



INFRASTRUCTURE
MINING & METALS
NUCLEAR, SECURITY & ENVIRONMENTAL
OIL, GAS & CHEMICALS

Bechtel Business Ethics Code of Conduct



BECHTEL
ETHICS



Code of Conduct



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Ethics. Uncompromising integrity, honesty, and fairness are at the heart of our company.



At the beginning of every customer relationship, we sit down together and define what good looks like in terms of being a good partner. As part of that, I give every customer a copy of our Vision, Values & Covenants and say, 'this is our ultimate measure of success. If we're not living up to this, pick up the phone and call me, and we will fix it.'

Brendan Bechtel, Chairman of the Board & Chief Executive Officer (CEO)

Vision *what we aspire to*

Be the world's premier engineering, construction, and project management organization by achieving extraordinary results for our customers, building satisfying careers for our people, and earning a fair return on the value we deliver.

Values *what we believe*

Building on a family and leadership heritage that spans more than a century, we are privately owned by active management and guided by our Vision, Values & Covenants. We value:

Ethics. We are uncompromising in our integrity, honesty, and fairness.

Safety & Health. We are relentless in keeping people safe from harm, and we provide a healthy work environment.

Quality. We are passionate about excellence and doing our work right the first time. Our reputation depends on our delivered value in the eyes of every customer and community.

People. We inspire each other with important work full of purpose, challenging development opportunities, and rewarding careers. We aspire to be the employer of choice in our industry.

Culture. We actively build a diverse, inclusive, and collaborative work environment where

all views are welcomed, openness is encouraged, and teamwork and merit are cornerstones. We are proud of what we do and how we do it—and we enjoy doing it!

Relationships. We build positive, long-term relationships with our customers, joint venture partners, subcontractors, suppliers, and colleagues that are built on trust, respect, and collaboration.

Innovation. We develop and apply world-class technology. We listen, learn, and seek out the best ideas. We attack complacency and continually improve.

Sustainability. We improve the quality of life in communities where we work by respecting local cultures, engaging local people, and protecting the environment.



Covenants *how we do it*

Wherever we go and whatever we do, we:

Demonstrate Integrity. Exercise the highest level of professional and ethical behavior.

Are Respectful. Treat people with respect and dignity. Listen actively. Communicate in a timely and forthright manner. Never undermine colleagues.

Collaborate. Ask for and welcome help; offer and give it freely. Mutually resolve ambiguity and conflict.

Build Trust. Make commitments responsibly and always keep our word. Be candid while building shared understanding.

Deliver. Set high aspirations, plan responsibly, and honor all commitments.

Learn It, Do It, Share It. Be curious. Seek, share, and build upon experiences and lessons learned.

Live Our Culture. Embrace, embody, and actively contribute to our Vision, Values & Covenants.

Covenants. Nurture a proud legacy.



Bechtel's Code of Conduct is designed to help you recognize and resolve the ethics and compliance issues that may arise in your daily work. It provides general information and practical advice about the behavior that is expected of Bechtel employees both on and off the job. This Code of Conduct has been endorsed and adopted by our board of directors.

To Whom Does it Apply?

Our Code of Conduct summarizes the standards of conduct that guide our actions and applies globally to all Bechtel employees and to members of the board of directors, agents, consultants, contract labor, and others when they are representing or acting

for, or on behalf of, Bechtel. We expect our partners, subcontractors, and suppliers worldwide to be guided by these principles as well. We seek out customers and partners who share our values and standards of conduct.

How Do I Use This Booklet?

Please familiarize yourself with this Code of Conduct. If you have questions about the appropriateness of a particular act or contemplated course of conduct, look through the Table of Contents to find the section that most likely applies to your issue. Each section contains a summary of the relevant Bechtel policy, examples of expected behaviors related to that policy, practical examples in Q&A format, and information on where to find further guidance.

For example:

- You receive a birthday card from a supplier that contains a \$100 gift certificate. Can you keep it? Go to "Accepting Business Courtesies."
- A customer representative offers you some freelance work updating their technical procedures. Can you do it on your own time? Go to "Proper Relationships with Suppliers."
- You are active in a social networking site on the Web. Can you identify yourself as a Bechtel employee? Go to "Proper Use of Bechtel's Time and Assets."



Common Questions

What should I do if I still have questions after consulting this booklet or I need an interpretation of the applicable Bechtel policy?

There are several resources you can turn to for further guidance. Consider talking with your manager, supervisor, or local Ethics & Compliance officer. You can also contact the Bechtel Ethics HelpLine online at helpline.bechtel.com or by telephone at 1-800-BECHTEL (1-800-232-4835) in the United States and Canada or at one of the international numbers listed on the Ethics & Compliance site on myBechtel.

A lot of the information in this booklet seems focused on U.S. law, but I live and work in a different country. What does all the U.S. law have to do with me?

Because Bechtel is a U.S. corporation, the U.S. laws generally apply to Bechtel and its employees around the world. Bechtel complies with all applicable laws, so you need to understand and follow U.S. and local country laws unless compliance with local law would violate U.S. law, such as the Arab League boycott of Israel (see Anti-Boycott on page 37).

Conducting Bechtel's Business

This section deals with ethics and business conduct issues you may encounter when dealing with people and organizations both inside and outside the company. It also contains information about certain legal issues that may arise in your daily work.



Bechtel is committed to the highest standards of ethical business conduct and seeks to do business with customers and partners who share our values.

The company conducts all its business transactions properly, fairly, impartially, and ethically and avoids even the appearance of impropriety. Honesty is an integral part of ethical behavior, and trustworthiness is essential for strong, lasting relationships. This ethical standard is one of Bechtel's most valuable assets and is a direct result of the conduct of its employees.

Bechtel has developed ethics and compliance education and awareness programs in many subject areas in order to provide employees with job-specific compliance training and raise their level of awareness and sensitivity to key issues. All employees are required to participate in ethics awareness workshops annually and complete compliance training as assigned.

What Behavior is Expected?

- Apply the highest standards of ethical business conduct, in both spirit and conduct, in your day-to-day work
- Treat all persons with whom Bechtel does business fairly and avoid situations that could create the appearance of bias or favoritism
- Communicate honestly; if you believe someone may have misunderstood you, try to clarify the situation immediately
- Do not misrepresent yourself or Bechtel to anyone
- Report any observed conduct that is potentially unethical, unlawful, unsafe, or otherwise at odds with Bechtel standards of conduct or company policy
- Cooperate fully with any company investigation regarding an allegation of behavior that potentially violates Bechtel's ethical standards
- Participate in ethics awareness workshops annually and complete all assigned compliance training

Common Questions

What does it mean to conduct all business transactions in a proper, honest, fair, impartial, and ethical manner?

We should always treat our customers, suppliers, competitors, and fellow employees with respect and fairness. No Bechtel employee should ever take unfair advantage of anyone through manipulation, concealment, misrepresentation, abuse of proprietary information, or any other unfair business practice.

If I see something that violates the Code of Conduct, do I have to report it?

Yes. We all have an obligation to inform the company of any incidents of unlawful or unethical conduct or violations of company policy. Bechtel wants to do things right, and we can't resolve a problem if we don't know about it. Failure to report observed misconduct may result in disciplinary action.

What if I'm not sure about the facts or don't have enough information to conclude that a violation has occurred?

We are all responsible for raising questions if we are concerned that Bechtel standards of conduct are not being met. Talk to your manager or your organization's Ethics & Compliance officer, or contact the Ethics HelpLine. They can help you determine whether there is an ethics issue.



Further Guidance

If you find yourself in a situation where you are unsure of the proper business practice or are confused about any Bechtel policy, consult Corporate Policy 102, Ethical Business Conduct. If you still have questions, ask for help. Consult your supervisor or manager, Human Resources, the Legal Department, your organization's Ethics & Compliance officer, or the Bechtel Ethics HelpLine for guidance.

Under the Bechtel Covenants, we encourage openness, teamwork, and trust. Our success depends on our ability to build dynamic, diverse, mobile teams whenever and wherever they are needed. We respect each other and value the diversity that comes from our different backgrounds, experience, and views.

Bechtel is an equal opportunity employer and bases employment decisions on merit, experience, skills, and potential. Employment decisions are made without regard to race, color, gender, age, religion, national origin, ancestry, physical or mental disability, veteran status, sexual orientation, and other grounds for discrimination prohibited by applicable law.

Bechtel maintains a work environment that is free from unlawful discrimination, harassment, and/or retaliation. We do not

tolerate harassing conduct that affects tangible job benefits; interferes with an individual's work performance; or creates an intimidating, hostile, or offensive work environment, regardless of workplace location, which may include a customer's premises or an off-site business meeting.

Bechtel does not tolerate activities that support trafficking in persons or the use of child labor or forced labor in the performance of Bechtel contracts by our employees or our subcontractors.

What Behavior is Expected?

- Think and act globally by attracting, developing, and retaining a diverse workforce that generates innovation and promotes inclusion
- Maintain a work environment that promotes respect for all employees and for the human rights of co-workers, partners, suppliers, customers, and community neighbors
- Work productively with employees, customers, and contractors in order to leverage the talents, skills, and experiences of everyone to meet individual and organizational goals
- Support Bechtel's commitment to diversity in our global workforce
- Never engage in inappropriate sexual banter or make inappropriate sexual advances to employees or others in the workplace
- Do not tell off-color, stereotyping, or other offensive jokes that may violate our policy or the Vision, Values & Covenants
- Never use derogatory references to any race, age, gender, religion, ethnic group, or disability
- Never send e-mails or notes that are sexually suggestive or contain comments, jokes, or pictures that have the potential to be offensive based on race, age, gender, religion, ethnic group, or disability

Common Questions

What do we mean by diversity and inclusion?

At Bechtel, global inclusion and diversity mean respecting, appreciating, and valuing differences in individuals and ensuring all are meaningfully integrated into Bechtel's culture while retaining their unique qualities. Our commitment includes the following:

- We will build an inclusive and diverse culture where our colleagues feel valued, challenged, motivated, and treated fairly.
- We will invest in our people and develop diverse leadership to meet our enterprise needs while delivering outstanding results for our customers.
- We will hold ourselves and our colleagues accountable to perform to these commitments.

How does Bechtel benefit from diversity?

Bechtel's commitment to maximizing the unique talents and perspectives of our workforce gives us a competitive advantage because we can leverage those differences to achieve better results. This enables Bechtel to better understand and meet the diverse requirements and expectations of our global customers. Diversity and inclusion also help Bechtel attract and retain highly talented employees around the globe.

What should I do if I experience or witness an incident of discrimination or harassment?

Promptly report any such incidents to Human Resources, the Ethics Helpline, or your manager. You can also contact the Employee Dispute Resolution Specialist at 1-888-EDR-INFO (toll-free) or +1-571-392-6550 (for international calls).



Further Guidance

If you have questions regarding Bechtel's diversity program, please refer to Bechtel's Diversity & Inclusion site on myBechtel. Information about Bechtel's Equal Employment Opportunity, Affirmative Action & Discrimination and Harassment-Free Workplace policy can be found in Policy 105 in the Personnel Policy Manual—U.S. ("Redbook"), Policy A105 in the Personnel Policy Manual—International ("Greenbook"), and on Bechtel's EEO-AA myBechtel page. You can also consult the Bechtel Workplace Relationships policy, which is Policy A401J in the Greenbook and Policy 401J in the Redbook.

Bechtel conducts all business with the greatest care for the environment and for the health and safety of its employees, partners, contractors, and customers, as well as the people in the communities where we work.

We are committed to achieving and sustaining “Zero Incidents” performance, and to working with all appropriate stakeholders to improve ES&H effectiveness in our industry. Maintaining that commitment

demands that the company and its employees understand and comply with all applicable environmental, safety, and health laws and regulations.

What Behavior is Expected?

- Perform all work with a commitment to eliminating and/or mitigating environmental, safety, and health hazards and impacts
- Conduct all activities in a manner that protects Bechtel employees, customers, subcontractors, and local communities while respecting our neighbors’ right to safety and security
- Make sure that you and others in your area of responsibility understand and comply with Bechtel standards and applicable regulations on environmental, safety, and health laws and community health, safety, and security
- Understand the environmental, safety, and health conditions and associated hazards of your work area and take appropriate action to eliminate or control hazards
- Notify your manager and ES&H of any safety and health incidents
- Ensure that lessons learned related to environmental, safety, or health incidents; new technologies; and changes in laws and regulations are communicated to others in your work area

Common Questions

How do I find out about the safety and health conditions in my work area?

All Bechtel projects are required to develop and keep current an ES&H Plan containing a list of all safety and health requirements and hazards. The plan is also a source for identifying how the requirements apply at the site and how the hazards are mitigated. In addition, the plan contains a list of the safety and health responsibilities of site personnel.

How can I learn about the environmental requirements for my project work site?

All Bechtel projects are required to develop and keep current a Construction Environmental Control Plan (CECP) containing a list of all environmental requirements and how they apply at the site. The CECP also provides a list of environmental responsibilities of site personnel.

What ES&H policies and procedures do I need to know?

You should be familiar with Bechtel’s ES&H Core Processes, Life Critical Requirements, ES&H Management System, project-specific ES&H plans (including the CECP), ES&H training requirements for your job, and the locations of additional ES&H resources.

How do we try to avoid adverse impact to community health, safety, and security?

We seek to engage in our EPC activities in a way that does not negatively impact the physical or mental safety of our neighbors, infringe upon their security of property or economic activities, or disrupt their community.

Further Guidance

If you are unsure of the proper environmental, safety, and/or health requirements or procedures, regardless of whether they are external or internal requirements, ask for clarification and/or help. First, consult with your supervisor or manager, then with the site ES&H supervisor. If further clarification is needed or a concern remains, contact your GBU and/or corporate ES&H professional. Another resource is the ES&H site on myBechtel.



At Bechtel, we aspire to deliver projects that make our customers, colleagues, and communities proud. We apply our engineering, project management, and construction expertise to help societies support their growing populations and overcome the challenges of connectivity, resiliency, and resource management.

