Message from President & CEO

Colleagues,

McDermott is an internationally recognized contractor focused on delivering successful solutions to our customer’s complex challenges, including first of a kinds in engineering, construction and installation. Projects are our business.

Many years ago, we started work on one of our most important projects: our reputation. McDermott’s brand depends on each and every one of us conducting ourselves and our business around the world with the utmost integrity, and to the highest ethical standards. Our commitment to integrity is a vital part of our culture and has earned us the trust of our clients, shareholders and business partners.

We remain dedicated to sustaining this trust, recognizing that it is a huge challenge in today’s complex global business environment. A diverse work force, array of business partners, projects throughout the world, and varying laws from country to country, present many challenges as we carry out our commitment to conduct business responsibly, ethically and legally.

McDermott’s Code of Business Conduct sets out the ethical principles and legal guidelines that we use to conduct all of our business decisions. The Code is not a substitute for good judgment, nor does it cover every situation that you may encounter or every law that applies to us as a global company. It is, however, a resource for our employees to help ensure that we consistently exemplify integrity and do the right thing, every time.

Doing the right thing sounds simple, but we all know that it can involve difficult decision making and expert navigation of regulations, policies and procedures. Sometimes it demands the courage to ask questions or to speak up. If you are ever concerned that our Code is not being followed, or simply feel unsure about a situation, it is vital that you speak up and seek guidance. Our Code contains a number of resources that you may use to resolve or report any issue related to ethics and compliance without fear of retaliation. Rest assured the Company will help and assist you in doing the right thing, every time.

Our reputation, and our future success, depends on each of us taking personal responsibility for putting our Code into practice. This is a priority for me and I expect it to be a priority for you. Together we can show the world that McDermott is a company united by strong values – a company everyone can trust, and most importantly, a company for which we are proud to be a part.

Sincerely,

David Dickson,
President and Chief Executive Officer
McDermott International, Inc.
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Using this Code

Our Code of Business Conduct (Code) is a summary of how we do business with a commitment to integrity. By following this Code, you will ensure that your business activities and decisions support McDermott’s values and principles. Each of us should endeavor to deal with our fellow employees, and with the Company’s customers, suppliers and competitors honestly, openly, and impartially, adhering to the philosophy that business should be won or lost based solely on the merit of the products and services being provided. We should not take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-business practice. As a Company employee, you are required to adhere to this philosophy, and to always conduct yourself and your business dealings honestly and in accordance with the highest level of ethical standards. As you read the Code of Business Conduct, you will note that the Code does not cover every situation, nor does it set forth every applicable rule or law. Company policies and practices as well as good common sense and judgment must also influence our conduct.

Purpose and Applicability
The purpose of this Code is to
• describe the standards of behavior and business conduct that govern each of the Company’s operating units in all of their worldwide locations,
• provide a summary of key Company policies and principles that control and guide our business,
• provide guidance on how to resolve difficult questions about business conduct, and
• provide guidance on how to relate to other employees, our customers, shareholders, communities, vendors and competitors, and government.

The Code applies to officers, directors and all full-time, part-time, and temporary employees. In addition, we expect our suppliers, vendors, contractors, agents, representatives, consultants and joint venture partners to behave in the ethical manner described in our Code when doing work for the Company.

Principles and Policies
The Code of Business Conduct is a statement of principles, a reference point and a guide. It provides a summary of certain key Company policies to assist employees in complying with these policies as well as laws applicable to the Company wherever we do business. In addition to serving as a policy summary, there are several elements of the Code that describe an expected standard of higher ethical conduct. The Code, supported by our underlying policies and principles, reinforces the Company’s commitment to integrity and sets expectations of behavior for employees on the job.
The Code of Business Conduct consists of twenty-one elements presented in an easy-to-follow format:

- An overview.
- Key requirements.
- Examples of what you are expected to do or not to do.
- References where further information is available.

In some instances, this Code deals fully with the subject covered. In other cases, the subject matter is so complex that you will need additional guidance about the particular area to be able to make informed and risk-sensitive decisions.

Global Reality

We conduct our business in the United States and throughout the world. Our workforce consists of citizens of many different countries and diverse cultural groups. We are subject to the laws and regulations of the United States, its states and municipalities, as well as the laws and regulations of the many other countries where we do business.

It is critical that each of us recognizes the global reality of our work. In some instances, there may be a real or apparent conflict between the laws of two or more countries. In that event, you must consult your area Legal department immediately to understand how to reconcile the conflict properly.

Ethics and Compliance Web Site

Through the Ethics and Compliance page of the McDermott Intranet, http://ec.mcdcorp.net/, you will find an electronic copy of this Code, the full text of each Company policy, contact names and telephone numbers of Compliance personnel. In addition, the Code of Business Conduct is accessible on the Internet at www.mcdermott.com.

Guidelines for Specific Situations

This Code will not give you an answer for every ethical dilemma nor describe all unethical business practices in detail. There may be times when you will not have enough information to make an informed choice. The best guidelines are the exercise of good judgment based on our principles of ethical conduct, common sense and unwavering compliance with all applicable laws, regulations and contractual obligations. When in doubt, consult with the resources available to you.

By reading this Code and understanding the Company’s expectations, you can handle most situations. If you know the answer to an ethics or compliance question and are comfortable with your decision, you can act with confidence. If you have any doubt about the right thing to do, you have several places where you may turn for advice and guidance:
• Your supervisor or manager.
• Your Human Resources representative.
• Your local Compliance Manager (see listing on http://
ee.mcdcorp.net/).
• The area or Corporate Legal department.
• McDermott’s Corporate Ethics and Compliance Office (see
  listing on http://ec.mcdcorp.net/).
• Ethics HelpLine at 800-456-6236.
• Ethics web reporting at McDermottEthics.alertline.com.
• Confidential E-mail at ethics@mcdermott.com.

Individual Decisions –
Your Personal Ethical Conduct

When unsure whether an action complies with the Code of
Business Conduct, ask yourself the following questions:
• Is it the right thing to do?
• Do I have all the facts and have I reviewed them carefully?
• Is there any applicable Company policy or legal
  requirement that must be complied with?
• Would I be proud of the choice I made?
• What are the issues?
• Have I identified and considered all of my options?
• What are the consequences of my decision?
• Should I seek advice from others?
• How will my decision be viewed in one month;
  one year; later?
• If it became known, might my action result in embarrassment
  either within or outside the Company, i.e. the newspaper front
  page test? the internet message board test?

Seek guidance if you are still unsure what to do. Don’t
hesitate to ask questions and get the advice and guidance you
need. Keep asking questions until you are certain you are
doing the appropriate thing.
**Conflict of Interest**

You have a conflict of interest when your actions or your private interest interferes in any way – or even appears to interfere – with the interests of the Company. Conflicts of interest expose our personal judgment and that of McDermott to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. A conflict situation can arise when you take action or have an interest that makes it difficult to perform your work objectively and effectively. Conflicts can arise not only when you personally benefit or gain, but also when other persons (including family members) or organizations with which you have ties stand to gain.

In general, if a potential conflict of interest exists, you must excuse yourself from making any decisions about the issue at hand, disclose the relevant facts in writing, and explain the possible conflict to your immediate supervisor, or to Human Resources, Legal or Compliance personnel. In addition, obtain required approvals before making any such decisions or taking any actions that may appear to be a conflict of interest.

**Key Requirements**

Avoid all activities that conflict or appear to conflict with those of the Company and disclose such interests/situations which exist. Some common examples are:

- **Outside Employment and Interests.** Regular full-time employees shall not hold jobs with other employers or engage in outside business or other interests (including self-employment) that adversely impacts their performance or McDermott’s interests.

- **Direct or Indirect Financial or Other Participation in Business.** If you or any of your immediate family members have any direct or indirect financial or other participation in any business which competes with, is a supplier of goods or services to, or is a customer of McDermott, you must disclose such to McDermott and receive written management approval before any business is transacted with such business.

**Policy Overview**

The Company requires you to make reasoned and impartial decisions in the workplace. Conflicts of interest can affect your decision-making and may adversely affect the Company. For practical purposes, the Company cannot and does not distinguish between an actual conflict of interest and the appearance of one. Conflicts of interest can arise through outside employment interests, financial participation in an outside business, customer and supplier relations and through gifts and entertainment.
**Customer and Supplier Relations.** Any relationship between you and a customer or supplier must in no way compromise your ability to transact business on a professional, impartial and competitive basis or influence business decisions made for McDermott.

**Gifts and Entertainment.** For purposes of our Code of Business Conduct and our Gifts and Entertainment Policy, gifts and entertainment have the broadest possible meaning, including gifts, trips, services, entertainment and any other gratuitous item, event, benefit or thing of value. You must not give or receive gifts of any value under circumstances that are unlawful or might otherwise appear to be an attempt to improperly influence a decision which affects the Company.

**Corporate Opportunities.** Employees are prohibited from taking personal advantage or gain from opportunities that are discovered through the use of Company property, information or position.

**Contributions.** If you are involved in decisions to donate Company assets, including money, goods-in-kind or services, you must disclose any personal benefit that you or your family members may receive as a result. Generally, all donations of Company assets must be characterized as Charitable, Industrial or Political Contributions in the Company’s books and records, and approved in advance (Policy 0101-020) even where the Company may receive benefits of increased goodwill with our various stakeholders.

Conflicts of Interest tend to be fact specific, thus it is difficult to define every possible situation in which a conflict could occur. If you feel that a potential Conflict of Interest may exist, consult with your supervisor, local Compliance Manager, Corporate Compliance Officer, or local Legal department. You must disclose conflicts to the Company at your earliest opportunity. Violating this policy will subject you to disciplinary action up to and including termination of employment.

