

# Seagull Maritime - Code of Conduct

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## Approvals

The signatures below certify that this procedure has been reviewed and accepted, and demonstrates that the signatories are aware of all the requirements contained herein and are committed to ensuring their provision.

	Name	Signature	Position	Date
Prepared by	James Kapplan	Signed on Original	Compliance Officer	05/09/21
Approved by	Pavel Shparber	Signed on Original	CEO	05/09/21

## Amendment Record

This procedure is reviewed to ensure its continuing relevance to the systems and process that it describes. A record of contextual additions or omissions is given below:

Page No.	Context	Revision	Date

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## 1. Introduction & Purpose

The role of this manual is to provide Seagull Maritime Security staff with the supporting information necessary to allow them to embark serve and disembark from a transit on a vessel as part of the security team whilst doing so in a professional, efficient and safe manner in an organisational culture of zero accidents.

The Company is proud of the values with which it conducts business. It has advocated and will continue to uphold the highest levels of business ethics and personal integrity in all areas. To this end, this Code of Business Conduct and Ethics serves 4 major functions. Firstly it underlines the Company's commitment to ethics and compliance with the law; secondly it lays down standards of ethical and legal behaviour; thirdly, it provides reporting mechanisms for known or suspected ethical or legal violations; and finally it helps prevent and detect wrongdoing.

Such is the variety and complexity of ethical questions that could arise from Company activity that this Code of Business Conduct and Ethics can only act as a broad guide. In the simplest of terms, when confronted with ethically ambiguous situations, if something looks or feels right, it probably is, and if something looks or feels wrong, it probably is.

## 2. References

Reference	Description
UK Bribery Act 2010	<a href="http://www.legislation.gov.uk/ukpga/2010/23/contents">http://www.legislation.gov.uk/ukpga/2010/23/contents</a>
US Foreign Corrupt Practices Act 1977	<a href="https://www.justice.gov/criminal-fraud/foreign-corrupt-practices-act">https://www.justice.gov/criminal-fraud/foreign-corrupt-practices-act</a>
ILO Convention No. 182 Voluntary Principles on Security and Human Rights	<a href="http://www.ilo.org/ipecc/facts/ILOconventionsonchildlabour/lang--en/index.htm">http://www.ilo.org/ipecc/facts/ILOconventionsonchildlabour/lang--en/index.htm</a> <a href="http://www.voluntaryprinciples.org/">http://www.voluntaryprinciples.org/</a>
The Montreux Document on private military and security companies	<a href="http://www.eda.admin.ch/psc">http://www.eda.admin.ch/psc</a>
United Nations Guiding Principles on Business and Human Rights and their	<a href="http://www.business-humanrights.org/SpecialRepPortal/Home/Protect-Respect-Remedy-Framework">http://www.business-humanrights.org/SpecialRepPortal/Home/Protect-Respect-Remedy-Framework</a>

“Respect, Protect,  
Remedy”  
framework

Health and Safety  
at Work Act 1974

<http://www.legislation.gov.uk/ukpga/1974/37>

Data Protection  
Act 1998

<https://www.gov.uk/data-protection/the-data-protection-act>

The International  
Code of Conduct

The International Code of Conduct for Private Security Service Providers dated 9 November 2010.

Seagull Maritime  
SOPs & Policies

Standard Operating Procedures and policies of the company

### 3. Application & Scope

The scope of this manual encompasses all business conducted by Seagull Maritime Security in the Provision of a private contracted maritime security service.

### 4. Primary Principle

This document sets out Seagull Maritime’s (SMS) Code of Conduct and states our enduring commitment to the highest ethical standards combined with strict adherence to national and international law. Although this is not a legally binding document, it explains the principles and ethical standards that apply to our staff and suppliers. SMS expects every employee, contractor, agent or any other person or company acting for, or on our behalf, to comply with this Code and in so doing, act with honesty and integrity whilst exercising good judgement.

### 5. Supplier Responsibilities

As a company, we ‘strive for excellence’ in all that we do and have an enduring commitment to continual improvement. We are passionate about delivering a service and performance that exceeds the expectations of our clients. We seek new opportunities and innovative solutions to overcome challenges efficiently and effectively in order to excel in our field.

