

WGP-001 June 2011 rev F

Business Ethics Policy

A white speech bubble with a black outline and a black tail pointing downwards and to the right. It contains the text "How . . ." in black font.

“How . . .”

A white speech bubble with a red outline and a red tail pointing downwards and to the right. It contains the text "What should I do?" in red font.

“What
should I do?”

A white speech bubble with a teal outline and a teal tail pointing downwards and to the right. It contains the text "What if . . ." in teal font.

“What if . . .”

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A list of current Responsible Officers, Wood Group Legal Contacts and all telephone numbers for the Wood Group Ethics Helpline are available on the Business Ethics pages on iShare.

Wood Group Ethics Helpline.....

UK Tel No: + 44 1224 851748
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 Asia Pacific Tel No: +65 6500 9994
 Spanish speaking Tel No: +1 281 828 3576
business.ethics@woodgroup.com

Introduction



Allister Langlands, Group Chief Executive

As Wood Group continues to expand its international reach it is more important than ever that we continue to maintain and build upon our strong and well established reputation for maintaining high standards of business behaviour. The Group's Business Ethics Policy ("the Policy") recognises and reinforces the importance of conducting business ethically and legally throughout our worldwide organisation. Wood Group people are expected to uphold our high ethical, legal and business standards wherever in the world their business takes them. We also expect those with whom we do business to embrace similar values and standards.

“ What are the **major risks** arising from Business Ethics issues? ”

“ **Failure to comply** with the Policy can expose Wood Group Companies and Personnel to serious consequences including:

- Criminal legal proceedings which may result in fines and/or imprisonment.
- Civil legal proceedings which may result in large amounts of damages.
- Dismissal or other disciplinary measures.
- Loss of reputation within the industry and business. ”

Acting ethically must begin with you. This includes applying high ethical standards to any situation and using your common sense.

The Policy is required reading. We expect everyone at Wood Group to abide by the standards of ethical business practice set out in the Policy and to challenge behaviour or actions inconsistent with our core value of integrity and our strong reputation for business ethics. We appreciate that in some cases acting ethically and legally may mean we lose business. However, we must rely on the strength of our people, services and products, and not on unethical practices, to develop our business.

Questions of ethics and compliance can be complex and we expect and welcome questions about the Policy and its application.

Each Wood Group business unit has appointed a Responsible Officer to ensure, amongst other things, that policies and procedures in the relevant business are consistent with the Policy and to assist in answering any questions on the Policy. Questions relating to the Policy can also be raised with Wood Group Legal.

You must report any breaches or potential breaches of the Policy of which you become aware – whether these relate to yourself, direct reports or others. Reports can be made to Wood Group Legal, your HR Department or your Responsible Officer. Whilst there will be no retaliation against anyone who reports a concern or suspicion in good faith, you may prefer to report confidentially via the Ethics Helpline or via email to:

business.ethics@woodgroup.com

One person's error in judgment can reflect upon Wood Group as a whole, calling our reputation into question and potentially resulting in significant financial consequences. Each of us is responsible for our own actions. The Company's resources are there to help you get it right.

The objectives ...

The Business Ethics Policy has the following objectives:

- » To ensure that Wood Group Companies and Wood Group Personnel comply with all laws and regulations applicable to their business activities in all countries in which they operate.
- » To ensure that Wood Group Companies and Wood Group Personnel conduct all their business activities with integrity and in an ethical manner.
- » To maintain and protect the reputation for integrity and business ethics that Wood Group Companies and Wood Group Personnel have built with all parties that they deal with.

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Who does this Policy apply to?

This Policy applies to all “Wood Group Personnel” engaged by “Wood Group Companies” worldwide.

