

**Code of Conduct Supplement**  
**for personnel involved in US Government**  
**work (“Government Supplement”)**

**This Government Supplement to our Code of Conduct provides the framework for our behavior when pursuing and performing work for the US Government.**

## **1. Respect for conditions of contract**

We will **comply with all laws and regulations** applicable to US Government contracts including, but not limited to, those that are codified and published in the Federal Acquisition Regulation (“FAR”) and agency acquisition regulations that implement or supplement the FAR.

This means we will comply with all laws, regulations, policies, procedures, contract clauses, solicitation provisions, and forms that govern the US Government contracting process or otherwise control the relationship between John Wood Group plc, including any of its subsidiary or affiliate entities conducting business with the US Government (collectively, “Wood” for purposes of this document), or Wood and the US Government prime contractor or subcontractor with whom Wood does business. Such compliance includes, but is not limited to, conducting ourselves in a manner above reproach and with the highest degree of integrity and honesty. In addition, we will always adhere to proper business practices.

Our US Government customers, including US Government prime contractors and subcontractors with whom we do business, have a right to expect and we have an obligation to ensure that our products and services are delivered at a **fair and reasonable price**.

We are responsible for **honoring the company’s contractual obligations** to the US Government and to US Government prime contractors or subcontractors with whom we conduct business, and no action will be taken for the purpose of circumventing such obligations. If you are uncertain of our obligations under a contract or subcontract, you should contact your supervisor or your relevant Ethics & Compliance Officer (“ECO”) to obtain clarification of applicable requirements.

### **We will:**

- Timely disclose to appropriate US Government Officials any credible evidence of (i) a violation by a principal, employee, agent, or subcontractor, in connection with the award, performance, or closeout of a US Government prime contract or subcontract, of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code or of the civil False Claims Act, or (ii) a significant overpayment other than overpayments resulting from contract financing payments.
- Remit any overpayment to the US Government on any contract financing or invoice payment.
- Disclose any lobbying contact with US Government officials as required by contract or law.
- Display helpline and labor rights posters as required by contract or law.
- As required by contract or law, comply with labor dispute and hazardous material reporting requirements, environmental requirements, and labor requirements relating to safety, health, sanitation, maximum hours, minimum wages, overtime, non-displacement of qualified workers,



equal employment opportunity, segregated facilities, child and convict labor, age discrimination, employment of veterans or individuals with disabilities, eligibility for employment under immigration laws, and maintaining a drug-free workplace in part by establishing a drug-free awareness program and notifying appropriate US Government officials of circumstances in which an employee is convicted for a criminal drug offense.

- Submit current, accurate, and complete cost or pricing data to the Government when required to comply with the Truth in Negotiations Act.
- When signing certifications for, or making other statements to, a Government entity or to US Government prime contractor or subcontractor with whom we are conducting business, undertake the measures necessary to ensure the truthfulness and accuracy of such communications. *Inaccuracy or misleading statements or both can result in criminal and civil penalties for both the individual employee and Wood.*
- Comply with employment eligibility verification requirements using the E-Verify program of the US Government as required by contract.
- Establish fair prices for products and services that reflect our costs, the technology involved, the difficulty of overall contract performance, market conditions, and other relevant factors.
- Ensure applicable US Government travel regulations are adhered to when seeking reimbursement of travel costs under US Government contracts.
- Only deliver products and services that meet domestic preference and country of origin restrictions. Domestic preference restrictions may require goods to originate from the US or other designated countries, while country of origin restrictions prohibit procurement from sanctioned countries.
- Record accurately all contract-related costs in accordance with generally accepted accounting principles, US Government contract cost principles and procedures, and, if applicable, the Cost Accounting Standards.
- Ensure that no time or expense is improperly charged to a contract. *This ban includes improperly shifting costs between contracts or accounts.*
- Maintain books, records, and accounts that are in reasonable detail and that accurately and fairly reflect the transactions and disposition of the assets of the company.
- Comply with antitrust laws and not engage in practices that eliminate competition or restrain trade such as collusive bidding, follow-the-leader pricing, rotated low bids, collusive price estimating systems, or sharing of the business.
- Ensure that only qualified employees work on a contract and that those employees are properly supervised.
- Ensure Wood promotes fair and open competition for subcontractors and suppliers by utilizing competitive procurement procedures to the maximum practical extent consistent with the objectives and requirements of a contract.
- Ensure that small business, veteran-owned small business, service-disabled veteran-owned small business, Historically Underutilized Business Zone small business, small disadvantaged business, and women-owned small business concerns have the maximum practicable opportunity to participate in the performance of U.S. Government contracts consistent with