### 6. Operating Environment and Context

We have carefully considered all internal and external environmental factors. These include: international and national legal and regulatory requirements (e.g. licensing and export/import control); the political, natural and physical environments; the role, perceptions and risk tolerance of our clients and other interested parties; as well as key international developments and trends in home state, flag and coastal states and other areas of operation.

## 7. Performance and Improvement

As a company we 'strive for excellence' in all that we do and have an enduring commitment to continual improvement. We are passionate about delivering a service and performance that exceeds the expectations of our clients. We seek new opportunities and innovative solutions to overcome challenges efficiently and effectively in order to excel in our field.

## 8. Legal and Regulatory Compliance

Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. In conducting the business of the Company, employees shall comply with applicable governmental laws, rules and regulations of the Government of the United Kingdom and with any non-UK jurisdiction in which the Company does business.

Although not all employees are expected to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from superiors.

SMS and its employees will comply with all national, international and flag state laws, which include legislation on trade, export controls and financial and political sanctions. We ensure that all of our activities are carried out lawfully and comply with the terms and conditions of our export control licences and any imposed international restrictions. We operate within strict guidelines, which include Rules on the Use of Force when employing armed guards. We maintain global oversight of our legal responsibilities through government and local engagement and membership of regulatory industry bodies.

It is imperative that everyone in the Company works together to ensure prompt and consistent action against violations of this Code. However, because it can be difficult to know if a violation has occurred, the best approach is always to ensure that we have all the facts. If in doubt, ask a superior.

## 9. Culture, Ethics and Respect

SMS conducts services honestly and honorably, and we expect our clients and suppliers to do the same. Our advice, assistance and the methods imparted through our training and service delivery, take proper account of ethical considerations, together with the protection and enhancement of the moral position of our clients and suppliers. As an international operator, our contractors and employees will consider, in the execution of their duties, local laws, customs and culture. We will ensure that our services and conduct is delivered within legal boundaries and company policy whilst respecting local customs

## 10. Corporate Social Responsibility

SMS acknowledges our corporate social responsibilities. Our business approach is not only to complete our mission and that of our clients but also to manage our business in a way that has a positive impact on the societies and communities in which we operate. As part of this commitment, we implement successful local content programs as part of our operational activities; these programs draw support from the indigenous workforce and contribute to the local economy.

## 11. Health & Safety

We place the highest priority on the health and safety of our employees, contractors and other third parties. We comply with applicable laws and regulations and have implemented a variety of measures including our Health and Safety Policy and a safe system of work to ensure a safe working environment. We recognise the inherent dangers and limitations presented by the complex environments in which we operate and ensure that reasonable precautions are taken to identify and control risks and hazards. All personnel are trained and supplied with appropriate protective equipment to mitigate the risk of harm from workplace activities. All personnel are actively encouraged to report any health and safety risks or near miss situations. Our policies and processes are compliant with OHSAS 18001:2007 Occupational Health & Safety Management Standard.

## 12. Environment

SMS complies with applicable local and national environmental laws and regulations. We have a well-developed environmental management system that highlights our commitment to:

- Annual objectives and targets designed to continually improve our environmental performance.
- Assess and identify any environmental impact within our areas of our operations.
- Implement controls to prevent any environmental damage or pollution.
- Enhancing environmental awareness and commitment through structured training and encouraging the adoption of sound environmental principals and best practice among our supplier and partners.

## 13. Human Rights

SMS conforms to the rule of law, and acknowledges our corporate responsibility to respect human rights. We believe that all businesses and organizations, including ourselves, should avoid causing any adverse effect on human rights. This is reinforced by our commitment to the Voluntary Principles on Security and Human Rights and the UN Basic Principles on the Use of Force and Firearms by Law Enforcement Officials. SMS endorses the United Nations Guiding Principles on Business and Human Rights and their “Respect, Protect, Remedy” framework. SMS does not permit or condone the use of corporal punishment or other forms of mental or physical coercion, sexual harassment or abuse, nor execute threats of such treatment. All SMS personnel are trained to recognize and report any abuses of human rights.

In line with our commitment to joining the International Code of Conduct for Private Security Service Providers, we endorse the principles set forth by the Code. The Code sets out the responsibilities of companies in terms of human rights and humanitarian law, and we acknowledge the importance of these responsibilities.

