

ROBERTSON GEOLOGGING ANTI-BRIBERY & CORRUPTION POLICY (ABAC)

Objective

The Robertson Geo ABAC policy has been produced for distribution to all relevant people and organisations to communicate the Robertson Geo commitment to conducting business in an ethical manner and to ensure compliance with all anti-corruption laws including but not limited to the UK Bribery Act (UKBA – see appendix A) and the US Foreign Corrupt Practices Act (FCPA – see appendix B).

This policy is designed to not only prevent violations of anticorruption laws but to satisfy Robertson Geo's obligation to have in place procedures for monitoring, detecting, preventing and punishing any violations of the UKBA, FCPA or any other relevant legislation.

Coverage of ABAC Policy

Robertson Geo's ABAC policy applies to anyone conducting business (whether with a government official, company or private individual) on behalf of the Group which comprises the following companies:

- Robertson Geologging Limited
- Robertson Geologging (USA) Inc.
- Robertson Geologging (Asia) Limited

In addition to all management and staff of the above companies, the ABAC policy applies to agents and other third parties who have been engaged formally or informally to promote the business of Robertson Geo whether employed directly or not by Robertson Geo.

Policy

Robertson Geo is committed to the highest possible standards of ethical, moral and legal business conduct and will not tolerate any action or inaction by any person or organisation which could be construed as bribery or corruption and which would contravene the UKBA, the FCPA or any other similar legislation for the purposes of gaining an improper advantage.

All people covered by this policy are required to confirm that they will adhere to it and are under an obligation to report any circumstance where they believe it to have been broken as soon as possible to Robertson Geos Compliance Officer or any senior member of staff (Robertson Geo has a separate whistle-blower protection policy to enable potential breaches of the policy to be raised without fear of reprisal – see appendix C).

Training will be provided to all relevant people comprising initial training and follow up training as necessary to ensure adherence to this policy.

Robertson Geo is further committed to fully investigating any breaches or potential breaches of this policy quickly and to taking appropriate action against persons or organisations found to have breached it including (but not limited to) informing the appropriate authorities, terminating contracts and taking disciplinary action against those responsible for the breach.

Records necessary to demonstrate the operation of this policy will be maintained.

Definitions

For the purposes of this policy, the following definitions are given:

- Action: A bribe of anything of value which would include, cash or non-cash benefits such as tickets, holidays, payment of fees to a person, company or organisation.
- Inaction: This includes “turning a blind eye” to the actions of another person or organisation, failure to inform a third party of this policy, failure to take reasonable steps to ensure that this policy is adhered to or ignoring warning signs that the policy may have been breached.
- Improper advantage: Something to which Robertson Geo is not entitled e.g. price increase, improper influence on a decision, favourable product specification selection or contract award.
- Records: For the purposes of this policy, records will include:
 - Accounting records.
 - Documents recording initial and periodic review of individuals and organisations chosen to represent RG.
 - Documents detailing breaches / potential breaches notified to RG including initial report, details of investigation undertaken and the outcome.

Guidelines

The following is a list of points that need to be considered to ensure compliance with RG’s policy:

- Background checks must be carried out before entering into a relationship with a new individual or organisation who will be acting on Robertson Geo’s behalf to ensure their suitability.
- ABAC provisions must be included in agreements, particularly with individuals or organisations that will represent Robertson Geo.
- Any individual or organisation that will represent Robertson Geo should be given a copy of and must agree to adhere to our ABAC policy.
- Individuals and organisations that represent RobertsonGeo should be subject to periodic review to ensure that we are aware of significant changes e.g. change in ownership, financial stability etc. and that they continue to comply with our requirements.
- Under the UKBA, “Facilitating payments” are illegal. A facilitating payment is one made to expedite an administrative or clerical official’s performance of a non-discretionary action or service that he or she is supposed to provide and to which you are legally entitled e.g. processing government papers such as visa.
- If you become aware of something that you believe might contravene RG’s policy, a “red flag”, you should inform Robertson Geo’s Compliance Officer as soon as possible. Examples of a red flag include:
 - A third party has a reputation for unethical conduct or has been subject to legal action for such conduct.
 - A third party has family links or has been recommended by somebody in the customer’s organisation.
 - A third party lacks the skills or resources to carry out the work required or is not financially stable.
 - A country with a reputation for corruption.
 - Requests for anonymity.
 - Excessive payment or unusual method of payment requested.
- Detailed records must be maintained of all checks, reviews and investigations to enable us to demonstrate the operation of Robertson Geo’s ABAC policy.
- Expenses must comply with Robertson Geo procedures to ensure that there is sufficient detail in the company records to confirm compliance with Robertson Geo’s ABAC policy i.e. the nature of all items should be clearly described.
- If you find yourself faced with a difficult ethical issue, you should ask yourself:
 - Is it legal?
 - Is it consistent with Robertson Geo’s policy?
 - Could I justify it to family, friends and co-workers?
 - Would I feel comfortable if the roles were reversed?

