

OTHER BUSINESS CONDUCT REQUIREMENTS

Definitions used shall be as defined within the relevant contract.

The following business conduct requirements shall be applied to all business transactions and are expected to be followed by all members of Dana's supply chain, including CONTRACTOR and its SUBCONTRACTORS of every tier. These are in addition to the requirements stipulated within the CONTRACT.

Accounting Systems and Procedures

CONTRACTOR shall 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 cash flow. All CONTRACTOR 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

COMPANY shall not tolerate fraud and expects CONTRACTOR to have 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 COMPANY or CONTRACTOR 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:

- i) Dishonesty or fraudulent act.
- ii) Embezzlement.
- iii) Forgery or alteration of business documents.
- iv) Misappropriation of COMPANY, partner, CONTRACTOR or SUBCONTRACTOR assets.
- v) Conversion to personal use of cash, supplies or any COMPANY or CONTRACTOR asset.
- vi) Unauthorised handling or reporting of COMPANY or CONTRACTOR business transactions.
- vii) Falsification of COMPANY or CONTRACTOR records or financial statements.
- viii) Misrepresentations about COMPANY or CONTRACTOR products or services.
- ix) Failure to disclose information when there is a legal duty to do so.

If CONTRACTOR suspects that fraudulent activity may have occurred, CONTRACTOR must immediately report such suspicion to COMPANY Head of Ethics & Compliance at ethics.compliance@dana-petroleum.com or to the nominated CONTRACT representatives.

Export Controls and Economic Sanctions

The United Nations, 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 may apply when these laws are broken.

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

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

Before COMPANY agrees to do any work for or supply equipment it is essential that COMPANY knows the ultimate country of destination and end user of the services and products that will be provided.

If the WORK involves the sale, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders between COMPANY, or with third parties, CONTRACTOR is required to keep up-to-date with applicable rules and regulations.

Additionally, the UK government maintains a list of watch listed countries in respect of which no goods or services should be provided without the prior written approval of COMPANY Head of Ethics & Compliance. More information can be found at: <https://www.gov.uk/guidance/uk-sanctions>

The CONTRACTOR shall promptly notify the COMPANY Head of Ethics & Compliance at ethics.compliance@dana-petroleum.com if any member of CONTRACTOR GROUP becomes subject to an export control or economic sanction.

Competition / Antitrust regulations

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

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

If CONTRACTOR suspects that anti-competition/anti-trust activity may have occurred CONTRACTOR must immediately report such suspicion to COMPANY Head of Ethics & Compliance at ethics.compliance@dana-petroleum.com or to the COMPANY Group Procurement and Supply Chain Manager.

Money Laundering



COMPANY will not condone, facilitate or support money laundering. CONTRACTOR shall 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 COMPANY and CONTRACTOR has operations have some form of anti-money laundering legislation. The legislation may place criminal corporate liability on COMPANY or CONTRACTOR as well as criminal personal liability on any COMPANY or CONTRACTOR Personnel involved.

CONTRACTOR must contact COMPANY Head of Ethics & Compliance at ethics.compliance@dana-petroleum.com and report any suspicious transactions, activity or incidents of money laundering. Examples of suspicious transactions could include:

- i. Any transaction where you don't know or cannot verify the parties to the transaction.
- ii. A willingness by one party to pay above market price.
- iii. Payments made in currencies other than specified in the invoice.
- iv. Payments made by someone not a party to the CONTRACT (unless approved).
- v. Payments to/from an account other than the normal business relationship account.
- vi. Requests to make an overpayment.

Requests for payments to an overseas jurisdiction unconnected with the transaction or requesting party.