## 14. Equality and Discrimination

SMS will treat all our personnel fairly and with respect, and comply with applicable employment laws. Issues of gender, race, religion, colour, age, personal disability or sexual orientation will never influence our decisions or actions. All employment decisions will be made on qualifications and competency compared to clearly stated job specifications. SMS will not tolerate any form of harassment or abuse; employees or co-workers should report any harassment or discriminatory behaviour to senior management or a Human Resources representative.

## 15. Child Labor

SMS's recruitment and selection process complies with National Law and International Conventions. SMS will not employ anyone under the basic minimum age of 18 years. Any work which is likely to jeopardize children's physical, mental or moral health, safety or morals should not be done by anyone under the age of 18. Personnel are trained to identify and report the worst forms of child labour as defined by ILO Convention No. 182.

## 16. Working Hours & Pay

SMS complies with National Law and International Conventions on Working Hours, Leave and Wages. Our employees and contractors are paid fairly within agreed timeframes and receive legally mandated benefits required by local law. Any overtime is voluntary and is appropriately compensated. Personnel do not work more than 48 hours per week unless it is permitted according to applicable laws, regulations and collective agreements. Specific information regarding pay and working hours is included within individual staff contracts.

## 17. Freedom of Association & Collective Bargaining

SMS respects the right of its employees' to associate freely, form or join organisations of their choosing and to bargain collectively in accordance with recognised international instruments, local laws and regulations, in full freedom and without fear of reprisal, intimidation or harassment. SMS also recognises its employees' right to refrain from collective representation. SMS is committed to conduct collective bargaining with freely chosen employee representatives of a legally recognised union.

## 18. Drugs and Alcohol

We operate a zero tolerance policy towards drugs and alcohol, which means that any person found to be under the influence of illegal drugs or alcohol whilst on duty will have their contract terminated with immediate effect. The SMS Drug and Alcohol Policy clearly states that employees or contractors are not permitted to consume alcohol or illegal drugs immediately prior to or during any operational activity. Furthermore, they are not permitted to have any alcohol or non-prescription drugs in their possession whilst embarked on any vessel. We aim to ensure that the use of alcohol or drugs does not in any way compromise the safety and efficiency of our services; SMS conduct scheduled and random drug and alcohol testing to ensure compliance.

## 19. Crime

SMS will not contract with, support or service any government, person, or entity in a manner that would be contrary to National or International Law or Convention. Further to this we will not, and require that our personnel do not, participate in, encourage, or seek to benefit from any form of criminal activity including but not limited to: war crimes, crimes against humanity, genocide, torture, enforced disappearance, forced or compulsory labour, hostage-taking, sexual or gender-based violence, human trafficking, the trafficking of weapons or drugs, child labour or extrajudicial, summary or arbitrary executions.



## 20. Bribery and Corruption

SMS adheres to the UK Bribery Act 2010 and acknowledges other international legislation including the US Foreign Corrupt Practices Act 1977. We are committed to transparency and honesty, and oppose financial crime of any kind including bribery and corruption. Personnel are trained to be aware of and recognise forms of bribery. Our policy states that those acting on behalf of SMS must not, promise, offer or give to any person or public official, directly or indirectly, anything of value for the public official them self or another person or entity, in order for that person to act or refrain from acting in the exercise of his or her official duties if such inducement is illegal. This includes the prohibition of facilitation or “grease” payments. Further to this SMS does not directly or indirectly make political contributions or donations. Personnel found to have involvement with any such corruption will face disciplinary action and will be reported to the appropriate authorities. SMS has a detailed Anti-Bribery Policy, which all parties should refer to in connection with your specific anti-bribery obligations.

## 21. Business Gifts and Hospitality

Employees must not offer or accept any inappropriate or valuable personal gifts, hospitality or services from any person or business entity. The receipt or provision of any appropriate or authorised gift or hospitality must be reported and recorded. Any inappropriate offer or request for gifts or hospitality must be reported to senior management. Again, please refer to our Anti-Bribery Policy for further details.

## 22. Corporate Opportunities

Employees are prohibited from taking opportunities that are discovered using corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information or position for improper personal gain and no employee may compete with the Company directly or indirectly. Employees owe a duty to the Company to advance its legitimate interests whenever possible.