**Tips**

- Refer to the Company Policies on Conflict of Interest (0201-006) and Gifts and Entertainment (0201-002) to ensure full compliance.

- Avoid any situation, activity or investment which affects or appears to affect your ability to exercise impartial judgment on the job or adversely affects the Company’s interests.

- Using Company information that is not available to the public either for personal profit or in a way that adversely affects the Company is strictly prohibited.

- Avoid committing time to an outside activity which affects or might affect your job performance adversely.

- Conducting business for personal gain using Company property, information or position is strictly prohibited.

- Avoid gain or perceived gain at the Company’s expense through other parties or entities.

- Exercise caution and good judgment in the giving and receiving of gifts and entertainment and don’t cross the line into commercial bribery via frequency or extravagance.

- Review the provisions of the Company Contributions and Company Memberships Policy (0101-020) and understand the disclosure and approval requirements for making any contribution of Company assets.

- Report any situation that could indicate a potential conflict of interest in the workplace. When in doubt, discuss what you know with Company Legal Counsel or the Corporate Compliance Officer before you act publicly. Use the Ethics HelpLine for confidential reporting.

**References:**

Conflict of Interest Policy (0201-006)
Gifts and Entertainment Policy (0201-002)
Entertainment, Gifts and Payments

Policy Overview

The Company purchases products and services on the basis of quality, price and reliability. In turn we expect our customers to obtain our products and services on the same basis. Giving and receiving gifts and entertainment can potentially affect the independence of our judgment and that of our customers. As a Company employee, you must avoid even the perception that giving or receiving gifts, favors, hospitality, entertainment or other gratuities is connected in any way with favorable treatment.

For the purposes of our Code of Business Conduct and our Gifts and Entertainment Policy, gifts and entertainment have the broadest possible meaning, including gifts, trips, services, entertainment and any other gratuitous item, event, benefit or thing of value.

You must not give or receive gifts of any value under circumstances that are unlawful or might otherwise appear to be an attempt to improperly influence a decision which affects the Company. In the context of a business relationship the giving or receiving of gifts or entertainment is acceptable within the limits and conditions defined in the Company’s Gifts and Entertainment Policy (0201-002). You may offer or receive gifts and entertainment commonly accepted as business courtesies, provided they are of nominal value and will not inspire favoritism or a sense of obligation. Meals and entertainment must be reasonable, must be for a business purpose, and must not be so frequent that they suggest a pattern.

If you receive a gift exceeding the parameters set within the Company policy, you are required to seek approval or, if necessary, you should return it with a note explaining the Company policy. In certain circumstances, especially non-U.S. operations, it may be considered discourteous to return a gift. In such cases the gift may be accepted on behalf of the Company then turned over to your local Compliance Manager for disposition.
Because it is impossible to define “nominal,” or “reasonable,” or “commonly accepted business courtesy” in a way that covers all possible cases, we urge you to make good faith judgments in these matters. If you have any doubts, you should consult with your local Compliance Manager, Legal Counsel, or Corporate Compliance Officer.

Finally, because there are special rules and restrictions regarding government officials, we cannot overstate the need for you to consult with your local Compliance Manager, Corporate Compliance Officer, or Corporate Legal Counsel when you have any doubt about matters of gifts and entertainment.

**Key Requirements**

In dealings with customers, suppliers or competitors, you must not give or accept anything of value in what appears to be an illegal or improper exchange arrangement. Such actions could be considered bribes or kickbacks under U.S. state and federal laws, and may be in violation of other laws when U.S. or non-U.S. government contracts are involved.

**Non-U.S. Government Officials.** Meals, gifts and entertainment must be for business purposes, must not occur on a repetitive basis, must be reasonable in cost and appropriate to the occasion and participants and must be pre-approved per Company policy (Gifts and Entertainment) and guidelines (business meals).

**U.S. Government Officials.** Consult with your local Compliance Manager, Corporate Compliance Officer, or local Legal Counsel for guidance on meals, gifts and entertainment. Specific approvals are required.

**Tips**

- Don’t offer, give or receive anything of value under circumstances that are unlawful or could be viewed as an attempt to improperly influence a recipient’s decisions affecting the Company. Company policy makes no distinction between family members and employees where gifts and gratuities are concerned.
- Never accept cash, stocks, bonds, or gift certificates in any amount from persons with whom the Company does business or may do business, and never give cash or cash equivalents to such persons.
- Never make or offer gifts or entertainment if acceptance would violate the standards of the recipient’s organization.
- In determining the value of gifts and entertainment, you must consider associated costs as well as direct cost.
- Avoid accepting or giving anything that, if publicly disclosed, would embarrass the Company.
- Accurately document and report all entertainment and gifts you give.
- Review the provisions of the Company Gifts and Entertainment Policy (0201-002) and understand the limits established for the commercial business environment and pay particular attention to the restrictions when dealing with government officials.

**References:**

Giving and Receiving Items of Value - Gifts and Entertainment Policy (0201-002)
Protection Of Proprietary Information

Policy Overview

Company proprietary information is information or knowledge which is not generally available to the public about the Company’s operations and that we have determined must not be disclosed to others, except as required by law or under circumstances permitted by Company policy. As an employee, you must protect the Company’s proprietary information, and must not seek to obtain or disclose the proprietary information of others.

Disclosure of proprietary information could put the Company at a competitive disadvantage or could hurt or embarrass employees, customers, the Company, or ventures in which it participates. It includes trade secrets, patent applications, processes, formulae, data, software, know-how, improvements and techniques, as well as business forecasts, plans and strategies; commercial, proposal, and financial information; and information concerning employee records, customers or vendors.

The protection of the personal information of our coworkers is also vital to our continued success and the maintenance of our reputation. Information such as addresses, home phone numbers, salary or medical information, and performance appraisals are private.

We also respect the confidential and proprietary information of third parties, and we do not engage in unethical or illegal means to obtain confidential information or proprietary data belonging to others.

Not only must you avoid disclosure as a result of your statements or acts, but you must also take all necessary steps to prevent others from illegally obtaining Company proprietary information.

The theft of proprietary information is a federal crime. Should you be offered or discover another company’s proprietary information, or become aware of the existence of misappropriated information, you should immediately contact your local Legal Counsel or our Corporate Compliance Officer.

Key Requirements

Disclosing Company proprietary information is prohibited except as required by law or under specific circumstances permitted by Company policy.

Refer all inquiries from the media, financial analysts and investors to the Corporate Investor Relations and Communications office. Regulatory or governmental inquiries should be referred to the Corporate General Counsel or your local Legal Counsel.

Theft of proprietary information is punishable by federal law, and violates Company policy. You should not seek to know the proprietary information of other companies, and must inform your local Legal Counsel or our Corporate Compliance Officer, if you learn or hear of such information.

As an additional step to ensure compliance with Company policy, all salaried employees must sign a confidentiality agreement. Individuals in critical jobs must conform to additional security safeguards as determined by the business unit.

Tips

• Know what constitutes proprietary information where your responsibilities are concerned.

• Don’t divulge confidential Company information to anyone outside the Company or to persons within the Company who do not have a “need to know.”

• Do not post confidential Company information on internet message boards or social networking sites.
• Never send confidential information to unattended fax machines or printers.

• Never discuss confidential information loudly or openly when others might be able to hear.

• Never share McDermott’s proprietary information with customers or suppliers without prior approval.

• Avoid the unauthorized receipt of proprietary information from others. Should you receive unauthorized proprietary information, advise Company Legal Counsel immediately.

• Do not disclose to Company personnel or use for the Company’s business any confidential information in your possession as a result of prior employment with another company.

• Follow established guidelines and procedures before publishing Company information.

• Don’t engage in corporate spying or illegally attempt to obtain another company’s proprietary information.

References:
Protection of Company Proprietary Information Policy (1402-003)
Corporate Communications Policy (1602-001)
Investor Relations Policy (1602-002)

• Report any instance of corporate spying, hacking, or other illegal activity, whether for or against the Company.

• Check with your local Legal Counsel if you have any doubts or questions about proprietary information.

• If you are responsible for Company proprietary information, it is your duty to take appropriate precautions to ensure the security of such information.
Protection Of Physical And Intellectual Assets

Policy Overview

McDermott’s assets – both physical and intellectual – are highly valuable and are intended for use only to advance business purposes and goals. These assets must be secured and protected in order to preserve their value.

Key Requirements

Each of us is entrusted with Company assets in order to do our jobs. We are personally responsible for safeguarding these assets, including equipment, buildings, tools, funds, accounts, supplies, computer programs, information technology, documents, know-how, data, patents, trademarks, copyrights, and any other resources or property of the Company. We are also personally responsible for using these assets and resources appropriately.

We must protect against the waste, loss, damage, misuse, theft, misappropriation, or infringement of the Company’s assets, and we must use these assets in responsible ways. In addition, we must be vigilant regarding access to our assets by others. Access to Company intellectual or physical assets (including offices, plants and equipment) by any third party, e.g. vendors, suppliers, etc. must be limited to and directly associated with services provided by the third party to the Company.

The Company does allow the personal use of the Company’s communication and information systems provided that the use does not represent a conflict of interest, does not include pornographic or defamatory material, is not excessive and does not interfere with work priorities. As employees we should have no expectation of privacy when using these Company services.

