



## *Selected Excerpts*

### GLOBAL CODE OF ETHICS

Oceana, Inc.  
Oceana Canada  
Fundación Oceana  
Friends of Oceana  
Oceana UK  
Oceana in Belize  
Oceana Brasil  
Oceana México  
Oceana Philippines International  
Oceana Action

## GLOBAL CODE OF ETHICS (THE “CODE”)

This document, Oceana’s Global Code of Ethics (the “Code”), embodies the commitment of the Organization to conduct its business in accordance with all applicable laws, rules and regulations, the highest ethical standards, and to protect its employees. Oceana is a not-for-profit, tax-exempt organization that seeks to make our oceans rich, healthy, and abundant and to enable the oceans to continue indefinitely to provide wild-caught fish to feed a growing world population. Oceana is an international organization that benefits from, and depends on, a diverse, talented, and engaged staff.

Oceana employees, directors, the many people and organizations that support Oceana’s work, and the public are entitled to expect that Oceana employees will act with integrity, candor, and honesty. The reputation and credibility of Oceana, and its ability to be successful, depend on the professional image and ethical behavior of Oceana’s employees. For these and other reasons, all employees must observe high standards of personal and professional ethics and comply with all applicable laws and regulations in all Oceana’s work. We must also protect each other from threats to physical security and safety.

We are committed to:

- Working to achieve Oceana’s objectives and goals;
- Ensuring that we are good stewards of the trust and money that our donors so generously provide;
- Being a good global citizen and complying with both the spirit and the letter of the law in all the places where we work;
- Acting with integrity, and being responsible, transparent and accountable in all our transactions and dealings;
- Treating each other with respect, fairness and good faith;
- Maintaining a welcoming and inclusive workplace; and
- Complying with the policies and procedures in this document.

## EMPLOYEE BEHAVIOR AND WORKPLACE CONDUCT

*We envision an Oceana where diversity is achieved through appropriate recruitment and retention; where everyone feels welcome, can work productively, and can grow professionally; and where we find opportunities to improve equity through campaigns to save the ocean and feed the world.*

As part of our work to expand diversity, equity and inclusion, Oceana employees and senior leaders developed the following definitions to improve clarity of communication and to support structured and effective actions related to our organization and mission. These definitions are designed for Oceana specifically and are not intended to be universal or exhaustive.

### **Diversity**

Oceana defines diversity as valuing a broad range of backgrounds, identities and perspectives with respect to race, ethnicity, color, national origin, sex, age, religion, socioeconomic status, disability, sexual

orientation, gender identity, and other characteristics. At Oceana, we prioritize recruiting, building, and growing diversity in our workforce and board of directors. As a multinational organization focused on country-level policy change, Oceana's staff represents a diversity of languages, cultures, backgrounds, and perspectives from all over the world.

### **Internal Inclusion and Equity**

Oceana defines internal inclusion and equity in our work environment as welcoming people from diverse backgrounds, identities, and perspectives into our organization and supporting people within our workspace to feel safe and respected, treated fairly and equitably, and able to progress in their careers and contribute to the success of Oceana's mission.

### **External Inclusion and Equity**

Oceana defines external inclusion in our campaign planning and execution and our communications as the active, deliberate, and continuing incorporation of the voices and engagement of people, including those from traditionally underrepresented groups in society and environmental conservation, who may be affected by and can benefit from our campaign goals.

Oceana defines external equity in our campaign planning and execution as identifying and implementing campaign goals in which we, as an ocean-conservation advocacy organization, can persuade policymakers to adopt effective, measurable policies that improve the economic and social situations of traditionally disenfranchised people and groups, such as small-scale fishers and BIPOC.

## **Equal Employment and Prohibition of Discrimination or Harassment**

Oceana prohibits any discrimination or harassment based on an individual's race; color; religious creed; sex; sexual orientation; gender identity or expression; age; national origin; ancestry; citizenship; physical or mental disability; medical condition; marital or domestic partner status; military or veteran status; pregnancy, childbirth, or related medical condition; genetic information or characteristics (or those of a family member); or any other basis protected by applicable law. This policy covers all aspects of employment, including hiring, promotions, termination, pay, and the work environment.

***Discriminatory harassment.*** Oceana maintains a strict policy prohibiting its employees from engaging in unlawful harassment. This policy applies to all unlawful harassment occurring in the work environment, whether on Oceana premises or in any Oceana-related setting and applies regardless of the gender of the individuals involved. Note that this policy applies in informal business situations, including Oceana parties and business trips.