efficient contract performance, and support Wood's small business subcontracting program at the highest levels of company leadership.

- Ensure that all required tests are conducted, all test results are accurately reported, and only properly calibrated equipment is used.
- Ensure that no materials are substituted for those specified in the contract and that no repaired or used materials are provided without prior customer approval.
- Protect confidential US Government information. US Government information not deemed as classified information may nonetheless be subject to disclosure restrictions. Wood will not discuss, disclose, or copy confidential US Government information without prior written approval from authorized US Government officials.
- Take appropriate action against employees, agents, or subcontractors that violate the US Government's policy prohibiting trafficking in persons, and notify appropriate US Government officials immediately of any credible information that alleges that an Wood employee, subcontractor, subcontractor employee, or agent has engaged in conduct that violates the US Government's policy prohibiting trafficking in persons, as well as any action taken by Wood pursuant to the US Government's policy.
- Comply with other requirements imposed by the US Government's policy prohibiting trafficking in persons, including any applicable requirement to maintain a human trafficking plan.
- Fully cooperate with any US Government agency responsible for audits, investigations, or corrective actions.

### **We will not:**

- Submit false claims or make false statements, either directly to the US Government or indirectly through another US Government prime contractor or subcontractor. *This ban covers claims for monies not due and factual misstatements about our status.*
- Use any appropriated funds to pay any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any covered Federal actions.
- Seek out, receive, or disclose the proprietary information of any competitor, including bid and proposal data, or seek out, receive, or disclose any source selection information relating to a US Government procurement, which includes but is not limited to, technical evaluation plans, technical evaluations of proposals, and reports and evaluations of source selection boards.
- Discuss any procurement with any official of the procuring US Government agency who is not authorized to discuss the procurement with prospective offerors.
- Enter into subcontracts with entities that are suspended, proposed for debarment, or debarred unless authorized by contract or the US Government.
- Restrict subcontractors or suppliers from directly engaging in transactions with the US Government unless authorized by law.
- Support trafficking in persons, severe forms of trafficking in persons, the procurement of commercial sex acts, or the use of forced labor in the performance of a contract.



- Engage in the practice of “buying in” by submitting a proposal below anticipated costs, expecting to increase the contract amount after award (e.g., through unnecessary or excessively priced change orders) or receive follow-on contracts at artificially high prices to recover losses incurred on the buy-in contract.

To prevent a conflict of interest or the appearance of improper influence of our business decisions, and to comply with Wood’s [Anti-Bribery and Anti-Corruption, Conflicts of Interest and Gifts and Hospitality policies](#), Wood and its employees will only offer or accept **gifts and hospitality** to or from our current or prospective customers or other business partners if they:

- are lawful;
- impose no sense of obligation on the recipient;
- will in no way affect commercial decision making;
- would cause no embarrassment to Wood or you if they became public; and
- have been approved in accordance with the [Gifts and Hospitality Policy](#) (where approval is required).

