



SUPPLIER CODE OF CONDUCT AND GUIDELINES

1. Statement of Guidelines

At Pacific Drilling, S.A. (the “Company”), we aspire to become the leader in our industry. We’ve built our consistent fleet of high-specification, deepwater drillships to meet and exceed the demands of our customers. Our vendors are key to our success in providing safe, quality drilling services to these customers. As such, Pacific Drilling is determined to develop the most capable and efficient supply chain, and we seek vendors who deliver superior performance and meet agreed upon expectations. We expect our vendors to share and embrace Pacific Drilling’s core values.

Our Mission

To exceed customer expectations by delivering the safest, most efficient and reliable deepwater drilling services in the industry.

Our Values

We are Proactive

We never stop looking for better ways to meet the needs of our customers, both external and internal, and address every task with passion, precision and purpose.

We are Accountable

We are accountable for our actions and take ownership of our individual contributions to the team’s success.

We Embrace Change

We believe change encourages development, so we remain nimble and always open to new thinking and ideas that challenge our status quo.

We Do the Right Thing

We act with integrity and fairness in all we do and make deliberate choices to ensure the safety and well-being of our co-workers and to protect the environment.

2. Purpose

While vendors are independent from Pacific Drilling, their actions reflect on Pacific Drilling when conducting business with or on behalf of our company and their practices may have significant impact on our ability to meet our vision. For this reason, we have developed this Supplier Code of Conduct and Guidelines setting forth the minimum standards and business practices expected of any vendor, supplier, agent and subcontractor and its representatives doing business with Pacific Drilling and/or any of its affiliates, which are designed to support Pacific Drilling’s values allowing each of us to behave professionally, fairly, ethically and lawfully.

3. Implementation

While conducting business with or on behalf of Pacific Drilling, all vendors and their representatives shall adhere to the following guidelines.

3.1 Compliance Overview

A. Shall comply with all laws, regulations, permitting and registration requirements in all countries in which the vendor provides goods or services to Pacific Drilling, including, but not limited to:

- Antitrust and fair competition laws,
- Anti-bribery and anti-corruption laws and treaties
- Environmental laws and regulations,
- Trade control laws and restricted party lists (e.g., US Department of Treasury's Office of Foreign Asset Control, etc.),
- Import/export regulations,
- Economic sanctions and anti-boycott laws,
- Intellectual property laws,
- Tax laws, and
- Workplace condition, health, safety and labor laws
- even if compliance with such laws would result in the loss of a business opportunity;

3.2 Ethical Conduct/Transparency

B. Shall not be a body, office or entity, either central or local, public official or anyone in charge of a public service exercising legislative, judicial or administrative powers or duties in order to safeguard public interest;

C. Shall honestly and accurately report all business information and be truthful in discussions, filings and disclosures to regulatory and administrative agencies;

3.3 Corruption and Bribery

D. Shall not make or promise to make any direct or indirect payments, or offer anything of value to an employee of the government or a public agency with the intent to influence an outcome or decision in official capacity;

E. Shall not offer Pacific Drilling employees, directors, officers, agents, or associates individual gifts or access to entertainment that are or appear to be inappropriate, lavish, or excessive, specifically:

- Shall not offer any gift or entertainment that does not comply with local law, transgresses generally accepted ethical standards or would otherwise be inappropriate;
- Shall not give gifts or provide entertainment that go beyond generally accepted business courtesies; and
- Shall not give gifts or provide entertainment that reflects a pattern of offer to the same person;

F. Shall not offer a rebate, loan, kickback or any other personal incentive (e.g., cash, gift cards, pre-paid cards, vouchers, merchant credit, commissions, fees, charitable donations/contributions, merchantable goods, other liquid forms of payment) to a Pacific Drilling employee, director, officer, agent or associate in order to obtain or retain Pacific Drilling business or be placed on Pacific Drilling's Approved Vendor List;

