



DOING THE RIGHT THING

Oceaneering's Code of Conduct



“While we consistently face many difficult challenges, our dedication to doing the right thing never wavers.”

A MESSAGE FROM OUR CEO

We solve the unsolvable and work hard to meet our customers' needs every day. While we consistently face many difficult challenges, our dedication to doing the right thing never wavers. We never compromise our ethics when making business decisions.

This commitment to seeking creative solutions ethically is why Oceaneering maintains the reputation that it does.

Our Code of Conduct helps us identify risks and meet expectations. Everyone should take the time to review Our Code. These expectations apply to all of us -- all of the time.

We all need to ask for help sometimes, or report concerns that we might have. Our Code details how we can speak up and be part of the solution. If there is something that needs to be addressed, we must be willing to come forward. Know that Oceaneering doesn't tolerate any retaliation against those who speak up. We want to hear from you.

I know that you will find Our Code to be another valuable tool to help complete our mission.

Rod Larson, CEO

OUR MISSION



**WE SOLVE
THE UNSOLVABLE.**

OUR VISION

We thrive by creating industry-changing technically creative solutions for the most complex operational challenges under water, on land, and in space.

OUR VALUES



**DO THINGS
RIGHT**



**SOLVE COMPLEX
PROBLEMS**



**GROW
TOGETHER**



**OUTPERFORM
EXPECTATIONS**



**OWN THE
CHALLENGE**

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1

OUR CODE.
OUR ROLE.

SUPPORTING COMPLIANCE

We do things right at Oceaneering. Our commitment to compliance and ethical behavior is not negotiable; we succeed by identifying risks and consistently applying our values to our business and operational decisions.

Our Code (“Doing the Right Thing: Oceaneering’s Code of Conduct”) reinforces these principles and provides us all with helpful information to meet the challenges we face.

Our Code applies to everyone at Oceaneering, including our directors, officers and employees, all across the world. As they support our business, our joint venture partners, consultants, agents, subcontractors and other business partners must follow applicable law and ethical business practices consistent with Our Code.

We approach all situations with our values in mind and always ask ourselves: Is the decision I am making:

1. Consistent with Our Code, our policies and any applicable laws or regulations?
2. Consistent with our Values?
3. Defensible – something I would be happy everyone knew about?

If we cannot answer “yes” to each of these questions, we should seek guidance about the situation.

Our Code is not meant to set out a rule for each and every situation we might face. Our work can be challenging and provide unique dilemmas. Our decisions must be in compliance with Our Code. In situations where we aren’t sure what Our Code requires, we can and must seek guidance.

Managers and supervisors have a special role in maintaining compliance and operating our business with integrity. Managers and supervisors are role models, setting the tone for a positive working environment and communicating expectations to our team.

Managers and supervisors should:

- Maintain an open door and encourage employees to speak up, ask any questions and raise concerns
- Be vigilant for signs of retaliation and seek assistance immediately from the Compliance Department if they observe or suspect such behavior
- Familiarize themselves with Our Code, our policies and other applicable laws, regulations or standards
- Properly escalate questions, concerns or issues of misconduct to the appropriate resources

Violations of Our Code, our policies or any applicable laws or regulations can result in discipline up to and including termination of employment. We always follow applicable laws and regulations, and in situations where either the law or Our Code and policies differ, we always follow the stricter standard. When in doubt, we seek clarification from the Compliance Department.



SPEAK UP RESOURCES

We expect you to come forward with any concerns and questions promptly. Oceaneering does not tolerate retaliation against anyone making a good faith report.

We have several avenues available to ask questions and report our concerns, starting with our **managers and supervisors**.

And there are several other resources we can use to speak up, including:

- Compliance Department
- EthicsPoint
(www.oceaneering.ethicspoint.com)
- Legal Department
- Human Resources Department

Operated outside Oceaneering by a third party, our EthicsPoint Portal allows for anonymous reporting either online or by using one of the telephone numbers provided on the EthicsPoint Portal website.

Oceaneering takes every report seriously and, when appropriate, will investigate any potential Code or policy violations. Everyone must cooperate fully with any investigations conducted by the company or by a governmental agency. If you are contacted by a governmental agency about an investigation, contact the Compliance or Legal Department for assistance.



2 COMMITMENT TO OCEANEERING

MANAGING CONFLICTS OF INTEREST

We never put our personal interests, including personal financial interests, above our duty to Oceaneering.