We regard sustainability as our responsibility to enhance the positive effects of our projects where possible and avoid or mitigate the negative ones. We believe that we are not just delivering physical assets to our customers and communities but

also creating an enabling environment that will benefit them in the long term. We work to protect the environment and conserve natural resources, support local communities, create new jobs, and improve economies.

What Behavior is Expected?

- **Conservation:** Implement activities that are economically and operationally practicable to protect the environment, including reducing energy use and air emissions, water and resource consumption, and waste generation
- **Stakeholders:** Engage with key stakeholders to build understanding and maintain trust; implement programs that improve the quality of life where we work or help address broader societal issues
- **Workplace:** Create and maintain workplaces that promote Bechtel's ethics, quality, environmental, safety, and health standards
- **Employees:** Treat all employees with respect and dignity and promote diversity in the workplace consistent with Bechtel's Vision, Values, and Covenants
- **Suppliers:** Prohibit and prevent human trafficking and slavery in any part of our global operations or supply chain



Bechtel employees may have access to various types of proprietary, confidential, or private information belonging to Bechtel or its customers, suppliers, employees, or others.

Employees must use confidential information only for its intended purposes and as part of their duties at Bechtel. Such information may be shared with employees or other persons

only on a need-to-know basis, as authorized by the Bechtel person responsible for such information.

What Behavior is Expected?

- Never use company, customer, supplier, or employee confidential information other than for its intended business purpose
- Comply with nondisclosure agreements to which Bechtel is a party
- Do not accept confidential information unrelated to your job
- If you receive information that is not marked confidential, but you believe it is confidential, bring it to the attention of the person who gave it to you and follow up if necessary to make sure the information is properly classified and protected
- If your duties require you to perform research to gain an understanding of competitors' business and strategies, use only legitimate resources and avoid actions that are illegal or unethical or that could cause embarrassment for Bechtel
- If someone tries to give you confidential information you are not authorized to receive, refuse it and notify your supervisor or manager
- Remember that your obligation to protect confidential information learned at Bechtel continues even after you leave the company

Common Questions

I prepared design drawings and would like to keep them in my portfolio as "go-bys." Can I do that?

Generally, intellectual property produced while you are a Bechtel employee belongs to Bechtel. While you take your knowledge and skills when you leave the company, those materials will remain property of Bechtel and cannot be taken with you.

Additionally, some of our contracts transfer ownership of project intellectual property to our clients. Even taking project materials from one project to another could violate our contractual agreements.

I used to work for a Bechtel competitor, and I have unique insight on their business that could be very useful to Bechtel. Can I share this information with my manager?

No. You can use the general knowledge and skills learned in previous employment, but you must never use or share proprietary or confidential information that you received while working for your former employer.

I received a copy of a competitor's proposal in the mail from an unknown source. What should I do?

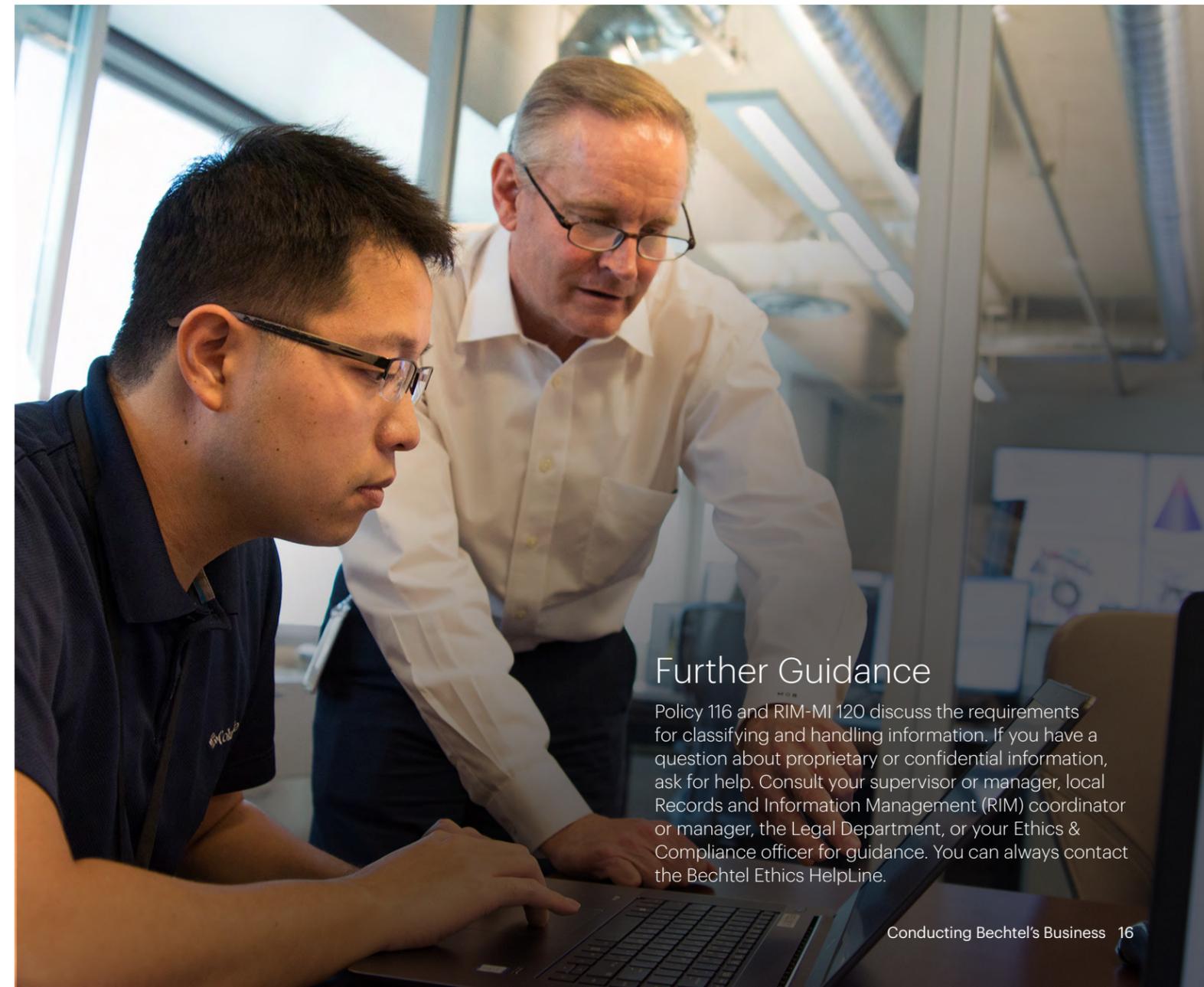
Stop reading the document immediately. Do not make any copies or show it to anyone else. Consult with your manager or the Legal Department immediately to determine the next steps.

I possess customer information that is marked confidential. I think it would be very helpful to my project and the customer if I were to share this information with one of our suppliers. How do I find out whether I may do so?

There should be a Bechtel person on your project who is responsible for administering Bechtel's confidentiality obligations to your customer. It may be your project manager or your project administrator, but if not, one of them should be able to tell you who the responsible person is.

I am about to transfer to another Bechtel project. May I take with me information from my current project that would be useful on the next project?

Generally, no. However, consult with the Legal Department to determine what use, if any, you may make of that information.



Further Guidance

Policy 116 and RIM-MI 120 discuss the requirements for classifying and handling information. If you have a question about proprietary or confidential information, ask for help. Consult your supervisor or manager, local Records and Information Management (RIM) coordinator or manager, the Legal Department, or your Ethics & Compliance officer for guidance. You can always contact the Bechtel Ethics HelpLine.

Accurate Recording and Reporting of Information

Bechtel employees are expected to use utmost care to fully and accurately record and report information in business records and reports. In some cases, the omission of necessary information can render a report or record inaccurate. The accuracy of Bechtel's business records is essential to the operation of the business.

What Behavior is Expected?

- Accurately and honestly provide information in business reports and records
- Do not mislead or misinform others by supplying inaccurate information in business records
- Pay attention to detail to ensure that records are accurate

Common Questions

What are some examples of inaccurate or dishonest reporting on a business record?

Some examples of dishonest reporting are:

- Approving time charged on a time record when you know the person did not work that day
- Submitting an expense report for meals not eaten, miles not driven, or airline tickets not used
- Signing off on plant test results (e.g., performance or material certification tests) when the test was not actually conducted

What should I do if I become aware that a fellow employee has put inaccurate information on his or her expense report?

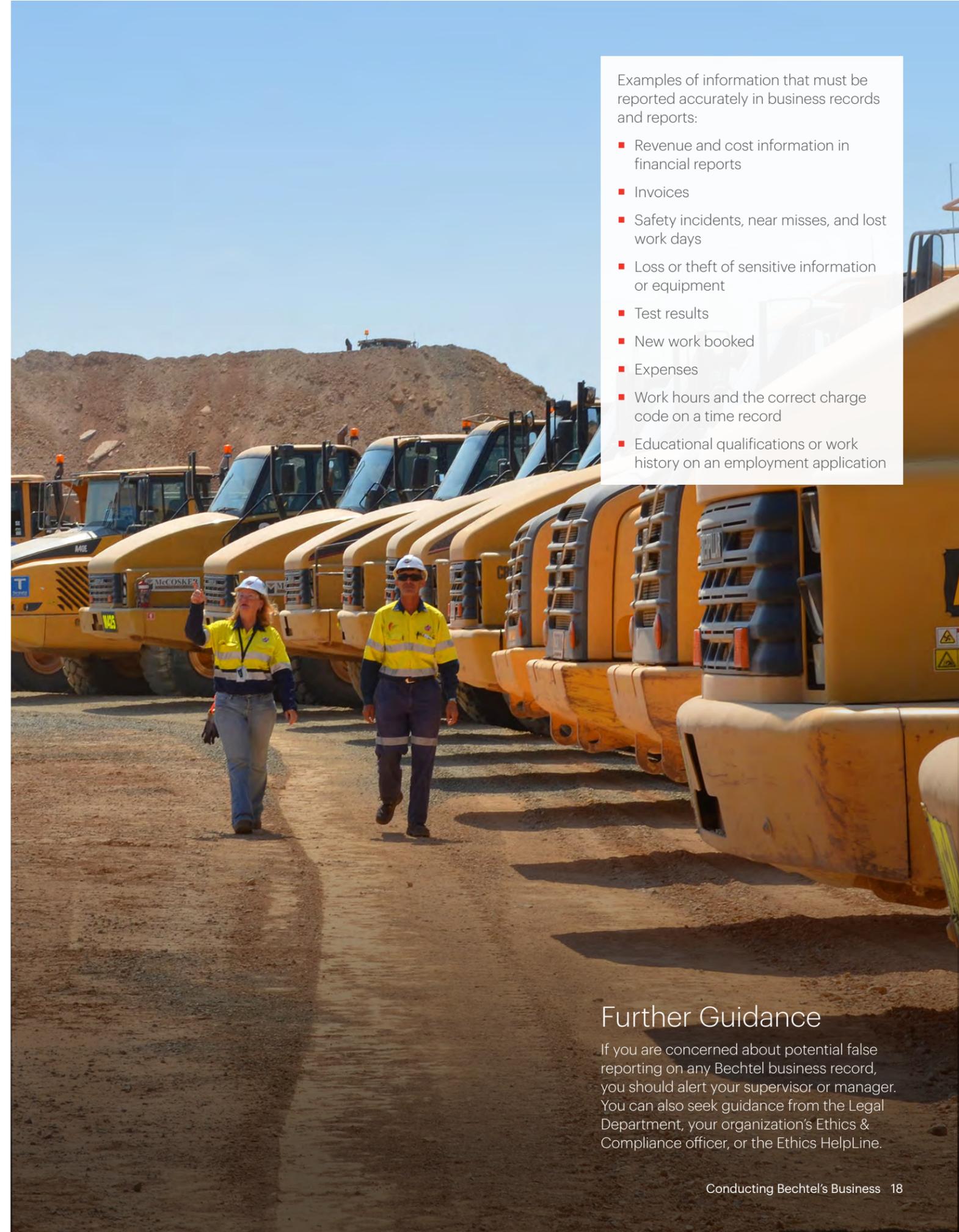
Talk to your manager about the situation. If you are not comfortable talking to your manager, contact Human Resources or the Ethics & Compliance officer for your organization.

What consequences can flow from dishonest reporting on company records?

Providing false information on a company report can lead to discipline up to and including termination. It can also lead to civil or criminal liability for you and Bechtel.

Examples of information that must be reported accurately in business records and reports:

- Revenue and cost information in financial reports
- Invoices
- Safety incidents, near misses, and lost work days
- Loss or theft of sensitive information or equipment
- Test results
- New work booked
- Expenses
- Work hours and the correct charge code on a time record
- Educational qualifications or work history on an employment application



Further Guidance

If you are concerned about potential false reporting on any Bechtel business record, you should alert your supervisor or manager. You can also seek guidance from the Legal Department, your organization's Ethics & Compliance officer, or the Ethics HelpLine.

Bechtel is committed to fully complying with the provisions of applicable law and licensing agreements pertaining to copyrighted materials, including written material, photographs, and software. The company licenses or subscribes to necessary software and reference material such as industry codes and standards for use within Bechtel. Bechtel does not infringe upon the intellectual property rights of others. Unauthorized reproduction or transmission of written material or software is illegal, harmful to Bechtel's interest and reputation, and against Bechtel policy.

What Behavior is Expected?

- Place an appropriate Bechtel or customer copyright and/or intellectual property notice on written, photographic, or graphics materials generated by Bechtel employees
- Obtain permission from the copyright holder before making copies of copyrighted written, photographic, or graphics materials originating outside Bechtel, including any content found on the Internet
- Before making a copy of any software, make sure that the applicable software license permits copying (e.g., for backup or archival purposes)

Common Questions

I am writing a technical report for our customer on a project. How do I know what copyright notice to place on my report?

An Engineering Department Procedure on Intellectual Property Protection (3DP-G03-00012) details the form of notice to use in various contexts. A project-specific instruction usually clarifies the notice appropriate to your project. Consult your project engineering manager.

I found a great graphic on the Internet. May I copy it into a PowerPoint presentation I am giving at an upcoming business meeting?

