



Code of conduct

Message from the CEO

Our vision is to grow to become one of the strongest exploration and production companies operating in Colombia and Peru. Our values - openness, trust, resilience and integrity – guides us in how we shall act and make decisions when we conduct our everyday work in Interoil to outline our vision.

This must be reflected throughout the organization in every aspect of how we do business, every day. We expect the highest standards of ethical behavior – from all of us, all the time, everywhere.

The purpose of the Code of Conduct is to create a sound corporate culture and to preserve the integrity of the Interoil group by helping employees to promote standards of good business practice. Further, the Code of Conduct is intended to be a tool for self-evaluation and a vehicle for development of the Interoil identity.

Interoil is committed to work in accordance with responsible, ethical and sound business principles which build on Interoil's values and are respectful of laws and applicable standards.

It is your responsibility to read and familiarize yourself with this Code of Conduct, and to conduct your work and responsibilities for Interoil in accordance with the values and the requirements set out in this Code of Conduct.

This Code of Conduct forms a part of the Interoil Management Handbook.



1. Applicability and responsibility

This code of conduct (the "Code" or "Code of Conduct") has been resolved and adopted by the Board of Directors of InterOil Exploration and Production ASA. The Code of Conduct shall also be implemented in each subsidiary company within the InterOil Group.

Reference in this Code of Conduct to InterOil should be understood as InterOil Exploration and Production ASA and/or its subsidiaries.

The Code applies to members of the Board of Directors and all employees in all companies in the InterOil Group, as well as others acting on behalf of InterOil companies.

To ensure the consistency within the Group, the Code of conduct is continuously updated, at least once a year.

The corporate headquarter in Oslo is, based on contributions from the employees, responsible for the preparation of the Code. The corporate headquarters in Oslo is working close with the local subsidiaries in Peru and Colombia to implement the Code, changes to the Code, answer questions and agree on disputes.

Compliance with these guidelines is the responsibility of every employee of the InterOil Group. All employees shall familiarize and follow the Code of Conduct, and the employees are required to sign-off on the Code of Conduct. The general manager is responsible for implementing any decision, resolution or recommendation given by the Ethics Committee and/or the corporate headquarters.

2. Workplace

2.1. Working conditions and equal opportunities

InterOil shall be a professional and positive workplace with an inclusive working environment. InterOil shall focus on excellence in operations and strive to apply a working methodology, which ensures a good and sound working environment.

All employees and board members are expected to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Directors and employees must practice fair dealing, honesty and integrity in every aspect in dealing with other employees, business relations and customers, the public, the business community, shareholders, suppliers, local communities, competitors and government authorities.

InterOil is to respect the lawful customs and traditions of the countries that InterOil operate in, and InterOil employees are to act in a socially responsible manner.

InterOil supports fundamental human rights and will avoid participating in any business activities that may compromise human rights, including child labor and forced labor. Further, InterOil supports efforts to eliminate corruption and financial crime.

InterOil aims for a workplace characterized by diversity and equal opportunities. All persons shall be treated with dignity and respect and they shall not be unreasonably interfered with in the conduct of their duties and responsibilities. InterOil does not accept any form of harassment or discrimination on the basis of gender, age, sexual orientation, ethnicity, religious belief, social group or political opinion.

2.2. Health, safety security and environment

Safety is a priority of Interoil and Interoil follows the strategy that all accidents, injuries and occupational illnesses are preventable.

Employees shall notify their immediate superior of important issues related to health and safety in the workplace, consumer health or the company's impact on the environment.

Interoil is further committed to minimizing the impact of our business on the environment. Interoil will act responsibly with an ambition to reduce direct and indirect negative influences on the external environment. The Interoil Group will adhere to relevant international and local laws and standards, seeking to minimize the environment impact.

Interoil has adopted a set of guidelines based on the environment standards according to ISO 14001 and according to health and safety standards OHSAS 18001.

Core principles and our values with respect to safety and corporate social responsibility are further outlined in Interoil policies, which are included in the Interoil Management Handbook:

- Interoil HSE Policy
- Interoil CSR Policy

3. Business conduct

3.1. Compliance with laws – general

Employees and others acting on behalf of Interoil shall comply with all applicable laws and governmental rules and regulations when conducting business on behalf of Interoil. It is the personal responsibility of each of the persons acting on behalf of Interoil to adhere to the standards and restrictions imposed by local laws, rules and regulations, including those relating to accounting and auditing matters.