We must also respect the physical and intellectual assets of others. Consequently, we should not knowingly damage or misappropriate the physical assets of others; infringe valid patents, trademarks, or copyrights of others; misappropriate confidential information in violation of the rights of others; or use or disclose confidential information of others without proper authority. We expect others to show the same respect for McDermott’s physical and intellectual assets.

Tips

• All employees should protect the Company’s assets and ensure their efficient use.
• All assets should be used for legitimate Company business purposes.
• Take care to prevent waste, loss, damage, misuse, theft, misappropriation, or infringement of Company assets.
• Notify our Patent Attorney of any inventions made during or as a result of employment by the Company.
• Keep confidential and do not disclose or use any Company confidential information without proper authorization.
• Comply with specific restrictions placed on the use and/or transfer of Company assets.
• Avoid the unauthorized receipt of proprietary information from others. Do not disclose to the Company or use for McDermott’s business any confidential information in your possession as a result of prior employment with another company.
• Allowing any third party, e.g. vendor, supplier, etc. access to
any Company office or facility must be directly associated with services provided to the Company, with controlled access, and the need for a confidentiality agreement should be considered.

• Promptly send to our Patent Attorney any unsolicited information on ideas and inventions received from anyone seeking the Company’s interest in developing such ideas or inventions.

• Follow established guidelines and procedures for the approval of dealings with third parties that involve the Company’s assets.

• Follow established guidelines and procedures before publishing Company information.

• Direct to our Patent Attorney all matters related to the scope, infringement, and validity of the Company’s patents or trademarks and the patents of others.

References:
Corporate Communications Policy (1602-001)
Investor Relations Policy (1602-002)
Patents, Trademarks, Copyrights, New Ideas, Trade Secrets, Unsolicited Disclosures and Patent Incentives Policy (0805-001)
Use of Company Trademarks Policy (0805-002)
Integrity Of Records And Accounting Procedures

Policy Overview

We create documents and records in the normal course of business to assist in our decision-making process and to document our compliance with laws, regulations and Company policies and procedures. All entries in the Company’s books, records and accounts must be complete, accurate and fairly reflect our business transactions conforming to applicable accounting standards and legal requirements.

Whatever your part in this process, you are required to be honest and forthcoming – if a transaction or payment cannot be accurately documented without raising legal questions or embarrassing the Company, the transaction should not be consummated and the payment should not be made.

All of the Company’s records, from your expense account forms to the Company’s annual report must accurately reflect the facts. In most of our construction operations we report financial results and are compensated on a percent-of-completion basis and may be paid by our customers on a milestone basis. This requires an accurate measurement of progress to date and an accurate forecast of cost to complete, as that has a direct impact on the earnings reports filed by the Company and reported to the SEC and the Company’s shareholders. Corporate funds and assets must be recorded according to Company procedures. False or misleading entries are unlawful and will not be tolerated. No one may establish undisclosed or unrecorded funds or assets for any purpose. Except for normal and customary petty cash funds, which are strictly controlled, cash transactions are not allowed.

Essential information used for reporting, auditing, and other critical purposes must be retained in a recoverable format and it must be managed securely in accordance with the Company’s document retention guidelines.

It is essential that you adhere to both the spirit and the letter of the law in these matters. If you observe any shortcomings
in our record keeping or accounting procedures, you should advise your supervisor, or if that is not appropriate, report your observations to the local Compliance Manager, Corporate Compliance Officer or local Legal department.

**Key Requirements**

All Company records and documents must be accurately and honestly created and maintained, and all accounts and reports must fully reflect all relevant facts. This is Company policy and it is the law. In following these requirements, activities such as embezzlement, money laundering and holding “off the books” cash or slush funds are prohibited.

Each employee must safeguard records and documents entrusted to him or her and maintain all records and documents with the appropriate level of privacy.

Violations of Company policy in these matters can cause serious legal and financial problems for the Company. If you are found to have violated any of these requirements, or have instigated or ignored violations by others, you can be subject to criminal prosecution and Company disciplinary action up to and including termination of employment.

**Tips**

• False or misleading entries of any kind on Company records or accounts at any level is strictly prohibited.

• Don’t create or use hidden cash or bank accounts for any purpose.

• If you are asked by any outside person, group, or agency to provide access to records or documents maintained by the Company, you must first discuss the request with your local Legal department or our Corporate Compliance Officer.

• Remember that information recorded electronically or via e-mail is a Company record – just like information on paper.

• Don’t make improper or questionable payments to customers or suppliers.

• Don’t make substantial cash payments for any Company business.

• Report violations of accounting or reporting procedures to an appropriate authority.

• If you approve reports and/or accounting documents created by others, read them carefully and satisfy yourself that they are complete and accurate before signing off on them.

• If you become aware of litigation, investigations or audits, suspend all record destruction.

• If you change jobs or leave McDermott, be sure to transfer custody of all relevant books and records.

• If you have any questions about records, accounting or reporting, consult with your area Controller or Legal department or our Corporate Compliance Officer.

**References:**

SEC Consent Decree
Employee Expense Accounts Policy (0620-002)
Business Travel Policy (1222-005)
Records and Information Management (RIM) Policy (0901-008)

No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records. It is never acceptable to create false or misleading records or otherwise conceal the truth from McDermott’s management, auditors, or regulators.
Insider Trading

Policy Overview

Many Company employees have access to non-public or “inside” information about McDermott or other companies that is not available to people outside the Company. Company policy prohibits employees and contractors from buying or selling Company securities while in possession of material nonpublic information. Material information can include information about mergers/acquisitions, financial results and projections, legal proceedings, contract awards or other business dealings. Information is generally considered “material” if it is important to a reasonable investor in making a decision to buy, sell or hold a security, or affects its market price.

Information is considered to be public when it has been released through appropriate channels, such as press releases, and enough time has elapsed to permit the investment market to absorb and evaluate the information. Company policy requires that two full business days must have elapsed after the public release of material information before an individual may resume trading in that company’s stock or securities.

While employees at senior levels in the organization often possess material information as a part of their jobs, insider trading is not strictly related to position: anyone in any job could see or learn of material Company information. For so long as such information remains both material and non-public, you are prohibited from trading in Company securities while in possession of that information. In addition, you should be careful not to knowingly or unintentionally pass on inside information to anyone, including family and friends, who could then disclose the information to others or trade while in possession of that information.

Insider trading is prohibited by law in the United States and other countries and is a violation of Company policy. Under applicable law, it is viewed as a betrayal of the market system and the trust on which markets depend. For the Company, it represents a conflict of interest and a threat to continued success. The legal penalties for violating insider trading laws are severe, and may affect not only you, but also family and friends, other employees, and the Company as a whole.

To protect the Company’s value, reputation and viability as a business, our policy not only prohibits insider trading by employees and contractors, but also forbids the communication of material non-public information to anyone (including spouses and other family members) for anything except legitimate business purposes. You are also prohibited from trading in the securities of other companies, such as customers and suppliers, if you have acquired or possess material nonpublic information about those companies in the course of your duties to the Company.

Key Requirements

Any trading in securities while in possession of material nonpublic information is a violation of Company policy.

You will be held accountable not only for personally trading on such information, but also if it can be shown that you disclosed material information to others who traded on it, or that you could have prevented impending violations by others in the Company but failed to take action.

Officers and certain designated personnel are more restricted than other employees in the trading of Company securities. In addition, Directors and certain other designated individuals are subject to additional restrictions.

References:
Illegal Insider Trading Policy (0201-008)
Conflict of Interest Policy (0201-006)
persons are, by virtue of their positions, required to obtain approval from the McDermott International, Inc. General Counsel prior to trading in Company securities.

**Tips**

- Don’t buy or sell Company securities while in possession of material non-public Company information. This includes making changes that affect Company stock held in the Company Thrift Plan.
- Material nonpublic information about the Company should be communicated only to authorized persons for legitimate business purposes.
- Do recognize that you may possess material nonpublic information, even if you have not been notified of any trading restrictions, and that your communications and investment decisions should always conform to applicable laws and Company policy.
- Don’t post nonpublic Company information on Internet message boards or social networking sites.
- If you are in a position to exercise control in the Company, you are obligated to intervene to prevent any insider trading you learn that others are considering.
- Directors, officers, and certain other designated personnel are more restricted than other employees in the trading of Company securities. Carefully adhere to the designated trading windows, blackout periods and other requirements of Company policy.
- Read and understand the Company’s policy on insider trading, as well as the related conflict of interest policy.
- If you have any question regarding what constitutes insider trading or the Company’s policy on insider trading, consult with McDermott International, Inc.’s General Counsel.
Fair Business Competition

Policy Overview

McDermott believes in free and fair markets and we compete in a legal and ethical manner on the basis of the quality of our services. We are committed to compliance with fair competition and anti-trust laws that apply in the markets in which we operate. Generally speaking, the competition laws of the United States and other countries forbid agreements or activities that restrain trade or limit competition, and prohibit attempts to monopolize. The Company is committed to vigorous but fair competition in compliance with the law. United States federal laws regarding antitrust and competitive practices may apply to the Company’s activities regardless of where operations are conducted.

Fair competition violations include, but are not limited to, a variety of agreements with competitors, such as mutual understandings to control prices, to boycott certain suppliers or customers, or to allocate products, territories or markets.

Violations may also involve non-competitive practices between the Company and its customers.

Dealings with representatives of other companies must be undertaken with extreme care. All employees should carefully review the Company’s Policy No. 0101-007, but if you are in marketing, sales, purchasing and related positions, you are especially urged to do so because your activities will often bring you into contact with competitors.