***Sexual harassment.*** For purposes of this Code, sexual harassment is defined to include unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when: submission to such conduct is either explicitly or implicitly made a term or condition of an individual's employment; submission to or rejection of such conduct is used as the basis for employment decisions affecting the individual; or such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creates an intimidating, hostile or offensive working environment.

***Other unlawful harassment.*** For purposes of this Code, unlawful harassment includes such harassment on the basis of race; color; religious creed; sex; sexual orientation; gender identity or expression; age; national origin; ancestry; citizenship; physical or mental disability; medical condition; marital or domestic partner status; military or veteran status; pregnancy, childbirth, or related medical condition; genetic information or characteristics (or those of a family member); or any other basis protected by applicable law.

**Examples of unlawful harassment.** Prohibited unlawful harassment includes, but is not limited to, the following behavior. This list is not intended to be all-inclusive:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs, or unwanted comments and jokes, directed at a person's race, gender or any other protected status; use of stereotypes; offensive, insulting, derogatory or degrading remarks; unwelcome comments about appearance; unwelcome flirtations, propositions or advances; sexual jokes; use of sexually explicit or offensive language;
- Visual conduct such as derogatory posters, photography, cartoons, drawings or gestures; the display in the workplace of sexually suggestive objects or pictures;
- Physical conduct such as assault, unwanted touching, blocking normal movement, restraint, touching or other physical interference with work directed at an individual; unwelcome or repeated advances; whistling or leering; gender- or sex-based pranks;
- Threats and demands to submit to non-work-related conduct or perform certain non-work-related actions as a condition of employment, or to avoid some other loss, or as a condition of job benefits, security or promotion; threatening to take or taking employment actions, such as discharge, demotion or reassignment if sexual favors are not granted; demands for sexual favors in exchange for favorable or preferential treatment.

Employees should not engage in such offensive behavior or commentary even if no one present is offended by it.

**Reporting unlawful harassment or discrimination.** If you believe that you have been harassed or discriminated unlawfully, it is very important that you report this to Oceana. You should do this by contacting (a) the Chief Executive Officer (CEO), the President and General Counsel, the Chief Financial Officer (CFO), or the Global Director of Human Resources; or (b) through Oceana's EthicsPoint reporting system: [www.oceana.ethicspoint.com](http://www.oceana.ethicspoint.com). If you observe any behavior that you believe is unlawful harassment or discrimination, you *must* report it to the individuals listed in (a) in the preceding sentence or through Oceana's EthicsPoint reporting system. Please see the section of this Code on "Whistleblowing and Reporting Violations" for more detail on reporting unlawful harassment or discrimination.

**Investigation.** When an employee reports a violation of this Code, Oceana will investigate and take corrective action as warranted under the circumstances. The steps to be taken during the investigation are not fixed in advance (except as required by applicable law), but instead will vary depending upon the nature of the allegations. Such investigation will remain confidential to the extent consistent with effectively understanding the facts and taking corrective measures.

**Resolving the matter.** If Oceana determines that unlawful harassment or discrimination has occurred, Oceana will take appropriate remedial action. Any employee determined by Oceana to be responsible for unlawful harassment or discrimination will be subject to appropriate disciplinary action, subject to applicable law, up to and including termination. It is a condition of employment that employees cooperate with all Oceana investigations. In addition, Oceana may choose to take action even if it concludes that the alleged conduct neither violates this Code nor the law, but such conduct was impermissibly interfering with the work environment.

**No retaliation.** It is a violation of this Code to retaliate against an individual who reports incidents that he or she believes to be violations of this Code, or who cooperates in an investigation of a violation of this Code. Retaliation is a serious violation of this Code and should be reported immediately. The report and investigation of allegations of retaliation will follow the procedures set forth in this Code. Any person found to have retaliated against an individual for reporting harassment or discrimination, or for participating in an investigation of allegations of such conduct, will be subject to appropriate disciplinary action.

## Reasonable Accommodation Policy

**Reasonable accommodation for disability.** Oceana will provide reasonable accommodation to individuals with a physical or mental disability as required by law. It is the responsibility of every applicant or employee with a physical or mental disability to make his or her need for reasonable accommodation known by submitting a written request for accommodation to the Global Director of Human Resources or Office Administrator. As noted above, Oceana prohibits discrimination in employment against otherwise qualified applicants and employees on account of a physical or mental disability. Oceana also prohibits discrimination based on a perception of, or association with, a person with such a disability.