## 23. Fair Dealing

Employees shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

No gift or entertainment should ever be offered or accepted by an employee or any family member of an employee unless it is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff and does not violate any laws or regulations. The offer or

acceptance of cash gifts by any employee is prohibited. Employees should discuss with their superiors any gifts or proposed gifts which they think may be inappropriate.

## 24. Confidentiality

SMS is committed to providing a discreet and professional service. This includes the protection of all confidential information, in terms of both commercially sensitive data and personal information. We understand our responsibilities under the Data Protection Act 1998 and adhere to the Data Protection Principles ([www.ico.org.uk](http://www.ico.org.uk)). We will not disclose any sensitive or confidential information outside of the company nor will we use this information inappropriately. Employees must not discuss or disclose any confidential information in public where this can be seen or overheard by others. Confidential information must be stored in a safe and secure location.

Employees must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorised by an appropriate legal officer of the Company or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

## 25. Protection and Proper Use of Company Assets

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be reported immediately for investigation. Company equipment should not be used for non-Company business, though incidental personal use is permitted.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorised use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

## 26. Financial Accuracy

All financial transactions must be conducted correctly and honestly. Employees must obtain adequate approval from personnel with the correct level of financial authorisation prior to any financial action. Employees must not intentionally do anything, which may be dishonest, misleading or incorrect. All transactions must be recorded accurately and promptly and held for audit purposes.

The CEO and Finance Director shall promptly bring to the attention of the Board of Directors, any information they may have concerning (a) significant deficiencies in the financial reporting which could adversely affect the Company's ability to record, process, summarise and report financial data or (b) any fraud that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal control over financial reporting.

## 27. Counterparty Due Diligence

SMS will identify counterparties for every project and satisfy appropriate levels of due diligence prior to any business relationship. In so doing, we will endeavour to confirm the true nature, capability, trading history and identity of any business entity. As part of this process, SMS will actively encourage all parties to comply with this Code and other appropriate policies and procedures.

## 28. Conflict of Interest

A conflict of interest exists when a private interest interferes in any way with the interests of the Company. A conflict can arise when an employee takes actions or has interests that may make it difficult to perform their work for the Company objectively and effectively. Conflicts of interest may also arise when an employee, or members of his or her family, receives improper personal benefits because of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest. It is usually a conflict of interest for an employee to work simultaneously for a competitor, customer or supplier.

Conflicts of interest may not always be clear-cut; if there is any doubt, a director should be consulted. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of superiors or other appropriate personnel or consult the procedures described in the Violations Section of this Code.

All employees shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Finance Director or the Chief Executive Officer. No action may be taken with respect to such transaction or relationship until approved.

Personnel must not engage in any activity which conflicts or competes with the interests of SMS or in any way damage the company's reputation for integrity. Employees must not exploit their position or influence, or misuse any SMS asset including confidential information, for their own personal gain or benefit or that of an unauthorised third party. This also precludes any unfair bias or favouritism during the recruitment of personnel or any other business activity. Any potential conflict of interest must be reported to senior management.

## 29. Complaints and Grievances

SMS has an established complaints and grievance procedure to address any issues or allegations raised.

SMS will:

- a) Welcome any report or allegation of improper and/or illegal conduct, including such acts or omissions that would violate the principles contained in this Code. Procedures will be fair, transparent and offer effective remedies, including recommendations for the prevention of recurrence;
- b) Investigate allegations promptly, impartially and with due consideration to confidentiality;
- c) Keep records about any such allegations, findings or disciplinary measures. Except where prohibited or protected by applicable law, such records should be made available to a Competent Authority on request. All investigations outcome are available to all involved parties, including 3-rd parties, whose rights might have been violated.
- d) Cooperate with official investigations, and not participate in or tolerate from their personnel, the impeding of witnesses, testimony or investigations;

e) Take appropriate disciplinary action, which could include termination of employment in case of a finding of such violations or unlawful behaviour; and ensure that their Personnel who report wrongdoings in good faith are provided protection against any retaliation for making such reports, such as shielding them from unwarranted or otherwise inappropriate disciplinary measures, and that matters raised are examined and acted upon without undue delay.

All answers are provided in English, or any other internationally recognized language that the party speaks.