The following legal entities will be deemed to be Wood Group Companies (whether corporations, limited partnerships or other forms of business structures):

- » John Wood Group PLC
- » Subsidiaries of John Wood Group PLC
- » Joint venture companies or consortia which are under the day-to-day management of John Wood Group PLC or a subsidiary of John Wood Group PLC

The following persons will be deemed to be Wood Group Personnel:

- » Directors and Officers of Wood Group Companies
- » Employees of Wood Group Companies
- » Contractors, consultants, representatives, intermediaries and agents retained by Wood Group Companies

To assist in implementing and administering the Business Ethics Policy **“Responsible Officers”** have been appointed. Normally an officer or member of senior management, they will work closely with Wood Group Legal and have responsibilities for implementing, communicating and administering the Business Ethics Policy and will ensure that policies, procedures and training within each Wood Group business are consistent with the Policy.

What is expected of us?

Wood Group Personnel are expected to perform and work with honesty and integrity and comply with all applicable laws in the course of their business activities, whether or not specifically covered by this Business Ethics Policy or any other Wood Group Policy.

As one of Wood Group's Personnel you have a personal responsibility to observe the standards of conduct and other requirements of the Business Ethics Policy whether or not these standards and requirements are also imposed by law.

In the case of Wood Group employees, violations or non-compliance with applicable laws or Wood Group Company policies will constitute grounds for disciplinary action, including, when appropriate, termination of employment.

For non-employees – such as contractors, consultants, representatives, intermediaries or agents conducting business on behalf of a Wood Group Company – violations or non-compliance with applicable laws or Wood Group Company policies will result in the termination of any relationship with Wood Group.

“ What about **different laws** in different countries? ”



“ **Wood Group does business globally, and that means you are subject to different laws and regulations.** The Policy establishes principles for business conduct applicable throughout Wood Group, regardless of location. Where differences exist as the result of local laws or regulations you must apply either the Policy or the local requirements – whichever sets the highest standard of behaviour. ”

Reporting Suspected Non-compliance

You must report any breaches or potential breaches of the Policy of which you become aware.

Matters may be reported via:

- Wood Group Legal
- Your Responsible Officer
- Human Resources
- Calling the Ethics Helpline
- Emailing the Ethics Helpline at **business.ethics@woodgroup.com**

Any issue creating concern can be reported on a confidential or, if you prefer, anonymous basis via the Wood Group Ethics Helpline.

Reports or questions received via the Ethics Helpline will be dealt with in a professional and confidential manner. Matters relating to the Policy would normally be dealt with by Wood Group Legal and/or Human Resources. All such communications will be held in confidence to the extent consistent with carrying out an appropriate investigation under applicable laws.

Failure to report knowledge of a violation of the Policy or failure to assist or cooperate in the investigation of reported non-compliance may result in disciplinary action taken against you.

There will be no retaliation, retribution or victimisation in any form against an individual who reports in good faith a suspected violation of the Policy or assists with an investigation, even if the report is mistaken and/or the facts later turn out to be inaccurate or do not trigger any further action. Any individual who retaliates in any way against a person who has in good faith reported a violation or suspected violation of the Policy will be subject to disciplinary action, up to and including termination.

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Stop! Think! Ask!

The Policy cannot address every situation. Often law or policy will clearly dictate the answer, but on many occasions the situation will require interpretation to decide upon the appropriate action.

When faced with a decision stop, think and ask yourself the following:

- What feels right or wrong about the situation or action?
- Is your proposed action consistent with the law and this Policy?
- How might your decision or course of action affect others – for example fellow employees, our customers, our suppliers, our contractors, our competitors, the community, or Wood Group shareholders?
- How might your decision or course of action appear to others? Sometimes an innocent action can result in the appearance of wrong-doing.
- Have you fully explored the consequences of your decision? Would additional advice be helpful? Can your Responsible Officer or Wood Group Legal help?
- If you are not totally sure then seek advice from Wood Group Legal.

Business and Personal Integrity

Fast bucks ...

Wood Group **expressly prohibits** improper payments in all business dealings, in every country around the world, with both governments and the private sector.