Employees whose duties would involve meeting with, transacting business with, or attending professional or trade association meetings with competitors should consult with their local Legal representative and fully understand the boundaries of proper conduct prior to such activities.

If you are found to be in violation of fair competition laws you will be subject to disciplinary action up to and including dismissal unless you have previously made a full disclosure of the facts to the Corporate General Counsel and subsequently acted on Counsel’s advice.
Key Requirements

The Company prohibits not only actual violation of fair competition laws or other antitrust behavior, but any act that gives the appearance of wrongdoing. When you have any doubt about dealings with competitors, suppliers, or customers, you must consult with our Legal Counsel.

Because competition law is complex, we have identified below several practices that are generally viewed as violating these laws and contravene the concept of fair dealing. Questions about these laws and how they apply to specific business transactions must be discussed with Legal Counsel.

Generally, fair competition laws prohibit the following conduct:

**Price Fixing.** Agreements or understandings between competitors to raise, lower, maintain, stabilize, or otherwise fix prices. Competitors may not agree on the prices they will charge for their products. No employee shall ever discuss our, or a competitor’s, pricing practices or components of pricing with a competitor. If the competitor is a customer and the discussion is in conjunction with a specific sales transaction in the normal course of business, then you may discuss the price being offered; however, you need to check with your local Legal representative prior to such a discussion. You may not provide the basis on which prices are established. This prohibition includes such items as man-hours for a job, rates for man-hours, wages, or benefits for employees.

**Bid Rigging.** Agreements or understandings between competitors to “rig” bids or proposals, such as by (1) agreeing upon prices or other terms and conditions, (2) agreeing to rotate or alternate submission of bids, or (3) agreeing that one competitor will bid for certain contracts or customers while other competitors will bid for different contracts or customers.

**Market Division.** Agreements or understandings by which competitors divide the market in which they compete, such as by allocating customers, territories, or products among themselves.

**Tips**

- Antitrust is a very complex area. Always ask for advice from the Legal department before you act.
- Never make agreements or understandings with competitors regarding pricing, or allocation of customers, geographical areas, or types of work.
- Make purchases strictly on the basis of quality, price, and service.
- Do not communicate with competitors about sales; actual or potential customers; bids, products and services provided to customers; capabilities; or plans.
- All memberships in trade and professional associations, the rules for attendance at meetings of such groups, and participation in or discussion of programs sponsored by such associations must be clearly understood prior to attendance and participation.
- If you are in a situation where others discuss topics that raise antitrust concerns, you must explain that we do not engage in such conversations. If the discussion continues, you must leave the room and immediately contact the Legal department.
- All meetings and discussions regarding understandings or agreements with competitors must be discussed in advance with your local Legal Counsel or the Corporate General Counsel.

**References:**

Antitrust Compliance Policy (0101-007)
Contributions and Company Memberships Policy (0101-020)
The SEC Consent Decree is a Court order imposed upon the Company, with its consent, by a federal court in 1976. The Decree is basically a contract between the Company and the Court that governs certain conduct of the Company and its officers, representatives, agents, employees, affiliates and subsidiaries. By the terms of the Decree, McDermott’s Board of Directors or its appointed committee – specifically the Audit Committee – has a continuing obligation to assure that the Company fully complies with the spirit and the letter of the Decree. Violations of the Decree can result in significant civil and criminal penalties being imposed upon the Company and individuals.

A copy of the Decree is available through the Corporate Compliance Officer.

Although the Consent Decree prohibits activities that are discussed elsewhere in the Code of Business Conduct, restating the prohibitions in this section underscores the Decree’s importance as a continuing reminder of the need to maintain the highest ethical standards in the conduct of Company affairs.

Briefly, the SEC Consent Decree prohibits the Company, its officers, representatives, agents, employees, and its affiliates and subsidiaries from:

1. making false entries in the books and records of any company, or creating “off the books” cash funds;
2. using funds of any company for unlawful political contributions or any other unlawful purpose; and
3. giving money or anything of value that could be seen as a bribe to any representative of a customer of, or a supplier to, the Company to induce a purchase or sale.

Our policies address gifts and entertainment and gives particular attention to dealings with government officials. The specific requirements that support the SEC Consent Decree are defined in the Company’s policy on Gifts and Entertainment.

**Key Requirements**

All employees, agents and representatives must strictly comply with the Consent Decree. Violations must be reported immediately to the Corporate General Counsel. If you are asked to take an action which would result in a violation, report the request to your local Legal representative, local Compliance Manager, your supervisor, or to the Ethics HelpLine.

**Tips**

- Don’t make false entries in accounts, create or maintain “off the books” cash funds.
- Using Company funds for unlawful purposes, including unlawful political contributions and bribes is strictly prohibited.
- Don’t put yourself in a situation where you give something of value to a representative of a customer or a supplier in circumstances that, when reviewed after the fact, could be seen as your seeking something in return.
- Request and receive the required prior approvals that are set out in Company Policies.
- Conduct all activities in a manner consistent with the highest ethical standards.
- Record all transactions accurately and completely so that they fully reflect the transaction.
• Consult with your local Legal department or Corporate Compliance Officer if you have any question concerning an activity or transaction.
• Be aware of the fact that providing lavish or repetitive entertainment to customers or suppliers has the potential to violate the letter and spirit of the Decree.

References:
SEC Consent Decree
Giving and Receiving Items of Value - Gifts and Entertainment Policy (0201-002)
Ethics and Compliance Program Policy (0201-001)
Facilitating Payments Policy (0201-005)
Bribery And Corruption

Policy Overview

The Foreign Corrupt Practices Act (FCPA) of the United States and the laws of many other countries prohibit payments or offers to make payments of any kind, including the giving or offering of anything of value to foreign (non-U.S.) government officials, including officials of public international organizations, office seekers, political parties, or party officials to influence business in any way or obtain an improper advantage. The FCPA also applies to agents acting on our behalf as well as the activities of joint ventures and consortiums between the Company and foreign governments or their agencies.

NOTE: the FCPA does not prohibit “facilitating” or “expediting” payments (payments of modest amounts of money intended to speed or initiate the performance of routine and expected government services to which the Company is legally entitled). For more information on facilitating payments, consult Policy 0201-005, or the office of the General Counsel.

The FCPA also requires that we maintain a system of internal accounting controls, and that our books and records accurately reflect all transactions. No one may make false or misleading entries in Company records for any reason. You must provide adequate documentation for all Company payments with which you are concerned, and should neither make nor accept payments intended to be used in any part for reasons other than those described in supporting documents.

The Company insists that all employees, agents or representatives comply with the FCPA. Should you see or learn of violations, or be approached with requests that would result in a violation, you must immediately report them to local Legal Counsel or the Corporate Compliance Officer.

Key Requirements

Make no payments of any kind or offers to pay or give anything of value to anyone in foreign government, or any representative of such persons, with the intent of gaining an improper advantage. Similarly, payments or offers are not to be made through agents, consultants, joint ventures or other affiliates doing business abroad. Such payments or offers are subject to criminal or civil prosecution under the laws of many countries as well as the U.S. Foreign Corrupt Practices Act. Violations or suspicious activity must be reported immediately.

Tips

• Written approval of the Corporate Compliance Officer must be obtained prior to making any facilitating payment (payments to officials of any government entity or those associated with them) to expedite a service we are legally entitled to.
• Report any violation you observe or hear about.
• Don’t give gifts or entertainment to government officials without prior approval of the Corporate Compliance Officer.
• Keep accurate accounting records for quarterly and year-end SEC reporting.
• Report any request to give or receive payments that would be illegal.

References:
Facilitating Payments Policy (0201-005)
Conflict of Interest Policy (0201-006)
Ethics and Compliance Program Policy (0201-001)
Boycotts

Policy Overview

A boycott is an organized effort to coerce its “target” to take a specific action. Boycotts are “enforced” by refusing to buy, sell or use the target’s products and/or services. The anti-boycott provisions of U.S. law were adopted to require U.S. firms to refuse to participate in foreign boycotts that the United States does not sanction. They have the effect of preventing U.S. firms from being used to implement foreign policies of other nations that run counter to U.S. policy. The anti-boycott provisions apply to all U.S. individuals, all companies located in the United States, and all foreign affiliates of such companies engaging in any activity relating to the sale, purchase or transfer of goods and services (1) between the United States and a foreign country, or (2) transfers in which the U.S.-based company takes title and the goods and services are and remain outside the United States.

The Company is also required to promptly report to the U.S. Government any request to join in, support, or furnish information concerning a non-U.S. boycott. As an employee, you must report such matters to your local Legal department in order for the Company to fulfill its obligation to report boycott request activity to the government.

Key Requirements

United States laws prohibit anyone acting on behalf of the Company from participating in boycotts against countries friendly to the United States. United States laws also provide for denial of tax credits for participation in unsanctioned boycotts. With few exceptions we are required to report to the U.S. government boycott requests as well as requests for boycott-related information. While these laws were passed primarily to address the Arab boycott of Israel, they apply to boycotts of any country friendly to the United States.

We must not provide information of any kind that will violate U.S. anti-boycott laws and regulations. If you receive an oral or written request, you must report the situation immediately to your local Legal department. Do not take any action on such a request until you receive legal advice.

Because the Company can be subject to civil and criminal penalties and administrative sanctions for violating anti-boycott regulations, compliance with Company Anti-Boycott Policy (0801-001) is mandatory.

Tips

• You must examine purchase orders, contracts, letters of credit, invitations to bid, and other types of requests for information to ensure that they do not contain any boycott-related request.