Any complaint may be applied with emailing to the Company, or by phone, mentioned on official website: <https://seagullmaritimeltd.com/>

No provision in this Code should be interpreted as replacing any contractual requirements or specific Company policies or procedures for reporting wrongdoing.

Please see below contact details for any complaints and grievances within the company:

James Kaplan  
QAO  
Office: +44 (0) 203 519703  
James@seagullsecurity.com

## 30. Reporting Obligations

The Company's directors shall promptly report any known or suspected violations of this Code to the Board of Directors. All other employees should consult superiors about known or suspected illegal or unethical behaviour. No retaliatory action will be permitted against anyone making such a report in good faith.

Staff are required to report, known or reasonable suspicion of any of the acts identified in this document or policy documents to senior management. In turn, senior management are required to investigate any issue and report this to the appropriate authority. If necessary, this may include one or more of the following: the Client, the Competent Authorities in the country where the act took place, the country of nationality of the victim, or the country of nationality of the perpetrator.

## 31. Whistleblowing

SMS is fully committed to supporting its employees and continually improving its systems and policy; especially those areas identified in this code. All staff and subcontractors should feel they are in an environment where they can highlight any safety concerns or infringements of any kind. Therefore, all employees and contractors are actively encouraged to report issues to senior management as soon as possible. All issues will be treated in the strictest confidence but individuals may also highlight issues anonymously. Individuals can either report directly by phone or email to any member of head office staff, in the knowledge that this information will be treated in the strictest confidence. However, if an individual wishes to remain anonymous for whatever reason they are encouraged to write to SMS highlighting the pertinent and sufficient information in order to carry out an investigation (contact details below).

## 32. Non-retaliation

SMS does not tolerate any form of harassment or victimisation and will take appropriate action to protect anyone who raises a concern or grievance in good faith. Any obstruction, discouragement or intimidation to prevent or discourage anyone raising such concerns will be seen as a violation of this Code and will result in disciplinary action.

## 33. Public Communication

SMS believes that open, honest and accurate communication is key to the success and integrity of our business. In order to deliver accurate and consistent corporate communications only authorised personnel are able to speak with the media or make statements on behalf of SMS on social media. Any private use of social media must not breach security or confidentiality

obligations or compromise SMS's reputation or business interests. Any request for an official comment on behalf of SMS must be referred to senior management.

## 34. Timely and Truthful Public Disclosure

In reports and documents filed with or submitted to Government institutions and other regulators by the Company, and in other public communications made by the Company, employees involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these employees shall include thorough and accurate financial and accounting data. They shall not knowingly conceal or falsify information, misrepresent or omit material facts necessary to avoid misleading the Company's independent auditors or investors.

## 35. Accountability

If it is determined that an employee has violated this code or has withheld information related to a violation, the offending employee may be disciplined for non-compliance and may be subject to penalties up to and including dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending employee and the Company. All employees are expected to co-operate in internal investigations of misconduct.

## 36. Compliance with Sanctions

Seagull Maritime is committed to complying with all applicable international and national sanctions regimes, including those prescribed by the United Nations, European Union, and the United Kingdom. The company shall ensure that it operates in accordance with the International Code of Conduct for Private Security Service Providers (ICoC) guidelines on compliance with sanctions.

To this end, the company shall establish and maintain appropriate procedures and controls to identify, monitor, and prevent dealings with individuals, entities, or countries that are subject to sanctions. The company shall not operate in any country that is subject to sanctions, unless an exception is made for humanitarian aid, emergency health issues, or other instances to save human lives or property at sea. In such cases, the company shall inform all related parties, including the UK and Maltese governments, of its activities and seek their guidance and approval.

The company shall regularly review and update its list of sanctioned countries to ensure compliance with the latest legal and regulatory requirements.

Seagull Maritime shall conduct due diligence on any new vendor, supplier, or client before entering into a business relationship with them to ensure that they are not on any sanctions list, also ensure that the client's vessels were not used to circumvent sanctions imposed by the United Nations, European Union, and the United Kingdom. The company has established and maintained appropriate procedures and controls to prevent employees or agents from conducting business with individuals or entities that are on a sanctions list, and shall take prompt action to investigate and remedy any violations that occur despite these procedures and controls.