In addition, all employees and others acting on our behalf shall comply with all internal governing documents and Interoil policies.

3.1.1. Pricing and taxes

Interoil's internal transfer prices are set in accordance with "arms length principles". This means that Interoil in principle operates its subsidiaries as independent companies, i.e. trade as if with a third party. This facilitates accounting and tax issues in the different entities.

3.2. Competition and anti-trust laws

Interoil desires fair and open competition in all markets, both nationally and internationally. Interoil will compete in a fair and ethical manner within the framework of the antitrust and competition rules in the markets in which the Group operates. This applies in relation to competitors as well as to customers and suppliers.

3.3. Corruption and bribery



Corruption includes bribery and trading in influence. Interoil is a firm opponent of corruption in any form and will make active efforts to ensure that it does not occur in the Group's business activities.

Interoil and its employees and directors may be held liable for bribery or any other corruptive acts done by third parties engaged by Interoil, or they may be held liable in other situations where Interoil may benefit from bribery or corruptive acts done by third parties. Interoil has therefore through Interoil's Anti-Corruption Program implemented particular measures to mitigate such risks and will in all contractual relations commit third parties to adhere to the same rules and procedures applicable to Interoil in relation to bribery and corruption.

Core principles with respect to corruption and bribery are further outlined in Interoil's Anti-Corruption Policy, which is included in the Interoil Management Handbook.

3.4. Relations with customers, suppliers, and partners

Interoil will conduct its business in such a way that suppliers, partners and customers can have trust in the Group. Customers shall be met with insight, respect and understanding. Suppliers, including hired consultants and advisors, shall be treated impartially and justly. Suppliers and partners are expected to adhere to ethical standards which are consistent with Interoil's ethical requirements, and such provision regarding adherence to Interoil's ethical standards is to be included in the agreements with suppliers and partners.

4. Personal conduct

4.1. Confidentiality and company assets

The employee has a duty of confidentiality, both by law and by way of written agreement. Each employee is responsible to keep confidential all matters that would provide third parties unauthorized access to confidential information, and exercise caution when discussing internal affairs so as to avoid being overheard by unauthorized persons. The duty of confidentiality also applies after the conclusion of employment or contractual relationship with Interoil and for as long as the information is considered sensitive in nature or confidential.

All employees shall act responsibly and with caution to protect buildings, machinery, equipment and other property from misuse, theft, damage or destruction.

The use of Interoil time, materials, financial assets or facilities for purposes not directly related to the business of Interoil is prohibited without authorization from a relevant Interoil representative. The same applies to the removal or borrowing of Interoil assets without permission.

4.2. Conflict of interest

The employee owes a duty to advance the legitimate interest of Interoil when the opportunities to do so arise. Interoil employees shall not have a personal ownership interest, directly or indirectly, in any other enterprise if it compromises or appears to compromise his or her loyalty to Interoil. Before making an investment in a company that competes with Interoil or does business with Interoil, the ethics committee shall be consulted.

Before engaging in any activity that may be perceived to advance the interests of a competitor, supplier or other business associates, at the expense of Interoil's interests, including serving on the board of such company, Interoil employees shall consult with the ethics committee.

Interoil employees may not take part in or seek to influence any decision under circumstances that can give rise to an actual or perceived conflict of interest. Such circumstances may be a personal interest in the subject matter – economically or otherwise – directly or through someone related.



The employee shall refrain from actions or to have personal interests that make it difficult to perform their work objectively and effectively, and conflict of interest should to the extent possible be avoided.

A conflict of interest situation may involve, but is not limited to, customers, suppliers, contractors, present or prospective employees, competitors or other related parties such as shareholders, subsidiaries and associated companies of Interoil.

Should a conflict of interest arise, the employee will be required to evaluate the situation at hand and notify the ethics committee of the conflict of interest.

4.3. Insider information

As a publicly listed company, Interoil is subject to a number of laws concerning the purchase and sale of publicly traded securities. Those of Interoil's employees who have information relevant to the pricing of the Interoil shares in the exchange markets shall keep such information confidential and comply with applicable legislation and the Insider Trading Regulations of Interoil included in the Interoil Management Handbook.