The graphic that you found may be copyrighted. If so, you need to obtain permission to use it in a business presentation. Consult with your manager or the Legal Department for advice on how to obtain permission to use it.

I was e-mailed a link to an amusing video on YouTube that would be perfect for a safety presentation at an upcoming Bechtel meeting. May I use it?

Generally, we may not use videos downloaded from YouTube without the permission of the copyright owner, which is usually the person or entity that made the video. Sometimes it can be difficult to identify the copyright holder, but that doesn't justify an impermissible use. On the other hand, it is perfectly acceptable to distribute the link by e-mail to a Bechtel work group if it would serve a business purpose.

I do a lot of Bechtel work on my computer at home. May I put a copy of Bechtel software on my home computer?

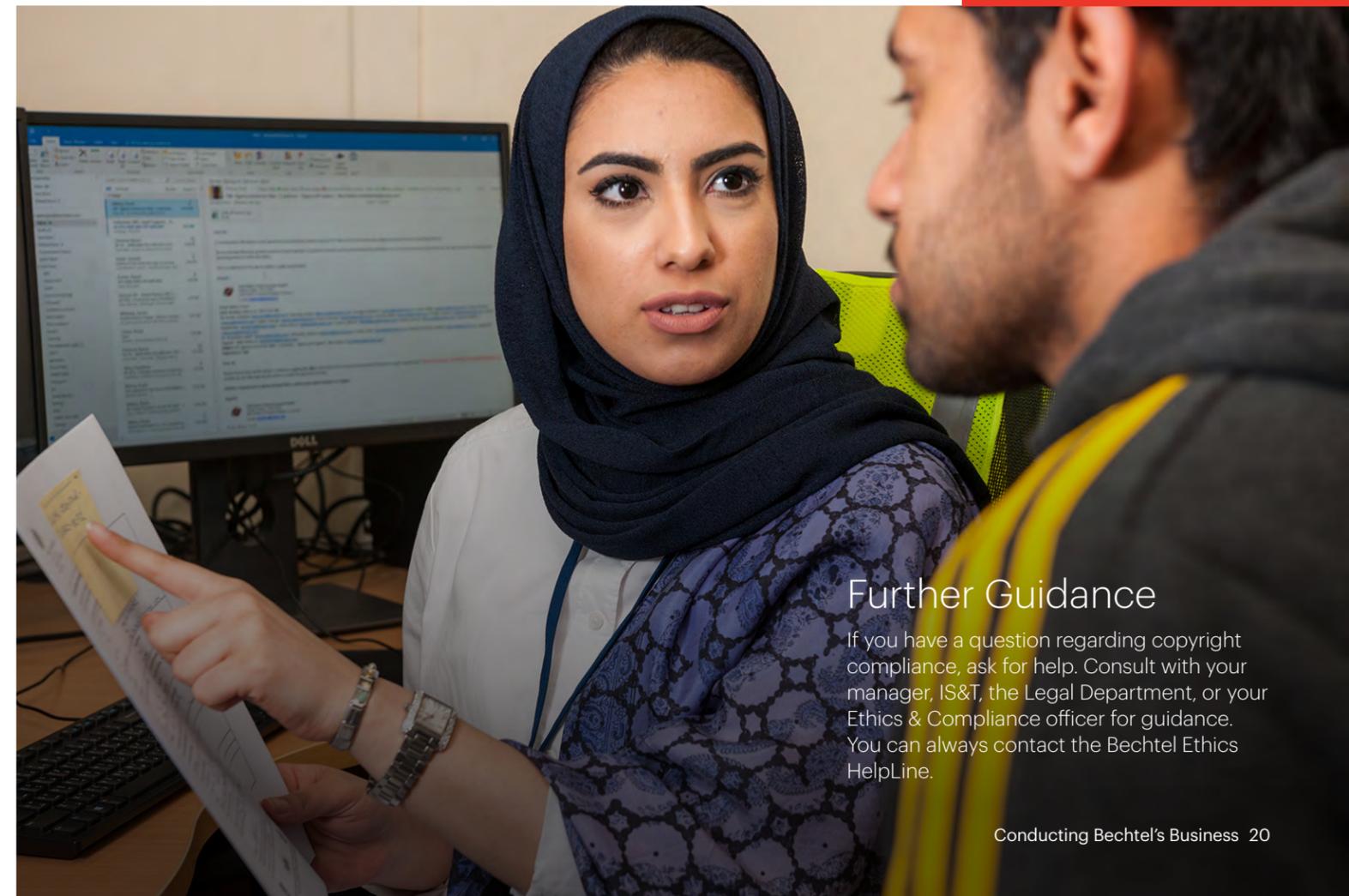
No. There are a limited number of software applications that Bechtel has negotiated to be available for home use. Consult with your IS&T representative for guidance.

If software is installed on one Bechtel computer, is it OK to make a copy for use on another Bechtel computer?

This is not OK unless the software license specifically permits such copying. Consult your IS&T representative.

"Written material" can be textual or graphic and in printed or electronic form. The term includes:

- Newspapers, trade journals, and books
- Drawings and specifications
- Images available on the Internet



Further Guidance

If you have a question regarding copyright compliance, ask for help. Consult with your manager, IS&T, the Legal Department, or your Ethics & Compliance officer for guidance. You can always contact the Bechtel Ethics HelpLine.

Bechtel business should always be won or lost on the basis of merit. Bechtel employees may only offer or approve business courtesies that are legal, proper, and in full compliance with Bechtel policies and instructions and do not give rise to the reasonable perception that they are being offered for the purpose of gaining an unfair business advantage. An employee may never use personal funds or resources to avoid reporting or seeking approval for a business courtesy that could not be provided by Bechtel.

Gifts and business courtesies to some individuals such as government employees, officials, and representatives, as well as employees of government-owned entities, are subject to complex laws and regulations. Anti-corruption laws may also extend to employees of public international organizations and private individuals. Bechtel's business partners may also have

internal policies limiting or prohibiting business courtesies. Employees who are in the position of offering or approving such business courtesies must familiarize themselves with company policies, instructions, and the applicable laws. (See Offering Business Courtesies to U.S. Government Employees on page 29 and Anti-Corruption on page 41.)

What Behavior is Expected?

- Ensure that all gifts or entertainment are appropriate, properly approved and accounted for, and in full compliance with Bechtel policy, management instructions, and all applicable laws
- Obtain approval from your supervisor before offering any business courtesy with a market value greater than \$100
- In geographic areas where exchanges of business gifts are customary, ensure that gifts are limited in value (at the level of common courtesies), are not in excess of generally accepted local business practices, are free of any implication of obligation, are approved by the appropriate level of management, and are recorded, as required by Ethics & Compliance Management Instruction 102
- Offer only those business courtesies that the recipient is permitted to accept under the gift acceptance rules of his or her organization
- When unsure of the rules, seek guidance from your manager, your local Ethics & Compliance officer, or the Legal Department

Common Questions

Are there any categories of gifts or business courtesies that can never be offered?

You must never offer any gift or entertainment that would be illegal, including anything offered to a government official in breach of local or international bribery laws. Other gifts that are always unacceptable include:

- Any gift of cash or cash equivalent (such as gift certificates, discounts, loans, stock, stock options)
- Any gift or entertainment that may imply an obligation to the donor or that may be considered excessive or in poor taste
- Any gift or entertainment that is a quid pro quo (offered for something in return)
- Any entertainment that is indecent, sexually oriented, does not comply with Bechtel's value of mutual respect, or that might otherwise adversely affect Bechtel's reputation

Further Guidance

If you're facing an issue about offering business courtesies, consult your manager, your Ethics & Compliance officer, or the Legal Department. For related guidance, see Accepting Business Courtesies on page 61.



Before offering a business courtesy, ask yourself the following:

- Is the gift intended to build a business relationship or offer a common business courtesy, or are you hoping to influence the recipient's objectivity in making a business decision?
- Is the timing such that it could cause others to doubt the recipient's objectivity or your intentions?
- Are you sure that the gift or entertainment is legal both in your country and in the country of the intended recipient?
- Is the receipt of gift or entertainment allowed by the recipient's organization?
- Are you offering a gift that you would not be allowed to accept? (See Accepting Business Courtesies on page 61.)

Bechtel employees may voluntarily participate during their personal time in political causes or political action committees (PACs). As a matter of policy, Bechtel does not apply direct or indirect pressure on any employee to make any political contribution or participate in the support of a political party, the political candidacy of any individual, or a political cause. Moreover, employees are in no way required to make a contribution to the Bechtel PAC, even if they receive a solicitation.

In the United States and many other countries, a corporation's political activities are significantly limited by law. As a general rule, political contributions of corporate funds or use of corporate property, services, or other assets (including employee work time spent on such activities) for political purposes are prohibited or highly restricted. Where such political activities are permitted, any costs incurred in connection with them must be strictly accounted for.

What Behavior is Expected?

- Do not participate in political activities on company time or using company resources
- Do not circulate or display materials of a political nature in any facility occupied by Bechtel
- In the United States, notify the Washington, D.C. office of any inquiries or visits (planned or unplanned) to or from U.S. executive branch or legislative branch officials or political candidates
- Outside the United States, notify the Bechtel country manager of any inquiries or visits to or from any government official or political candidate
- Coordinate any inquiries or visits from any U.S. state or local government officials or political candidates with the corporate External Affairs & Communications organization
- If you engage in any activities intended to directly or indirectly influence a U.S. executive branch or legislative branch official, be sure you understand the reporting requirements and applicable charging practices
- Ensure that any corporate or project contributions, political events, and use of company time or resources for political purposes are approved by corporate Regions and Government Affairs in the Bechtel Washington, D.C. office (for U.S. federal, state, or local matters); or the applicable country manager (non-U.S.)

Common Questions

What if a project receives a request from the local Congressional representative to attend a fundraising event and contribute funds? May we give corporate funds and attend the event?

All requests of this nature should be forwarded to the Washington, D.C. office. It is illegal for corporate contributions to be given to a candidate running for Congress. Funds may be contributed to a candidate

through the Bechtel PAC, which is managed by the Washington, D.C. office. Contribution decisions are made by the Bechtel PAC Board.

through the Bechtel PAC, which is managed by the Washington, D.C. office. Contribution decisions are made by the Bechtel PAC Board.

What should I do if I feel pressured to contribute or participate in a political cause?

You have the right to refuse to contribute without reprisal. If you find yourself in a situation where you feel pressured, you should talk to your manager or contact Human Resources, the Legal Department, your Ethics & Compliance officer, or the Bechtel Ethics HelpLine.

What is the policy regarding local politics? May a project buy tickets to a political fundraiser for a local official, such as a city council member?

This might be OK in some jurisdictions, but many countries have different laws for different political offices or jurisdictions. For example, in the U.S., the laws governing state and local political contributions vary from state to state. Contact corporate External Affairs & Communications or the Legal Department for guidance.

What is the Bechtel PAC?

The Bechtel Political Action Committee (Bechtel PAC), organized as a separate segregated fund of Bechtel Group, Inc. pursuant to federal election law, is funded exclusively from individual donations. According to federal law, corporations are not permitted to make contributions to federal candidates, but they are allowed to create political action committees that can make contributions. A PAC is a committee organized with the purpose and intent of supporting political candidates financially. PACs receive and raise money from eligible employees and make donations to political campaigns. They therefore provide an indirect way for employees to participate in campaigns.

If I don't contribute to the Bechtel PAC, will it hurt my career?

Contributions to the Bechtel PAC are not reported back to management. Not contributing will not hurt your career; at the same time, choosing to contribute will not provide any benefit to your employment at Bechtel.



Further Guidance

If you are unsure of the proper business practice with respect to political activities, consult your supervisor or manager; Human Resources; the Legal Department; corporate Government Affairs; or the Washington, D.C. office. You can also contact your organization's Ethics & Compliance officer or the Bechtel Ethics HelpLine.

Many countries have laws prohibiting anti-competitive behavior. Bechtel is committed to conducting its business activities in full compliance with the antitrust and competition laws of the jurisdictions in which it works, including the United States and the European Union. In general, these laws prohibit agreements or actions that may restrain trade or reduce competition.

Violations can include agreements among competitors to fix or control prices or to rig bids; to boycott particular suppliers or customers; to allocate products, territories, or markets; or to limit the production

or sale of products or services. In some instances, antitrust laws may prohibit price discrimination in the sale or purchase of goods.

What Behavior is Expected?

- Be aware of the antitrust requirements of the laws in the jurisdictions in which Bechtel works and understand that such laws apply to both formal and informal communications
- If you are involved in trade association activities or in other situations involving informal communication among competitors, customers, business partners, or suppliers, do not discuss prices, pricing policy or strategy, contract terms and conditions, marketing plans, and similar matters of competitive interest
- If a competitor or other third party tries to initiate improper discussions or provide you with any documents regarding these topics, disengage from the discussion immediately and contact your supervisor or manager and the Legal Department

Common Questions

I have friendly relationships with colleagues who work at other companies in this industry. What's wrong with having occasional informal discussions about what's going on in the marketplace?

Even casual conversations with competitors could be viewed as an attempt to send "signals" about Bechtel's bid strategy or pricing practices. You must be careful to avoid any conversations or activities that might be viewed as questionable or could lead to allegations of anti-competitive activity. This is not intended to prohibit strategy discussions on specific projects or prospects that occur as part of normal teaming to provide a customer with enhanced capability.

What should I do if the client that I have been seconded to provides me with a spreadsheet that includes pricing information from competitors in connection with an open bid?

If the document is necessary to perform your duties as a secondeed to the client, you may review it, but under no circumstances may you copy, email, or forward the documents to any of your Bechtel colleagues or use the information for any competitive advantage once back at Bechtel.

What are the possible penalties that may be imposed due to actions that violate antitrust or competition laws?

Antitrust violations expose the company and any participating employee to civil lawsuits or criminal prosecution, including fines and imprisonment, and in the United States to the payment of punitive treble damages—three times the amount of the actual damages.

Further Guidance

If you have any questions or concerns regarding antitrust compliance, alert your manager or supervisor and consult the Legal Department.