**Reasonable accommodation for religion.** Oceana will provide reasonable accommodation for individuals' religious beliefs and practices as required by law as long as such accommodation would not impose an undue hardship on the Organization, and such accommodations would enable the individual to apply for, or to perform, the essential job functions for the position in question. Oceana prohibits discrimination on the basis of religious affiliation.

**Accommodations in general.** This policy is intended to be consistent with applicable law and not to provide employees with any greater protections than those which exist under applicable law. It is the responsibility of every applicant or employee to make his/her need for such reasonable accommodation known to Oceana by submitting a written request for accommodation to the Global Director of Human Resources or Office Administrator so that any necessary accommodations can be made in accordance with law.

## WHISTLEBLOWING AND REPORTING VIOLATIONS

Oceana needs and expects the support and cooperation of its employees to enforce its policies. Employees who have experienced, observed, or learned about conduct they believe is contrary to Oceana's policies or Code of Ethics **must report** such violations (or potential or suspected violations).

Oceana provides two ways to report violations.

**First,** violations may be reported through a reporting system that Oceana has set up through a company called EthicsPoint. Reports to EthicsPoint may be submitted either online ([www.oceana.ethicspoint.com](http://www.oceana.ethicspoint.com)) or by calling the phone number listed for each country on that website. EthicsPoint staff can converse in multiple languages. Oceana has provided this Code to EthicsPoint so that it knows how and to whom at Oceana to convey these reports. The site is confidential, easy to use, and always available. You will be given the option to disclose your identity or make a report anonymously; however, we request and strongly encourage you to disclose your identity to enable Oceana to conduct a thorough investigation, especially in the case of a policy that protects individuals (for example, concerning sexual harassment or discrimination).

Any report that implicates the CEO or the President and General Counsel will be forwarded by EthicsPoint to the Chair, Vice Chair, Secretary, and Treasurer of Oceana's Board of Directors.

**Second**, violations may be reported to the appropriate staff person, as follows.

The violation must be reported to the CEO; President and General Counsel; CFO; or Global Director of Human Resources, if the violation involves one of the following issues:

- **Sexual or other harassment**
- **Unlawful discrimination**
- **Financial misconduct or misreporting**
- **Bribery or corruption**
- **Retaliation for reporting any violation of this Code**

If the violation involves **any other issue**, the report must be made to any of the following: CEO; President and General Counsel; CFO; or Global Director of Human Resources; the Executive Committee member in charge of your country office or department; or the Office Administrator for your country office.

**Investigation.** When an employee reports a violation of this Code, Oceana will investigate and take corrective action as warranted under the circumstances. The steps to be taken during the investigation are not fixed in advance (except as required by applicable law), but instead will vary depending upon the nature of the allegations. Such investigation will remain confidential to the extent consistent with effectively understanding the facts and taking corrective measures.

**Resolving the matter.** If Oceana determines that a violation has occurred, the Company will take appropriate remedial action to correct the situation. Any employee determined by Oceana to be responsible for a violation of this Code will be subject to appropriate disciplinary action, subject to applicable law, up to and including termination. It is a condition of employment that employees cooperate with all Oceana investigations. In addition, Oceana may choose to take action even if it concludes that the alleged conduct neither violates this policy nor the law, but such conduct was impermissibly interfering with the work environment.

**No retaliation.** It is a violation of this Code to retaliate against an individual who reports incidents that he or she believes to be violations of this Code, or who cooperates in an investigation of a violation of this Code. Retaliation is a serious violation of this Code and should be reported immediately. The report and investigation of allegations of retaliation will follow the procedures set forth in this Code. Any person found to have retaliated against an individual for reporting discriminatory harassment or participating in an investigation of allegations of such conduct will be subject to appropriate disciplinary action.

## MAKING OTHER DISCLOSURES

This Code requires disclosure of situations that may not be violations (e.g., potential conflicts of interest, romantic relationships). Such disclosures are to be made to any of the following: CEO; President and General Counsel; CFO; or Global Director of Human Resources; the Executive Committee member in charge of your country office or department; or the Office Administrator for your country office.

## LEGAL CLAIMS AND LEGAL REPRESENTATION

The President and General Counsel supervises the handling of all legal claims, consulting with and obtaining approval as appropriate from the CEO and Board of Directors.

All legal claims pursued by Oceana, including campaign-related claims, must be approved in writing by the President and General Counsel.

Any legal claim against Oceana must be promptly reported to the President and General Counsel. This requirement includes any claim made in any form: for example, whether formal or informal, in court or another type of proceeding. This requirement also includes any threat of a legal claim, however expressed (for example, by letter, by email, in social media or in the press).