• Promptly report any request for information concerning a foreign boycott – and any other information you may learn about such a boycott – to your local Legal Counsel.

• Be familiar with the Company’s Anti-Boycott Policy, its checklist of criteria for potential offending language or provisions, and its list of boycotting countries.

• Units of the Company which do business in the Middle East area must be especially attentive to boycott concerns and must process all documents and requests in strict accordance with Anti-Boycott Policy and procedures.

• When there is any question about boycott issues, submit all bids, contractual documents and proposed commitments to your local Legal department for review and decision.

References:
Compliance with U.S. Government Anti-Boycott Law & Regulations Policy (0801-001)
Trade Restrictions And Export Controls

Policy Overview

The United States has adopted a variety of trade restrictions and export controls to protect our national security and to promote foreign policy. The Company and its subsidiaries are subject to these laws, and support them wholeheartedly. As an employee, you must be aware of these restrictions and controls, honor them, and consult with appropriate Legal or Procurement departments if you have any question about the legality of any Company transactions.

Included in U.S. restrictions are prohibitions against dealing with specifically identified countries or persons or entities acting on their behalf, as well as transactions involving certain named narcotics traffickers and terrorists. The United States maintains lists of these countries, persons and entities which you must consult — in sum, you must know your agents, partners and customers.

The U.S. restrictions also provide that specific licenses must be received before the export or re-export of U.S. origin products, services or technology to specified countries or entities, as well as to certain end users or for specified end uses. It is imperative that you know who you are dealing with and the ultimate destination and end use of products that we sell.

Numerous foreign countries in which we operate also have restricted trade with designated countries.
Key Requirements

You are expected to obtain advice from your local Legal department or Procurement department before you make any commitments concerning export or re-export of goods, services, technology or software. An oral discussion with any foreign person – even someone inside the United States – that discloses technical information is considered an export.

You must abide by all trade restrictions and export control laws affecting the Company and its products and services. Failure to do so may lead to civil or criminal penalties as well as to the Company’s loss of export privileges. If you are found to have knowingly violated trade restrictions or export control laws, you are likewise subject to Company disciplinary action up to and including dismissal.

You must take reasonable measures to ascertain the “end-user” identity, the location and intended use for products that are exported.

The following are examples of actions that may be covered by U.S. trade restrictions export control laws:
• Export of goods, services, technology and software from the United States.
• Re-export of U.S. origin goods, services, technology and software already outside the United States.
• Dealings with countries designated by the United States or designated persons acting on behalf of those countries, designated terrorists and designated narcotics traffickers.

Tips

• Before engaging in any export/import transaction, be sure that:
  • the transaction is not prohibited,
  • you have applied for and received all regulatory approvals, and
  • you have secured all needed licenses.

• Remember that displaying any technical data at either foreign or domestic trade shows may require export authorization.

• If you are regularly involved in export or import, be thoroughly familiar with government prohibitions and source-specific information regarding them.

• You must not do anything that would facilitate business with any country subject to an embargo by the United States or by the host country.

• If you have any question as to whether an item or a technology is restricted, consult with your local Legal or Procurement departments.
Political Contributions

Policy Overview

We encourage you to participate in the political process, always keeping in mind that the law as well as Company policy requires that your political activity be an entirely personal matter. The Company may not force your involvement in the political process; you may not use the Company for political purposes.

The Company has legally established a Political Action Committee (PAC). You may choose to contribute to it, but your participation is voluntary.

You may not use Company funds or the Company name for any political purpose, direct or indirect, except as permitted by law. You may not cite your position in the Company or use Company facilities for political purposes. If you give money to political candidates or parties, you should not expect repayment or special consideration from the Company.

The Company will not provide loans, advances or gifts of services, or anything of value in support of political candidates or parties, except as permitted by law. Federal law prohibits Company contributions to political candidates for federal offices. The requirements of U.S. laws which address political contributions vary at the state level and in general are more restrictive at the federal level. These laws are very complex and are revised from time to time by new legislation. Guidance should be obtained from the Legal department on all matters relating to political contributions.

The General Counsel must approve in advance all political contributions and any activity or service provided by the Company to government officials, office-holders or political candidates.

Outside the United States, permission to use Company funds or assets for political purposes must be granted in writing by the Chief Executive Officer and General Counsel or their respective designees – even where such practices are permitted by law (including the Foreign Corrupt Practices Act).

Key Requirements

Your political activities and those of the Company must be strictly separated. The law and our policies forbid the Company or members of company management to coerce you by any means to contribute to or assist with any Political Action Committee, political party, candidate or cause.

References:
Contributions and Company Memberships Policy (0101-020)
The Company name, funds, services, or property shall not be used to further any political cause, except as permitted by law.

Violations of the relevant laws are subject to criminal prosecution, and may adversely affect the Company’s business through fines, loss of access to government contracts, and more. Violators will be subject to Company disciplinary action up to and including dismissal.

**Tips**

- Feel free to engage in a political cause, but don’t use the Company to advance personal political interests.
- Report any attempt to coerce your participation in a political cause on behalf of the Company.
- The Company will not compensate you or give you special treatment for political contributions you make.
- Don’t offer or give any political contribution that is not legal for the recipient to accept.
- Don’t use the Company’s name or cite your position with the Company to support any political goal.
- Report all legal political contributions or assistance you may make on behalf of the Company and with its knowledge and approval.
- Obtain written authorization from the Corporate General Counsel before using Company funds or assets for political contributions.
Procurement Activity

Policy Overview

Suppliers play a critical role in the Company’s core businesses and contribute to its goal of providing high quality, efficient and competitive solutions for our customers. We must purchase all equipment, supplies and services on the basis of merit, treating suppliers, vendors and subcontractors fairly and without discrimination, except in cases where the procurement process dictates that we give preference to certain groups for socioeconomic purposes.

As a Company employee, you must employ the highest ethical standards in choosing sources, in negotiations, in determining awards and in administering all purchasing activities. You must be especially careful to avoid conflicts of interest between the Company and the person or firm to be employed.

Section 1200 of the Company Policies Manual provides the policies to which all employees must conform when dealing with suppliers of goods and services, contractors and subcontractors. In addition, you must adhere to the respective policies and procedures which address such requirements as professional conduct, confidentiality, qualification of bidders and negotiations.

Key Requirements

You are expected to be knowledgeable of the Company’s procurement policies and procedures if you are engaged in any aspect of acquiring goods or services for the company. The key principles to be followed are:

• Treat all suppliers, contractors and subcontractors fairly and equally. Once qualified, all bidders selected for a specific procurement are to be considered in the evaluation for subsequent award.
• Specifications should be developed that reflect intended use and should not be based on a particular supplier’s product.
• All potential bidders are to be selected on the basis of their financial and performance capabilities, their ability to meet technical and commercial requirements and the suitability of their services or products.
• All records must be accurately created and maintained to document the procurement process and to substantiate procurement decisions.
• All steps in the bid request, evaluation and award/order process are to be executed on a confidential basis. Do not divulge procurement information to anyone outside the Company or to persons inside the Company who do not have a “need to know.”
• It is essential that each employee involved in the procurement process avoid any appearance of favoritism in the award of contracts for goods and services. Any relationship between you and a supplier or contractor must in no way compromise your ability to transact business on a professional, impartial and competitive basis or influence business decisions made by the Company.
• Purchasing decisions must be based on merit alone, except where preferences must be given for socioeconomic purposes.
• Failure to follow the appropriate procurement procedures or failure to avoid conflicts of interest can result in termination of employment.

References:
Corporate Policies and Procedures Manual, Section 1200
Conflict of Interest Policy (0201-006)
Giving and Receiving Items of Value - Gifts and Entertainment Policy (0201-002)
Tips

• Provide the same information and instructions to each competing supplier for a proposed purchase.
• Protect all proprietary data our suppliers provide to us as reflected in our agreements with them.
• Use merit alone as the standard for procurement decisions.
• Especially guard against conflict of interest between the Company and the persons or firms being chosen.
• Strictly follow the Company’s policies and procedures in dealings with suppliers, vendors, contractors and subcontractors.
• Guard against accepting gifts, favors, hospitality or entertainment that could be perceived to be an attempt to gain favorable treatment.
• Do not obtain “check bids,” i.e. bids that are used merely to verify the competitive stand of a favored or sole source supplier/contractor.
Fair Employment Practices

Policy Overview

McDermott offers equal employment opportunity (EEO) to qualified individuals, regardless of race, religion, national origin, age, sex, disability – or any other factor protected by law and/or Company policy. Every employment decision you make must conform to applicable federal, state or local laws and/or Company policy. These policies apply not only to hiring decisions, but to all terms and conditions of employment. The Company is committed to maintaining a diverse workforce where employees are hired, retained, compensated, disciplined and promoted based on their contribution to the Company and their performance. All employees should work in a professional atmosphere that promotes productivity, and encourages creativity and innovation. The Company is committed to ensuring that all individuals in the work environment are treated with respect and dignity. We will not tolerate unlawful discrimination of any kind. All employees are expected to share the Company’s commitment by ensuring that their relationships with others in the work environment are always conducted in a professional manner.