Interoil's employees are only entitled to trade in the Interoil shares in compliance with applicable legislation and the Insider Trading Regulations of Interoil. All employees must familiarize themselves with applicable legislation and the Insider Trading Regulations of Interoil before trading in Interoil's shares. In addition, directors, officers and supervisors defined as primary insiders are subject to various reporting and insider trading requirements.

The employee is responsible for complying with Interoil's policy and applicable securities trading laws, and failure to comply with such policy and laws may subject employees to criminal penalties, as well as disciplinary action by Interoil.

4.4. Accurate and timely information and financial reporting

Interoil's financial records are crucial for the management of the business and for the fulfillment of Interoil's obligations towards stakeholders. Therefore, Interoil is committed to complete accuracy in all financial records. All employees will be required to follow Interoil's regulations concerning registration of transactions and proper documentation, as set out in Interoil Management Handbook. Employees involved in financial transactions or accounting shall ensure that all transactions are fully accurately documented and recorded in accordance with applicable law, good accounting practice and internal requirements. False or misleading entries are under no circumstance acceptable.

Interoil's reporting shall in all material respects comply with applicable laws and regulations and be full, fair, accurate, timely and understandable.

4.5. Bribes, gifts and favors

The prohibition against corruption described above in section 3 applies for all individuals acting on Interoil's behalf. The prohibition includes facilitation payments. Individuals acting on behalf of Interoil shall not offer illegal or inappropriate gifts, monetary or other remuneration, in order to achieve business or personal advantages. Furthermore, employees shall not use agreements with intermediaries to obtain similar benefits that may be interpreted as corruption. In case of violations, the Group may be fined and individuals may be fined and/or imprisoned.

All payments must comply with Interoil's accounting and financial procedures for the approval and recording of payments, and must be submitted to the appropriate level of management, such as



described in the Interoil Management Handbook, for review in accordance with Interoil's operating procedure and authority matrix.

Gifts or other favors to and from business associates may be allowed provided they have low monetary value, are infrequent, not intended to influence any decisions and clearly appropriate under the circumstances. The acceptance or granting of such gifts or favors must be in accordance with the Anti-Corruption Program included in the Interoil Management Handbook or preapproved by the ethics committee.

Events for customers shall always have a specific and relevant business purpose and can only be accepted if they are reasonable and appropriate with respect to both cost and frequency. Participation in such events by others shall comply with the same principles. Events for customers and the participation in events must be in accordance with the Anti-Corruption Program included in the Interoil Management Handbook or preapproved by the ethics committee.

If you are offered or have received favors or gifts you shall, without delay, notify the ethics committee. A list of gifts will be made by the ethics committee.

5. Implementation and monitoring

5.1. Implementation

The general manager or COO and all employees are responsible for communicating the requirements in the Code of Conduct, including communication to business partners and suppliers, and all employees must ensure that they are familiar with the contents of the Code of Conduct, sign-off on the Code of Conduct and their duties must be performed in accordance with the requirements set out herein.

The general manager is responsible for implementing any decision, resolution or recommendation given by the Ethics Committee and/or the corporate headquarters.

5.2. Monitoring

The management is continuously responsible for both promoting and monitoring compliance with the Code within their respective area of responsibility.

As an integrated part of internal auditing, Interoil will on a regular basis check that all aspects of the above guidelines are followed. Employees may be requested to assist during such audit.

5.3. Declaration of compliance

Employees will be requested to confirm by signing an annual statement of compliance that they have read and familiarized their selves with this Code of Conduct, and that they for the previous year have conducted their tasks and responsibilities in accordance with the requirements set forth in this Code of Conduct.

5.4. Breaches

If the employee, or other person, acting on behalf of Interoil comes across cases of breaches of Interoil's Code of Conduct, these concerns must be reported immediately. Employees can report the concern to the corporate headquarters (contact: compliance@interoil.no).

Any questions relating to how the Code should be interpreted or applied should be addressed to the ethics committee.



The corporate headquarters shall take all action it considers appropriate, and investigate any violations of the Code reported to it. The corporate headquarters shall, in respect of any not insignificant violations committed, also report to the board of InterOil.

5.5. Consequences of infringement

Violation of the Code will not be tolerated and may lead to internal disciplinary action, dismissal and/or criminal prosecution.

If a violation has occurred, the corporate headquarters together with the ethics committee and local General Manager will initiate necessary disciplinary and preventive actions, normally termination of employment, termination of supplier contract etc.