We manage conflicts by:

- Using good judgment when decision-making on behalf of Oceaneering
- Disclosing potential conflicts as soon as we recognize them by using our Speak Up resources
- Avoiding personal investments in companies that do business with Oceaneering other than minor investments in publicly traded securities such as mutual funds
- Never taking personal advantage of business opportunities discovered through our role at Oceaneering, nor using our role at Oceaneering to acquire benefits, gifts or loans
- Never competing with Oceaneering, nor entering into any agreement to compete against the company
- Never undertaking outside employment or work, nor seeking outside compensation with competitors, customers, suppliers or others, without express written permission from an officer of Oceaneering
- Never hiring or supervising family members
- Never serving on another organization's board without first getting express written permission from an officer of Oceaneering"

Q&A

HOW MIGHT IT HAPPEN

Question: I'm reviewing several suppliers' bids for a new project and noticed that the company my cousin works for is one of the bidders. Should I disclose the relationship?

Answer: Yes. You must reveal the relationship and disclose the potential for a conflict of interest. Even if an actual conflict does not exist, or you do not believe it exists, the mere appearance of a conflict can be an issue.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com/>

“Our personal reputation and Oceaneering’s reputation can be compromised by the mere appearance of a conflict of interest.”

What is a “conflict of interest”?

A conflict can result when we use our role with Oceaneering, or information we have learned through our role at the company, to pursue business opportunities for ourselves or our family members, or when pursuing an opportunity would otherwise make it difficult for us to perform our responsibilities for Oceaneering objectively.



“Business relationships with public officials and other partners can be complex, and we should always ask questions and report concerns about bribery to the Compliance or Legal Department.”

AVOIDING BRIBERY AND CORRUPTION

Oceaneering competes based on our company's services and reputation, so we never seek any business advantage through bribery. We also never seek or accept anything that would influence our decision-making on behalf of Oceaneering. We expect our partners and other third parties to follow our standards and the law as well.

Bribery is against Our Code, our policies and the law.

We avoid bribery by:

- Never offering *anything of value* to secure business or to influence another's business decision-making
- Never seeking or accepting anything of value to influence our decision-making
- Never providing or accepting kickbacks, or a return of any sum of money as an incentive for decision-making
- Never providing anything of value, including entertainment, to a public official, unless we receive specific management pre-approval and legal review of the proposed expense
- Always maintaining our company records and accounts to reflect the details and purpose of any payments received or made and any expenses incurred, in a comprehensive and accurate manner
- Never retaining or allowing any third parties, such as brokers, agents and sales representatives, to bribe on Oceaneering's behalf and always conducting thorough due diligence and monitoring of our partners
- Avoiding “facilitation” or “grease” payments, as our policy is to provide no bribes, even those that are small in value
- Being familiar with our policies and procedures, participating in all training and cooperating with any audits or investigations
- Speaking up, asking questions and reporting any concerns we have regarding activities that could violate Our Code, our policies or the law
- Ensuring individuals are held accountable when they engage in corruption, including but not limited to bribery and kickbacks



HOW MIGHT IT HAPPEN

Question: I have been discussing the details and scope of potential work with a new client who mentioned that they sponsor a charitable foundation and that Oceaneering should make a donation to it. While the client did not say the potential work depended on a donation, it might help secure the business. Should I suggest a donation?

Answer: No. Anything of value, including donations to charities suggested by a party, could be considered a bribe. The person requesting the donation need not directly benefit if the intent or effect of the payment is to try to influence their decision-making.

What is “anything of value”?

“Anything of value” can include cash, cash equivalents (such as gift cards), gifts, entertainment, travel expenses, job opportunities, charitable donations, future promises and favors



HOW MIGHT IT HAPPEN

Question: An Oceaneering supplier recently sent me a holiday gift basket. The gift basket is valued at around US \$200. Oceaneering has done business with this supplier for many years, and I plan to share the gift with the whole team. Should I accept the basket?

Answer: When accepting any gift, we must be careful to determine whether it would compromise, or appear to compromise, our decision-making on behalf of Oceaneering. In this case you should consult with your supervisor and the Compliance Department before accepting the gift.

What is a “public official”?

- Someone working for a government, such as a customs official, a member of the military or a state university employee
- Someone working for a government owned or -controlled company or enterprise, such as a government owned oil company or utility
- Someone working for a public international agency, such as the World Bank or the European Union
- A politician, political appointee, candidate for office, tribal leader or a member of a royal family; or someone working, or claiming to work, on behalf of a government agency, a government owned or -controlled entity or a public international organization
- Someone who you know or reasonably should know to be a close relative or contact of a public official

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

EXCHANGING GIFTS AND ENTERTAINMENT

Exchanging reasonable gifts and entertainment can be part of a legitimate business relationship. But we must always be mindful of the ways in which these exchanges can lead to a perception of a conflict of interest or improper influence.