Wood Group Companies and Wood Group Personnel (including all contractors, consultants, representatives, intermediaries and agents) **must not make or offer or agree to make any unlawful payment, bribe or other corrupt payment** to any customer, regulatory authority or Government Official (including their employees, agents and representatives).

Wood Group **expressly prohibits** the payment of Facilitation Payments or other such “greasing” or “enabling” payments – even if that leads to a delay or loss of business opportunity.

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“ **What if I have done nothing wrong** and I am forcibly and aggressively demanded to give money or something of value to a Government Official (Police, Immigration officer, or Armed Services personnel, etc.)? If I do not give something I fear that I will be hurt, or detained or my/or Wood Group’s property withheld, destroyed or damaged. ”

“ **You should give the Government Official what is required to prevent you from being harmed or detained. As soon as practicable after the incident you should report this to Wood Group Legal and your Responsible Officer.** ”



Bribery and Corruption

It is vital that all agents and other third party representatives who may interact on Wood Group’s behalf with Government Officials comply with this Business Ethics Policy.

An improper payment to gain advantage in any situation is never acceptable and exposes both Wood Group Companies and Wood Group Personnel to possible criminal prosecution and large civil fines or penalties. Acts or allegations of bribery can do serious damage to Wood Group’s reputation.

Wood Group Personnel who are found to be giving or taking bribes or who offer, promise or give any improper or corrupt financial or other advantage, will be subject to disciplinary action which may ultimately lead to dismissal and, if appropriate, criminal proceedings.

Wood Group Companies and individual Wood Group Personnel may be subject to anti-bribery legislation, such as the US Foreign Corrupt Practices Act 1977 or the UK Bribery Act 2010. This legislation is targeted mainly at the bribery of Public or Government Officials. However, the UK legislation relates to the bribery of both public officials and commercial agents or employees in the private sector. The legislation prohibits bribery even when it is committed outside these countries’ own borders.

Facilitation Payments

Wood Group makes no distinction between bribes and so-called “facilitation” or “greasing” or “enabling” payments to expedite or otherwise procure a transaction. Wood Group Personnel (including all contractors, consultants, representatives, intermediaries and agents) shall not make bribes or facilitation payments on behalf of a Wood Group Company.

The **only exception** to this would be in circumstances where there is a real and imminent threat to either the health, safety, personal security or welfare of any employee or a member of his or her family or a co-worker or loss of a Wood Group Company’s property. An example of this would be where a Government Official makes a demand for payment together with a threat that if payment is not made the person may be detained. If, after initially declining to make a payment, you decide to make the payment due to the threat then this exceptional circumstance must be immediately reported in writing to Wood Group Legal and your Responsible Officer. Wood Group will report situations where monies have been extorted from Wood Group Personnel to the proper authorities.

Business and Personal Integrity

Feeling uncomfortable?

Wood Group has rules and processes governing the engagement of external agents and similar third party representatives.

Management and Wood Group Legal approval is required before finalising agent or similar third party representative arrangements.

Wood Group Personnel must ensure that all fees and commissions paid to agents and other third parties in relation to sales revenues or other business transactions with Wood Group are **proportionate and legal** in the relevant jurisdictions.

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Use of Agents and Third Parties

Business practices or other conditions in certain countries require the use of agents or similar third party representatives to represent Wood Group's interests. In many cases these agents can arrange negotiations and services more efficiently than otherwise might be possible. Agents and representatives must be carefully checked before being chosen because their improper conduct could damage Wood Group's reputation and expose Wood Group Companies and Wood Group Personnel to legal liabilities.

All contracts must clearly stipulate that improper or illegal payments are not to be made — this includes any form of facilitation payment. Agents and representatives must be given a copy of this Business Ethics Policy and asked to confirm in writing their acceptance and compliance with the principles and standards that apply to it.

Wood Group will terminate relationships with any agent or third party representative that violates the bribery and corruption provisions of this Business Ethics Policy.

Conflicts of Interest

Wood Group Personnel must avoid conflicts of interest between their private activities or personal interests and their responsibilities and duties owed to Wood Group.