As a rule, no US Government employee may solicit or accept, directly or indirectly, any gratuity, gift, favor, entertainment or hospitality, loan, or anything of monetary value that is given because of the employee’s official position or provided by anyone who:

- is seeking official action by the employee’s agency;
- has or is seeking to obtain US Government business with the employee’s agency;
- conducts activities that are regulated by the employee’s agency; or
- has interests that may be substantially affected by the performance or nonperformance of the employee’s official duties, with limited exceptions.

Generally, US Government employees may not be paid for speaking or writing in connection with their official duties. US Government employees may accept modest refreshments (e.g., coffee and donuts) incidental to a business meeting.

### **We will:**

- Comply with applicable laws, regulations, and contract clauses related to gratuities, gifts, bribes, and entertainment and Wood’s [Anti-Bribery and Anti-Corruption, Conflicts of Interest and Gifts and Hospitality policies](#).
- Comply with both the letter and spirit of these rules, and avoid any situations that could be viewed as attempts to evade the requirements imposed on Wood or US Government employees.

### **We will not:**



- Offer or give a gift or gratuity, including hospitality, to an officer, official, or employee of the US Government as any such gift or gratuity may be viewed as an attempt to obtain or reward favorable treatment in connection with a contract. *Similar rules apply to many state and local government employees.*
- Press US Government employees to accept refreshments if they decline them and allow them to pay if they insist on paying for their refreshments.
- Provide gifts to source selection officials. *All such gifts are prohibited.*

Federal law prohibits subcontractor kickbacks under US Government contracts or subcontracts.

**Kickbacks** are defined as money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly, to any prime contractor, prime contractor employee, subcontractor, or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contractor in connection with a subcontract relating to a prime contract. The law prohibits any person from:

- providing, attempting to provide, or offering to provide any kickback;
- soliciting, accepting, or attempting to accept any kickback; or
- including, directly or indirectly, the amount of any kickback in the contract price charged by a subcontractor to a prime contractor or a higher tier subcontractor or in the contract price charged by a prime contractor to the US Government.

#### **We will:**

- Comply with these requirements and report any incidents in Wood's own operations or its direct business relationships to management, which will report to appropriate US Government officials any reasonable grounds to believe that a violation of these requirements has occurred.
- Make efforts to prevent and detect violations of these requirements.
- Cooperate fully with any US federal agency investigating a possible violation of these requirements.

#### **We will not:**

- Provide or solicit subcontractor kick-backs.

## **2. Respect for employment policies**

As a US Government contractor, Wood is required to ensure compliance with laws relating to equal employment opportunities and to comply with the rules that govern the employment of former US Government employees.

#### **We will:**



- **Promote equal employment opportunities** by, as a US Government contractor, taking affirmative action to assure equal employment opportunities (EEO) are provided for employees and prospective employees as required by law and contract, including by taking actions to prevent discrimination against qualified individuals on the basis of their protected veteran status, disability, race, color, religion, sex, sexual orientation, gender identity, or national origin.
- Work to assure that EEO requirements of our contracts are met.
- Comply with **seeking employment and post-employment restrictions** for US Government employees. *This means that before we engage in any employment discussions with individuals who are or were employed by the US Government we must understand the laws, rules and regulations governing such employment.* The following limitations apply:
  - Rules prohibit recruitment and employment or even certain discussions of possible employment with certain US Government employees, including those who have personally and substantially participated in any particular matter that would affect the financial interests of Wood.
  - Restrictions are imposed on the duties some former US Government employees may perform as employees, agents, consultants, or other representatives of Wood.
  - Former US Government employees are subject to federal conflict of interest laws and the rules and regulations of government agencies.
  - Conflict of interest situations must be reviewed and resolved by your relevant ECO prior to any discussions regarding potential employment of current or former US Government employees (including exploratory contacts, recruitment, solicitation, and offer of employment).
  - The engagement of a US Government employee as a consultant or otherwise is not permitted without the appropriate agency ethics official's affirmative advisory opinion and prior approval by your relevant ECO.

Your relevant ECO can advise about proposed recruitment and employment of such personnel.