We exchange gifts and entertainment responsibly by:

- Never giving or accepting cash or anything of excessive value
- Never soliciting gifts, favors or services for ourselves or our family members
- Always following Oceaneering's expense and travel policies and procedures
- Always making sure that any entertainment or travel expenses are reasonable and related to a business purpose and that they do not create a conflict of interest
- Seeking explicit pre-approval by the Legal Department before providing any public official with gifts, entertainment or travel expense reimbursements
- Always seeking guidance from our manager or supervisor or our Legal Department if we have any questions about the appropriateness of any gift or entertainment
- Ensuring that all gifts and entertainment do not violate any regulation or applicable law, comply with Our Code and customary business practices and would not be seen as a bribe or a potential conflict of interest



“We treat exchanges of gifts and entertainment carefully and follow all of Oceaneering’s policies and procedures.”

Q&A

HOW MIGHT IT HAPPEN

Question: I have been bidding on a potential project with a public utility in another country. The purchasing agent has expressed interest in touring one of our facilities here in the United States ahead of awarding us the project. Can I submit travel expenses for the purchasing agent’s travel?

Answer: No. Before we can provide any travel expenses or travel reimbursements, such requests have to be reviewed and explicitly approved by the Legal Department.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>



“We compete fairly and win business based on the quality of our products and services.”

Q&A

HOW MIGHT IT HAPPEN

Question: I’m attending an industry lunch event where a competitor at my table mentions pricing changes at her company, including plans to inflate the prices of certain products and services that compete with Oceaneering. What should I do?

Answer: You must end any conversation with the competitor and immediately inform the Legal Department. You cannot act based on any information you learned in this conversation, as this conversation could create the appearance of violating anti-competition laws.

COMPETING FAIRLY

We compete based on the performance of our products and services and we never seek to have understandings or arrangements with our competitors to limit competition.

We compete fairly by:

- Interacting with our competitors cautiously
- Immediately reporting to the Legal Department any conversations or communication in which fixing prices or wages, dividing markets, limiting supply, rigging bids or other aspects of competition were discussed
- Making sure we are familiar with our competition policy as well as any applicable regulations and laws that might apply to our role
- Asking questions about competition issues, as applicable laws can be varied and complex
- Ensuring that any pricing changes for our products and services are based solely on our costs, market conditions, competitive situations, desired profit and other business factors and are never based on any understanding or agreement with our competitors or others
- Gathering competitive information properly and legally and not through the use of others’ proprietary or confidential information

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>



COMPLYING WITH TRADE RESTRICTIONS

Oceaneering serves customer needs all over the world. Conducting business internationally means paying close attention to applicable trade regulations and laws.

We comply with trade restrictions by:

- Seeking guidance with import, export and sanctions procedures, as applicable regulations and laws can be complex
- Never conducting business with, or exporting any goods to, any embargoed countries or restricted parties including, organizations or individuals
- Never agreeing to any foreign trade boycott without first seeking guidance from the Legal Department
- Always looking out for import and export restrictions and sanctions that might apply to our role or apply based on international business travel
- Following all Oceaneering procedures regarding working with international third parties



HOW MIGHT IT HAPPEN

Question: One of our customers requested that we include and agree to a provision in our contract that no materials or components in the products we supply them originate from a particular country. Is this OK?

Answer: No. You should consult with the Legal Department, as we cannot agree to or engage in any boycott that may be illegal under U.S. anti-boycott laws.

“We follow all applicable import, export, sanction and boycott rules.”

What is an “export”?

An export occurs when goods or services are sent to another nation or to a foreign national. Exports of technology, software, products and services can happen unintentionally and can happen domestically if exports are made available to a foreign national on U.S. soil.



HOW MIGHT IT HAPPEN

Question: I am travelling to repair a piece of equipment, and the spare parts I need will fit into my bag, so is it OK to transport them that way?

Answer: Not without first checking with the Legal Department to make sure the spare parts are not subject to export restrictions. You cannot circumvent any export rules by carrying items yourself.



HOW MIGHT IT HAPPEN

Question: I'm responsible for updating some proprietary software for our equipment and I believe I can get the work done a lot faster with our overseas developers. Is it OK to send them the code?

Answer: No, not without first checking with the Legal Department to determine whether any export controls or trade restrictions apply to the original software and that our overseas developer is not subject to export restrictions. If you are unsure whether export restrictions might apply, seek assistance from the Legal Department.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceanengineering.sharepoint.com>



“We keep Oceaneering’s records in an accurate and timely manner.”

Q&A

HOW MIGHT IT HAPPEN

Question: I supervise a technician who is always forgetting to clock in. I’m pretty sure that she always arrives on time, so I’ve adjusted her time-keeping record each week to reflect my best estimation of the hours she has worked. Is this OK?

Answer: No. By adjusting the time-keeping records, you have created a false record. We must maintain accurate records and never enter false or misleading information into any records. If we have questions about entering time-keeping records, or any other business records, we should seek assistance from our supervisor or another reporting resource.

KEEPING ACCURATE RECORDS

We keep transparent, accurate, timely and complete business records that honestly reflect the business Oceaneering conducts.