If you are unable to answer yes to all the above then you should raise the matter with the Compliance Officer.

Supplementary Documents

The following documents are available to support RG's ABAC Policy:

- Sales Order Checklist: Specific ABAC questions to highlight potential red flags.
- ABAC due diligence procedures.
- Internal due diligence questionnaire (completed by RG).
- Business partner agreement
- ABAC red flag checklist: To be completed following internal and external due diligence questionnaires.
- Training records.
- Whistleblower policy.
- Whistleblower investigation procedure.

Appendix A: The UK Bribery Act (UKBA)

- The UKBA came into force on 1st July 2011 and created an offence which can be committed by commercial organisations which fail to prevent persons associated with them from committing bribery on their behalf. It has four main offences:
 - Offences of bribing another person
 - Bribing of a foreign official
 - Failure of commercial organisations to prevent bribery
 - Being bribed
- Under the UKBA, bribery occurs where a person offers, gives or promises to give a financial or other advantage to another individual to bring about improper performance of a relevant function or activity by that individual. Improper performance is defined as performance which amounts to a breach of an expectation that a person will act in good faith, impartially, or in accordance with a position of trust.
- The UKBA has a wide jurisdictional reach and applies to any offence that occurs within the United Kingdom irrespective of the nationality of the individual committing the offence. In this respect, an individual who has a "close connection" with the United Kingdom would fall under its jurisdiction regardless of where the offence takes place.
- Unlike the FCPA, the scope of the UKBA is not restricted to government officials but also criminalizes commercial bribery.

Appendix B: The Foreign Corrupt Practices Act (FCPA)

- The US Foreign Corrupt Practices Act (FCPA) is a U.S. law that makes it a federal crime for companies or individuals to bribe government officials in foreign countries in order to obtain or retain business, or secure an improper business advantage. The FCPA also requires public companies to keep accurate books and records and to have in place proper accounting controls and procedures. Other U.S. laws make it a federal crime to engage in commercial bribery, or bribe U.S. government officials.
- The FCPA's anti-bribery provisions prohibit an offer of payment, promise to pay, or authorization of payment of any money or anything of value to any foreign official or to any other person (a third party) while knowing that any portion of the thing of value will be offered, given or promised, directly or indirectly to a foreign official with corrupt intent for the purposes of influencing an official in order to benefit or retain business or to direct business to any person.
- A foreign official is any officer or employee of a government or any department, agency, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality, or for or on behalf of any such public international organization, and may include a close relative of such an official, and any nominee of any government official. Some examples include:
 - A member of a royal family who has official governmental responsibilities;
 - The Chief Technology Officer in a government agency or ministry;
 - An advisor to the Minister of the Interior (or another government official);
 - A legislator;
 - A Technology Subcommittee Chairperson of a House of Parliament;
 - An official or executive of a state-controlled business enterprise;
 - A businessperson who is a government agency consultant acting for and on behalf of such government agency;
 - An official of a public multilateral organization (e.g., World Trade Organization; United Nations);

- An executive employed by a state-owned or controlled hospital.
- Government employee or elected or appointed official
- Official or employee of quasi-public or non-governmental international organization (sometimes referred to as “NGOs”) such as the United Nations, Red Cross/Red Crescent, International Monetary Fund and the World Bank
- The jurisdiction of the FCPA is wide, extending to U.S. companies or persons and also to persons that act in furtherance of an improper payment or offer while in the U.S. In practice, this would include sending an email whilst in the U.S. or arranging an improper payment via a U.S. bank.

Appendix C: Whistleblower Policy

A key part of Robertson Geo’s ABAC policy is the obligation placed on all staff and business partners to report any instance where they believe that the policy may have been broken and, to this end, Robertson Geo has a separate whistleblower policy.

Under this policy, all staff and business partners are encouraged to report concerns without fear of reprisal. Reporting can be to any senior member of staff or via an independent anonymous hotline set up in conjunction with Robertson Geo’s parent company, OYO Corporation USA.

Robertson Geo is committed to investigating all concerns raised as soon as possible in a full and open manner.

The anonymous hotline is administered by Lighthouse Services Inc. who can be contacted:

- Through the website www.lighthouse-services.com/geologging
- By email to reports@lighthouse-services.com (you must include the name Robertson Geologging with the report)
- By a free telephone service as follows:
 - Dial 0500-89-011. A voice prompt will then ask you to enter the Lighthouse number of 800-603-2869 which will connect you to the hotline.

Please refer to Robertson Geo’s whistleblower policy document for further details.

Scan the QR code to
go directly to
www.robertson-geo.com

