



THE GLOBAL DRILLING  
SOLUTIONS COMPANY

# Anti-Bribery and Corruption Policy

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## 1 Objective

To communicate clear guidance and instruction to employees of Helmerich & Payne, Inc. and its subsidiaries worldwide (collectively, “H&P” or the “Company”) as to the procedures that must be followed to maintain compliance with applicable anti-bribery and corruption laws.

## 2 Scope

To provide guidance and instruction to employees of Helmerich & Payne, Inc. and its subsidiaries worldwide (collectively, “H&P”) as to the policy that must be followed to maintain compliance with all applicable anti-bribery and corruption laws.

## 3 Policy Management

H&P’s company policy requires compliance with all applicable anti-bribery and corruption laws. This policy, developed by the Compliance Department and supported by senior management, has been implemented as our commitment toward compliance with all Anti-Bribery & Corruption laws. This policy is intended to increase understanding and provide guidance on how to recognize and deal with bribery and corruption risks.

## 4 Responsibilities

All H&P directors, officers and employees are responsible for complying with this policy.

## 5 Anti-Bribery & Corruption Policy

H&P is committed to propriety in its business dealings, and to preventing bribery and all forms of corruption.

The nature of our business often requires that we interact with public officials around the world. Company policy and applicable laws establish certain limits on those interactions.

The Company is committed to doing business with integrity. This means avoiding corruption of all kinds. It is the policy of the Company to comply with all applicable anti-bribery and corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”), the French Law No. 2016-1691 (“Sapin II”) and the equivalent local laws in every country in which we do business.

These laws prohibit bribery of public officials (broadly defined later in this policy), and regarding the FCPA in particular, mandate that companies establish and maintain accurate books and records and sufficient internal controls to prevent corrupt behavior. The UKBA also prohibits commercial bribery.

A violation of anti-bribery and corruption laws can lead to severe civil and criminal penalties for the Company and individual employees and is cause for disciplinary action up to and including termination of employment; therefore, it is vital that you not only comply with them in your daily work but also to understand and appreciate the importance of these policies and procedures and the potential risks and consequences of violations.

This policy applies to all employees, officers and directors of the Company. In addition, the Company will require third parties who represent the Company (such as suppliers, service providers, agents, consultants, and contractors) to conduct themselves in a manner consistent with this policy.

Additionally, all employees and third parties subject to this policy should remain on alert for warning signs of potential violations and report any questionable transactions or behavior that may violate this policy.

Although this policy focuses primarily on compliance with the FCPA and UKBA, it is necessary to remain equally

attentive to compliance with all applicable corruption laws, including the federal, state and local laws of each country in which the Company operates. The FCPA, UKBA, and local corruption laws will be referred to collectively as “Applicable Anti-Bribery and Corruption Laws” in this policy.

For the purposes of this policy, the term “public official” is broadly defined to include:

- Any officer or employee of any government entity, department, or agency;
- Any employee of a state or government-owned business, school, hospital, or other entity (for example, a national oil company);
- Any political party or official thereof;
- Any candidate for political office or elected official;
- Any public international organization or any department or agency thereof (e.g., the United Nations, World Health Organization and European Central Bank); and
- Any person acting in an official capacity on behalf of a government entity.

Employees of state-owned or state-controlled commercial enterprises (such as an oil company that is majority owned or controlled by a government) are considered foreign government officials under Applicable Anti-Bribery and Corruption Laws and this policy. It is important to keep in mind that even persons who are not deemed to be officials under local laws may still be considered public officials under the FCPA and UKBA. To be certain, employees should always consult the Compliance or Legal Department whenever there is a question as to whether an individual is a foreign government official.

## **6 Bribery**

### **6.1 What is a bribe?**

A bribe is the act of offering, promising, giving or receiving something of value to influence or reward another person to gain an improper business advantage, where the intention is to induce conduct that amounts to a breach of an expectation that the person will act in good faith, impartially, or in accordance with a position of trust.

### **6.2 Bribery**

Anti-Bribery and Corruption Laws prohibit companies and their employees and representatives from directly or indirectly giving, promising, offering, or authorizing payment of anything of value to any third party in order to obtain or retain business or to secure some other improper commercial advantage. Prohibited payments include, but are not limited to, those designed to:

- Induce the recipient to award a contract to the Company.
- Obtain advantageous tax, immigration, or customs treatment that would not otherwise be available to the Company; or
- Circumvent or cause non-enforcement of laws or regulations applicable to the Company.