Wood Group Personnel must declare any potential conflicts of interest to their Line Manager, HR Contact or Responsible Officer.

You must not accept (directly or indirectly) any personal payments, services or loans from a competitor, customer, supplier or contractor of any Wood Group Company (excluding any bank, financial services company or professional advisor who Wood Group does business with).

Conflicts of interest include any personal interests which may affect your impartiality in any matter relevant to your duties.

“ I think I may have a **conflict of interest**. What should I do? ”

“ **If you think you may have a conflict of interest, or that others could possibly believe an activity or relationship you are engaged in is a conflict of interest, you must promptly disclose this to your Line Manager, HR Contact or Responsible Officer.**

Many conflicts of interest can be resolved in a mutually acceptable way, but they must be dealt with. Failure to disclose a conflict may lead to disciplinary action. ”

Stop! Think! Ask!

Even when nothing wrong is intended it is crucial to consider how your actions might appear, and to avoid the perception of a conflict of interest.

When faced with a possible conflict of interest stop, think and ask yourself the following:

- Would other employees or an outsider think it might affect how I do my job?
- Could it affect any decision I might make at Wood Group?
- Do I or my family stand to gain anything from my relationship with the third party doing business with Wood Group or vice-versa?
- Do I feel under any obligation due to my relationship with the third party doing business with Wood Group?
- Would I be embarrassed if anyone inside or outside of Wood Group knew about the situation?
- How might the situation look to a customer or supplier – would they question whether they have been treated fairly?

If the answer to any of the above questions is “yes” or even “possibly”, you may have a conflict of interest that you need to disclose and discuss with your Line Manager, HR Contact or Responsible Officer.

Business and Personal Integrity

Thank you ... is that for me?

Gifts and/or entertainment whether given or received by Wood Group Personnel must not place the recipient under any obligation and should not be capable of being misconstrued.

Gifts and/or entertainment – whether given or received by Wood Group Personnel **must:**

- be nominal
- only be given or accepted if within the bounds of recognised business practice
- be related to a business purpose
- not be intended to improperly/illegally influence a business transaction

Cash gifts are never acceptable.

Gifts given or received greater than US\$500 in value require prior written approval from a Responsible Officer. Gifts to Government Officials greater than US\$100 in value require prior written approval from a Responsible Officer and Wood Group Legal.

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Stop! Think! Ask!

When providing or receiving a gift or entertainment stop, think and ask yourself the following:

- Would I feel comfortable telling others about this gift/entertainment? Other customers and suppliers? Other employees? My manager? My family? The media?
- Do I feel any pressure to reciprocate or grant special favours as a result of this gift/entertainment (or am I trying to put pressure on someone else to reciprocate or grant favours)?
- Am I certain the gift does not violate any law or business regulation?
- Does the gift or entertainment exceed “nominal value” levels? If it does then you will need to complete a Request for Approval form (available on the Business Ethics pages on iShare) and obtain the prior written permission of your Responsible Officer and, where necessary, Wood Group Legal.

Gifts and Entertainment

In general, Wood Group Personnel must not offer or accept a gift or entertainment from or to any customer of Wood Group, or from or to any person or company having current or prospective dealings with a Wood Group Company such as a supplier or contractor, if the gift or entertainment is worth more than a nominal value.

Nominal value is considered to be US\$500 (or any lesser amount set by your Wood Group Company) when in relation to non-governmental organisations. Nominal value is considered to be US\$100 when in relation to a Government Official or governmental organisation.

However, Wood Group recognises that there may be situations where it is culturally appropriate to receive something from a customer or supplier that exceeds such nominal value – where it is a gift or entertainment (for example golf or other sporting events) with a related business purpose. In such situations you must complete the relevant Request for Approval form to obtain the written approval of your Responsible Officer. Wood Group Legal will require to review and approve the Request for Approval form related to any gift or entertainment greater than \$100 given to a Government Official or governmental organisation.