We keep accurate records by:

- Recording all financial and other business information in an accurate and timely manner consistent with all the applicable internal controls, accounting rules and public company reporting requirements necessary to ensure full disclosure
- Never entering false, misleading or artificial information into our records or attempting to disguise the true nature of any transaction
- Honestly, transparently and completely recording all records, whether the information is for internal use or public disclosure
- Providing accurate information to our independent auditors or for use in any financial reporting
- Consistently following all records retention and destruction policies and procedures to ensure that records are properly managed

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

PROTECTING OCEANEERING'S ASSETS

To outperform our customers' expectations, we need the tools, resources and know-how to get the job done.

We protect Oceaneering's assets by:

- Using Oceaneering assets, including facilities, materials, tools, equipment, electronics, computers, networks, devices, software, email and technology, only for legitimate business purposes
- Avoiding misuse, abuse, theft, damage, loss or excessive personal use of our assets, including electronic and network assets
- Protecting Oceaneering's *intellectual property*
- Monitoring use and allowing access to Oceaneering assets only to those who have a business need to use them
- Never misusing assets that belong to our customers, suppliers or other partners, including any third-party *intellectual property*



HOW MIGHT IT HAPPEN

Question: I plan to make some home repairs this weekend and want to take home some power tools from the Oceaneering maintenance shop to complete the work. I plan to return everything in good order before the tools are needed again next week. Is this OK?

Answer: No. Oceaneering assets such as tools are to be used for business purposes only.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

“Oceaneering’s assets must be responsibly used and carefully protected.”

What is “intellectual property”?

Intellectual property refers to the ideas, inventions, designs, brands and other work that are the product of creative thought. It includes trade names, logos, copyrights, trademarks, service marks, patents and trade secrets.

MANAGING OCEANEERING'S DATA

We protect Oceaneering's confidential and proprietary information and follow all procedures and policies regarding data security.

We manage Oceaneering's data by:

- Maintaining the security of confidential and proprietary information, such as intellectual property and other non-public information, and limiting access to such data to those who are authorized to access it for business purposes only
- Being familiar with the types of non-public information that must be kept secure, including, but not limited to bids, product plans, technical data, marketing and strategic documents, financial and sales data, and private personal data such as health records
- Following all data security measures, including securing access to Oceaneering systems and data, maintaining proper use and updating of passwords, never circumventing any security systems and sharing Oceaneering data only when there is a business need-to-know purpose and the recipient is authorized to access our data

“We make sure Oceaneering's data is only accessed or used for approved business purposes.”



Q&A

HOW MIGHT IT HAPPEN

Question: When discussing the scope of work with a new subcontractor, I realized it might be helpful to share our bidding documents for the project with them. Can I share these files with the subcontractor?

Answer: Before sharing potentially confidential or proprietary information with anyone, whether it's a third party or another Oceaneering employee, we must ensure that the recipient has both a business need-to-know purpose and the proper authorization to access that specific type of information. If you are unsure about whether a party is authorized, seek guidance from your manager or supervisor before sharing any potentially confidential information.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>



Q&A

HOW MIGHT IT HAPPEN

Question: I noticed a post on social media that discusses a project Oceaneering worked on and wrongly suggests that the Oceaneering team made mistakes. I want to respond and set the record straight. Should I?

Answer: No. Unless you are explicitly authorized to speak on behalf of Oceaneering on social media, you should not respond. If you notice inaccurate public statements about Oceaneering, you should inform your supervisor and our Investor Relations Department.

COMMUNICATING RESPONSIBLY

Whether we are communicating with each other or with third parties, we always conduct ourselves respectfully and honestly.

We communicate responsibly by:

- Posting on social media accounts only after considering the impact and only if the communication is consistent with Oceaneering's values, Our Code, our policies and any applicable law
- Never revealing confidential or proprietary information
- Never communicating financial or business information outside of Oceaneering unless we are expressly authorized to do so
- Promptly referring any requests by investors, analysts or the media to our Investor Relations Department without comment
- Making sure all our communications are appropriate, respectful and professional
- Seeking guidance from our supervisor or another resource if we are unsure how to handle a request

“We do not speak on behalf of Oceaneering unless we are explicitly authorized to do so.”

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>



AVOIDING INSIDER TRADING

We never buy or sell Oceaneering stock, or the stock of any other company, using any material non-public information we have learned.

We avoid insider trading by:

- Never using any material non-public information about Oceaneering or any other company for the purpose of trading securities such as stocks
- Never providing or sharing *material non public information* to others (commonly known as “tipping”)
- Keeping all *material non-public information* secure and confidential and never sharing such information unless we have explicit authorization to release it
- Never sharing financial, business or other Oceaneering information with the media, analysts, investors or the public, online or otherwise
- Directing inquiries from the media, analysts, investors or the public without comment to our Investor Relations Department
- Making sure we are familiar with Oceaneering’s trading policies and procedures before we engage in any trading activity
- Reaching out and asking the Legal Department any questions before we trade to make sure we understand the rules
- Reaching out and asking the Legal Department if we believe we may need to disclose otherwise material non-public information



Q&A

HOW MIGHT IT HAPPEN

Question: I've been working on a new process that might revolutionize the way we conduct certain projects. The new process won't be ready to deploy publicly for a few months, but it will cut our costs and time for some projects considerably. At lunch recently, I told my brother-in-law, a retired engineer, about the process without thinking about it. I don't think he'd say anything to anyone, but what should I do?