- Ensure that the selection and retention of consultants is for proper commercial purposes and in accordance with company policy. **Engaging consultants** means *obtaining services rendered by persons who possess a specific skill.*

Compensation is to be comparable to that customarily paid in the locale and commensurate with the nature and scope of the service. Arrangements to pay contingent fees for soliciting or obtaining US Government contracts have long been considered contrary to public policy because such arrangements may lead to attempted or actual exercise of improper influence.

Under its US Government contracts, Wood warrants that no person or agency has been employed or retained to solicit or obtain the contract upon an agreement or understanding for a contingent fee, except as permitted by law. Any contingent fee arrangement requires your ECO's prior approval.



### 3. Respect for restrictions on political contributions

As a US Government contractor we are subject to special restrictions on making political contributions to election campaigns that are made directly or indirectly from company funds. We are prohibited from making such contributions. Political contributions include:

- Any donation, gift, or loan of, or promise to provide, company funds, assets, or property, directly or indirectly, to or for the benefit of any political party, committee, candidate, or person for political purpose or use, and any use of company funds, assets, or property, directly or indirectly for the benefit of a candidate or office-holder.
- Donations, gifts, or loans of funds, assets, or property which are made by employees or third persons, such as agents, or consultants, who are reimbursed in any way by the company.
- The uncompensated use of company services, facilities, or property.
- Loans, loan guarantees, or other extension of credit.

Similar rules may apply to state and local government employees.

### 4. Respect for classified information

#### **We will:**

- **Protect US Government classified information** by complying with all security requirements for any classified information that we may receive during the performance of US Government contracts or subcontracts.

#### **We will not:**

- Enter into any contract or subcontract under which access to US Government classified information is granted without first having in place appropriate, US Government-approved safeguards to effectively mitigate foreign ownership, control, or influence. For all such matters, your relevant ECO must be notified prior to pursuing such work.

### 5. Respect for protection of whistleblowers

As a US Government contractor, Wood is subject to statutory whistleblower programs.

These programs prevent Wood from discharging, demoting, or otherwise discriminating against an employee as a reprisal for disclosing information to a Member of Congress, or an authorized official of an agency or of the Department of Justice, relating to a substantial violation of law related to a contract (including the competition for or negotiation of a contract), or disclosing information to





certain Federal officials, a court, a grand jury, or the management of Wood, in connection with certain contracts, the alleged gross mismanagement of a contract, a gross waste of funds, an abuse of authority, a violation of law, rule, or regulation, or a substantial and specific danger to public health or safety.

For questions or concerns concerning Wood's compliance with laws or regulations, you may contact your relevant ECO.

## 6. Respect for US Government property

### We will:

- Take all appropriate measures to **protect US Government property**, including contractor-acquired property, from loss, damage, destruction or theft during the performance of US Government contracts and subcontracts.

### We will not:

- Use, obtain, or divert US Government property for our personal use or benefit. Removal of such property from our facilities or US Government work sites without permission may be regarded as theft.
- Destroy or materially alter any item of Government property without the US Government's permission.

## 7. Respect for the Code

Ethical conduct is an essential means by which Wood sustains relationships with the US Government.

We are committed to maintaining a culture that encourages people to do the right thing. All employees are required to report any potential, suspected, or actual violation of applicable laws or the Code. Employees are also required to report when they are aware of any improprieties or observe any irregularities. Reports should be made to your team leader, your local People & Organization Business Partner or your relevant ECO. If you are not comfortable doing this, then contact:

- Your Region Compliance Counsel;
- Wood Legal; or
- The Business Ethics Helpline at **+1 855 260 7434** or **woodplc.ethicspoint.com**

Certain matters related to potential, suspected, or actual fraud or other financial irregularity should be reported directly to Internal Audit, Compliance, Wood Legal or the Business Ethics Helpline **immediately**. See our Code of Conduct and our intranet site for further details.