3.4 Conflict of Interest

- G. Shall avoid any appearance of or actual conflict of interest. Vendor or its representative shall not negotiate or otherwise deal directly with a Pacific Drilling associate whose spouse or other close relation is Vendor's employee or with a Pacific Drilling associate who has a personal or financial interest in the vendor or vendor's business;*
- H. Shall refrain from entering into direct agreements or business relationships with a Pacific Drilling employee, director, officer, agent or associate which may negatively affect the interests of Pacific Drilling;*
- I. Shall refrain from buying or selling Pacific Drilling stock when in possession of material, non-public company information;*
- J. Shall report to Pacific Drilling any instance where a Pacific Drilling employee requests or demands payment, gifts or business courtesies to include a vendor on Pacific Drilling's Approved Vendor List or to award or sustain business with Pacific Drilling.*

3.5 Health, Safety and the Environment

- K. Shall provide a safe and healthy working environment, free from the influence of any substance that could impair or impede work performance or create an unsafe working environment, to prevent accidents and injury to health arising out of, linked with, or occurring in the course of work or as a result of the operation of vendor's facilities, equipment or tools;*
- L. Shall not discipline its personnel for raising safety concerns and shall provide its workforce the right to refuse unsafe working conditions without fear of reprisal;*
- M. Shall observe environmentally-conscious design, manufacturing, operations and waste generation, handling and disposal;*

3.6 Human Rights and Labor

- N. Shall uphold the human rights of workers and treat them with dignity and respect;*
- O. Shall not discriminate in hiring or employment practices based on gender, race, color, religion, beliefs, ethnicity, age, pregnancy, marital status, sexual orientation, national origin, disability or any other legally protected characteristic;*
- P. Shall provide a hostile-free workplace that does not tolerate any type of sexual, verbal, mental, physical or other forms of harassment, threat or intimidation;*
- Q. Shall comply with all applicable child labor laws according to local regulations;*
- R. Shall not use any indentured or forced labor;*
- S. Shall set working hours, wages and over-time pay in compliance with all applicable laws;*

3.7 Record Keeping and Retention

- T. Shall keep accurate and complete records and retain/dispose such information in accordance with law;*

3.8 Confidential Information and Intellectual Property

- U. Shall respect and protect the intellectual property rights of others (including, but not limited to patents, trademarks and trade secrets) and use software, hardware and content only in accordance with their associated license(s) or terms of use;*

3.9 Integrity of Supply Chain

V. Shall exercise due diligence and implement processes and procedures to detect and avoid infringement and introduction of counterfeit parts or forgeries into the supply chain;

3.10 Trade Restrictions

W. Shall not incorporate “conflict minerals” into the goods or materials it sells to Pacific Drilling;

3.11 Fair Competition

X. Shall adhere to standards of fair business, advertising and competition;

3.12 Reporting Violations

It is the responsibility of our suppliers and their representatives to understand and adhere to this Supplier Code of Conduct and Guidelines.

Y. All violations or deviations from this Supplier Code of Conduct and Guidelines must be reported. All reports of violations will be thoroughly investigated, and fair consequences applied through a progressive accountability model. The consequences of non-compliance to this Supplier Code of Conduct and guidelines may include removal of a vendor or representative from our Approved Vendor List and premises.

To report any known or perceived incidents of illegal, unethical or other wrongful behavior by Pacific Drilling employees, agents, vendors, suppliers or subcontractors, please contact Pacific Drilling by:

- Calling the Company’s Vice President of Strategy and Chief Procurement Officer – 1 (832) 255-0496
- Calling the Company’s Legal Department – 1 (832) 255-0519
- Calling the Company’s Ethics & Compliance hotline – 1 (800) 520-7724
- Visiting the Company’s Ethics & Compliance website – <https://pacificdrilling.alertline.com/gcs/welcome>
- Emailing – pdcompliance@pacificdrilling.com

Anonymity will be maintained for those who don’t wish to disclose their identities and no retaliation will be tolerated by Pacific Drilling against anyone who makes a report in good faith.

4. Deviation Management

Any planned deviation from the requirements of this Standard shall be managed according to the Management of Change Standard.

Effective Date: August 2017