The prohibition on bribery applies to the giving of anything of value, not only money. This includes, but is not limited to, providing business opportunities, favorable contracts, stock options, charitable contributions, travel, gifts and entertainment.

## **7 Facilitation Payments**

Facilitation payments also are prohibited under this policy. Facilitation payments are payments made to public officials to expedite or facilitate non-discretionary actions or services, which the public official, in any case, is required to provide.

For example, it would be a facilitation payment, and therefore a bribe, to pay a public official for acts such as obtaining an ordinary license or business permit, processing government documents, such as visas and customs clearances, providing police protection, providing telephone, power or water service, or loading or unloading of cargo.

Although there is a narrow exception for facilitation payments under the FCPA, such payments are prohibited under the UKBA and the laws of many other countries. Therefore, in order to ensure compliance with all Applicable Anti-Bribery and Corruption Laws, the Company prohibits facilitation payments altogether.

**Any facilitation payments made must be reported to the Compliance or Legal Department immediately.** The Compliance and Legal Departments will then investigate this matter and work with the Accounting Department to ensure the payment amount gets accurately recorded into the Company's books and records with all required support.

**Except as provided herein, employees are prohibited from providing anything of value to any public official, regardless of rank, or to any person while knowing or being aware that all or a portion of it will be, or is substantially certain to be, offered, given or promised (directly or indirectly) to a public official.**

### **7.1 Personal Safety Payments**

Personal safety payments, which may amount to extortion, are not facilitation payments. Although they are not encouraged by the Company, they may be permissible under this policy in certain situations. A personal safety payment is a payment made to a public official to avoid imminent physical harm. Personal safety payments do not include payments made in response to commercial duress, or in response to threats to commercial, financial or other interests. If confronted with a situation in which you believe that there is an imminent threat to your health or safety, you must use your best judgment in determining whether to make a personal safety payment. If you reasonably elect to make a personal safety payment, you will not be subject to discipline under this policy, but those **payments must be immediately reported to the Legal or Compliance Department.** The Company will investigate the circumstances related to the payment and may reimburse you for such payment. **All personal safety payments are required to be accurately recorded in the Company's books and records with all applicable support.**

## **8 Permitted Payments**

Although employees of H&P must not give, promise to give or offer any payments, gifts, meals, entertainment or anything else to influence an individual that would violate this policy, not all such acts are prohibited. However, employees should note that determining whether such matters are prohibited, or are ok, may not always be clear and often must be addressed on a case-by-case basis. Although this policy is intended to provide guidance to help employees assess the situation, in all situations where there is a question or doubt, employees should consult the Legal or Compliance Department prior to taking action.

### **8.1 Services**

The Company may pay for legitimate services provided to the Company by a government entity or public official,

such as paying a government-owned utility company for electricity. Payments for any services rendered to the Company by a public official (including an officer of a government-owned or controlled commercial enterprise), including honorarium payments and reimbursement of expenses, must be made in accordance with the financial and accounting directives set forth in this policy.

## 8.2 Gifts, Meals, and Entertainment

Under certain circumstances, it may be permissible to provide modest gifts or a meal or other entertainment to a government official as a social amenity. When deciding whether a gift is appropriate, employees must take into account any past, pending or future business or administrative matters that are within the recipient's realm of influence. The timing and context surrounding such gift or entertainment must be weighed in order to assess whether any particular gift or entertainment could be perceived to be a bribe.

Generally, gifts, meals and entertainment are permissible, provided that:

- Hospitality offered on behalf of the Company must be directly related to Company business, i.e., the marketing or sale of the Company's services.
- Hospitality in all cases must be reasonable in amount, must be offered in good faith and only in connection with the promotion, demonstration or explanation of Company products or services or the execution or performance of a contract with a government or agency thereof.
- There is no expectation that the gift, meal, or entertainment is given in exchange for any return favor or business advantage from the public official (*quid pro quo*).
- The gift, meal, or entertainment is infrequent, reasonable, and proportionate in amount under the circumstances.
- The gift, meal, or entertainment is lawful under Applicable Anti-Bribery and Corruption Laws.
- Unless otherwise approved in writing by the Senior Vice President Corporate Services Chief Legal Officer/Chief Compliance Officer ("CLO/CCO") or designee, expenses for hospitality meals should not exceed the following U.S. dollar amount per person:
  - Breakfast: \$50.00
  - Lunch: \$150.00
  - Dinner: \$150.00
- Refreshments unaccompanied by a meal should not exceed \$50.00 per person.
- Frequency of hospitality must be carefully monitored, as the cumulative effect of frequent hospitality may give rise to the appearance of impropriety. Hospitality for any government official should not exceed twelve events in any calendar year. If additional hospitality is anticipated, prior written approval must be obtained from the CLO/CCO or designee.
- Cash gifts to government officials are NOT permitted under any circumstances. Per diem payments to government officials are also prohibited.
- Promotional items of nominal value such as coffee mugs, calendars, or similar items, or items displaying the Company logo that are distributed for advertising or commemorative purposes, or gifts of nominal value on customary holidays are permitted. "Nominal value" is US \$150.00.00 or less.

- In the event the Company is responsible for the airfare or lodging expenses of a government official or commercial recipient (non-H&P employee), itineraries and any other supporting documentation shall be maintained. In no case will payment or reimbursement be made directly to the government official or commercial recipient (non-H&P employee) incurring the expense; such payment or reimbursement shall only be made directly to the service provider (e.g., the airline) or the government or agency involved. Expenses beyond what is reasonably necessary for the business purpose, including lavish accommodation or expenses for spouses and children, will not be approved. The local controller and Compliance Department must approve all travel for public officials or commercial recipient (that is, all non-H&P individuals, other than travel required for the performance of and in accordance with the terms of a written services agreement) in advance of the trip.
- In all cases that entertainment, gifts, or travel expenses are approved, the expenses must be supported by receipts and accurately recorded in the Company's books and records.
- Any receipt of gifts, entertainment, hospitality or other things of value received by a Company employee must follow the procedures outlined in the Company's Gifts and Entertainment policy.

### **8.3 Political or Charitable Donations**

In general, H&P does not make political donations. Where such contributions are being considered, approval must be obtained, in advance, from the relevant General Counsel and can only be made in accordance with applicable law. The company does engage in charitable activities from time to time in accordance with the "Anti-Bribery and Corruption Compliance Standards, Guidelines & Procedures". Charitable activities must always be conducted in a lawful, ethical and transparent manner.

## **9 Due Diligence**

Before undertaking any new activities (M&A and/or engaging with new third parties) the Company will assess the risk of exposure to bribery or corruption and implement such controls. For example, conducting appropriate due diligence and will exercise care in selecting third parties by employing only reputable entities and will pay only reasonable compensation for the services provided, to mitigate those risks.

Thereafter the Company will require those third parties who represent the Company to conduct themselves in a manner consistent with this policy. Such third parties will be periodically required to provide the Company with a certification of compliance with all applicable laws, including any Applicable Anti-bribery and Corruption Laws.

In addition, agreements with third parties must contain representations and warranties regarding the third party's agreement to comply with Applicable Anti-bribery and Corruption Laws.

## **10 Red Flags**

In evaluating potential third parties and during any business relationship with them, Company employees must be conscious of any "red flags" that may be present or arise. A "red flag" is a fact or circumstance that serves as a warning signal that a third party may act in a corrupt manner. It is the responsibility of the employee that observes a red flag to refer the matter to the Legal Department, Compliance Department, or Ethics Hotline. A non-exclusive list of examples of red flags is below:

- Rumors regarding unethical or suspicious conduct by an employee, marketing representative, consultant, agent, or other business partner, or by a government official
- Unnecessary third parties, multiple intermediaries, or suggestions to use a particular intermediary
- Requests for payments to a second third party rather than the company, consultant or agent with whom the Company has the contract
- Requests for payments in a country other than where the third party resides or performed the services
- Requests for payments in cash
- Requests for unusually large commissions or other payments, or payments that appear excessive for the service rendered
- Requests for reimbursement of expenses that are poorly documented
- Requests to communicate only using third-party messaging apps
- Incomplete or inaccurate information in required disclosures
- Refusal to certify compliance

## 11 Recordkeeping and Reporting Requirements

Anti-Bribery & Corruption Legislation requires the Company to comply with strict accounting standards. In particular, (i) the keeping of accurate books and records that, in reasonable detail, reflect the transactions and asset dispositions of the Company, and (ii) the development and maintenance of a system of internal accounting controls, including periodic audits. These requirements apply to all payments, not just sums that would be “material” in the traditional financial sense.