Answer: You should disclose the conversation with your brother-in-law to the Legal Department immediately. While you had no bad intent when you revealed the information, discussing potentially material non-public information is against our policy, and the legal team will have to determine next steps.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

“We do not make trades using inside information.”

What is “insider trading”?

Insider trading is when someone uses material non-public information to trade (buy, sell or hold) the securities of any company.

What is “material non-public information”?

Material non-public information is any information that a reasonable investor would consider important when making a decision about trading in a company's security.

ENGAGING IN POLITICS RESPONSIBLY

While Oceaneering employees should feel free to personally participate in the political process, we never suggest that we speak on behalf of Oceaneering or that Oceaneering endorses any political cause or candidate. We make it clear that any support of a political cause or candidate is our own and not that of Oceaneering.

Any lobbying or political engagement by Oceaneering is directed and coordinated by senior management and we do not suggest or pledge Oceaneering's participation in any political activity without express authority to do so.

We engage in politics responsibly by:

- Using only our personal time and our personal resources to support political causes and candidates
- Never using Oceaneering's name or suggesting that Oceaneering supports any candidate or cause
- Never donating to a political cause or candidate in Oceaneering's name
- Never using Oceaneering's resources, supplies or funds for political or lobbying purposes
- Never conducting personal political activities on company time or at company facilities

“We never suggest that Oceaneering supports any specific political cause or candidate.”



Q&A

HOW MIGHT IT HAPPEN

Question: My husband is running for the local school board, and I am helping him by designing campaign flyers using my Oceaneering work laptop. Is this OK?

Answer: No. We do not use Oceaneering equipment and supplies to engage in personal political activities, nor should we be engaged in personal political activities during our work hours.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>



3 COMMITMENT TO EACH OTHER

CREATING A RESPECTFUL WORKPLACE

Working in a fast-paced environment where we are focused on overcoming our customers' challenges can be difficult. But we never lose focus on our team and how we grow together.

We create a respectful workplace by:

- Collaborating and treating each other with respect
- Promoting a positive workplace environment
- Considering how our actions might affect our team and others
- Never engaging in *abusive or harassing conduct* toward others
- Never engaging in unwelcome sexual advances or conduct
- Never subjecting anyone to retaliation of any kind
- Immediately reporting any *abusive or harassing conduct* we observe
- Basing all employment decisions only on business factors such as job performance, skill and talent
- Following all applicable employment law and never discriminating against anyone based on their personal characteristics

Q&A

HOW MIGHT IT HAPPEN

Question: My supervisor has a habit of putting her hand on my shoulder when she speaks with me. I'm pretty sure she doesn't mean it to be offensive, but I do not like that sort of physical contact. What should I do?

Answer: We maintain mutual respect at Oceaneering, and you should feel comfortable speaking to your supervisor about your concern. If you are uncomfortable about speaking to her directly, you can always contact Human Resources for help. While you may be right about your supervisor not meaning offense, any unwelcome behavior should be reported.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

“We treat each other with respect and act professionally at all times.”

What is “*abusive or harassing conduct*”?

Abusive or harassing conduct can include physical contact, gestures, comments or other behavior that creates a hostile or unwelcoming workplace environment. Abusive or harassing conduct can occur online and can include materials, images or messages that are offensive. Abusive or harassing conduct can also be of a sexual nature.



Q&A

HOW MIGHT IT HAPPEN

Question: One of my team members frequently makes comments suggesting that some races of people are not trustworthy. He isn't making these remarks about me, so should I do anything?

Answer: Yes, you should report this conduct to your supervisor or to one of our other reporting resources. Discriminatory comments are unacceptable and contrary to our goal of building a diverse and inclusive work environment.

“We thrive working as a diverse and inclusive team.”

SUPPORTING DIVERSITY AND INCLUSION

At Oceaneering, we support and celebrate our differences and strive to maintain an inclusive, diverse environment where all employees can thrive.

We support diversity and inclusion by:

- Seeking out team members from a variety of backgrounds
- Supporting each other and always working as a team
- Including fellow employees in daily activities and opportunities and fostering more opportunities across the experience spectrum
- Providing constructive criticism and consistent recognition

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

STAYING SAFE

We all must take responsibility for our collective health and safety and be prepared to speak up immediately if we become aware of any hazards, injuries or accidents.