Special Issues Related to Doing Business with the U.S. Government

This section deals with ethics and business conduct issues you may encounter when working for a company that does business with the U.S. government. Application of these standards is not limited to employees who work on U.S. government contracts. All Bechtel employees who come into contact with current or former U.S. government employees or representatives of U.S. government-owned customers should be aware of these Bechtel policies.

Common sense and a desire to do the right thing are not enough to ensure compliance with U.S. government regulations. What is acceptable in the commercial business world often is not acceptable, and may even be prohibited, under the complex rules and practices governing doing business with the U.S. government. Commercial business practices commonly accepted around the world, if applied in a government setting, can lead to administrative, civil, and even criminal sanctions, both for the individual employee and for the company.



Offering Business Courtesies to U.S. Government Employees

Specific requirements and restrictions apply to the offering of business courtesies to U.S. government officials or employees. Laws, regulations, and rules concerning acceptable meals, gifts, and entertainment for U.S. government employees are extremely complicated and vary depending on the government branch, state, or other jurisdiction.

The U.S. Office of Government Ethics has issued restrictive and complex rules regarding the acceptance of gifts, meals, entertainment, travel, and other business courtesies by U.S. executive branch employees, including U.S. military personnel.

Many U.S. government agencies have established their own interpretations of these rules, and Bechtel complies with these standards. Different rules apply to the U.S. legislative branch.

What Behavior is Expected?

- Never offer or give a business courtesy to any U.S. government employee unless the regulations applicable to that employee permit acceptance of the business courtesy
- Do not offer business courtesies to members of the U.S. judicial branch
- Ensure that all gifts offered or accepted are appropriate, properly approved and

accounted for, and in full compliance with Bechtel policy, management instructions, and the law; when in doubt, consult your Ethics & Compliance officer

- Contact the manager of the Washington, D.C. office for guidance concerning offering business courtesies to members of the U.S. Senate or House of Representatives or their staffs

Common Questions

I have a friend who works for the U.S. Department of Energy. Am I allowed to buy him a birthday present?

It depends. Bechtel policy and the U.S. government rules do not apply to the exchange of gifts between friends or family members as long as the gifts are exclusively the result of a personal relationship and not a business relationship. However, if your friendship came about from years of working together on U.S. government projects, the Office of Government Ethics gift rules still apply. Consult your Ethics & Compliance officer or the manager of the Washington, D.C. office for guidance.

I am having an all-day meeting with some U.S. government customer representatives. We plan to work through lunch. May I provide them with a meal during the meeting?

Yes, but only if the U.S. government employees pay Bechtel the full cost of their meals. U.S. government rules and regulations generally prevent U.S. executive branch employees from accepting meals from contractors. Arrangements should be coordinated in advance so that the attendees will be aware of your lunch plans, the cost of the meal, and the method provided for payment. It is not sufficient to “pass the hat” for contributions to the cost. If full payment is not received as arranged, you will need to take steps after the meeting to collect their share of the cost of the meal.



Bechtel employees may generally offer the following business courtesies to U.S. executive branch employees:

- Light refreshments such as soft drinks, coffee, and doughnuts when not part of a meal
- Modest advertising or promotional items such as a Bechtel coffee mug, calendar, pen, or similar item displaying the Bechtel logo

Further Guidance

If you're facing an issue about offering business courtesies to U.S. government employees, consult your Ethics & Compliance officer; the manager of the Washington, D.C. office; or the Legal Department.

The U.S. government, as well as many other countries and state and local governments, have laws that regulate the recruiting and hiring of their current or former employees (both civilian and military). These rules and regulations apply to all of Bechtel, not just those entities doing business with U.S. government customers.

Bechtel is strongly committed to complying with these laws and to avoiding even the appearance of impropriety when interfacing with U.S. or other government officials. This

compliance is maintained in the recruiting, hiring, and employment of U.S. or other government officials.

What Behavior is Expected?

Be aware that employment discussions and other employment-related actions

involving current or former U.S. government employees raise unique legal concerns

Common Questions

What should I do if I am approached by a current U.S. government employee about employment with Bechtel?

Tell the prospective candidate that you must contact our Human Resources Department to determine whether you may properly engage in employment discussions.

I am a Bechtel employee working on a U.S. government project. I have heard that my counterpart will be leaving U.S. government service and may be interested in working in the private sector. I think she would be a great asset for Bechtel, and I have a job that would be perfect for her. May I have general, exploratory discussions with her about whether she would be interested in working at Bechtel?

No. Bechtel policy requires that you first contact Human Resources or the Legal Department before having any

employment-related discussions. They can give you guidance on how the initial contact may be made.

Should I also be concerned about recruiting or hiring current or former U.S. state or local government employees? What about other countries' government employees?

In much the same manner as the U.S. government, many other countries, states, and local governments have laws and regulations concerning employment of current and former employees. Therefore, Bechtel policy also requires that you contact Human Resources or the Legal Department before recruiting or hiring current or former employees of foreign, state, or local governments to ensure that we comply with the law and avoid potential conflicts of interest. By taking this precaution, you can avoid exposing yourself and Bechtel to legal liability.

Further Guidance

If you're facing an issue about hiring current or former government employees, consult with the manager of Human Resources for your organization, your Ethics & Compliance officer, or the Legal Department.



U.S. Anti-Kickback Act Laws

The U.S. Anti-Kickback Act of 1986 prohibits those involved in U.S. government contracting from offering, accepting, or attempting to offer or accept inducements for the purpose of obtaining or rewarding favorable treatment in the award of contracts for materials, equipment, or services of any kind. A kickback is any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind directly or

Human Trafficking

In addition to the general prohibition of trafficking in persons and use of forced labor, Bechtel is aware that the U.S. government has determined that the commercial sex industry is frequently involved in trafficking, even where such sex acts are not illegal under local laws. Accordingly, Bechtel employees directly engaged in the performance of

Organizational Conflicts of Interest

When acting as a U.S. government contractor, Bechtel must adhere to U.S. government organizational conflict of interest (OCI) restrictions. OCI in this context means that because of other activities or relationships with other persons or entities, Bechtel is unable or potentially unable to render impartial assistance or advice to the U.S. government, that Bechtel's objectivity in performing the contract work is or might be otherwise impaired, or that Bechtel has an unfair competitive advantage. Some examples of potential OCI include: (a) serving both as the agent of

indirectly accepted by any prime contractor or subcontractor or its employees from a vendor, contractor, or subcontractor for the purpose of improperly influencing the award of a prime contract or subcontract. The Act establishes criminal, civil, and administrative penalties for violations that can include fines, jail terms, debarment, and contract termination.

work under a U.S. government contract are prohibited from engaging in commercial sex acts, even while "off duty." Noncompliance with this policy may result in actions including, but not limited to, removal from the contract, reduction in benefits, or termination of employment.

the architect-engineer (A-E) (or the owner's agent) and as the constructor to the A-E's design; (b) preparing a study that justifies going ahead with a project that Bechtel would build; and (c) evaluating the quality of our work for an independent regulator. U.S. government solicitations and contracts may include various requirements or restrictions regarding OCI, including the disclosure of any potential or actual OCI to the U.S. government, having plans to mitigate any such potential or actual OCI, and ensuring that similar OCI requirements are followed in subcontracts.

Time Records and Expense Reports

Although the accurate and timely reporting and recording of time records and expense reports is important for all employees (see Accurate Recording and Reporting of Information at page 17), it is especially critical that employees working on U.S. government contracts, or charging time to a corporate overhead account with costs allocated or partially allocated to a U.S. government contract, record their time daily and charge their labor costs to the proper account. Every error on a U.S. government project time record has the potential to be considered a criminal and civil false claim and/or statement, so every claim for payment carries a legal and ethical responsibility for accuracy. Detailed guidelines on U.S. government time-charging practices are

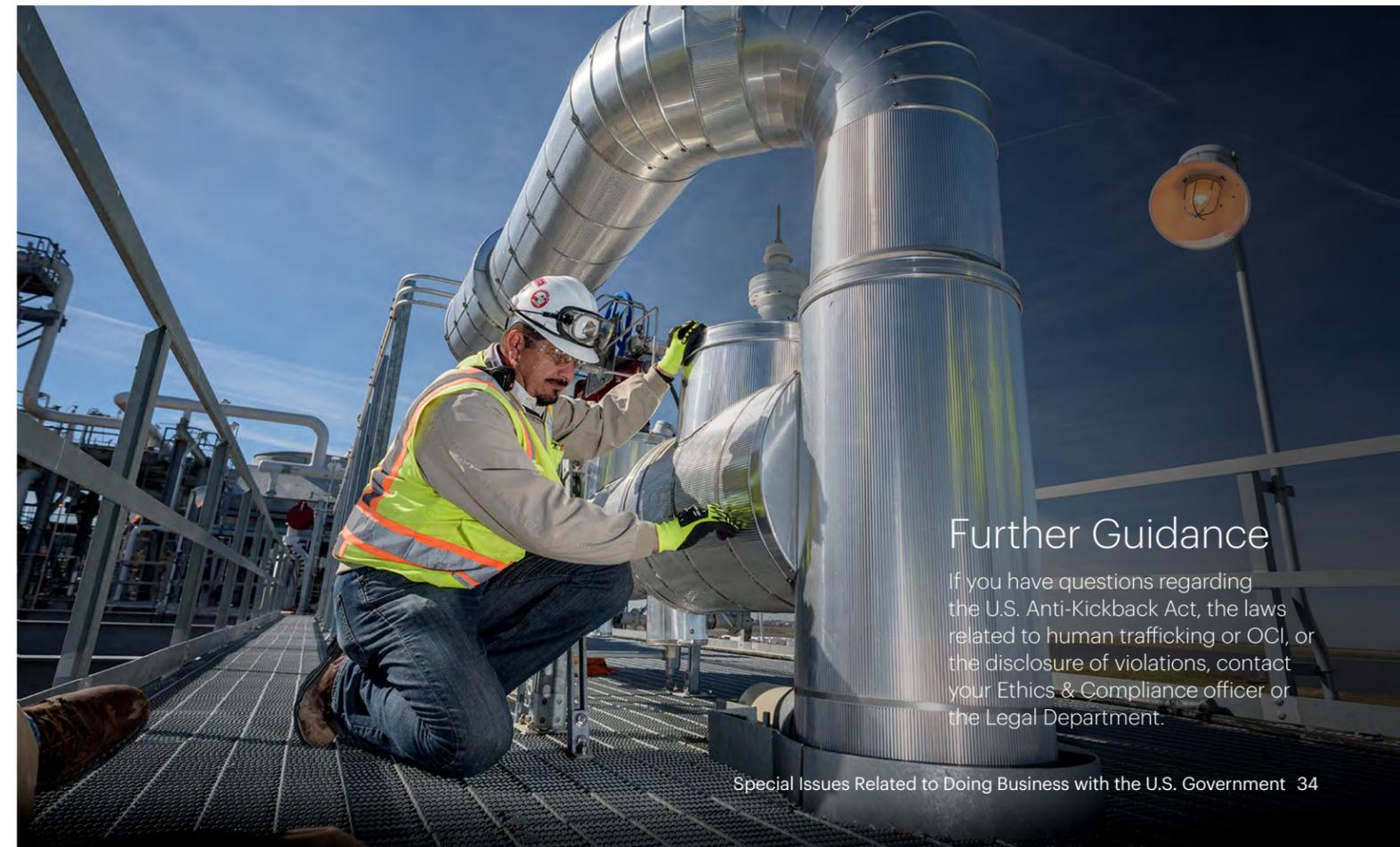
Disclosure

As required under U.S. government contracts and applicable regulations, Bechtel will disclose whenever—in connection with the award, performance, or closeout of a covered U.S. government contract or subcontract—Bechtel has credible evidence that a principal, employee, agent, or subcontractor

provided to employees working on such projects, and employees are expected to understand them and to adhere to them strictly.

Business expenses incurred in performing company business must be documented promptly and accurately, and employees working on U.S. government contracts are responsible for complying with any special or more stringent reporting requirements that may be imposed by a specific customer or special situation. Employees working on U.S. government contracts should review the guidelines and limitations with their supervisors before incurring any business expense.

has committed a violation of federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the U.S. Code or a violation of the civil False Claims Act, or credible evidence of significant overpayments on the contract.



Further Guidance

If you have questions regarding the U.S. Anti-Kickback Act, the laws related to human trafficking or OCI, or the disclosure of violations, contact your Ethics & Compliance officer or the Legal Department.

Special Considerations for a Global Business

Because Bechtel is a U.S. corporation doing business globally, many U.S. laws apply to Bechtel's work around the world. All employees who work for Bechtel, regardless of their nationality or country location, need to understand and comply with U.S. laws that apply to their work, including trade laws, as well as all applicable local laws. Bechtel is committed to complying with the applicable laws of the countries in which it does business, except when compliance with local law would constitute a violation of U.S. law, such as the Arab League boycott of Israel.



It is Bechtel's policy to fully comply with the U.S. government's laws and regulations related to foreign economic boycotts. The U.S. anti-boycott laws and regulations prohibit Bechtel from cooperating with or supporting a country's boycott of another country that is friendly to the United States. They also require Bechtel to report to the U.S. government any request that has the effect of furthering or supporting such a boycott even if Bechtel does not respond to the request. The most frequently encountered boycott is the current Arab League boycott of Israel.

The rules governing Bechtel's obligations under the anti-boycott laws are complex, and the penalties for violating them are severe. In all cases, you should be attentive to situations where boycott requests

may occur and immediately consult the Legal Department when a boycott-related matter comes to your attention and before responding.

What Behavior is Expected?