The President and General Counsel must approve in writing the hiring of any outside attorney and the scope of such attorney's responsibilities. The President and General Counsel will determine who within Oceana should be the main point of contact for an outside attorney on each claim or matter. This assignment of responsibility will be made in writing from the President and General Counsel to the relevant party. In addition, all bills for legal work by outside counsel must be approved by the CFO.

Any employee who is considering filing legal claims against third parties for issues relating to Oceana work (for example, concerning defamation or physical injury) must consult with the President and General Counsel before making such a claim.

## PHYSICAL SAFETY AND SECURITY

Oceana's Board of Directors and leadership are concerned foremost with protecting the safety of our employees. As employees, we may face multiple threats. Some dangers may arise by simply engaging in everyday activities, such as driving, traveling, or living in urban areas. Expeditions at sea involve a heightened risk of injury. Some of us work in places where conservation advocacy can be especially risky.

Security of Oceana's property and information is also important.

Anyone who has a concern or question about physical safety or security of individuals or of Oceana property or information should report it promptly so that we may consider action to mitigate risk. We will handle such reports or questions as confidential to the extent consistent with understanding the facts and taking action.

No one will be punished for raising a concern about physical safety or security, or for refusing to undertake an activity he or she reasonably believes is unsafe.

No one will be punished for delaying or stopping an Oceana task or assignment because of concern about his or her safety or security, or that of others.

Reports or questions about physical safety and security may be directed to any of the following: CEO; President and General Counsel; CFO; or Global Director of Human Resources; the Executive Committee member in charge of your country office or department; the Office Administrator for your country office; or the Director of Finance.

Reports or questions about the security of data devices or systems may also be directed to the Information Technology department.

## CONFLICTS OF INTEREST

As Oceana employees, each of us must avoid an overlap of personal interest with our Oceana responsibilities in a way that creates an actual or potential conflict, or that creates a perception of an inappropriate conflict. All employees will be required to disclose actual or potential conflicts of interest at the time of hiring, and to certify their ongoing compliance. See below for examples of conflicts related to issues of business, financial, family or relationship, as well as how and to whom to report such conflicts.

Any actual or potential conflict of interest must be disclosed to the CEO; President and General Counsel; CFO; or Global Director of Human Resources, the Executive Committee member in charge of your country office or department; or the Office Administrator for your country office. This includes actual or potential conflicts involving business or financial interest, family relationships, or sexual/romantic relationships.

The CFO will determine whether any steps must be taken to avoid an appearance or existence of a conflict of interest or the creation of an environment that others in the workplace might reasonably find to be unprofessional or inappropriate. Such steps might include, but are not limited to, divestiture of adverse interests, recusal from certain decisions, transfer of one of the employees to another department (if a position is available), changing the manager for one of the employees, or, when other options are not feasible, the termination of employment of one of the employees.

***Business or financial conflicts.*** A conflict of interest occurs when an employee is in a position to make or influence an Oceana business or financial decision that may result in gain or perceived gain to him- or herself; to a family member; to a person in another close or romantic relationship; or a business or other nonprofit affiliation of the employee. Please see below for a definition of “family” for this purpose. A business or financial conflict can arise when the benefit accrues to an organization in which the employee serves or is negotiating in the future to serve. Employees who wish to provide services to or for the benefit of any entity outside Oceana must disclose such proposed activity to Oceana, which will make appropriate determinations in accordance with this Code.

***Family relationships (nepotism).*** Oceana will not allow a supervisor/subordinate relationship to exist between family relatives. Please see below for a definition of “family.”

***Sexual/romantic relationships.*** Romantic relationships between employees that constitute an actual or reasonably-perceived conflict of interest are prohibited. Such relationships will be addressed by Oceana as described below (see “Romance at Work”).

***Definition of family.*** For these purposes, “family” includes an employee’s:

- current or former spouse, domestic partner, or other individual cohabiting with and sharing financial responsibilities with the employee;
- parent, sibling, child, grandparent, or grandchild;
- spouse’s or domestic partner’s parent, sibling, child, grandparent, or grandchild; or
- aunt, uncle, niece, nephew, or first cousin (or such “step” or “in-law” relationships).