The Corporate Human Resources Vice President is responsible for ensuring that this policy is implemented throughout the Company, but you and other employees will often be the means by which it is effected. If you have fair employment practices questions, consult with your local Human Resources department or Corporate Human Resources.
Key Requirements

McDermott offers equal employment opportunity to all qualified individuals, strictly conforming to all laws governing the terms and conditions of employment wherever we have operations. This includes observing laws covering freedom of association, affirmative action, privacy, child labor, the right to engage in collective bargaining and the elimination of unlawful employment discrimination. The requirements of equal employment opportunity are primarily defined by U.S. federal legislation. We follow all applicable labor and employment laws wherever we operate around the world. Violations of these laws may result in civil or criminal litigation against the Company, individual employees, or both. Employment decisions shall be made in conformance with the principles of equal opportunity by imposing lawful requirements for the position in question and basing these decisions solely on the individual’s qualifications to meet such requirements.

Employee Relations activities such as compensation, benefits, transfers, layoffs, training, promotion, etc., shall be administered without regard to race, religion, age, color, sex, national origin, handicap or Vietnam era veteran’s status.

Tips

- If you are hiring an employee, impose lawful requirements for the position being filled. Choose from individuals based on their qualifications to perform the job.
- Judge employees under your jurisdiction on performance; avoid introducing unrelated considerations into your decisions.
- Supervisors and managers have a special responsibility to consistently adhere to and apply the Company’s policies regarding equal employment and harassment and must be able to show non-discriminatory reasons for taking personnel actions.
- Review your own decisions to ensure that merit and business considerations drive your actions, rather than subtle bias.
- Document instances of unsatisfactory performance as they occur and inform the individual of his or her shortcoming.
- Where unsure of the appropriate course of action, check with applicable Company policies and/or contact your local Human Resources department for assistance.

References:

Equal Employment Opportunity Affairs Policy (1403-001)

“Respect, dignity, and fairness – these values guard one of our greatest strengths, the diversity of our employees. Managers must embrace a personal commitment and responsibility for implementing fair employment practices and upholding our Employment and Harassment policies. In addition, all employees must treat each other, our customers, contractors and suppliers with dignity and respect.”

Stephen M. Johnson, President and CEO
McDermott International, Inc. – May 18, 2010
Alcohol And Substance Abuse

Policy Overview

Our goal is a workplace free from substance abuse of any kind. You are expected to be fit for duty and capable of performing your assigned responsibilities in a safe and productive manner. Use of alcohol or use of controlled substances in the workplace is inconsistent with this goal, therefore McDermott:

- Prohibits the illegal use, sale, transfer, purchase, or possession of controlled substances on Company premises, and prohibits the presence of impairing levels of controlled substances (whether legal or not) in an employee’s system while the employee is in the workplace. Possession of legally prescribed drugs is not prohibited, but you are responsible to insure that while in the workplace the use of prescribed drugs will not affect your productivity or the safety of the workplace.
- Prohibits intoxication in the workplace, regardless of where the alcohol is consumed, and forbids employees to manufacture, distribute, possess or use alcohol while on the Company premises, unless specifically authorized by the Company. These restrictions are a minimum requirement, and apply to McDermott entities worldwide. Local laws and regulations may add to these requirements, but may not reduce them.

Where permitted by law, to assure compliance, the Company reserves the right to test for the use of alcohol or other controlled substances, and may conduct searches in the workplace if there is reason to suspect violation of policy.

Key Requirements

You must abide by Company policies and local restrictions on the use of alcohol and controlled substances or face disciplinary action including termination. Where Company and local requirements differ, the stricter rule applies. Because the Company’s success and your employment and productivity depend on a drug- and alcohol-free environment, you must report any violations you see, or, as a supervisor, deal with them directly. The Company is committed to maintaining a work environment that is safe for all employees.

References:
Alcohol and Substance Abuse Policy (1403-004)
Tips

• If you have a problem with substance abuse, seek professional help before it adversely affects you personally or professionally.
• Never use or be under the influence of any impairing substance on the job. Your impairment could endanger people or property.
• Don’t bring alcohol into the workplace by any means or for any purpose not authorized by the Company.
• Except for legal medical prescriptions, don’t bring controlled substances into the workplace.
• If you are taking a legally prescribed drug that affects your judgment or reaction time, discuss the situation with your supervisor or Human Resources representative to determine if you should report for work. You should not undertake critical tasks while impaired.
• Follow local laws and customs when they are more restrictive than Company policy.
Harassment And Discrimination

Policy Overview

Harassment in the workplace is behavior that is unwelcome and offensive to specific individuals or groups, or that unreasonably disrupts their work. We will not tolerate actions, comments, inappropriate physical contact, sexual advances, or any other conduct that is intimidating or otherwise offensive or hostile.

Harassment can occur under many different conditions. A common form of harassment is sexual harassment, which in general occurs when

1. a request for a date, a sexual favor, or other verbal or physical conduct of a sexual nature that is unwelcome, is made a condition of employment or used as the basis for employment decisions; or
2. an intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.

Harassment can take other forms as well. Harassment may include verbal or physical conduct that denigrates or shows hostility toward an individual and can reasonably be perceived as threatening, offensive and/or insulting. Examples include calling individuals derogatory, crude or insulting names; performing threatening, intimidating, or hostile acts; and placing written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group.

Discrimination is unequal treatment of an individual in employment decisions based on race, religion, gender or other protected characteristics as defined by U.S. Federal or local laws and/or Company policy. Unlawful discrimination may include consistently favoring one person(s) over another because of his race or other protected characteristic in employment decisions when there is no significant difference in their job performance.

Obviously, “unequal” treatment is also “unfair.” The Company is committed to ensuring a work environment in which all employees are treated fairly.

The law requires non-discriminatory and equal treatment of individuals in employment decisions, and the Company is committed to providing such a workplace.

References:
Discrimination and Harassment Policy (1403-003)
Key Requirements

Harassment and discrimination in all circumstances are inappropriate and unacceptable. Submission to such behavior is unnecessary and never a term or condition of employment for any person in our Company. We are committed to providing a harassment- and discrimination-free workplace and to resolving any situation where individuals report that harassment or discrimination may have occurred. You should not keep silent and endure or observe behavior that you feel is inappropriate.

Tips

- Harassment and discrimination questions or concerns should be addressed when possible with the employee’s supervisor or manager. Additional Company resources available to the employee are: Human Resources representatives, Legal department, Compliance personnel and the Ethics HelpLine.
- Show respect and courtesy to all employees, customers, vendors, contract workers, and visitors.
- Do not do or say things that may be considered offensive, unwelcome, or insulting. Even if you believe your acts or words are innocent, if someone says you are offending them and asks you to stop, do so at once. Be mindful that “harassment is in the eyes of the recipient.”
- Use good judgment and avoid making jokes or comments using nicknames if there could be a question about their appropriateness.
- Don’t allow personal relationships to affect your judgment and decisions on performance evaluations.
- Use objective, quantifiable standards for evaluating the performance of others.

Submission to harassing behavior is unnecessary and never a term or condition of employment for any person at McDermott. If you are offended by an action or remark, speak up and advise the person that you are upset by his or her words or actions. Request that such behavior stop.
Health, Safety & Environmental

Policy Overview

The Company is committed to preventing all Health, Safety and Environmental (HSE) incidents and has adopted the following principles:

• All occupational and environmental incidents can be prevented.
• All operations must be performed safely and with minimal environmental impact.
• All personnel have the right and responsibility to stop any work they feel may be unsafe.
• Working safely and following Company HSE policies and procedures are conditions of employment.

The Company empowers and expects all employees, contractors, customers, and vendors to perform their duties in accordance with these principles as well as Company polices and procedures.

A safe workplace allows greater productivity, and reduces human and business losses. We want to have an incident-free workplace and have established the Target Zero program to help us achieve that goal. Through the efforts of management, our HSE staff, and individual workers, we have made major improvements. However, because our target is literally ZERO incidents in the workplace, we must relentlessly pursue this goal.

Requirements for the creation and maintenance of a safe work environment are detailed in HSE procedure manuals. The procedures in these manuals are intended to ensure that potential hazards are systematically identified, assessed, and properly controlled, and to ensure that recovery is possible in the event of loss.

References:
Health, Safety and Environmental Program Policy (1500-001)

Key Requirements

The Company considers the protection of human health, safety, and the environment for all its employees, contractors, customers, and the community to be of primary importance. As such, the Company is committed to maintain an HSE program conforming to the best management practices of our industry. The overall success of the HSE program is based on the following:

Management Commitment, Planning, and Accountability. Management is responsible and accountable for protecting employees, assets and the environment in accordance with the Company charter. In addition, prevention of injuries, illnesses and pollution must be made a priority during project planning, operations, maintenance and construction activities.

Employee Participation and Accountability. Line supervisors are accountable for the actions of their subordinates and will always reinforce safe work behaviors. All employees are responsible for stopping unsafe acts, alerting management of unsafe work areas and potential environmental concerns, and for following the Company HSE policies and procedures.

Compliance. The Company will comply with all applicable HSE regulations, codes, and standards and will develop and enforce procedures which detail responsibilities for meeting or exceeding these requirements.

Training. The Company will provide adequate training to ensure understanding of HSE practices and regulatory requirements.

Continuous Improvement. The Company will strive for continuous improvement in its HSE performance through regular measurement and review of its programs and processes.

Managers, supervisors, employees, contractors, customers and vendors must work together to develop the proper attitude, practice and promote proper work habits. Using good judgment and complying with all applicable HSE rules and
regulations will ensure McDermott is a safe and respectable environment in which to work.

No workplace incident is acceptable. As an employee of the Company, you must first take responsibility for your own safety. You should know and follow all HSE rules, regulations and procedures applicable to the facility or asset and your job. Failing to do so not only increases the risk of injury to yourself and co-workers, but could also lead to disciplinary action up to and including termination.