We stay safe by:

- Always following all health and safety policies and procedures related to our role
- Always being on the lookout for hazards and unsafe conditions
- Never working under the influence of any substance that could impair our judgment or our ability to work safely
- Never threatening or intimidating others – while always reporting any threats of violence immediately
- Speaking up immediately if we have any safety concerns



HOW MIGHT IT HAPPEN

Question: I twisted my ankle as I was carrying a heavy piece of equipment at work today. One of my department's goals is to reduce the number of safety incidents. Should I report the injury or keep it to myself to help our department reach its goal?

Answer: You should report the incident. Employees are required to immediately report any incidents, and no one should ever misunderstand a goal of fewer accidents to mean that accidents should not be reported.

“Keeping our work environment safe is our top priority.”



HOW MIGHT IT HAPPEN

Question: I operate machinery that requires safety equipment, but I find it hard to adjust the controls with my eye protection on. Is it OK for me to remove my eye protection periodically to adjust the machinery as long as I wear it the rest of the time?

Answer: No. We follow all safety procedures all of the time. If you are finding that certain procedures are not working or that they are otherwise ineffective, then you should immediately inform your supervisor so that the team can work together to find a solution. But you should never unilaterally disregard safety procedures.

For more information, please see the HSSE Portal on Oceanet at <https://oceaneering.sharepoint.com>



PROTECTING EMPLOYEE PRIVACY

To operate our business, Oceaneering must occasionally collect *personally identifiable information (PII)* from employees. We protect our fellow employees' *PII*.

We protect employee privacy by:

- Carefully protecting any employee data and ensuring that it is used only when there is a business need-to-know purpose
- Following all policies and procedures for the collection, use, storage and transfer of *PII* and other employee data
- Never sharing employee data or *PII* without proper, explicit authorization to do so
- Making sure we comply with all applicable regulations and laws that pertain to the collection, use, storage and transfer of *PII*
- Speaking up if we have any questions or need to report a data breach that includes *PII* or other employee data



HOW MIGHT IT HAPPEN

Question: A member of our team just lost his mother, and we want to send flowers and a condolence card, but none of us knows his home address. Can we access the human resource system to retrieve his home address?

Answer: No. You should try to find out if anyone else has your colleague's contact information or plans to send flowers to the memorial. We don't access employee data on our human resources system without a business need-to-know purpose.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

“We protect our fellow employee’s personal information.”

What is “personally identifiable information”?

PII is any type of data or information that can be used to identify someone and can include names, addresses, government identification numbers, other contact information, financial information and medical information.



4

COMMITMENT
TO OUR PARTNERS



“We expect our third-party representatives to follow the same rules we do.”

Q&A

HOW MIGHT IT HAPPEN

Question: I am working with a new agent who is assisting with a potential project with a government customer overseas. The agent has mentioned something about Oceaneering winning the business if the procurement official for the customer “receives a nice gift.” When I asked the agent what she meant, she refused to say. Should I do something about this?

Answer: Yes. You should immediately inform your supervisor and the Legal Department about this conversation. Third parties cannot violate Our Code, our policies or the law on our behalf. Providing anything of value to a public official not only violates our policy, doing so could potentially be a violation of anti-corruption law.

MANAGING THIRD-PARTY RELATIONSHIPS

We work only with third parties, including joint venture partners, consultants, agents, law firms, tax advisors, and certain other subcontractors and business partners, who operate with integrity and maintain the same standards expressed in Our Code and Oceaneering’s values.

We manage third-party relationships by:

- Making sure our third-party representatives understand and abide by all applicable policies, procedures, rules and laws that govern their conduct
- Engaging third-party representatives based solely on the best interests of Oceaneering, fair pricing and their fitness for the role
- Never accepting personal gifts, payments or other incentives from third parties who are working or seeking work with Oceaneering
- Carefully conducting due diligence before we initiate any new third-party relationship
- Never encouraging third-party representatives to violate Our Code, our policies or the law or to act on behalf of Oceaneering to violate Our Code, our policies or the law
- Coming forward and speaking up if we have any concerns about the actions of any of our third-party representatives

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

ENGAGING WITH GOVERNMENT CUSTOMERS

Oceaneering works with government customers throughout the world, and we always conduct our business with government customers in a manner consistent with Our Code, our policies and all applicable laws.

We responsibly engage with governmental customers by:

- Following all bidding, procurement, contracting, subcontracting, billing and accounting rules, controls and procedures that apply, which may include mandatory reporting to our customers or other governmental agencies if we have credible evidence of non-compliance with such requirements
- Making sure that we never provide any gifts and entertainment to public officials without first receiving explicit approval as required by the company's Gift, Entertainment, Third Party Travel and Charitable Contribution policy.
- Never offering or suggesting potential future employment to public officials, their family members or their close contacts
- Making sure we know all the rules that apply to working with governmental customers and asking questions if we are unsure

“We take care when working with our government customers.”



