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## **VINEYARD OFFSHORE LLC SUPPLIERS CODE OF ETHICS**

The Board of Managers of Vineyard Offshore LLC ("Vineyard Offshore" or the "Company") oversees the management of Vineyard Offshore and its business with a view to enhance the long-term value of Vineyard Offshore for its members. The Board of Managers of Vineyard Offshore (the "Board") has adopted this Suppliers Code of Ethics (this "Code") to set forth its expectations and requirements of suppliers to Vineyard Offshore. This Code is subject to periodic review and modification by the Board from time to time. Vineyard Offshore's governance system is inspired by and based on a commitment to ethical principles, transparency, and leadership in the application of best practices in good governance and is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Vineyard Offshore's ethical and good governance commitment extends to all of its professionals, and the policies that further elaborate on such commitment clearly state that Vineyard Offshore firmly opposes the commission of any wrongful act, whether criminal or otherwise, and that it advances a preventive culture based on the principle of "zero tolerance" for the commission of wrongful acts and fraud and on the application of the principles of ethical conduct and responsible behavior.

It is essential for this message to be unequivocally conveyed to the third parties with whom the Company maintains relationships, such that they formally undertake to adhere to Vineyard Offshore's ethical and good governance commitment.

The Company considers suppliers to be a strategic stakeholder, and therefore, it has established for them specific guidelines for action in their areas of activity that conform in all respects to Vineyard Offshore's principles and values and are laid down in this Suppliers' Code of Ethics, which must be expressly accepted by Vineyard Offshore's suppliers and shall be attached as an exhibit to or otherwise incorporated into the respective contracts.

**ETHICS:** to maintain commercial relationships in conformity with principles of transparent corporate ethics and management.

■ **Corruption:** Vineyard Offshore's relationship with its suppliers is based on legality, efficiency, and transparency. One of the principles underpinning the United Nations Global Compact is the fight against corruption, bribery, and extortion.

Vineyard Offshore does not tolerate, permit, or become involved in any kind of corrupt practice, extortion, or bribery in the conduct of its business activities, either in the public



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or in the private sector. Ethical and responsible behavior is one of the pillars of Vineyard Offshore's conduct, and its suppliers shall comply with Vineyard Offshore's policies, rules, and procedures in connection with the prevention of corruption, bribery, and extortion.

No supplier of Vineyard Offshore shall offer or give government officials, third-parties, or any employee of Vineyard Offshore, within the context of the business activity carried out for or on behalf of Vineyard Offshore, whether directly or indirectly, gifts, presents, or other unauthorized advantages, whether in cash or otherwise, in order to secure favorable treatment in the award or maintenance of contracts or to obtain benefits for themselves or for the supplying company. Acts of bribery, which are expressly prohibited, include the offer or promise, whether direct or indirect, of any kind of improper advantage, any instrument designed to conceal them, and influence-peddling.

Suppliers shall abide by the strictest rules of ethical and moral conduct and by international agreements and shall comply with the law applicable to these matters, ensuring the establishment of adequate procedures required for such a purpose.

■ **Conflict of Interest:** Suppliers shall maintain mechanisms ensuring that their independence of action and full compliance with applicable law shall not be affected in the event of a possible conflict of interest involving any of their employees.

■ **Information:** The information owned by Vineyard Offshore and disclosed to a supplier shall, as a general rule, be deemed to be private and confidential information.

Suppliers and all professionals therewith shall be responsible for adopting adequate security measures to protect such private and confidential information.

The information provided by a supplier to its contacts within Vineyard Offshore shall be true and shall not be given with the intent to mislead.

**LABOR PRACTICES:** to ensure the protection of internationally recognized basic human and workers' rights within their sphere of influence.

■ **Forced Labor:** Suppliers shall take steps and adopt all required measures within their organization to eliminate all kinds or forms of forced or compulsory labor, understood as any work or service demanded from an individual under threat of any kind of penalty.

■ **Child Labor:** Suppliers shall expressly reject the use of child labor within their organization, shall respect the minimum hiring age limits in accordance with applicable law, and shall have adequate and reliable mechanisms in place to verify the age of their employees.



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■ Freedom of Association and Collective Bargaining: Suppliers shall respect the freedom of union association and the workers' right to collective bargaining, subject to the law applicable in each case.