Inside Information and Insider Dealing

Wood Group Personnel are prohibited from trading in shares or other securities in Wood Group or any other publicly traded company on the basis of “inside information”.

Many countries have laws prohibiting the use or disclosure of material, non-public and unpublished price sensitive or “inside information” – information that generally is not available to the public which could, if publicly known, affect the market price of Wood Group’s shares (or those of one of our customers).

You must not deal in shares in John Wood Group PLC based on “inside information” about Wood Group, nor disclose that information to any third party who might use it to deal in such shares or encourage any third party to carry out any dealing in such shares.

Charitable Donations

Wood Group Legal require to approve all charitable donations suggested by a Public or Government Official that a Wood Group Company is doing business with. In certain circumstances the charitable donation could be perceived as a bribe.

Political Donations

Wood Group Companies (or their agents or representatives) must not make any donations intended to procure political influence.

Wood Group Company funds and resources may not be used to contribute to any political party or political candidate.

National and International Trade

Anything to declare ... Red or green channel

Wood Group Companies must comply with all applicable export control laws and economic sanctions when conducting international business.

Economic sanctions forbid persons of certain nationalities directly engaging in or facilitating others engaging in prohibited dealings with sanctioned countries, governments, persons or activities. For example, the US Government has put in place a number of Economic Sanctions that would prevent their citizens (including non-US nationals who work for US companies or anyone physically located in the US) from having anything to do with transactions for certain “embargoed” countries.

Export Controls regulate certain goods, software and technology and their export or re-export from one country to another. For example, the UK and US Governments have put in place export controls on the export or re-export of UK or US-made products. Goods may require a licence to be exported based on the type of product, its end use or the end user of the product.

“ I have a potential new customer in a country that my company has not worked in before. How can I check that Wood Group can do business? ”

“ Wood Group Legal should be contacted for further information. Wood Group will comply with all applicable export control laws and economic sanctions when conducting international business. ”



Export Controls and Economic Sanctions

The UN, the European Union as well as the US and the UK (and other countries) impose restrictions on exports and sanction dealings with certain countries, entities and individuals. Serious penalties – fines, revocation of permits to export and even imprisonment – can apply when these laws are broken.

The combination of export controls and economic sanctions means there are frequently restrictions on:

- Exports and re-exports of goods, technology and software to specific countries, entities and individuals, and for certain end-uses.
- Disclosure of certain technology and software source codes to nationals of a prohibited country.
- Involvement of nationals of the country imposing sanctions in any business dealings with the sanctioned country or with persons in the sanctioned country.
- New investments or other transactions with a sanctioned country, persons in the sanctioned country and sanctioned individuals.

Before Wood Group agree to do any work for or supply equipment to a customer it is essential that we know the ultimate country of destination and end user of the services and products that will be provided.

If your work involves the sale, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders between Wood Group Companies, or with third parties, you are required to keep up-to-date with applicable rules and regulations.

Additionally, Wood Group maintains a list of watchlisted countries in respect of which no work should be pursued without the prior written approval of Wood Group Legal.

Wood Group Legal should be contacted for further information and can provide necessary training.

National and International Trade

A fair game for all ...

Wood Group Companies **will not** engage in any activity or business practice, which is in breach of any applicable competition and/or antitrust law to which they may be subject.

Wood Group is **committed** to conducting its business in an open and competitive fashion. Any activity that undermines this commitment is unacceptable.

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“ How can I ensure **compliance** with Competition and Antitrust laws? ”

“ **Do not agree** with competitors to target certain customers, products, services or geographic territories. ”

“ **Do not discuss** pricing or the terms of any Wood Group bid with a competitor. ”

“ **Do not agree** the prices at which a product will be resold to a third party. ”

“ **Do not agree** to boycott a customer or supplier. ”

Competition / Antitrust regulations

Competition or antitrust laws apply to every level of business in many of the countries in which Wood Group operates. The laws apply not only to Wood Group Companies but also to our competitors, suppliers and customers. It is important to be aware of the laws – not only to avoid infringement but also to ensure that suppliers or customers are not engaging in anti-competitive activities that could damage Wood Group’s business.