## 12 Certifications

The following certification policies will be followed:

- A representative(s) of Helmerich & Payne, Inc. and each subsidiary thereof will prepare a report and certification, which will be submitted to the Compliance Department annually, with respect to all remuneration for hospitality and gifts made in connection with such company’s operations in countries outside of the U.S. during that year.
- The VP, Chief Accounting Officer will also prepare a report and certification, which will be submitted to the Audit Committee of the H&P Board of Directors annually with respect to all remuneration for hospitality and gifts made in connection with operations in countries outside of the U.S. during that year.
- Key employees will submit an annual certification to the Compliance Department with respect to compliance with Applicable Anti-Bribery and Corruption Laws and related Company policies.

## 13 Training and Communication

The Company will conduct periodic antibribery and corruption training for all directors and officers, and certain employees, agents, and business agents based on job function and/or risk exposure.

Enhanced training will be provided to those colleagues most likely to be exposed to bribery & corruption risks.

H&P's zero-tolerance approach to bribery and corruption is communicated to all employees, contractors, suppliers and other third parties with whom we conduct business. This approach is reflected in the code of conduct, H&P Vendor Code of Conduct and the contractual language included in agreements.

Failure to participate in such training may be cause for disciplinary action up to and including termination of employment or termination of a third party's contract.

#### **14 Accountability: Roles and Responsibilities**

The roles and responsibilities of various governing bodies and individuals with regard to the Company's anti-bribery and corruption program (for purposes of this section, the "Program") are as follows:

- The Board of Directors is responsible for overseeing the implementation and effectiveness of the Program.
- The Company's CLO/CCO (or designee) is responsible for administering the Program, including:
  - Identifying the application of and interpreting this policy and the applicable anti-bribery and corruption laws, rules and standards;
  - Conducting periodic reviews of this and related policies and making necessary updates;
  - Drafting related policies and procedures;
  - Advising Company personnel on any legal issues related to adherence to the Program;
  - Coordinating anti-bribery and corruption education and training in furtherance of the Program;
  - Administering the Company's Ethics Hotline;
  - Administering the annual employee compliance certification program;
  - Administering the Company's due diligence program for third parties with respect to the Program;
  - Investigating possible violations of this policy or the Program; and
  - Reporting to the Audit Committee and/or the Board of Directors any material violations of this policy or the Program.
- The Chief Financial Officer is responsible for implementing and monitoring systems of internal controls and record keeping procedures that comply with Applicable Anti-Bribery and Corruption Laws.
- The Internal Audit Department is responsible for reviewing the adequacy of controls established to ensure compliance with this policy and related policies and procedures.
- The Human Resources Department is responsible for implementing disciplinary measures, with input of the affected department and the Compliance and/or Legal Departments, in response to violations of this policy or the Program by employees;
- Each director, officer, employee, and third party with whom the Company conducts business are responsible for:
  - complying with this policy and Applicable Anti-bribery and Corruption Laws;
  - participating in training as required by the Company; and
  - reporting any red flags or suspicions of noncompliance to the Legal Department, Compliance Department or Ethics Hotline.

## 15 Reporting Violations

Any director, officer, employee, or third party with whom the Company conducts business who knows of, or suspects any violation of this policy must report it immediately. This includes immediately reporting any transaction or interaction that is or involves, or is suspected of being or involves, a corrupt or improper payment given or offered to, requested by or accepted from another person, company, government official or government entity.

The Company provides many different avenues to report concerns, and where possible, reports should be made to one of the following:

- Your line manager
- The Compliance or Legal Departments
- Human Resources
- Internal Audit
- Any senior member of staff
- The Company's confidential Ethic's Hotline.

Employees and third parties will be protected from retaliation for reporting concerns in good faith. The Company does not tolerate any act of retaliation against individuals who, in good faith, report potential or actual violations of the Company's policies or applicable law. More information can be found in My H&P Way in "[Reporting Violations and Investigations.](#)"

## 16 Additional Information

Additional information and policies and procedures can be found in the following Company documents available on My H&P Way, including:

- [Anti-Bribery and Corruption Compliance Standards, Guidelines & Procedures](#)
- [International Accounting FCPA Policy and Procedures](#)
- [Third-Party Messaging Apps Policy](#)
- [Reporting Violations and Investigations.](#)