Additionally, violations of HSE laws and regulations can subject the Company to significant fines and may even result in the shut-down of operations.

**Tips**

- Management in each Company location must ensure that all facilities/assets have access to applicable HSE manuals, codes, regulations and standards.
- Observe all HSE rules and regulations and report any unsafe or hazardous conditions immediately to your supervisor or site safety personnel.
- Call the Ethics HelpLine to report situations not resolved through safety reporting channels or to submit an anonymous report.
- All personnel have the authority to stop work to remove a hazardous or unsafe condition without fear of reprisal.
- All McDermott facilities (fabrication yards and marine vessels) must comply with federal, state and local environmental laws regulating pollutants and the handling and disposal of wastes.
- Avoid activities that may lead to illegal emissions or discharges and promptly respond to environmental incidents.
- Handle and dispose of all hazardous wastes in the manner required by law.
- Ensure that subcontractors and vendors at work on Company premises comply with all applicable HSE laws, statutes and regulations governing the particular facility or asset, as well as with additional requirements the Company imposes.
- Reduce risk and ensure proper safety and environmental control by using bid qualification criteria and performance requirements to select capable and responsible subcontractors.
- You are responsible for the safety and health of each individual under your supervision and for the safety of Company equipment and property under your control.
Integrity In Business Relationships

Policy Overview

The Company enters into various business relationships with third parties to further our business objectives. We may establish joint venture corporations, partnerships, project-specific consortium relationships, etc., which may be partially owned by and/or jointly managed with other companies. In addition, the Company retains and utilizes third party professionals, including sales representatives, agents and consultants in the connection with the pursuit of new business opportunities and the execution of our business.

In certain circumstances, it is possible for the Company to be held liable for the acts of others where we are engaged in a joint enterprise such as partnerships, joint ventures or consortium relationships. In addition, where employees are involved in the management of business ventures that are jointly owned or controlled by the Company and third parties, there are circumstances that could give rise to personal liability. Even where the improper actions of others with whom we have business relationships do not result in liability to the Company, it is possible that the Company’s reputation may be adversely impacted.

The Company will only acquire interests in businesses with third parties, and enter into new business ventures partially owned or controlled by third parties, when these third parties are reputable, qualified and agree to comply with applicable laws and the business practices reflected in our Code of Business Conduct. The Company will only engage third party professionals, such as sales representatives, agents and consultants, who are reputable, qualified and agree to comply with the business practices reflected in our Code of Business Conduct.
Key Requirements

If you are involved in Company decisions that establish business ventures with third parties such as joint venture corporations, partnerships, consortium relationships, etc., you must assist in the due diligence process and obtain required approvals before any commitments or representations are made. Any agreements with third parties, including memoranda of understanding, that involve establishing a business venture must condition the Company’s participation in the review and approval of the prospective business partner in accordance with the applicable Company policy, and condition participation in the prospective agreement to compliance with the business practices reflected in our Code of Business Conduct.

If you are involved in the retention of third party professionals such as sales representatives, agents, consultants, etc., you must obtain the required approvals prior to the commencement of any work by such third party professionals on behalf of the Company. All third party professionals must agree to comply with business practices reflected in our Code of Business Conduct.

Any commission or fees paid to third party sales representatives, agents or consultants for assistance to the Company in obtaining business must be reasonable and consistent with sound ethical principles, accepted and customary practices in the industry, our Code of Business Conduct and applicable laws and regulations. The Company will not engage third party professionals, such as sales representatives, agents, consultants, etc., whose employment or retention by the Company is barred by applicable law or would create an actual or apparent conflict of interest.

Tips

• Clearly communicate the Company’s standards and expectations to potential business partners, sales representatives, agents, consultants, etc., and make sure that such are understood and agreed to prior to entering into any contractual relationship.

• Do not engage any government official in any contractual relationship without the expressed written approval of the Corporate General Counsel.

• Be alert to any indications that third parties in business relationships with the Company may be acting inappropriately or contrary to our standards as reflected in our Code of Business Conduct.

• Be especially cautious of any “red flags” involving the conduct of the Company’s sales representatives or agents, including requests for advance payments or additional commissions, reluctance to provide complete information, requests for unusual fund transfers to or from countries unrelated to the transaction, requests to pay any person or entity other than the party which the Company has contracted with, etc.

• Advise our Corporate Compliance Officer or Legal Counsel of any concern of inappropriate or unethical conduct by a sales representative or agent.

• Suspend all activities with a sales representative or agent if inappropriate or unethical conduct is suspected, and take the necessary steps to investigate and resolve.

• Exercise due diligence and good judgment when selecting persons or firms to represent the Company.

References:
Independent Contractor Agreements: Consultants and Professional Services Providers Policy (0201-009)
International Sales Representative/International Sales Agent Agreement Policy (0201-004)
Quality Of Products And Services

Policy Overview
Maintaining the high quality of our projects and products is critical to the success of the Company. Meeting customer contractual requirements is of primary importance together with a focus on continual improvement. We have a responsibility to assure product compliance for the work we undertake as well as our supervision of our suppliers, our vendors and our subcontractors.

Key Requirements
The achievement of a quality product, safely, on time, in budget with no ethical violations is our prime focus. The achievement of this is based on the following:

Management Commitment, Planning and Accountability. Management is responsible and accountable for showing its commitment to quality and for providing the necessary resources to meet the agreed requirements.

Employee Participation and Accountability. Line supervisors are responsible and accountable for the work performed by their direct reports and are required to ensure that quality requirements are made known and followed. All employees are responsible and accountable for performing their work in accordance with approved procedures, safely and with no ethical violations. If at any time employees are not sure what these requirements are, they are expected to ask their supervisor for clarification before continuing the work.

Compliance. The Company will strive for compliance with all applicable policies, procedures, work instructions, codes and standards relating to the work being performed. Reviews, audits and measurements will be made to gauge compliance. Inspections are to be performed and reported in an ethical manner.

Training. The Company will provide training in quality awareness plus any other skill training required for them to perform their work effectively and meet specified requirements.

Continual Improvement. The Company will strive for continual improvement in the quality of its products and services through regular measurement and review of processes.

Zero Tolerance

• Do not falsify reports or misrepresent test results.
• Do not influence another person or third party to engage in conduct that would result in a non-compliant product or service.
• Do not accept responsibility to perform tasks for which you are not qualified.
• Do not neglect your duties/responsibilities.
• Do not misrepresent professional and/or academic credentials.
Communicating with the Public

Policy Overview
Today, businesses are under intense scrutiny from the press and the public and there are an unprecedented number of outlets for business information and news. In this environment, it is important that only authorized persons speak on behalf of McDermott. We need a clear consistent voice when providing information to investors, analysts, the media and the general public. It is important to protect and to maximize our brand reputation and value for the benefit of McDermott and its many stakeholders. To this end, we must guard against diminishing this asset through inappropriate comments to the media, or allowing others to freely use our name as a lever to attract public favor through their association with our Company, our projects and business. Therefore, contact with the media or any third-party web-based information sites is prohibited without the express approval of the Investor Relations and the Corporate Communications Departments.

Key Requirements
Unless you are authorized by these departments, never give the impression that you are speaking on behalf of the Company, either verbally, in writing or electronically. This requirement extends to your participation in on-line forums, blogs, newsgroups, chat rooms, or bulletin boards – before you hit the “send” button, think carefully. Never send emails or post confidential information or material that could be perceived as damaging to the Company’s reputation or could potentially benefit our competitors. Doing so violates Company policy and the Code and can lead to disciplinary action and dismissal. Additionally, if you wish to publish positive business related news, including journal articles, you must seek the authorization of Corporate Communications.

Tips
• Never respond to media inquiries or initiate contact with the media, unless specifically authorized to do so by McDermott Corporate Communications.
• Be alert to situations in which you may be perceived to be representing or speaking on behalf of the Company. Presentations and speeches that become public should be reviewed and approved as appropriate.
• Refer all inquiries from the media, financial analysts and investors to Corporate Communications or the Corporate Investor Relations Department. Regulatory or governmental inquiries should be referred to the Corporate General Counsel or your local Legal Counsel.
Examples of inappropriate behavior include, but are not limited to:
• Discussing financial results, project awards, or other inside information that has not been disclosed to the public.
• Taking photographs or videos of projects or Company property or equipment without a valid business purpose and without Company permission
• Posting personal photos or videos of Company property, projects or technology on websites such as YouTube or MySpace
• Talking to the media, trade publications, information brokers, or data services without proper authorization
• Discussing past, present and targeted projects with vendors and subcontractors beyond the need to secure competitive tenders for our business
• Discussing barge schedules with any member of the media, vendors or our competitors
• Discussing bids with family and friends
• Report suspected violations of our Corporate Communications, Investor Relations and Communication Services policy immediately to your local Public Relations Manager, the Corporate Communications Department, Investor Relations, your supervisor, or the Ethics and Compliance Department.

References:
Corporate Communications Policy (1602-001)
Investor Relations Policy (1602-002)
Ethics and Compliance Program Policy (0201-001)
Illegal Insider Trading Policy (0201-008)
Protection of Company Proprietary Information (1402-003)
Proper Use of Communication and Information Systems

Policy Overview
The Company’s communication and information systems allow us to conduct business efficiently and productively. Our computers, email, networks and communication systems are Company property and are intended primarily for business purposes only. Limited personal use of our communication and information systems is permitted if it does not interfere with the performance of your work. Misuse or abuse of the communication or information systems can expose you and the Company to significant liability. In order to protect the interests of McDermott and our fellow employees, we reserve the right to monitor or review all data and information contained on the Company’s servers and on an employee’s Company-issued computer or electronic device, as well as the use of the Internet or the Company’s intranet.