**Illustrative examples.** It is impossible to describe all situations that may cause or give the appearance of a conflict of interest. The situations listed below are illustrative and are not intended to be exhaustive:

- Any financial interest in any entity that engages in commercial transactions with Oceana;
- The use of information received from participation in Oceana affairs, whether expressly designated as confidential or not, for personal gain or to Oceana's detriment;
- The receipt of gifts or any special discounts or loans for personal use or benefit from any person or firm involved in commercial transactions with Oceana;

## HONORARIUMS AND GIFTS

Honorariums are small courtesy payments, which are generally significantly less than the fair market value of the service provided. They are often provided as a thank you for giving a presentation or participating in a workshop. If an employee is asked to provide such a service as an Oceana employee or on Oceana time, the employee can decline the payment or accept the payment and sign it over to Oceana. If an employee provides such a service on their own time, and not as an Oceana employee, then the employee can keep the payment and should disclose the work as a second job as described in this Global Code of Ethics.

The receipt of gifts or any special discounts or loans for personal use or benefit from any person or firm involved in commercial transactions with Oceana can give the appearance of a conflict of interest and should be avoided. If the gift is for general use or consumption by Oceana staff, such as a fruit basket or cookies at holiday time, the gift can be accepted and shared with staff.

## WORK STANDARDS

### Departures

Oceana requests that all voluntarily terminating employees give two weeks' notice. This notice should be submitted in writing (email is acceptable) to the employee's supervisor and to the applicable Office Administrator or Global Director of Human Resources. Oceana generally requests that employees work through their notice period to allow for a smooth transition of job responsibilities.

**Final paperwork.** Prior to departure each employee must complete his or her final timesheet and clear any outstanding expense reimbursements.

**Return of property.** When an employee leaves employment with Oceana, all Oceana property must be returned, including but not limited to laptops, keys, credit cards, confidential records, and manuals.

**Exit interviews.** Human Resources (local or global) will request an exit interview with a separating employee before leaving Oceana. This meeting is intended to provide employees with an explanation of any conversion or continuation of benefits opportunities under Oceana's group insurance plans that may be available, or any other vested benefits for which the employee may be eligible. This meeting is also an opportunity for Oceana to benefit from the employee's experience and so to glean any lessons that can make the experience better for the next employee(s) to join Oceana.

**Reference checks.** Generally, Oceana will not release reference information without the employee's authorization or will limit the information to verification of the employee's position, job location, and dates of employment with Oceana. Employees leaving Oceana and former employees may voluntarily sign the "Reference Release" form that authorizes Oceana, when requested, to release information to a prospective employer.

## COMPLYING WITH LOBBYING, POLITICAL ACTIVITY, AND ANTI-CORRUPTION RULES

The next three sections of this Global Code of Ethics discuss rules concerning lobbying, prohibiting political activity, and prohibiting bribery and corruption. **These policies apply to all Oceana employees in all countries.**

All employees are responsible for ensuring they understand and adhere to these policies. Failure to comply can put the individual and the organization at serious risk.

Employees should seek guidance from their supervisor to identify lobbying and political activities, report these activities appropriately, and avoid corrupt practices. Please contact the Law Department with any questions or concerns. Violations may be reported as set out in the section of this Code on “Whistleblowing and Reporting Violations.”

### Lobbying

Laws in many jurisdictions require Oceana to disclose attempts to influence legislation. We may attempt to influence legislation directly through contacts with government officials or indirectly through communications to the general public. To keep up to date with the detailed rules that apply to you and Oceana’s procedures, please attend one of our regularly-scheduled trainings on this topic and review our guidance documents.

To meet our requirements to track and report on lobbying activity, all Oceana employees, regardless of location, who spend time on lobbying must enter that time in our timekeeping system. If an employee has out-of-pocket lobbying expenses, the expenses must be coded as lobbying on his or her expense report. Our guidelines for reporting lobbying activities on timesheets can be found in Appendix II, and our worksheet for coding lobbying activities can be found in Appendix III.

### Political Activities and Political Election Activities Policy

Oceana is prohibited from intervening in elections for public office.

The following prohibitions must be followed by all Oceana employees in all countries. To keep up to date with the detailed rules that apply to you and Oceana’s procedures, please attend one of our regularly-scheduled trainings on this topic and review our guidance documents. Our Policy Against Political Election Activities can be found in Appendix IV.

***No political election advocacy.*** Any oral or written advocacy by Oceana must be directed at public policy rather than the election or defeat of a candidate for public office. Although Oceana may support or criticize actions or statements of elected political officeholders, employees cannot undertake political activity in support or opposition to the election of any candidate for political office in a manner that reasonably can be construed as acting on behalf of Oceana. Before considering any such political activity, employees must consult in advance with the President and General Counsel, who will advise employees in light of Oceana’s respect for individuals’ political views and Oceana’s urgent need to refrain from political advocacy as an organization. Failure to consult with the President and General Counsel will result in disciplinary action.