- Make certain that every purchase order, contract, commitment, act, or omission made or conducted by or within the Bechtel organization is in full compliance with the U.S. anti-boycott laws and regulations
- Make sure that actions taken by persons acting on behalf of Bechtel (e.g., Bechtel's agent consultants, consortium members, and alliance or joint venture partners) are carefully scrutinized for compliance with the U.S. anti-boycott laws and regulations
- Make sure that every boycott request received by a Bechtel organization is reported promptly to Bechtel's Legal Department
- Make sure that cases in which doubt exists regarding the applicability of U.S. anti-boycott laws and regulations are submitted to Bechtel's Legal Department for prior review or guidance
- Requests or activities to watch out for:
 - Requests to comply generally with the laws of a boycotting country or to comply specifically with the country's boycott laws
 - Requests to comply with the import and customs laws of a boycotting country
 - Requests for negative certificates of origin (e.g., certification that the goods to be supplied under a purchase order or contract are not of Israeli origin)
 - Requests for carrier blacklist certificates such as requests not to ship goods aboard blacklisted vessels
 - Requests for "vessel eligible certificates" (i.e., requests to only ship goods aboard vessels that are eligible to enter boycotting country ports)
 - Inquiries for information concerning the religion, nationality, national origin, or race of any individual
 - Drafting or issuing documents for or on behalf of a client that include prohibited boycott language

Common Questions

What are some real-world examples of actions that would constitute participating in or cooperating with a boycott of a country friendly to the United States?

A couple of examples:

- Eliminating firms with Israeli business interests from a Bechtel-developed bidders' list to be used for procuring goods and services in a boycotting Arab country
- Certifying that a shipment of goods on board a vessel does not contain goods of Israeli origin or that the vessel is eligible to enter ports in the boycotting Arab country

As part of a contract where Bechtel is acting as agent in fact for a Middle Eastern client, I am asked to draft a template purchase order that includes language prohibiting "Goods of Israeli origin or items on the Israeli blacklist." Even though Bechtel will not be a signatory to the purchase order, can I draft the document with the above referenced language?

No. Doing so would amount to supporting the boycott of Israel. Under some circumstances, it may be possible for Bechtel to manage certain procurement activities and still be compliance with U.S. law, but you must consult with the Legal Department before proceeding.

Where might I expect to see boycott requests in performing my duties for Bechtel?

An illegal boycott request might appear in such documents as bid invitations, purchase contracts, and letters of credit, or might be made orally in connection with a transaction. Such a request might even take the form of a contractual provision that simply requires compliance with a country's laws that, in turn, include an obligation to engage in a prohibited boycott.

If I refuse to comply with a request that has the effect of furthering or supporting a boycott of a country friendly to the United States, do I still need to report receipt of the request to the Legal Department?

Yes. Even when a company refuses to comply with a prohibited boycott, U.S. law requires companies to report promptly to the U.S. government any request the company receives to support or furnish information regarding a boycott.

What countries are most likely to issue boycott-related requests?

Boycott-related requests could be received from any country, but the countries that are most likely to issue a boycott-related request are those that have been identified by the U.S. government as requiring participation in the Arab League boycott of Israel. Those countries currently include Iraq, Kuwait, Lebanon, Libya, Qatar, Saudi Arabia, Syria, United Arab Emirates, and Yemen. Other countries that may issue boycott requests include Bangladesh, Pakistan, and Malaysia.

Further Guidance

If you are facing an issue involving the receipt of possible boycott language or are being asked to include possible offending language in a document of any kind, consult your manager, your Ethics & Compliance Officer, or the Legal Department.



Many countries, including the United States, impose restrictions on exports and other dealings with certain countries, entities, and individuals, including foreign nationals. Bechtel complies with all export and import laws and regulations that apply to us wherever we do business.

These laws are extremely complex and apply to intercompany and intra-company transactions; transactions with suppliers, equipment manufacturers; dealings with alliance, joint venture, or consortium partners; and disclosures of certain transactions to Bechtel employees.

In addition, the U.S. economic sanctions laws prohibit Bechtel from engaging in business activities with specified sanctioned countries, individuals, and entities. Violations of these laws can result in serious penalties, including fines, revocation of permits to export, and imprisonment.

What Behavior is Expected?

- If your work involves the shipment of commodities, technologies, technical data, equipment, or software across international borders, make sure you are familiar with the information and guidance concerning export control laws provided in management instructions and on myBechtel
- Be aware that “deemed exports” can occur under U.S. export control laws when controlled information, source code, technology, or data is disclosed verbally or visually to a foreign national person, regardless of whether that foreign national is a Bechtel employee and/or is located in the United States or abroad
- Make sure that every import, temporary import, export, or re-export of commodities, technical data, software, permanent plant equipment, construction equipment, and other equipment complies with all relevant local or international trade laws and rules, including customs regulations
- Avoid inadvertent violations of these complex laws by seeking guidance from the Legal Department or the export-import compliance manager within the corporate Procurement organization before entering into an activity that might implicate export control laws
- Stay up to date on the frequently changing sanctions and embargo laws by consulting with the Legal Department before entering into any transaction that might involve sanctions concerns

Common Questions

Which countries are subject to U.S. economic sanctions laws?

U.S. economic sanction laws place comprehensive or selective restrictions on various individuals and entities to achieve foreign policy or national security goals. These change frequently, so you must consult the Export/Import site on myBechtel for current information.

Who is a foreign national for the purposes of the U.S. export control laws?

Any person who is not a lawful permanent resident of the United States, including a Bechtel employee, any employee of a foreign corporation that is not incorporated or organized to do business in the United States, and any foreign government or foreign government employee.

What are some examples of how “deemed exports” can occur under the U.S. export control laws?

Examples of how deemed exports can occur include telephone conversations, e-mails, facsimiles, letters, mail/courier packages, computer/intranet access, technical presentations, proposal activities, plant/office tours, and project meetings. Any verbal or visual disclosure to a foreign national person has the risk of being a “deemed export.”

Examples of activities that might involve **economic sanctions**:

- Imports from, or dealings in property originating from, a sanctioned country
- Travel to or from a sanctioned country
- New investments and other dealings in a sanctioned country or with designated individuals
- Transshipment of goods through a sanctioned country
- Wire transfers of funds to banks in a sanctioned country
- Providing any product, service, or technical information to parties that previously have been denied an export license

Examples of activities that might involve the **U.S. export control laws**:

- Exporting any commodities, equipment, service, or technical information from the U.S. or moving it between or among countries. Technical information can consist of manufacturing processes, product use, commercial and technical expertise, data, or software
- Transferring restricted software, technical data, or technology by e-mail, download, fax, service work, meetings, or visits to Bechtel facilities
- Discussing with or displaying to foreign nationals (including Bechtel employees) any Bechtel technical data, equipment, or non-public information or its application, whether in the U.S. or abroad, either on company or personal business

Further Guidance

Additional information about U.S. export control and international sanctions laws can be found in Corporate Policy 105 (Compliance with U.S. Anti-Boycott Law); Legal Instructions 118 (Compliance with U.S. Anti-Boycott Law—Requests and Reporting Requirements) and 121 (Compliance with U.S. Export Control and International Economic Sanctions Regulations); and NS&E Policy 203 (Export Control Regulations); or on the Export/Import site on myBechtel. If you have questions, consult with the export-import compliance manager in the corporate Procurement organization or contact the Legal Department for advice.

Corruption, in all forms, is contrary to everything Bechtel stands for. As a U.S. company with multiple offices across the globe, Bechtel is committed to full compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act, and all local anti-bribery laws and regulations that prohibit corrupt actions in obtaining or retaining business or obtaining any other improper advantage.

Bechtel policy prohibits making facilitating payments (i.e., payments to secure performance of routine government actions). Engaging in or not reporting behavior that violates, or has the potential to violate, the standards set forth in the FCPA or the other anti-bribery laws and regulations will not be tolerated by Bechtel. All employees

and anyone working on behalf of Bechtel must ensure that all interactions and transactions with government officials, their representatives or members of their families, employees of companies that are wholly or partially owned by a government entity, and any other persons are consistent with relevant anti-bribery laws.

What Behavior is Expected?

- Comply with all applicable laws and regulations prohibiting payment or giving, or offering to pay or give, anything of value, either directly or indirectly, to a government official, his or her representatives, a family member of a government official, a private individual, or employees of companies wholly or partially owned or controlled by a government entity or any other person
- Be aware that Bechtel policy prohibits making facilitating payments; make no payments to ensure or expedite the performance of ministerial or clerical duties by government functionaries
- Never allow joint venture or consortium partners, subcontractors, suppliers, agents, consultants, intermediaries, or others to make prohibited payments on Bechtel’s behalf; ensure that all Bechtel business associates agree contractually that they will not engage in any behavior that would constitute a violation of the standards of the FCPA, the UK Bribery Act, or any other applicable anti-bribery law
- Seek advice in advance from the Legal Department, your organization’s Ethics & Compliance officer, or the Ethics Helpline before offering any gifts, entertainment or other hospitality, meals, travel expenses, or charitable donations to a government official
- Report any observed conduct that potentially violates any anti-corruption law to the Legal Department, your Ethics & Compliance officer, or the Ethics HelpLine

Common Questions

What is the Foreign Corrupt Practices Act?

The FCPA is the U.S. anti-bribery law that prohibits obtaining or retaining business or securing an improper advantage by offering improper benefits such as gifts, money, or other things of value to foreign government officials or their representatives or family members. In addition to applying to U.S. persons and companies, the FCPA can also reach third parties under certain circumstances.

What is the UK Bribery Act?

The UK Bribery Act is the UK’s anti-bribery law. It contains prohibitions against offering, promising, or giving a benefit (financial or otherwise) to any person (not just government officials) with the intention of influencing that individual in the performance of his or her official functions, in order to obtain or retain a business advantage. It is among the strictest international laws on bribery and applies to

both giving and receiving bribes. Additionally, a company can be liable for the conduct of third parties acting on its behalf. Importantly, and unlike the FCPA, the UK Bribery Act specifically prohibits facilitation payments.

Do other countries have similar laws?

Virtually all countries have or are in the process of enacting and implementing anti-corruption legislation that is similar to the FCPA or even more restrictive, such as the UK Bribery Act.

Why is compliance with anti-corruption laws important?

Compliance is a key underpinning to maintaining confidence in our company and our reputation as the premier engineering, procurement, and construction company in the world. Corrupt actions do not help Bechtel, our customers, or the people who will benefit from our work. A violation may subject Bechtel and Bechtel employees to criminal or civil liability or both, including imprisonment and substantial penalties and fines.

What should I do if I have a question related to the FCPA, UK Bribery Act, or other anti-bribery laws?

If you suspect or think you have observed conduct that is in breach of these laws, or if have a question about them (e.g., you are approached to make a payment, provide a gift, reimburse hospitality expenses, etc., or become aware that others have done so), do not try to resolve the issue yourself. Rather, you should seek guidance from the Legal Department or your organization’s Ethics & Compliance Officer to ensure that appropriate actions are taken and documented.

What are some examples of facilitating payments and who is likely to request them?

Facilitating payments are small payments to secure routine actions to which Bechtel or its employees, customers, subcontractors, or suppliers are otherwise entitled such as processing government paperwork, providing police services, issuing licenses or visas, and processing goods through customs. These requests are likely to come from government employees such as customs agents, tax collectors, harbor masters, permitting authorities, mail carriers, and police officers, all with regard to providing personal benefit to the individual for the performance of services that they are in any event required to perform as a consequence of their position.

I understand that facilitating payments are legal under the FCPA. Why are they prohibited by Bechtel?

Although the FCPA does include an exception for facilitating payments, there is no similar exception in the UK Bribery Act. These payments are prohibited because they are a form of corruption and are illegal under the local laws of almost every country. Such payments often open the door for additional requests that may be more serious. Once a payment is made, it is virtually impossible to avoid making follow-on payments for the same service.

Further Guidance

If you’re facing an issue about anti-corruption compliance, consult the Legal Department, the Bechtel Chief Ethics & Compliance Officer, or the Foreign Corrupt Practices Act compliance representative identified under Key Contacts on the Ethics & Compliance site on myBechtel.

Bechtel is committed to respecting human rights everywhere we operate, consistent with Bechtel's Vision, Values & Covenants. We expect anyone working for or partnering with Bechtel to make this same commitment.

Within Bechtel and throughout our supply chain, we are committed to treating people with dignity and respect. We are committed to ensuring that there is no modern slavery or human trafficking in our supply chain or in any part of our business. Bechtel does not tolerate the use of slavery, servitude, forced or compulsory labor, or human trafficking in the performance of Bechtel contracts by our employees, our contractors, business partners, or suppliers.

What Behavior is Expected?

Immediately report any concerns about any issue or suspicion of human trafficking, slavery, or forced or compulsory labor to

In addition to the general prohibition of trafficking in persons and the use of forced labor, the U.S. government has determined that the commercial sex industry is frequently involved in trafficking even where such sex acts are not illegal under local laws. Accordingly, Bechtel employees directly engaged in the performance of work under a U.S. government contract are prohibited from engaging in commercial sex acts, even while "off duty."

your supervisor, your organization's Ethics & Compliance Officer, or the Legal Department.



On the Job

This section focuses on some of the behaviors expected of employees in the workplace and discusses some of our key responsibilities and obligations as Bechtel employees worldwide.



Company records must be managed in a manner that supports the conduct of Bechtel’s business efficiently, economically, securely, and in compliance with applicable laws.

Bechtel business records must be separated from other information and retained in an appropriate repository for at least the period of time stipulated in the Corporate Records Retention Schedule, and it may need to be kept for longer periods outside of the United States to comply with local country law. Information that is no longer

of value should be deleted or discarded, as long as the information is not subject to a preservation hold from Bechtel Legal or Risk Management and there are no other circumstances (such as pending, threatened, or anticipated litigation or government audit or investigation) that would warrant retention.

What Behavior is Expected?

- Identify, classify, protect, and control Bechtel information
- Use appropriate technologies for records management
- Upon becoming aware of possible litigation or a government investigation or audit, ensure the preservation of all information (both record and non-record) that may potentially relate to the matter and promptly inform the Legal Department
- As part of our normal course of business according to the Records Retention Schedule, or applicable law, avoid the unnecessary retention of information that is no longer of value unless it is under a preservation hold
- If you are outside the United States, check the Records Retention Schedule (paying particular attention to jurisdiction-specific requirements) or consult with the Legal Department to determine what legal requirements apply to a specific record
- Do not release any Bechtel information or work product except to recipients authorized by Bechtel for business-related purposes

Common Questions

Who is responsible for determining if a document or data qualifies as a Bechtel business record?