Key Requirements
You are expected to use the highest standards of behavior and comply with all laws, regulations and Company policies. Remember, when you go online or send an e-mail using McDermott’s systems, you are representing the Company. Never do or say anything in an e-mail or on the Internet that might even appear to adversely affect the Company, its public image or that of a customer, partner, associate or supplier. Practice safe computing habits including establishing secure passwords, keeping your passwords secret, locking your workstation, not disabling the virus protection software, and not storing company-confidential data on shared public drives without proper authorization.

Tips
- The use of Company equipment in the conduct of an outside business or in support of any religious, political, social or charitable activity is prohibited.
- Any personal use must be in keeping with our Code of Conduct, not present a potential or apparent conflict of interest, or be construed as inappropriate for the business environment.

- Sending unsolicited bulk email, chain letters or joke emails from a Company email account is prohibited.
- Use of the email system for personal commercial purposes or any illegal purposes, or for the creation or distribution of any disruptive or offensive message is prohibited.
- Transmitting or downloading information that is disruptive, offensive, threatening, malicious, false, reckless, or otherwise harmful to morale is prohibited.
- Viewing, uploading, downloading or circulating any of the following is prohibited:
  - Pornography or other sexually explicit material
  - Violent or hate-related messages or material
  - Bigoted, racist or other offensive discriminatory messages aimed at a particular group or individual
  - Malicious, libelous or slanderous messages or material
  - Subversive or other messages or material related to illegal activities
  - Copyrighted or licensed material unless appropriately authorized to do so by the legal owner of the copyright or license
  - Accessing or attempting to access unauthorized information or data sources at McDermott or any other site is prohibited.

References:
Use of Company Communications and Information Systems Policy (0901-006)
Personal Computer Software License Agreements (0901-002)
Ethics and Compliance Program Policy (0201-001)
Conflict of Interest Policy (0201-006)
Protection of Company Proprietary Information (1402-003)
Harassment Policy (1403-003)
Taking Action

“Each of us is responsible for acting ethically.”

Company Responsibility

McDermott is responsible for implementing the ethics and compliance program, creating and maintaining policies, updating and distributing this Code, and making other resources available to employees. We will provide information to help all employees understand and live up to the Code by offering:

• Clear policies and procedures.
• Training and education.
• Resources where employees can get advice, raise concerns, and make reports.
• Ethics HelpLine.
• Business Unit and Corporate Compliance resources.

All conversations, calls, and reports made in good faith will be taken seriously. Our Company will investigate all reported concerns – promptly and as confidentially as possible – and resolve those concerns appropriately. If, after investigation, we find that the Code has been violated, we will take appropriate action, including disciplinary action, and make such changes necessary to prevent recurrences. Our actions may include notifying the appropriate governmental agency.

Ethical Leadership

Managers and supervisors are expected to provide timely advice and guidance to employees on ethics and compliance concerns. We all should help create a work environment that values mutual respect and open communication. The more we talk openly about ethics and compliance, the clearer everyone will be about what is expected. Managers and supervisors must take a leadership role in meeting the following additional responsibilities:

• Never ask an employee to do what you would be prohibited from doing yourself.
• Be a resource for employees. Communicate to employees about how the Code and policies apply to their daily work.
• Serve as a role model for the highest ethical standards and work to create and sustain a culture that demonstrates care and concern for your colleagues.
• Be proactive. Take reasonable actions to prevent and identify misconduct and report situations that might impact the ability of employees to act ethically on behalf of the Company.
• Take prompt action to correct business conduct that is inconsistent with the Code or policies.
• Seek assistance from other supervisors whenever you are unsure of the best response to any given situation.
• If you supervise external business partners including suppliers, vendors, contractors, agents, representatives, consultants and joint venture partners ensure they understand and meet their compliance obligations.

Employee Responsibility
As an employee of this Company you must first take responsibility for your own ethical behavior. You have the responsibility to read, understand, and comply with this Code of Business Conduct and learn the details of the Company policies that specifically impact your work assignments. Additional responsibilities include:
• Maintaining the highest ethical standards in conducting all Company business.
• Taking the training that is required to do your job.
• Cooperating in internal investigations about reported ethics or compliance matters.
• Ensuring that your actions are lawful and ethical.
• Asking questions and getting advice before you act if you are uncertain about the right course of conduct.
• Reporting any concerns or suspected violations.
• Checking the Ethics Web Site, http://ec.mcdcorp.net/, for more specific guidance, if needed.

No reason, including the desire to meet business or personal goals, should ever be an excuse for violating laws, regulations or policies.

Reporting Suspected Violations of our Code of Business Conduct
McDermott has an opportunity to improve every time you ask a question or raise a concern. When you speak up to clarify a policy or report questionable conduct in the workplace, you are protecting your colleagues, our stakeholders and the Company. If you believe that someone associated with McDermott (including managers, supervisors, fellow employees, suppliers, vendors, contractors, agents, representatives, consultants and joint venture partners) has violated a provision of our Code of Business Conduct, you are expected to bring the matter to the attention of your supervisor or manager, your Human Resources representative, your local Compliance Manager, Legal department, or the Corporate Compliance Officer. You can make reports by telephone, through e-mail at ethics@mcdermott.com, via the web at https://www.McDermottEthics.alertline.com, in person or by contacting our Ethics HelpLine. You have a personal responsibility to report activity that appears to violate this Code or laws or regulations. We will investigate all reported matters promptly and as confidentially as possible. The Company will take corrective action and make necessary changes.

We expect every employee to cooperate with lawful investigations into allegations that our Code, policies or laws have not been followed. The Company will cooperate with lawful government investigations. When we are notified of an external investigation, we will take prompt action to preserve documents that may be relevant.

How the Ethics and Compliance HelpLine Works
You can always call our Ethics HelpLine at 800-456-6236 to ask a question, express a concern, or report a possible violation of laws, regulations, or our Code. If calling from outside the U.S. or Canada, please refer to the Ethics Web Site (http://ec.mcdcorp.net/) for a complete listing of local HelpLine numbers. The Ethics HelpLine is also available as a confidential anonymous means to report concerns regarding questionable accounting or auditing matters to the Audit Committee of the Board of Directors. An independent organization answers this telephone line twenty-four hours a day, seven days a week. To support the various languages spoken by our employees, an interpreter will be included in the call when needed.
When reporting a concern or making an allegation, you will be asked to provide the name and location of your organization, the names of the people involved, and other details so that the Company can investigate. Every concern or allegation is handled promptly, discreetly, and professionally. The Company will investigate reports of illegal or unethical conduct and take appropriate action to resolve each reported matter.

All calls to the Ethics HelpLine are handled as confidentially as possible. If you prefer, you may remain anonymous although this may make it more difficult to investigate and resolve your concern.

**Prohibition Against Retaliation**

Regardless of the type of misconduct reported, or the method of reporting that is chosen, McDermott will not tolerate any retaliation or retribution against anyone who makes a good faith report of an alleged violation of the Code.

Individuals who raise concerns or who help to resolve reported matters are protected against retaliation. However, anyone who uses the ethics and compliance program to spread falsehoods or threaten others, or with the intent to unjustly damage another person’s reputation, will be subject to disciplinary action.

We take claims of retaliation seriously. All such claims will be thoroughly investigated and, if substantiated, retaliators will be disciplined up to and including termination. If you believe you have been retaliated against call the Corporate Compliance Officer or an Ethics and Compliance Manager.

**Disciplinary Action**

Violating relevant laws, regulations, or this Code, or encouraging others to do so, exposes you and the Company to liability and puts McDermott’s reputation at risk and therefore may result in disciplinary sanctions up to and including termination of employment. Some violations may be criminal in nature and punishable by fine and/or imprisonment of individuals. Violations can jeopardize our relationships with our customers and suppliers, and could result in our loss of the privilege to do business in the United States or elsewhere. Employees who violate this Code, laws, or regulations are subject to disciplinary action up to and including termination of employment. The Company takes a zero tolerance position on violations; there are no exceptions.

**Waivers**

In rare situations, McDermott may grant exceptions to this Code. Any exception request must be made and explained in writing to the Chief Compliance Officer. If the request is appropriate in the situation, the Chief Compliance Officer will consult with the Board of Directors or a Board Committee to grant approval and make any required disclosures to shareholders. Approvals of such requests will be made in writing and maintained by the Chief Compliance Officer. Any waiver of the Code for Executive Officers or Directors must be approved by the Board of Directors or a Board Committee and must be promptly disclosed to shareholders.
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# Receipt and Acknowledgement

I acknowledge that I have received my personal copy of the McDermott Code of Business Conduct, and that as an employee of McDermott International, Inc. or one of its subsidiaries or affiliates, I am responsible for knowing and adhering to the standards outlined in it.

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*To be filed in Individual’s personnel file*
Vendors, Independent Contractors, & Others

Receipt and Acknowledgement

I acknowledge that I have received my personal copy of the McDermott Code of Business Conduct, and that I, individually, and my employer, if any, will adhere to the standards outlined in it in all business activities with McDermott International, Inc., or any of its subsidiaries or affiliates.

Signature

Date

Name (please print)

Employer

Location
Notes
Code of Business Conduct

An internal publication of McDermott International, Inc.

MCDERMOTT

Approved by the McDermott International, Inc. Board of Directors.
[2010 Printing]