



Vendor Code of Conduct

August 16, 2018



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Part 1. Overview

This RigNet Vendor Code of Conduct (“VCOC”)¹ sets out our business conduct and ethical performance requirements for all RigNet Vendors and is founded on the RigNet Company Values: **Integrity, Respect for People, Teamwork, Passion for Excellence and Safety** and the RigNet [Code of Ethics and Business Conduct](#). In selecting Vendors, RigNet seeks to do business with reputable business partners who are committed to the same ethical standards and business practices of RigNet and this VCOC formalizes the key principles under which Vendors to RigNet, Inc. and its subsidiaries (“RigNet”) are required to operate.

RigNet Vendors are expected to self-monitor and demonstrate compliance with this VCOC while conducting business with or on behalf of RigNet. RigNet reserves the right to audit Vendors to confirm compliance. RigNet expressly reserves the right to terminate relationships, without notice, with any Vendor who fails to comply with this VCOC. Compliance with this VCOC, and completing any training on this VCOC, as may be offered by RigNet, is required in addition to any other obligations in any agreement a Vendor may have with RigNet and does not alter or reduce any contractual obligations set forth in those agreements. Vendors must promptly inform their RigNet contact when any situation develops that causes the Vendor to operate in violation of this VCOC. This VCOC is not a contract or an offer to contract between you and RigNet.

¹ The term “Vendor” is used in this document to refer to vendors and their employees, agents, contractors, subcontractors and other third parties who provide goods and services to RigNet or who act on RigNet’s behalf.

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Part 2. Guidance

This VCOC covers a wide range of business practices and procedures. Although it does not cover every issue that may arise, it does set forth basic principles to help guide all Vendors. All Vendors must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

1. Legal and Regulatory Compliance Practices

Obeying the law, both in letter and in spirit, is the foundation on which RigNet's ethical standards are built. Vendors are responsible for understanding and complying with all applicable laws and regulations while conducting business with and/or on behalf of RigNet, and must, without limitation:

- **Trade:** Comply with all applicable trade controls, export, re-export and import laws and regulations, including the U.S. Export Control Regulations
- **Antitrust:** Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which the Vendor conducts business.
- **Anti-Corruption:** Not participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. Vendors must comply with all applicable anti-corruption and anti-money laundering laws, including the Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, as well as laws governing lobbying, gifts and payments to public officials and other related regulations. Vendors must not, directly or indirectly, offer or pay anything of value to a foreign official, a foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. A foreign official is an officer or employee of a government or any department, agency, or instrumentality thereof, or of certain international agencies, such as the World Bank or the United Nations, or any person acting in an official capacity on behalf of one of those entities. Officials of government-owned corporations are considered to be foreign officials. Payments need not be in cash to be illegal. By way of example, payments to government officials in the form of travel expenses, meals and entertainment that are excessive in value, golf outings, automobiles, rebates, discounts, employment, promises of employment and loans with favorable interest rates or repayment terms are also illegal. Indirect payments made through agents, contractors, or other third parties are also prohibited. Vendors must not offer or make facilitating payments to government officials in order to encourage them to expedite a routine government task that they are otherwise required to undertake unless the action sought is an urgent matter concerning health or safety.
- **Data Privacy:** Comply with data privacy laws of countries in which Vendors conduct business and secure access and data transfers in accordance with such laws.

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2. Business Practice and Ethics

RigNet Vendors must conduct their business interactions and activities with integrity and must, without limitation:

- **Gifts:** Avoid gifts to RigNet employees, their spouses, domestic partners or other family members. Do not offer anything of value to obtain or retain a benefit or advantage for the giver and do not offer anything that might appear to influence or compromise a RigNet employee. Unsolicited gifts and business courtesies, such as meals and entertainment, are permissible if they are customary and commonly accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that you or RigNet are in any way obligated by acceptance of the gift. Unless pre-approved by RigNet's Chief Compliance Officer, gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited and must be returned promptly to the donor.
- **Conflicts of Interest:** Avoid the appearance of improprieties or conflicts of interest. Vendors must not deal directly (whether in the course of negotiating the Vendor agreement or performing Vendor's obligations) with any RigNet employee whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the Vendor.
- **Insider Trading:** Avoid insider trading by not buying or selling RigNet or another company's securities when in possession of information about RigNet or another company that is not available to the investing public and that could influence an investor's decision to buy or sell that security.
- **Accurate Accounts and Record Keeping:** Maintain accurate and reliable recording, reporting and retention of business information, including all business records, such as quality, safety or personnel records, as well as financial records.
- **Press:** Vendors are prohibited from speaking to the press on behalf of RigNet unless expressly authorized in writing to do so by RigNet.

3. Labor Practices and Human Rights

RigNet is dedicated to treating employees, vendors, suppliers and others with respect and dignity. All RigNet Vendors must conduct their employment practices in full compliance with all applicable laws and regulations and must, without limitation:

- **Harassment and Discrimination:** Comply with RigNet's commitment to a workplace free of harassment and unlawful discrimination. We require that all Vendors not engage in discrimination against any person on the basis of race, religion, color, gender, age, marital status, national origin, sexual orientation, citizenship, Vietnam-era or disabled veteran status or disability (where the applicant or employee is qualified to perform the essential functions

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of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment.

- **Child Labor:** Consistency with universally accepted standards, laws and regulations related to exploitation of child and/or forced or compulsory labor.
- **Freedom of Association:** Freedom of association and collective bargaining.
- **Fair Labor Practices:** Fair and competitive compensation.
- **Record Keeping:** Accurate keeping of employee records in accordance with national laws.
- **Confidentiality:** Confidentiality of employee records; and
- **Compliance with Laws:** Compliance with local employment laws in conjunction with recognized best practices.

4. Health, Safety and Environmental

RigNet Vendors are expected to maintain sound health, safety and environmental practices in all areas of their business and must, without limitation:

- **HSE Compliance:** Comply with all applicable health, safety and environmental laws, regulations and practices. In addition, Vendors must be familiar with and comply with RigNet’s Health Safety and Environmental policy and procedures when operating on a RigNet worksite.
- **Drug-free Workplace:** Comply with RigNet’s policy on a drug-free workplace when performing work activities for or on behalf of RigNet which prohibits the use of any substance, including drugs or alcohol, which prevents the performance of work safely and effectively.

5. Protection of Assets and Intellectual Property

Protection of intellectual property rights is crucial for any company. All RigNet Vendors must, without limitation:

- **IT/IP Rights:** Use information technology and software that has been legally acquired and licensed to the Vendor and utilize hardware and content only in accordance with their associated license or terms of use.
- **Protecting RigNet Assets:** Protect and responsibly use the physical and intellectual assets of RigNet when authorized to use such assets.

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- **IP Compliance/Ownership:** Comply with intellectual property ownership rights of RigNet and others including but not limited to copyrights, patents, trademarks and trade secrets.
- **Authorized Use:** Use RigNet provided information technology and systems (including email) only for authorized RigNet business-related purposes and in accordance with the RigNet Acceptable Use, Email and Password Policies.

6. Contacting RigNet

If you have questions or concerns about the VCOC or a possible violation, you should discuss it with your RigNet representative or contact RigNet through any of the following methods:

- **Phone:** Phone the RigNet Chief Compliance Officer
+1 (281) 674-0513
- **Email:** Email the RigNet Chief Compliance Officer
hotline@rig.net
- **Mail:** Mail the RigNet Chief Compliance Officer
RigNet Chief Compliance Officer
15115 Park Row Blvd, Suite 300
Houston, TX 77084
USA

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