The Bechtel person who is the “owner” of a document or other Bechtel information (usually the originator) is responsible for determining if it should be classified as a business record. If information comes from external sources, the person within Bechtel who receives it should determine whether it constitutes a Bechtel business record. In such cases, care must be taken to ensure compliance with any applicable agreements between Bechtel and its customers, suppliers, or other entities governing the protection and handling of their information.

How can I tell the difference between a business record and a non-record?

In general, a business record is information with legal or compliance significance; or that is required to be retained by law or regulation; or that reflects a decision or commitment by Bechtel or others regarding deliverables, schedule, cost, design, construction, procurement, payment of funds, or other business transactions. If you are uncertain about whether information is a business record, consult your manager, GBU Records Manager, or the Legal Department.

Where can I find information about proper handling of the different categories of Bechtel information?

The three categories of Bechtel information (Business Record, Work in Progress/Reference, and Information No Longer of Value) and their proper handling are explained in Corporate Policy 116, Records and Information Management, and Records and Information Management (RIM) Instruction MI-100, Records and Information Management Program.

All Bechtel information, whether in hard copy or electronic form, falls into three categories:

- **Business Record**—A document or other record of information that evidences significant project or other Bechtel business activity or otherwise has long-term value to Bechtel
- **Work in Progress/Reference**—A document or other record that is not in final form, constitutes reference material available in the public domain, or has only temporary value to Bechtel
- **Information No Longer of Value**—To be deleted if not subject to a preservation hold

Further Guidance

In addition to Policy 116 and RIM-MI 100, RIM-MI 120 Information Security Classification and Protection Responsibilities provides further guidance about categorizing and handling Bechtel information. Additional information on this topic can be found on the Records and Information Management site on myBechtel. Questions should be directed to your GBU Records Manager, your manager, your organization’s Ethics & Compliance Officer, or the Legal Department (at holds@bechtel.com). You can also contact the Bechtel Ethics HelpLine.



Bechtel's continued success depends on the protection of confidential information and other intellectual property belonging to the company. The ideas, inventions, and work products developed by employees within the scope of their employment or through the use of Bechtel resources or facilities are company property, including plans, drawings, reports, process improvements, and computer software.

Bechtel confidential information and trade secrets may not be disclosed to third parties without proper authorization. Even after

an employee leaves the company, Bechtel owns the proprietary information created or learned during employment.

What Behavior is Expected?

- Protect Bechtel confidential information from unauthorized disclosure to third parties
- Properly designate Bechtel confidential information as either Strictly Confidential or Confidential, according to the level of security required to protect the information
- Comply with company guidance on confidentiality protection and with any applicable contractual requirements
- Never use Bechtel ideas and information for your own personal gain or personal use

Common Questions

I have come up with a new idea that would improve a technical process. My supervisor does not seem interested in pursuing it. May I do so on my own?

In most cases, Bechtel is the owner of your idea, although Bechtel's rights may have been assigned to the customer if the idea was developed on project. In either case, you should describe your idea in a "disclosure statement" as presented in Legal Instruction 107, Inventions and Patents. If Bechtel (or the customer, if applicable) does not want to pursue the idea, you may request that the rights be formally relinquished to you. Under Corporate Policy 110, Development, Protection, and Use of Bechtel Intellectual Property, the President of your GBU (or manager of your functional or service organization) may agree to such a relinquishment.

I developed an invention entirely at home and on my own time. Does Bechtel have any rights to it?

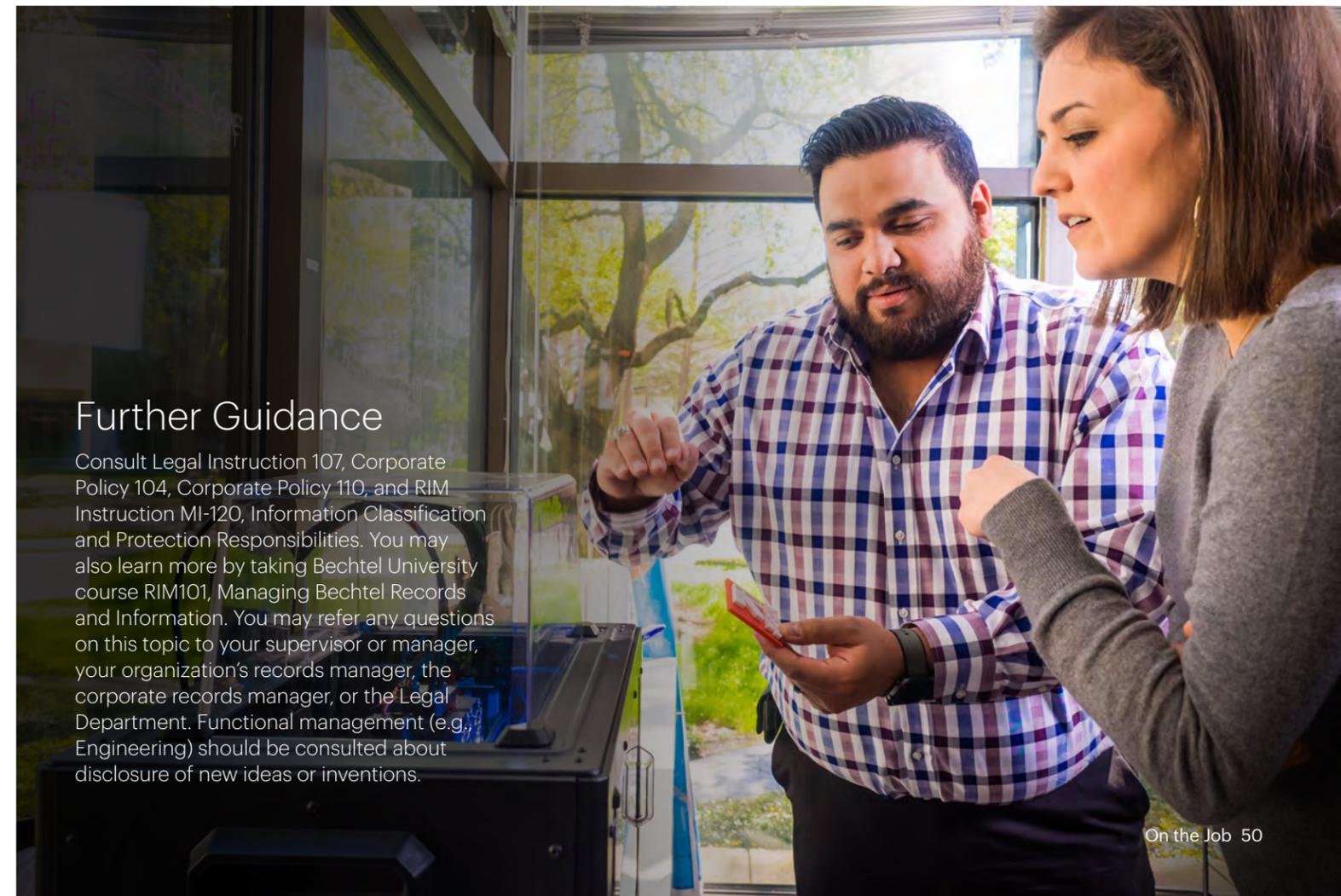
It depends on the facts such as how close the invention is to your job duties at Bechtel. The safest course would be to request a written confirmation from Bechtel that Bechtel will not assert ownership rights. Consult Legal Instruction 107, Inventions and Patents, for information about the invention disclosure, evaluation, and release process.

A former co-worker recently contacted me to request that I send him copies of some materials he developed when we worked together at Bechtel. In the course of this conversation, I learned that this former employee has copies of many of the Bechtel work procedures we developed on a project. I told him that I would get back to him. What should I do now?

You should not under any circumstances provide him with the requested documents because they are most likely Bechtel confidential information. Your former colleague may have breached the confidentiality agreement all new employees sign when they join Bechtel. The obligation to maintain the security of Bechtel confidential information continues when an employee leaves the company. Tell your manager immediately so that he or she can contact the Legal Department to determine what action should be taken to protect Bechtel's proprietary confidential information.

What are some examples of "Level 1: Bechtel Strictly Confidential" and "Level 2: Bechtel Confidential" information?

Examples of Level 1 information include Bechtel entity financial statements, Business Development strategic plans, prospect "win plans," and project financial status reports (PFSRs). Examples of Level 2 information include materials marked "Confidential" by a client or supplier, general Business Development correspondence, most personal employee information, and most internal procedures. RIM Instruction MI-120, Designation of Information Security Classification Responsibility, includes additional examples of the types of documents that may be classified as Level 1 or Level 2.



Further Guidance

Consult Legal Instruction 107, Corporate Policy 104, Corporate Policy 110, and RIM Instruction MI-120, Information Classification and Protection Responsibilities. You may also learn more by taking Bechtel University course RIM101, Managing Bechtel Records and Information. You may refer any questions on this topic to your supervisor or manager, your organization's records manager, the corporate records manager, or the Legal Department. Functional management (e.g., Engineering) should be consulted about disclosure of new ideas or inventions.

In today's world, as the demands of business have steadily increased, the boundary between work life and private life has become increasingly blurred. Bechtel understands that employees are often on travel or working at home during time that was traditionally considered "free time" and that they may need to handle personal matters during traditional "work hours."

Employees must keep in mind that all Bechtel company resources, including time, personnel, material, equipment, and information, are provided for business use. However, the company recognizes that occasional, reasonable personal use of company resources by employees can occur without adversely affecting Bechtel. Bechtel employees are trusted to use good judgment to conserve company resources and make sure that any personal use of company resources does not result in increased

costs to Bechtel or interfere with company business processes. Employees charging their time to U.S. government customers may be prohibited from even occasional, incidental use while charging to U.S. government projects, in which case project guidelines should be followed.

Bechtel managers are responsible for the resources assigned to their organizations and are empowered to resolve issues concerning their personal use.

What Behavior is Expected?

- Ensure that any personal use of company resources does not adversely affect Bechtel's job performance or cause disruption in the workplace
- Never use Bechtel assets, such as equipment, cell phones, laptops, or printers, in order to reduce your personal expenses
- Be familiar with company policies and management instructions related to company resources, and ask your manager for guidance before making any other personal use of company assets
- Make sure that your use of company equipment will not compromise the integrity of Bechtel information, equipment, or systems or violate company software licenses
- Never use company time or resources to work on an outside business interest without management approval
- Make sure that any use of Bechtel resources to support outside organizations is authorized by your manager or the GBU or corporate External Affairs & Communications organization
- Make sure that your manager is aware of your personal use of assets and avoid any use that you would be reluctant to discuss openly at a staff meeting
- Be aware that special rules apply to U.S. government-owned or U.S. government-supplied property; employees have an obligation to prevent misuse, loss, or theft of U.S. government property, and must report loss or damage to the Property Management Department

Common Questions

I work on a project that has several vehicles available for business use during the day. My brother-in-law is moving to a new apartment, and my truck is in the shop. May I borrow a project truck overnight to transport his furniture?

No. Project vehicles are provided solely for use on company business and may not be used for personal activities. There are many reasons for this policy, including the fact that the vehicle insurance policy may be limited to business use.



Further Guidance

If you have any questions about the proper use of company, customer, or supplier resources, you should talk to your manager. You can also contact Human Resources, the Legal Department, your Ethics & Compliance officer, or the Ethics HelpLine for guidance.

May I identify myself as a Bechtel employee on Facebook, Twitter, LinkedIn, or other social and career networking websites and blogs?

Bechtel recognizes that you may choose to participate in social and other networking websites on your own time and that you may discuss your personal life, including the fact that you work at Bechtel. However, if you decide to identify yourself as a Bechtel employee or discuss your work at Bechtel, you should make sure your Web activities are consistent with the behavior expected of Bechtel employees as expressed in this Code of Conduct. If you write about current political or social issues, or provide a personal reference for a LinkedIn colleague, make it clear that you are expressing your personal views and are not speaking for Bechtel. Whenever you use the Bechtel name in any media, you should follow Bechtel policies (see Corporate Policy 114, Public Statements) and avoid any conduct that could cause embarrassment to the company.

I own several vacation condos that I rent out as a side business. May I use my Bechtel voice mail number to receive reservations?

No. Even where your outside business activity presents no conflict of interest, you may not use company resources—including communications equipment—to support the business. On the other hand, it would be acceptable for you to use voice mail to receive messages from friends about planned personal activities, such as an upcoming camping trip.

I have a company charge card in my name. May I use it for personal charges as long as I pay my bill promptly?

No. The card is intended for business purposes only.

Bechtel information systems, communications facilities and systems (such as e-mail, interoffice mail, and voice mail), networks, and databases are provided for conducting Bechtel's business.

The use of these systems is subject to all Bechtel policies, including those covering intellectual property, misuse of company resources, harassment, information and data security, and confidentiality. Use of Bechtel systems to access, send, receive, or store fraudulent, illegal, harassing, offensive, or obscene photographs, messages, or files—including racial or sexual slurs—is strictly prohibited.

Occasional personal use of Bechtel's e-mail, network, and Internet systems is acceptable, provided that such use is limited and does not interfere with Bechtel's business operations or with an employee's work obligations. Personal use of systems, networks, and Internet connections supplied by government or other customers may be restricted, in which case project guidelines should be followed.

What Behavior is Expected?

- Keep personal use of company-provided e-mail, networks, and Internet access to a minimum and routinely separate personal e-mail from work-related e-mail
- Delete personal e-mails that you do not wish to retain and forward what you wish to keep to your home or other personal e-mail account
- Use professional, businesslike terms in all written communication, no matter how familiar or controversial the topic
- Avoid putting anything in writing that you would not want disclosed—or that would cause embarrassment if disclosed—to a customer or business partner, opponents in court, a judge or jury, or the media
- Be sure you have the proper authority before sending Bechtel confidential (Security Level 2) or strictly confidential (Security Level 1) material outside of Bechtel, and be sure the information is protected using the appropriate technology

Common Questions

I have a good friend who often sends me jokes and amusing photographs. May I use my Bechtel e-mail to share these with my friends at work?

