have complied with all legal requirements. Responsibility for ensuring this lies with the Director or General Manager maintaining the operational or working relationship with the relevant vendor, or for fleet-wide agreements with the Fleet Supply Chain Manager.

4.8. Keeping of Records

Swire is committed to keeping proper records and following sound accounting policies. All company books, records, accounts, invoices and other documents, whether in hard or soft copy, must be created and maintained so as to reflect fairly and accurately and in reasonable detail the underlying transactions and the disposition of company business. All relevant expenses should be properly approved and recorded in the financial records.

This Code prohibits all Relevant Persons from making any false or misleading statements or other entries in financial records. This Code also prohibits Relevant Persons from creating, maintaining and using any off-the-record accounts with banks or any other third parties and from destroying company records before the normal destruction date.

4.9. Use of Information/Company Property

This Code strictly prohibits Relevant Persons from providing or making available confidential or inside information to anyone outside Swire without proper authorisation. Similarly, this Code strictly prohibits Relevant Persons from making use of confidential or insider information to secure advantage personally or for another party.

Directors and officers of Swire Pacific (and the other listed companies in the group) are subject to more stringent requirements regarding transactions in shares of Swire Pacific and other listed companies and these are set out in the listed companies' codes for securities transactions.

The unauthorised appropriation of goods and services belonging to Swire for personal use or resale and the unauthorised use of Swire's assets for personal benefit are strictly prohibited.

Relevant Persons should not alter equipment or facilities or install software without specific authorisation or develop their own applications without management approval. Security precautions mandated by Swire should be exercised when using personal computers and mobile devices, and no computer software should be installed or used on personal computers or mobile devices in breach of copyright.

All Relevant Persons have a responsibility to raise concerns about potential violations of the Code, including possible improprieties in financial reporting and internal controls. Any such concerns can be raised by staff either with their immediate line manager (and if no satisfaction is gained then with their head of department) or with the DPA.

An employee or outside party can report any concerns through:

- Confidential Whistleblowing Hotline: (+65) 63093771
- Email address: whistleblower@swirespo.com
- Confidential Whistleblowing Form
- Mail address:
Swire Pacific Offshore Operations (Pte) Ltd.
1 Loyang Way 4,
Singapore 507028
(Addressed to: Andrew Lynch, and clearly marked "Private and Confidential").

If a concern is received, an impartial review and prompt investigation will be undertaken by Whistleblowing Committee, consisting of members that are unrelated to the concern raised. We will make every effort to keep the identity of the reporting staff confidential. Information received will be used only for the purposes of investigating and resolving the complaint or concerns raised.

4.11. Health and Safety and the Environment

Swire is committed to doing its best to safeguard the health and safety of its employees, those with whom it does business and the communities within which it operates. Swire requires all Relevant Persons and third parties present at our workplaces worldwide to observe all applicable legal requirements relating to occupational health and safety standards. Swire aims to create long term value for its shareholders. Achieving this depends on the sustainable development of its businesses and of the communities in which it operates. To this end, Swire is committed to being a good steward of the natural resources and biodiversity under its influence and to ensuring that all potential adverse impacts of our operations on the environment are identified and addressed appropriately.

4.12. Equal Opportunities, Diversity and Respect in the Workforce

Swire believes in equal opportunities for all its employees. Swire recognises that its businesses (which are themselves commercially diverse) benefit from the diversity of its workforce. Thus, it follows naturally that Swire encourages diversity and its concomitant, equal opportunities. A properly diverse workforce is one whose members are not discriminated against.

Relevant Persons must be fully compliant with applicable employment and other laws and must not tolerate unlawful discrimination, harassment or other breaches of applicable laws. Relevant Persons should not tolerate the use of child (defined as under 16 years of age) or forced labour. Unacceptable conduct must be reported to line managers or business unit heads.

4.13. Use of Social Media

Relevant Persons should not use any social media tools in any way which will bring Swire into disrepute, disclose confidential information, interfere with the privacy of colleagues or those with whom Swire does business, imply Swire's endorsement of personal views or breach any applicable laws or regulations.

4.14. Privacy

Relevant Persons should comply with applicable legal requirements relating to the collection, holding, processing, disclosure and use of personal data. The privacy of others and the confidentiality of information received in the course of business must be respected.

4.15. Sanctions

Relevant Persons are required to comply with sanctions and trade controls imposed by the EU, UK, UN and/or the various jurisdictions in which we operate. In addition, the Company has decided to also adhere to certain US sanctions and trade controls, even where we have no legal obligation to do so.

Non-compliance with this Policy may result in breaches of local or foreign laws, with potentially severe consequences for the Company and the individuals involved. Strict compliance at all times by all Relevant Persons with this Policy and associated Guidelines is therefore required.

4.16. Anti-Money Laundering

Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise make these funds look legitimate. The Company will not condone, facilitate or support money laundering.

Every Relevant Person is required to comply with this Policy and any associated guidelines. Non-compliance with this Policy may result in breaches of local or foreign laws, with potentially severe consequences for the Company and the individuals involved.

5. COMPLIANCE WITH THE CODE

Relevant Persons must comply with the Code. Individuals who breach the Code will be subject to disciplinary action, including termination of employment. In cases of suspected corruption or other criminal offences, a report will be made to the appropriate authorities (such as the Corrupt Practices Investigation Bureau in Singapore).

Relevant Persons should not seek to avoid these provisions by using agents, partners, contractors, family members, controlled companies or parties acting on their behalf.

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