Some competition laws – such as the US and EU laws – can apply even when the conduct occurs outside the relevant country or countries’ borders.

Although the laws may differ from country to country, the following examples illustrate some of the most common illegal competition and antitrust law activities:

- Price fixing and bid rigging.
- Agreements between competitors regarding which suppliers or customers they will not deal with.
- Agreements between competitors to reduce production or output.
- Agreements between competitors not to compete for certain customers or accounts, or in certain geographic areas.
- Misrepresentations about the abilities of a competitor’s products or services.



Wood Group People

Our promise to our people

Wood Group Companies will ensure that Wood Group Personnel will not suffer retaliation, retribution or victimisation for seeking to invoke or enforce their rights under employment legislation.

Equal opportunities

Wood Group will hire, evaluate and promote employees on the basis of their qualifications, demonstrated skills, achievements, experience and performance.

Wood Group Companies are committed to ensuring that Wood Group Personnel are able to work in a professional, safe and discrimination-free environment that promotes equal employment opportunities and prohibits discriminatory practices, including any form of discrimination on the basis of gender, race, sexual orientation, disability, religious beliefs, age or any other status protected under applicable law.

Accordingly, all Wood Group Company employment policies will seek to ensure equal employment opportunities for all Wood Group Personnel.

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“ How can I find out **more** about HR policies? ”

“ **Speak to your HR contact** or check out the Group HR policies on iShare. ”

Harassment

Wood Group will not tolerate any form of abuse or harassment, in any Wood Group workplace, towards Wood Group Personnel or others.

Wood Group is committed to ensuring that you are able to work in an environment which is free from harassment, including victimisation and bullying, and in which Wood Group Personnel treat each other with mutual respect and dignity. Wood Group does not tolerate any form of harassment including any form of harassment on the basis of gender, race, sexual orientation, disability, religious beliefs, age or any other status protected under applicable law.

Substance Abuse

Wood Group will provide a safe and productive working environment by ensuring that the workplace is free from any form of substance abuse.

You should be fit and ready to carry out your work duties at all times while at work or on Wood Group business.

You are prohibited from being at work or on Wood Group business while impaired by drugs or alcohol or with illegal drugs present in your system.

The use, possession, sale or distribution of illegal drugs and the misuse of legal drugs or other substances is prohibited.

Except where authorised by Wood Group management, alcohol consumption is not permitted within a Wood Group workplace or worksite.



Protecting Wood Group's Assets

Valuing our treasure...

You must protect and preserve Wood Group's assets and resources and assist Wood Group in its efforts to control costs.

The use of Wood Group assets and resources for personal financial gain is strictly prohibited.

The use of Wood Group assets and resources for anything other than the conduct of Wood Group business requires the express written approval of your Responsible Officer or a member of Wood Group Legal.

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“ To **whom** should I report my suspicions of a fraudulent act? ”

“ Such **suspicion should to be reported** so that it may be investigated. You can report to Wood Group Legal or you may prefer to use the Wood Group Ethics Helpline.

Remember – there will be no retaliation or retribution against anyone who reports something in good faith. ”

Accounting Systems and Procedures

Each Wood Group Company will maintain accounting systems and procedures which enable it and all other relevant parties at all times to obtain a true and fair view of its assets and liabilities, profit and loss and cashflow.

All Wood Group Company accounts and records must be recorded in a manner that clearly identifies and describes the true nature of business transactions, assets or liabilities, and properly and promptly classifies and records entries in conformity with generally accepted accounting principles and standards.

Accounting records must be retained for as long as required by law or generally accepted practice.

Fraud

Wood Group will not tolerate fraud and has established procedures to prevent, detect, report and investigate suspected frauds.

Fraud generally involves some form of deceit, theft, trickery, or making of false statements, breach of trust and guilty intention with the object of obtaining money or other benefit.