This is a matter of common sense and good judgment. It would be OK to forward an occasional message, but frequent personal use ties up the company's computing resources and could also result in a waste of company time. Remember that not everyone shares your sense of humor, and you must be careful not to send anything that could be considered offensive. And, of course, you must never use company computers to access, store, or send pornographic or sexually explicit images or anything that promotes violence, hatred, or intolerance.

How do I tell the difference between occasional personal use that is OK and excessive personal use that is not permitted?

Use your good business judgment to make this call and make sure that any personal use of company resources does not interfere with company business processes. Ask your manager if you are unsure whether your level of personal use is acceptable.

Is the volume of personal data on Bechtel's system an issue?

Yes it is. The Bechtel system should not be used to store large personal files such as those containing photos, videos, and music. Also, if Bechtel is required to collect information for a legal matter, your personal information will be commingled with the Bechtel-specific information, and it is very possible that it would be turned over to an outside party.

Can I expect the personal information I do have on the system to remain private?

No. E-mail, network, and Internet communications are not private, and confidentiality cannot be ensured. Bechtel reserves the right to monitor all e-mail messages as well as network and Internet connections. Bechtel also may disclose specific use of these systems to others.



Further Guidance

Additional information on e-mail and internet usage can be found in the Bechtel Access and Use Agreement and RIM Instruction 300, Electronic Messaging Usage and Management. Any questions you may have about proper use of Bechtel's systems can be directed to your supervisor, Human Resources, IS&T, your organization's Ethics & Compliance Officer, or the Bechtel Ethics HelpLine.

Safe and Supportive Environment

Bechtel strives to provide all employees with a healthy, safe, and supportive work environment—one that is free from intimidation, unlawful discrimination, and harassment of any kind, including sexual harassment. Any behavior that

is not conducive to a professional work environment, such as harassment, violent acts, threats of violence, possession of weapons, or violations of the company's drug and alcohol policy, is strictly forbidden.

Workplace Security

All employees are responsible for adhering to Bechtel's security procedures and for protecting company and customer property. Paying attention to security and to situations that could lead to the loss, misuse, or theft of company or customer property is the

best way to help ensure a secure workplace and protection of the company's assets. Employees must be sure to promptly report any unusual or suspicious situation to their supervisor, manager, or security personnel.

Searches at Work

Bechtel strives to maintain a balance between business needs and personal rights, including safety and employee privacy. Expectations of privacy at the workplace are different from those at home or elsewhere. Bechtel therefore reserves the right, for security or other business reasons, to conduct searches of any company premises or any property on Bechtel premises, including personal effects, vehicles, e-mail, computer hard drives and networks, and any

electronically stored information, subject to applicable law. This includes personal devices where Bechtel information has been stored. You should not keep personal property or information that you wish to remain private on company premises, on your Bechtel-issued computer, or on the company's network. Bechtel may also be required to report its findings to the national, state or province, or local government.

Requests for Information

It is Bechtel's practice to respond truthfully as well as to be consistent with the company's business objectives when third parties request information. To that end, designated departments and individuals are authorized to provide information in response to such requests.

Employees who are asked to provide information to someone outside the company should refer the question to those within Bechtel who are responsible for providing such information.

For example:

- If a bank calls requesting employment verification about one of your co-workers, refer the caller to Human Resources.
- If a hiring manager from another company asks about the job performance of a former employee, refer the caller to Human Resources.
- If a reporter or member of the news media contacts you, refer that person to Corporate Communications.
- Any question from a lawyer should be referred to the Legal Department.
- Similarly, if you become aware of a government agency investigation in connection with your work, immediately notify the Legal Department.
- All requests for financial information regarding Bechtel entities should be referred to Finance.

Taxation

As part of our commitment to the places where we do business, Bechtel pays taxes in accordance with applicable laws. Bechtel employees, suppliers, agents, and other third parties acting with or on behalf of Bechtel are prohibited from evading or encouraging, facilitating, or assisting others to evade payment of taxes. While there may be disputes regarding taxation, those matters are to be resolved through legal methods.



Further Guidance

If you have further questions about how to address requests for release of employee information either inside or outside the company, consult Corporate Policy 453, Security and Privacy of Personnel Information, in the Personnel Policy Manual—U.S. ("Redbook"), and Corporate Policy A403, Personnel Records and Data, in the Personnel Policy Manual—International ("Greenbook").

On Your Own Time

This section focuses on activities in your private life that, because of your Bechtel employment, might lead to a conflict of interest or other problem.



Bechtel employees must avoid any interest, relationship, or outside activity that could affect the employee's objectivity in making decisions concerning his or her Bechtel duties and responsibilities. A conflict of interest may exist when an employee or a member of his or her family is involved in an activity or has a personal interest that could impair, or even appear to impair, the ability to make objective and fair decisions, or could create an incentive to act in a manner that would advance personal interests at the expense of Bechtel.

Full disclosure and approval is required for any activity, transaction, or relationship that could create the appearance of conflict of interest by employees before they or their

family members undertake the activity. If the activity is already taking place, disclosure is still required. Unless formally approved in writing, such activities are prohibited.

What Behavior is Expected?

- Avoid situations where personal, social, financial, or political activities interfere with or have the potential to interfere with your duty to and objectivity concerning Bechtel
- Never work for, or provide services or advice to, current or potential customers, competitors, or suppliers that you must deal with as part of your job at Bechtel
- Never invest in a supplier, competitor, or customer if you (or those you supervise) have direct dealings with; involvement in the selection or assessment of; or negotiations with the supplier, competitor, or customer
- Obtain a conflict of interest determination from your Ethics & Compliance officer before you or a family member undertakes any outside activity that could create the appearance of divided loyalty or conflict of interest
- Disclose and resolve any existing situations that potentially create a conflict of interest or the appearance of a conflict

Common Questions

What kinds of situations are most likely to create potential conflicts of interest?

Each situation is different and requires individual consideration. A conflict of interest may occur without any deliberate action on the part of the employee. At times employees may be faced with situations where the business actions they take on behalf of Bechtel may conflict with their own personal or family interests because the course of action that is best for them personally may not also be the course of action best for Bechtel. Some of the most common conflict of interest situations involve:

- Taking on an outside job (by either you or a family member) for a Bechtel customer, competitor, supplier, or contractor while you are employed by Bechtel
- Hiring or supervising an individual with whom you have a significant personal or family relationship (see the Bechtel Workplace Relationships policy, which is Policy A401J in the Personnel Policy Manual—International ["Greenbook"] and Policy 401J in the Personnel Policy Manual—U.S. ["Redbook"])

- Serving as a board member or consultant for an outside commercial company or not-for-profit organization
- Owning or having a substantial financial interest in a competitor, supplier, or contractor
- Having a personal interest or potential financial gain from any Bechtel business transaction
- Accepting gifts, discounts, favors, or services from a current or potential customer, competitor, or supplier when that benefit is not equally available to all Bechtel employees

What size investment is considered a "substantial financial interest"?

A substantial financial interest is an investment of an amount that is more than 1% of the total outstanding class of securities/capital value of an entity or represents more than 5% of the personal net worth of the Bechtel employee, the employee's family members, or others with whom the employee has a close personal relationship.

My son works for a Bechtel supplier, and my sister works for a competitor. Is this a problem for me in my job? I can't control where they decide to work.

Probably not. Many conflicts of interest can be resolved in a mutually acceptable way, but they must be disclosed so that steps can be taken to provide assurance that potential conflicts do not affect or appear to affect company decisions. Failure to disclose potential conflicts of interest may lead to disciplinary action.

Is it OK to buy stock in a corporation that is one of the owners of the project I work on? I've been very impressed with its employees and think this would be a good investment.

It may be OK. The answer depends upon your job, the size of the investment, and its relationship to your net worth. Ask your Ethics & Compliance officer if you need to obtain a conflict of interest determination. Also, you must not invest if you are in possession of material inside information. See the section on Insider Information on page 67.



Further Guidance

Requests for Conflict of Interest Determinations may be submitted at coi.bechtel.com or by completing the form attached to Ethics & Compliance Management Instruction 102.

For issues concerning reporting relationships between close personal friends or relatives, consult the Bechtel Workplace Relationships policy, which is Policy A401J in the Personnel Policy Manual—International ("Greenbook") and Policy 401J in the Personnel Policy Manual—U.S. ("Redbook"). Questions about whether an activity could create an actual or apparent conflict of interest should be directed to your manager or supervisor and your organization's Ethics & Compliance officer. You can also contact Human Resources, the Legal Department, or the Ethics HelpLine for further guidance.

Gifts, entertainment, and other business courtesies are commonly offered to create goodwill and strengthen working relationships, but care must be taken to ensure that they do not create conflicts of interest or give rise to the perception of impropriety. Bechtel employees may generally accept modest, unsolicited business courtesies, other than cash, that promote successful working relationships and goodwill with the firms with whom Bechtel maintains or may establish a business relationship.

Any gift or business courtesy that could appear to be excessive or lavish or that could create a feeling of obligation to the donor is unacceptable. Such gifts could be perceived as bribes and damage Bechtel's reputation or even break the law.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business, or who participate in

negotiating contracts, must be particularly careful to avoid actions that create the appearance of favoritism or that could adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier or contractor when Bechtel is involved in selecting or reconfirming an award or contract under circumstances that could create an impression that offering courtesies is the way to obtain Bechtel business.

What Behavior is Expected?

- Recognize that most business courtesies offered in the course of your employment are offered because of your position at Bechtel; as such, they are the property of Bechtel, and you should not feel entitled to accept and keep them for your personal use
- Accept only those business courtesies that conform to the reasonable and ethical practices of the marketplace and that create neither an actual conflict of interest or divided loyalty, nor the appearance of an improper attempt to influence business decisions
- Never use your position at Bechtel to obtain business courtesies and never ask for gifts or anything of value
- Use good judgment in deciding whether to accept a business courtesy and seek guidance when in doubt
- Obtain approval from your supervisor before accepting or retaining any business courtesy with a market value greater than US\$100

Common Questions

Are there categories of gifts or business courtesies that are always unacceptable to receive?

- Gifts or entertainment involving parties engaged in a proposal or competitive bidding process
- Gifts of cash or cash equivalent (such as gift certificates, discounts, loans, stock, stock options)
- Gifts or entertainment that is a quid pro quo (offered for something in return), or that could give rise to the perception that it is a quid pro quo, or that could create a feeling of obligation to the donor
- Entertainment that is indecent, sexually oriented, does not comply with Bechtel's value of mutual respect, or that otherwise might adversely affect Bechtel's reputation

- Gifts or entertainment that you would not feel comfortable discussing with your manager or reading about on the front page of the newspaper

What should I do if I am offered an unacceptable gift by a customer or business associate under circumstances where it would be insulting to decline?

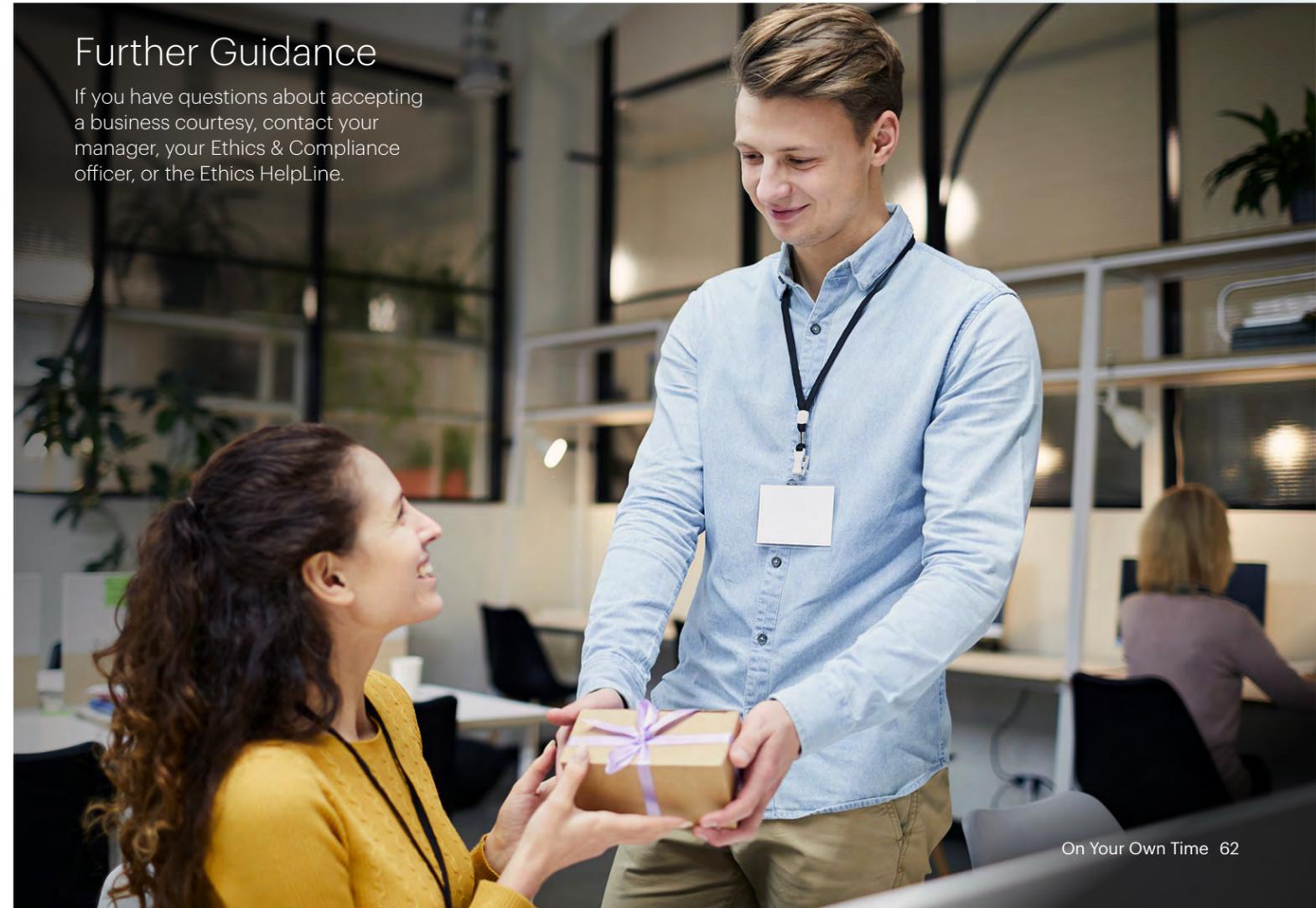
First, politely make every effort to decline. If the person persists and you feel certain that refusal would cause insult or embarrassment to the donor, you should politely accept the gift but promptly report it to your manager. Management, in consultation with your organization's Ethics & Compliance officer, will determine the proper disposition. However, you must not accept any cash or cash equivalent, such as a gift certificate, bank check, money order, investment security, or negotiable instrument.

Before accepting a business courtesy, ask yourself the following questions:

- Is the gift or entertainment modest or infrequent, or could it make you feel obligated to the donor?
- Are you trying to justify accepting the gift or entertainment because you really want it?
- Are you reluctant to ask your manager if it is OK to accept the gift?
- Would you be willing to write a "thank you" note for this gift and send a copy to Brendan Bechtel?

Further Guidance

If you have questions about accepting a business courtesy, contact your manager, your Ethics & Compliance officer, or the Ethics HelpLine.





Bechtel employees may not accept any money or any benefit from a supplier (we use the term supplier in this section to mean suppliers, contractors, and subcontractors) or potential supplier for advice or services performed as a Bechtel employee that relate to the supplier's business. Bechtel employees are prohibited from representing a Bechtel supplier, being a part of a supplier's operating management, or knowingly working on anything a supplier offers to Bechtel.

Although exceptions can be granted by the Corporate Manager of Procurement, Bechtel employees may not, as a general rule, be a supplier to Bechtel or knowingly work for a current or potential supplier while

they are employed by Bechtel. In all cases, appropriate advance approval must be obtained for an employee to deviate from standard practices or when an exception under special company programs applies.

What Behavior is Expected?

- Do not, while employed at Bechtel, work for or provide services or advice to any supplier currently supplying material or providing services to Bechtel or to any supplier that may be likely to supply material or provide services to Bechtel
- Refuse any form of compensation or benefit from a supplier even if such practices are acceptable in the culture where the work is being performed
- Obtain a conflict of interest determination from your Ethics & Compliance officer before undertaking any outside employment that could create the appearance of divided loyalty, and disclose and resolve any existing situations that could potentially create a conflict of interest or the appearance of a conflict

Common Questions

What kind of advice or services might a supplier be willing to pay a Bechtel employee to provide?

Some of the most common situations involving advice or services are:

- Helping a supplier fulfill a contractual obligation by assisting the supplier to develop its QA Program, Environmental Compliance Plan, or other contractual submittals (e.g., by writing actual sections of such documents)
- Serving as a member on a supplier's board of directors
- Having a personal interest in, or potential financial gain from, any Bechtel business transaction with a supplier

I am a part owner in a small company that provides janitorial services in an area where Bechtel has an office. Can this company bid to supply services to Bechtel?

If the company is otherwise qualified and provides quality services at a good price, it may be acceptable for Bechtel to do business with the company. However, it would not be right for you to be involved in the procurement process. As in the case where a relative or close family member works for a potential supplier or competitor, you should disclose this fact to your manager and obtain a conflict of interest determination from your Ethics & Compliance officer.

Further Guidance

Information on accepting business courtesies, including from suppliers, can be found in the "Accepting Business Courtesies" section (page 61). If you have any questions about the proper relationships with suppliers, you should talk to your manager or supervisor. You can also contact Human Resources, the Legal Department, your Ethics & Compliance officer, or the Ethics HelpLine for guidance.



Many Bechtel employees participate actively in civic life. From time to time, Bechtel's interest and the employee's obligation to the civic organization may pull in opposite directions, placing the employee in a difficult or awkward situation. In such cases, Bechtel employees must abstain, indicating that they are doing so to avoid a conflict of interest or the appearance of one, and must notify their supervisor or manager of the abstention.

What Behavior is Expected?

- When speaking out on public issues, make sure to do so as an individual—not as a Bechtel employee
- Avoid giving the appearance that you are speaking or acting on Bechtel's behalf if you have not been authorized to be an official Bechtel spokesperson
- If you believe others have misunderstood or are under the impression that you are speaking for Bechtel, immediately take steps to clarify the situation
- Take any additional measures required by applicable laws to ensure that there is no conflict of interest

Common Questions

What if an employee is a member of a board or committee confronted with a decision involving Bechtel? For example, it could be a decision for an engineering study, a decision by a board of tax assessors, or a decision by a zoning board that affects Bechtel property.

The employee should disclose the situation to the board or committee. In such cases, Bechtel policy requires the employee to abstain and notify his or her manager of the abstention.

I am active in several civic and professional organizations and am proud to say that I am a Bechtel employee. I have strong personal views on a variety of public policy issues. May I freely share them with others?

This is not a problem, provided you make it clear that even though you are a Bechtel employee, you are speaking as an individual and are not speaking or acting on Bechtel's behalf.



Further Guidance

If you are unsure of the proper business practice or are confused about any Bechtel policy, ask for help. Consult your supervisor or manager, Human Resources, the Legal Department, or your organization's Ethics & Compliance officer. You can always contact the Bechtel Ethics HelpLine.

During the course of business, Bechtel employees may learn of material non-public information—known as “insider information”—about our customers, partners, or suppliers. Bechtel employees may not buy or sell the stock or other securities (e.g., notes or bonds) of those companies or their competitors while in possession of such insider information, nor otherwise use the information for their own personal advantage or the advantage of others. Bechtel policy also prohibits discussion of such information outside or within the company, other than as necessary for conducting company business.

What Behavior is Expected?

- Be diligent in maintaining the confidentiality of information if it is not affirmatively known that it is already public
- Do not use any information received in the course of employment for any personal purpose whatsoever

Common Questions

What is material non-public information?

Material non-public information is information that is not available to the public at large that could affect the market price of a security and that a reasonable investor would consider important in deciding whether to buy, sell, or retain such security.

I am working on a project and I know that we are about to place a large supply order with a particular company. May I buy stock in the company? I had been thinking of investing in this company before I learned this information.

You cannot buy or sell any stock in that company until several days after the information becomes public. Information is considered to be public only when it has been released to the public through appropriate channels and enough time has elapsed for the marketplace to absorb the information. You should also be sure that you do not discuss this information outside the scope of your employment. It is particularly important that you do not discuss the information if you are in a public space where you might be overheard. Even if you had already decided to buy this stock, you cannot make the purchase while in possession of insider information.

If, while at a customer meeting, I overhear that the customer is about to sign an exclusivity arrangement with a large company, am I precluded from buying stock in the company?

The information is not public and you should treat this information in the same way as any other confidential information you receive in the course of your employment. You are precluded from discussing it with others or acting upon the information.

I was meeting with a potential supplier today, and during our discussion their sales manager told me “off the record” that their business was not doing well and that they might not be able to fulfill an order if we placed it. I recommended that we not place the order with them, but my best friend owns some stock in the company. May I suggest to him that he sell it if I don’t tell him why?

Assuming that the downturn in the supplier’s business is not publicly known, you should not make this suggestion to your friend based on this information until several days after the information becomes public.

Further Guidance

If you think you may be in possession of some material non-public information and you are not sure what, if anything, you need to do (or not do) as a consequence, ask for help. Seek guidance from your supervisor or manager, Human Resources, or the Legal Department. Or contact your organization’s Ethics & Compliance officer or the Bechtel Ethics Helpline.



Violations of Our Code of Conduct



Bechtel depends on its employees to report violations or potential violations of the Bechtel Code of Conduct so that the company can take appropriate action and remedy the situation.

Several channels of reporting are available, depending on the issue, including:

- Your supervisor
- A higher level of management
- Your Ethics & Compliance officer
- The Environmental, Safety & Health Department
- The Human Resources Department
- The Legal Department
- The Internal Audit Department
- The Bechtel Ethics HelpLine

The Bechtel Ethics HelpLine

The Ethics HelpLine is a confidential resource available to employees to discuss any ethics or compliance question or concern, to seek clarification or guidance about the Bechtel standards of conduct, or to report potential wrongdoing or inappropriate conduct in the company.

If you believe you have been subjected to retaliation, you should immediately contact the Ethics HelpLine or Human Resources.

What to Expect When You Contact the Ethics HelpLine

- You will be treated with respect.
- Your concern will be treated seriously.
- You will not be required to identify yourself.
- Your report will be kept confidential to the extent permitted by law and Bechtel's need to fully investigate the matter. (If Bechtel discovers criminal or otherwise improper activity, the company may be required to report such activity to appropriate government enforcement authorities.)
- Only those with a need to know will be involved in or know of the investigation.
- Threats or acts of retaliation against you for reporting your concern will not be tolerated. Employees who believe that they have witnessed retaliation or been personally retaliated against, or that any other violation of this policy has occurred, must immediately notify the organization's Ethics & Compliance Officer, Human Resources, the Ethics HelpLine, or the Legal Department. Employees may also contact appropriate governmental authorities.

The Ethics HelpLine May Be Contacted in Any of the Following Ways:

- Through the Internet at: helpline.bechtel.com
- By telephone: 1-800-BECHTEL (1-800-232-4835) from the United States and Canada
- For callers outside these locations, additional toll-free numbers are listed on the HelpLine web portal and on the myBechtel Ethics & Compliance site
- Native language speakers or translators fluent in more than 120 languages are available to help with questions and concerns in languages other than English
- The Ethics HelpLine is answered 24 hours a day/seven days per week by an external independent service provider
- By mail to: Bechtel Ethics HelpLine (Confidential Mail) 12011 Sunset Hills Road Reston, VA 20190 U.S.A.
- By e-mail to: [Ethics \(or ethics@bechtel.com\)](mailto:Ethics@bechtel.com) or NSEComp@bechtel.com (for NS&E employees)



All Bechtel employees are protected from retaliation for raising a question or concern or participating in an investigation pertaining to alleged violations of laws, the Code, policies, or procedures.

Bechtel is committed to maintaining a work environment that is free of harassment, intimidation, retaliation, and discrimination. Crucial to these objectives is promoting an atmosphere where employees feel safe to engage in frank, honest communication—raising questions or concerns at any time without fear of retaliation. Bechtel strictly prohibits any form of retaliation against

employees who raise issues or ask questions, make reports, participate in an investigation, refuse to participate in suspected improper or wrongful activity, or exercise workplace rights protected by law, including disclosure to identified public entities and disclosure of company confidential or proprietary information to the extent such disclosure is required or permitted by law.

Common Questions

I believe that a friend is being retaliated against for asking if a planned activity was ethical. What should I do?

Normally, you should report any suspected violations through your immediate management chain because management personnel are often the best equipped to know how to effectively address a situation. If you are uncomfortable with raising an issue with local management, or you believe previous concerns have not been adequately addressed, you should contact Human Resources, your organization's Ethics & Compliance Officer, or the Bechtel Ethics HelpLine.

I was interviewed by Ethics & Compliance about a concern that came up on our project. My manager saw me leaving the interview; now, she is asking me questions about what was discussed. What can I tell her?

You should tell your manager that you are not permitted to share details of the discussion and if she has any questions, to contact either the investigator who conducted the interview or your GBU's Ethics & Compliance Officer. Participating in an investigation, such as an interview, is a confidential process and the details of what was discussed should not be shared with others unless you are authorized to do so.

I raised a safety concern at my project and now it looks like my team's deliverable will be delayed to rectify the issue. Some of my teammates are blaming me for the delay. I didn't think much about it at first, but now I have been frozen out of some meetings and called a troublemaker. Is this retaliation?

It could be. If you are faced with a situation like this, you should voice your concerns to your manager, Human Resources, your organization's Ethics & Compliance Officer, or the Bechtel Ethics HelpLine.

Further Guidance

If you have further questions about retaliation, consult Policy 402, Anti-Retaliation, in the Personnel Policy Manual—U.S. ("Redbook"), your Ethics & Compliance officer, or the Ethics HelpLine.



A violation of the rules and standards set forth in Our Code of Conduct and Bechtel policies and instructions may be grounds for termination or other disciplinary action. Disciplinary action may be taken against any individual who:

- Authorizes or participates in a violation of the Code of Conduct rules and standards or Bechtel policies or instructions
- Improperly or negligently supervises a person who commits a violation
- Fails to report a violation or withholds relevant information about a violation
- Attempts to retaliate against an employee who reports a suspected violation

Common Questions

I understand I have an obligation to report violations, but what if I'm not sure about the facts or don't have enough information to conclude that a violation has occurred?

We are all responsible for raising questions if we are concerned that the Bechtel standards of conduct are not being met. Talk to your manager or your organization's Ethics & Compliance officer or call the Ethics HelpLine. They can help you determine whether there is an ethics or compliance issue that should be reported.

Why do you investigate anonymous allegations? If people are unwilling to give their name, aren't they just trying to get someone else in trouble?

Some employees with genuine concerns are not comfortable identifying themselves. All reports of violations must be taken seriously. If it is determined that an employee has attempted to use the HelpLine to harm or slander another employee or Bechtel through false accusations, the employee may be subject to disciplinary action.

Will I find out what happened when the company investigated my report?

You will be informed of the outcome when the investigation is completed if you identify yourself. If you have reported anonymously, you can call the Ethics HelpLine later to learn the outcome of the investigation. However, due to privacy considerations, you will not be told the details of any discipline that results from the investigation.

I reported an ethics violation, but the person is still working here. Why wasn't he fired?

Due to privacy considerations, we cannot always share the outcome of investigations. However, not every substantiated allegation results in termination. Other forms of discipline, including training and verbal or written warnings, are used to correct violations of the Bechtel Code of Conduct.

Can I get in trouble for reporting a suspected violation to the Ethics HelpLine if it turns out I was mistaken or my allegation is not substantiated by the investigation?

No. There is never a penalty for contacting the Ethics HelpLine in good faith. Bechtel investigates all allegations of retaliation and takes appropriate corrective action if retaliation is found to have occurred. However, an employee may be subject to disciplinary action if he or she knowingly makes a false allegation, knowingly provides false or misleading information in the course of an investigation, or otherwise acts in bad faith.





bechtel.com

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