Q&A

HOW MIGHT IT HAPPEN

Question: This is my first time working on a proposal or bid for a government customer, and I notice that the customer is asking for a lot of information about our pricing, our use of subcontractors and other details that I do not normally provide when completing a proposal. Should I provide these details?

Answer: Working with government customers often means following specific bidding and procurement rules. When bidding on a project for a government customer, make sure you are familiar with all these requirements and seek assistance from the Compliance or Legal Department if you have any questions.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>



Q&A

HOW MIGHT IT HAPPEN

Question: A foreman for one of our customers once complimented me on my classic car when I showed him a photo of it. I am now looking to sell the car and want to retrieve his name and contact information from the project file. Is this OK?

Answer: No. We do not access customer data unless there is a business need-to-know purpose.

“We protect partner and customer data just as we would protect Oceaneering’s data.”

PROTECTING PARTNER AND CUSTOMER INFORMATION

We are committed to keeping our partners’ and customers’ data secure and protected from loss or misuse.

We protect partner and customer information by:

- Taking the same care with third-party confidential and proprietary information as we do with Oceaneering’s own confidential and proprietary information
- Granting only those with a business need-to-know purpose access to third-party information
- Being respectful and protecting any intellectual property, such as software, that belongs to our partners or other third parties
- Protecting customer or partner personally identifiable information

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>

MAINTAINING PRODUCT AND SERVICE QUALITY

Our goal is always to outperform our customers' expectations and build lasting relationships. To meet that goal, the high quality of the products and services that Oceaneering provides must never be in question.

We maintain product and service quality by:

- Providing superior delivery and execution
- Always delivering our products and services in accordance with our documentation, safety, quality control and other procedures
- Always being familiar with all regulations or standards that apply to the products and services that apply to our role
- Constantly improving the quality of our products and services
- Participating in all training and reviewing all documentation regarding quality standards that apply to our role
- Never sacrificing safety or quality for any reason

“We maintain our reputation based on providing quality products and services.”



Q&A

HOW MIGHT IT HAPPEN

Question: One of my team members has not been following our quality control procedures on the product we are assembling. When I asked him why he isn't following the procedures, he said "it takes too long and is a waste of time." What should I do?

Answer: You should report the issue to your supervisor. We have our quality control procedures in place to ensure the quality of our products.

For more information, please see the Quality Portal on Oceanet at <https://oceaneering.sharepoint.com>



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COMMITMENT
TO OUR COMMUNITY



“Oceaneering is committed to supporting the environment and lessening our operational impact.”

PROTECTING THE ENVIRONMENT

We are committed to operating our business with a limited impact on the environment and focusing on the development of technologies and processes that further improve sustainability and lessen our environmental footprint.

Q&A

HOW MIGHT IT HAPPEN

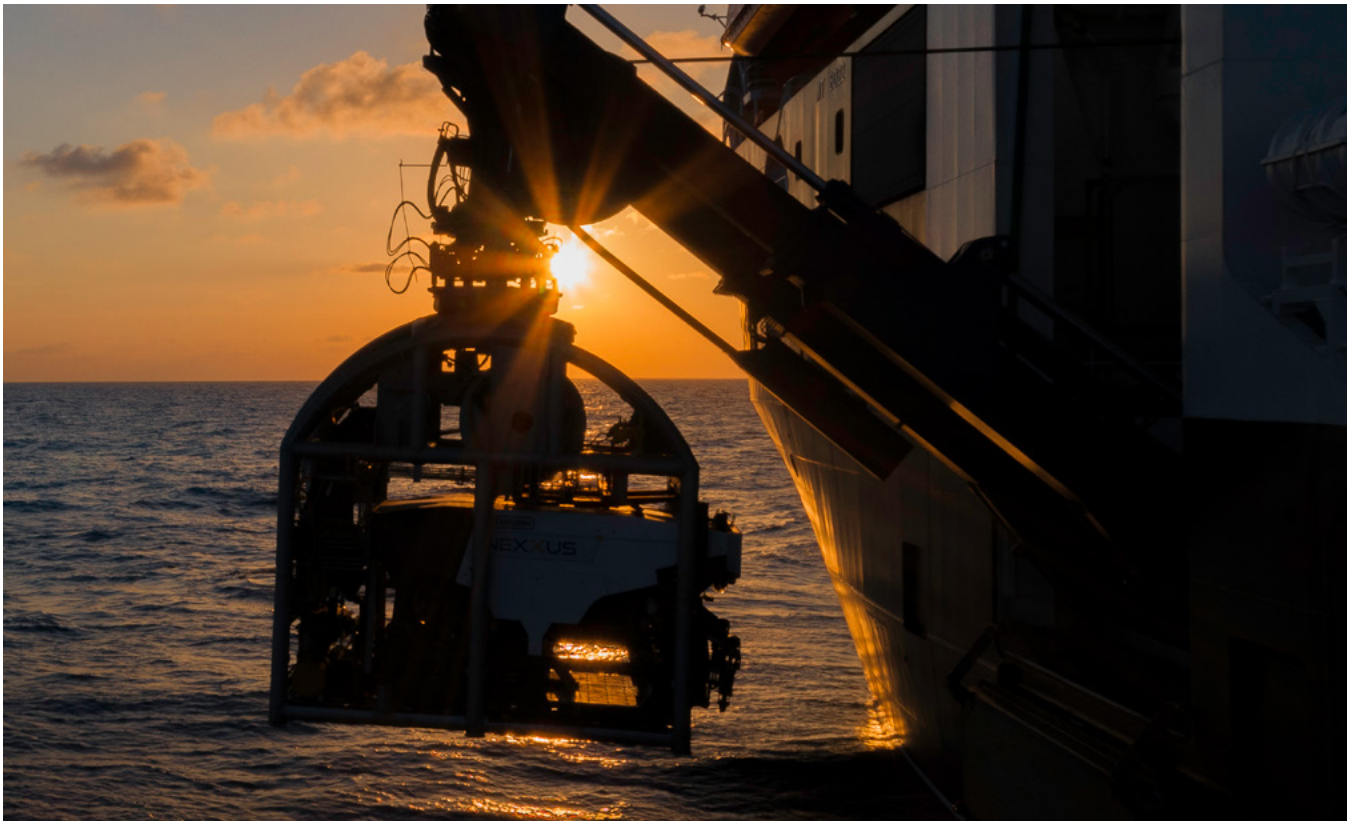
Question: I noticed that my supervisor has ordered some other team members to dispose of hazardous materials in regular trash receptacles. She has never asked me to do this, and I am not sure whether that is something we are supposed to do. Should I assume my supervisor is doing the right thing?