***No use of business facilities in connection with political election campaigns.*** Employees may not at any time use Oceana facilities for any activity related to political elections. These facilities include offices, office equipment (e.g. copiers), supplies, stationery (e.g., letterhead, business cards), computers, or telephones. There is no exception to this rule for minor uses.

***No use of Oceana e-mail in connection with political election campaigns.*** Employees may not use an Oceana e-mail account to send messages that involve participation in a political election campaign. If an Oceana e-mail account receives an e-mail inviting participation in a political election campaign, the employee may not respond to it or forward it to anyone else with an Oceana e-mail account to advance the political election campaign purpose of the message. Employees may forward such an e-mail to their own personal e-mail account for personal action on their own behalf, taking care to avoid any inadvertent implication of Oceana involvement in a political election campaign.

***No participation in political election campaign meetings or rallies.*** Employees may not participate in any political election campaign meeting or rally on company time. If an employee attends a political election campaign meeting or rally on their own time, he/she should take reasonable steps to avoid any implication that the attendance is on behalf of Oceana.

***No advice or assistance in support of a political election campaign.*** Employees may not on behalf of Oceana support a political election campaign through advice or assistance, including provision of any policy recommendations or research specifically for a campaign. However, employees may provide a candidate, campaign staff, or political party with Oceana reports, position papers, or other nonpartisan materials that are available on an equal basis to all candidates and parties. Please consult your supervisor and the Law Department before providing information to a political election campaign.

***No indirect assistance to a political action campaign.*** Employees may not engage indirectly in any of the activities prohibited above, as for example by encouraging or directing any political election activity by Oceana members or contractors.

## **Anti-Corruption and Anti-Bribery Policy (U.S. Foreign Corrupt Practices Act and UK Bribery Act)**

Oceana prohibits bribery and other corrupt conduct in any form. The following provides information on this topic to help employees recognize conduct and behavior that could violate Oceana's Anti-Corruption and -Bribery Policy. Our Anti-Corruption Policy can be found in Appendix V.

***Prohibited conduct.*** Bribery or corrupt conduct with government officials; non-profit, commercial, or business entities, or individuals associated with them; and all other counterparties is strictly prohibited. This prohibition applies to giving (or agreeing to give) or requesting a bribe, kickback, gift, or any financial or other advantage. Oceana complies at all times with the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and other applicable laws that prohibit bribery and corruption.

Oceana employees are prohibited from directly or indirectly making, promising, authorizing, or offering anything of value to a government official or any other person on behalf of Oceana to secure an improper advantage, obtain or retain business objectives, or direct business or advantages to any other person or entity. This prohibition includes payments to third parties where the Oceana employee or agent knows or can reasonably be determined that he or she should know, that the third-party will use any part of the payment for purposes that are prohibited.

This policy also prohibits “facilitating payments” made to ensure or speed the proper performance of a government official’s routine, discretionary or non-discretionary duties or actions.

Oceana employees shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of any third party as an inducement or reward for the improper performance of any function or business-related activity.

***Potentially related issues – political contributions and charitable contributions or sub-grants:*** Please see (a) Political Elections and Political Election Activity (above); and (b) Charitable Contributions and Sub-Grants (below).

***Reporting violations of this policy:*** Any actual or potential violations of this policy **must** be reported to the CEO; President and General Counsel; CFO; or Global Director of Human Resources. No person reporting such a violation will be retaliated against. Please see the section of this Code on “Whistleblowing and Reporting Violations” for detail on how to report violations and on our policy against retaliation.

***Requests made to Oceana for a bribe:*** If anyone attempts to solicit or extort payments or anything of value from an Oceana employee that could be in violation of this policy, the employee must inform the person that Oceana does not engage in such conduct and immediately contact Oceana’s President and General Counsel or CFO.

No Oceana employee will suffer adverse consequences for refusing to offer, provide, or authorize an improper or unlawful payment, benefit, advantage or reward, even if doing so results in the loss of opportunities for Oceana. Any employee who is asked to provide such payment or benefit, or in any way facilitate the provision of such payment or benefit, must report the request immediately to the President and General Counsel or CFO.

Violation of this policy is a serious matter that may expose Oceana and the individual to legal penalties as well as reputational harm. Additionally, violation of this policy will lead to discipline up to and including termination of employment.