■ Equal Opportunity and Non-Discrimination: Suppliers shall reject all discriminatory practices in employment and occupational matters and shall treat their employees fairly and with dignity and respect. For purposes hereof, discrimination shall include any distinction, exclusion, or preference by reason of race, color, sex, religion, political opinion, national extraction, or social origin which has the effect of nullifying or impairing equality of opportunity or treatment in employment or occupation.

■ Fair Remuneration: Suppliers shall pay their employees in accordance with the provisions of applicable wage laws, including minimum wages, overtime, and social security benefits.

**HEALTH AND SAFETY**: to provide a safe working environment, complying with the requirements established in connection with the prevention of occupational risks.

■ Employee Protection: Suppliers shall ensure the protection of their employees, particularly protecting them from overexposure to chemical, biological, or physical hazards or to tasks demanding excessive physical effort at the workplace.

■ Potential Emergency Situations: Suppliers shall identify and evaluate potential emergency situations at the workplace and shall minimize the possible impact thereof by implementing emergency plans and emergency response procedures.

■ Training and Qualifications: Suppliers shall provide their personnel with the training and means required to do their work as agreed under contract, and shall be liable for any damage or loss attributable to the suppliers by action or omission, especially as a consequence of not having taken appropriate preventive measures to avoid it.

**ENVIRONMENT**: to maintain an environmentally-friendly preventive approach, fostering initiatives to promote enhanced environmental awareness.

■ Environmental Aspects: suppliers shall have in place an effective environmental policy that ensures compliance with all obligations applicable thereto under applicable law.



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■ **Waste and Emissions:** suppliers shall identify and manage those substances and other materials that present a hazard when released into the environment in order to ensure that they are handled, transported, stored, recycled or reused, and disposed of safely and in compliance with applicable regulations. All waste materials, wastewater, or emissions having the potential to adversely affect the environment shall be appropriately managed, controlled, and treated.

**PRODUCT QUALITY AND SAFETY:** to promote continuous improvement in the quality of the products and services supplied.

■ Legal and customer requirements: all products and services delivered by suppliers shall meet the quality and safety standards and parameters required by applicable law, with special emphasis being placed on adherence to agreed prices and delivery dates.

**SUBCONTRACTING:** to ensure compliance with these requirements by parties collaborating with and subcontractors of suppliers.

■ **Value Chain:** Vineyard Offshore's suppliers shall be responsible for ensuring that their own suppliers and subcontractors are subject to guidelines for action substantially similar to those established in this Suppliers' Code of Ethics.

This Suppliers' Code of Ethics shall be understood to be subject to such additional conditions or requirements as may be imposed by applicable law, by the practices and rules of the various jurisdictions in which Vineyard Offshore operates, and by the respective contract with each supplier, which shall apply in all cases.

The basic principles set forth herein apply to all of Vineyard Offshore's suppliers, and Vineyard Offshore may ensure compliance therewith and shall act accordingly in the event of any violation. Furthermore, Vineyard Offshore shall make available suitable means to collaborate with its suppliers with a view to increasing their competitiveness, establishing appropriate programs in each case.

## COMPANY HELPLINE

Vineyard Offshore has a Helpline that can be used as a channel of communication by suppliers of Vineyard Offshore (the "Suppliers") and the companies they hire to provide services or supplies to Vineyard Offshore (the "Subcontractors"), their respective employees, and companies that have participated in service or supply bidding to be Suppliers may report conduct that may involve a breach by an employee or representative of Vineyard Offshore of the Code of Business Conduct and Ethics or the Vineyard Offshore Corporate Governance System, or an illegal act or the commission by a



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Supplier, one of its Subcontractors, or their respective employees of an illegal act or act in violation of the provisions of this Suppliers' Code of Ethics within the framework of their commercial relationship with the Company.

Suppliers must promptly report the above conduct, of which they become aware due to their commercial relationship with Vineyard Offshore.

By contracting with Vineyard Offshore, Suppliers undertake to inform their employees and their Subcontractors of the contents of this Suppliers' Code of Ethics and the existence of the Helpline, as well as to require their Subcontractors to inform their employees thereof. In addition, Suppliers must be able to verify compliance with such obligations at the request of Vineyard Offshore.

Suppliers and Subcontractors may also use the Vineyard Offshore Helpline to make queries or comments regarding the Suppliers' Code of Ethics.

Submissions or inquiries for the Helpline should be either by phone or through the Helpline website as follows:

- Phone: 833-254-3836
- Internet: [https://secure.ethicspoint.com/domain/en/report\\_custom.asp?clientid=89033](https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=89033)

The Compliance Officers shall be responsible for managing the communications sent through the Helpline.