A fraudulent act can have significant consequences for Wood Group and the individuals involved, including loss of sales and access to financing, withdrawal of licences, litigation and damaged reputation.

Fraud includes, but is not limited to:

- Dishonesty or fraudulent act.
- Embezzlement.
- Forgery or alteration of business documents.
- Misappropriation of Wood Group, customer, supplier or contractor assets.
- Conversion to personal use of cash, supplies or any Wood Group asset.
- Unauthorised handling or reporting of Wood Group business transactions.
- Falsification of Wood Group Company records or financial statements.
- Misrepresentations about Wood Group products or services.
- Failure to disclose information when there is a legal duty to do so.

If you suspect that fraudulent activity may have occurred you must immediately report such suspicion to Wood Group Legal or you may prefer to use the Wood Group Ethics Helpline.



Protecting Wood Group's Assets continued

Money Laundering

Wood Group will not condone, facilitate or support money laundering. Wood Group will comply with all relevant national and international laws and regulations covering money laundering.

Money laundering is a generic term used to describe the process by which individuals or companies try to conceal illicit or illegal funds (including the proceeds of crime) within their business in order to make these funds look legitimate. Money laundering legislation is designed to assist and protect legitimate businesses from being used by criminals for such a purpose.

Many of the countries in which Wood Group has operations have some form of anti-money laundering legislation. The legislation may place criminal corporate liability on Wood Group Companies as well as criminal personal liability on any Wood Group Personnel involved.

You must contact Wood Group Legal and report any suspicious transactions, activity or incidents of money laundering.

Look out!

Examples of suspicious transactions could include:

- Any transaction where you don't know or cannot verify the parties to the transaction.
- A willingness by one party to pay above market price.
- Payments made in currencies other than specified in the invoice.
- Payments made by someone not a party to the contract (unless approved).
- Payments to/from an account other than the normal business relationship account.
- Requests to make an overpayment.
- Requests for payments to an overseas jurisdiction unconnected with the transaction or requesting party.

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Confidentiality

Wood Group Personnel must protect confidential information, proprietary information and trade secrets in their possession from unauthorised use or disclosure, including any confidential information relating to customers, suppliers, contractors, employees and other third parties.

Wood Group Companies will comply with the provisions of confidentiality undertakings which they enter into, including those relating to potential acquisition targets, divestments, joint ventures, collaboration arrangements or other potential business opportunities.

Confidential information can be broadly defined as technical information concerning products and services, manufacturing and development process information, engineering designs, drawings and layouts, software code, know-how, pending patent applications, invention disclosure statements and the like.

Confidential information would also include non-public business information such as non-public financial information, employee information (including email lists), analyses, forecasts, customer and supplier lists, strategic and operating plans, corporate organisation plans, audit materials or reports, legal opinions and advice, information regarding litigation or potential litigation, proposed transactions and the like.

The release (intentional or inadvertent) of any confidential information to third parties without appropriate controls and/or protection can damage Wood Group and in some cases violate the law.

Wood Group Personnel must not disclose to third parties any non-public material. If your work requires you to discuss such information with outsiders (for example in negotiating a transaction), such discussions must only occur with the protection of a written confidentiality or non-disclosure agreement. These agreements can be provided by Wood Group Legal.

Wood Group will also have obligations with respect to the confidential information of customers, suppliers and other third parties with whom we have a business relationship. Improper handling of sensitive business, financial, or technical information, or of original ideas provided to a Wood Group Company by customers, suppliers and other third parties can lead to a loss of trust and also legal claims against Wood Group for damages.

Stop! Think! Ask!