Answer: No. When we are unsure about whether something violates Our Code, our policies or the law, we speak up and ask questions. It is never wrong to report something in good faith, even if the incident you report turns out not to be a violation of our rules or the law.

We protect the environment by:

- Following all applicable environmental regulations and laws
- Operating in a way that promotes safety, health and safeguarding the environment
- Working to reduce environmental impacts and our carbon footprint
- Researching and developing sustainable solutions
- Handling all materials, including hazardous materials, according to our policies and procedures
- Speaking up and reporting any concerns, including any exposure to hazardous materials

For more information, please see the HSSE Portal on Oceanet at <https://oceaneering.sharepoint.com>



SUPPORTING HUMAN RIGHTS

Oceaneering is a global company and supports human rights in our operations. Just as we value our people, we expect our business partners, including our consultants, agents and subcontractors, to respect fundamental human rights and operate in a manner consistent with Our Code, our policies and the law.

We support human rights by:

- Never tolerating any form of forced labor, slavery, human trafficking or child labor
- Insisting on humane treatment and safe working conditions
- Fostering fair treatment and avoiding discrimination
- Speaking up when we believe working conditions do not meet Oceaneering's standards or the expectations of Our Code, our policies or any applicable law

“We treat everyone with respect and believe in the fundamental dignity of all people.”

Q&A

HOW MIGHT IT HAPPEN

Question: I am visiting a subcontractor's facility overseas and it appears to me that some of the workers may be very young. What should I do?

Answer: You should speak up and report your concerns. Our business partners must abide by the same standards, rules and laws we follow ourselves.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceaneering.sharepoint.com>



Q&A

HOW MIGHT IT HAPPEN

Question: I am planning on participating in a fun run to raise money for a local charity hospital. How can I get Oceanneering to sponsor the event?

Answer: While Oceanneering does engage in community partnerships and community support, any sponsorship, endorsement or use of Oceanneering's name must be reviewed by Compliance Department.

For more information, please see the Ethics and Compliance Portal on Oceanet at <https://oceanneering.sharepoint.com>

WORKING WITH OUR COMMUNITIES

Oceanneering applauds employees' willingness to devote time and resources to charity and other non-profit activities, and we are proud of the positive contributions the company and employees have made in our communities.

We work with our communities by:

- Being involved in the local community and supporting local charities with our time through Oceanneering offering volunteer hours
- Working with strategic business associates through company-sponsored activities such as fundraisers, sponsorships and educational programs

“We support our communities with our time and our resources.”



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WAIVER

Any waiver of Our Code must be approved by Oceaneering International, Inc.'s board of directors.



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SPEAK UP RESOURCES

We have several avenues available to ask questions and report our concerns, starting with our **managers and supervisors**. After that, we can use any of the following resources to speak up, including:

- Compliance Department
- EthicsPoint (www.oceaneering.ethicspoint.com)
- Legal Department
- Human Resources Department



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