- **Be very careful if discussing company business** in restaurants, on aircraft, in elevators or on mobile phones in public places.
- **Think twice** before transmitting confidential materials via the internet or email and use protected passwords wherever possible.
- Only discuss confidential information **with those employees who have a legitimate need to know**.
- If you see Wood Group's confidential information left unattended or otherwise made accessible to people who should not have it (even other Wood Group employees), **report this immediately to your Line Manager or a Responsible Officer**.
- Make sure that any copies of Wood Group confidential information are clearly and consistently marked **"WOOD GROUP CONFIDENTIAL"**.
- Disclose confidential information to a third party only where there is a compelling business reason to do so and **written confidentiality terms** are in place.

Knowledge is power ...

Intellectual Property ("IP")

Intellectual property rights including patent rights, copyright, design rights, database rights, trade marks and service marks in all inventions, documents, logos, designs and computer programs created, devised or undertaken by Wood Group Personnel belong to Wood Group.

Wood Group will own the copyright (or other IP rights) in all of the work that Wood Group Personnel create on behalf of Wood Group.

Wood Group will respect the valid intellectual property rights of third parties and will not knowingly infringe such rights.

The management of each Wood Group Company are under a general duty to ensure that all relevant contracts of employment or contracts for services provide for the ownership of relevant intellectual property rights by Wood Group.

Unauthorised use of others' intellectual property can expose Wood Group Companies and Wood Group Personnel to legal claims and damages.

“ Can I take **documents and reports** that I have worked on with me if I leave Wood Group? ”

“**No!** Wood Group **owns the IP** in your entire work product and you may not take any documents belonging to Wood Group – whether in paper or electronic form – with you without prior written permission from Wood Group Legal. ”



“ I have recently joined Wood Group from another oil and gas service company where we did certain processes differently. **Can I use** guidance manuals from my old employer to help my new Wood Group colleagues? ”

“**No!** Your previous employer will own the copyright or other IP in the manuals. Their use, no matter how helpful or well-intentioned, could create legal problems for Wood Group. ”

To find out more about Wood Group's policy regarding IT System Use please see the Group Policy on the iShare.

Data Privacy

Wood Group Companies will comply with relevant data protection legislation affecting the acquisition, maintenance and use of personal data, whether such information is held electronically or otherwise.

Wood Group Personnel with access to personal data must only use it for the purpose for which it was collected and must adhere to high levels of confidentiality when using it.

Improper use of IT Systems

Computer hardware, and software and information stored on Wood Group's IT systems are Wood Group property.

You must use Wood Group's IT systems responsibly and primarily for the business purposes for which they are intended.

Wood Group Personnel using IT systems for personal reasons must apply high ethical standards, comply with applicable laws and regulations and support Wood Group's information security requirements.

The use of Wood Group IT systems may be monitored for the purposes of information security, operational management, maintenance, business needs and to ensure that all use is compliant with all laws, regulations and Wood Group policies.

Wood Group Ethics Helpline

UK Tel No: + 44 1224 851748

US Tel No: + 1 281 828 3575

Asia Pacific Tel No: +65 6500 9994

Spanish speaking Tel No: +1 281 828 3576

business.ethics@woodgroup.com

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A list of current Responsible Officers, Wood Group Legal Contacts and all telephone numbers for the Wood Group Ethics Helpline are available on the Business Ethics pages on iShare.

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This Policy is intended to assist in promoting best practice across Wood Group. It does not give third parties the right to audit compliance or to pursue Wood Group on the basis of the matters set out in this Policy.

Any act by Wood Group Personnel in violation of the law or of Wood Group's policies is beyond the scope of such person's authority and is not an act by or on behalf of Wood Group.

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www.woodgroup.com

“How . . .”

“What
should I do?”

“What if . . .”



John Wood Group PLC



Business Ethics Policy

Receipt and Acknowledgement

I acknowledge that I have received my personal copy of Wood Group's Business Ethics Policy.

I understand that each Wood Group employee, member of the Board of Directors, contractor and consultant and representatives, intermediaries and agents retained by Wood Group Companies are responsible for knowing and adhering to the principles and standards of the Business Ethics Policy.

Signature: _____

Print name: _____

Company: _____

Title: _____

Location: _____

Date: _____

Address to send back to: