Topaz Code of Business Conduct

01 January 2010

www.topazworld.com

Introduction:

This Code sets out the behaviours we expect of our employees, suppliers, contractors, agents and partners. Topaz is committed to complying with all applicable legal requirements and working to the highest ethical standards. This Code is a guide to the general principles that inform the way we work with each other and our relationships with customers, suppliers, vendors, competitors, government bodies and the public, including our shareholders. It also provides practical advice to help employees in their day-to-day work.

This Code is not a substitute for accepting individual responsibility and we must each exercise sound judgment and common sense in our actions and dealings with others and seek advice as necessary or if in doubt. All of our employees (at any level in the organization) suppliers, contractors, agents, and partners must conduct themselves accordingly.

Those who supervise others have additional responsibilities under this Code. They must lead by example, and give those who report to them the necessary resources and support to understand and follow this Code's requirements.

We are all ambassadors of the company, and our actions and deeds reflect on the company. All employees must strive to conduct themselves at all times in such a way as to reflect well on the company. While we discourage employees from actions that will tarnish the image of the company, we also encourage employees to actions that will, by association, bring recognition to the company.

If after reading this Code, you have any questions or queries about its application to your work or circumstances, you should speak to your line manager or a member of the senior management team.

Topaz will regard failure to observe the provisions of this Code as a serious misconduct which may lead to dismissal. If you are aware of a situation that has violated this Code or a situation that may lead to a violation of this Code, including one that is beyond your control, you should report it to Executive Management.

This Code is effective as of 1st January 2010.

Throughout this Code, the terms 'we', 'Topaz', 'the Company', 'group' and 'us' refers to Topaz Energy and Marine and/or any of its subsidiaries.

1.0 Compliance with laws and regulations:

This Code is not intended to provide detailed guidance about compliance with every local requirement in the many different countries in which we operate or intend to do so.

Each individual is responsible for knowing and following the laws that apply to the place or country in which they work. Where differences exist as the result of local customs, norms, laws or regulations, you must apply the highest standard of behavior, whether contained in this Code or as a local requirement. If you are in any doubt, you should seek your line manager's advice at the earliest opportunity.

Topaz strives to comply with the laws, rules, regulations, and sanctions of the jurisdictions in which we work and to co-operate with routine government and regulatory enquiries and investigations. If you are subject to any such enquiry, you should notify your line manager before responding. If you have questions about how any of these laws or sanctions might apply to you, you should also speak to your line manager immediately.

Over and above the law, employees are required to comply with the norms and customs of the countries we operate in. Employees are required to ensure they comply with the social norms of the country.

2.0 Health, Safety, Environment (HSE), and Security

We are fully committed to achieving our target of zero accidents and to the transparent reporting of our health and safety record. You should refer to our more detailed HSE policy issued by the CEO on this which can be found on our intranet.

We employ persons from a great diversity, and are committed to providing an environment that recognizes and supports working together effectively.

We regard excessive alcohol consumption or the use of controlled drugs as incompatible with the proper performance of an employee's duties. We may ask employees to undertake random drug and/or alcohol tests. We are committed to helping those employees who disclose to us, in confidence and of their own volition (and not when subject to a drug or alcohol test), that they suffer from drug and/or alcohol dependency.

Employees are required to comply with the detailed HSE guidelines and procedures in place for the operations in which they are involved.

We conduct our operations in accordance with all legal and other requirements in order to minimize any negative environmental impact and we maintain a target of zero environmental incidents.

We aim to provide a safe working environment for all those who work with us and we protect our assets against fraud, misuse, and other illegal activities.

3.0 Conflict of Interest:

A conflict may arise where personal interests are at odds with those of our business. If you are in any doubt as to whether a potential conflict exists (concerning you or a third party), you should disclose it immediately to your line manager, and in writing inform the General Manager, Human Resources.

The activities of close relatives can create conflicts of interests, too; 'close relative' means a spouse, partner, parent, step-parent, child, step-child, sibling, step-sibling, or a mother, father, sister or brother in-law.

Whilst we cannot provide an exhaustive list, some potential conflicts would be:

- An employee takes actions or has interests that may make it difficult to perform his or her Company duties objectively and effectively.
- An employee or member of his/her family receives personal benefits as a result of his/her position in the company.
- Loans to, or guarantees of obligations of, employees and/or their family members may create conflict of interest.
- When an employee works simultaneously for a competitor, customer or supplier.

4.0 Insider Trading

Employees who have access to confidential information are not permitted to use or share that information for stock trading purpose or for any other purpose except the conduct of the Company business. All non-public information about the Company and its business relationships should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please discuss with your line manager.

Any employee who wishes to buy/sell shares of the Company may do so within the rules prescribed by the Muscat Stock Market regulatory authorities. Employees in senior management and other positions like accounts / finance with access to

financial performance data are not allowed to buy/sell shares of the company during black-out periods.

Any employee in doubt as to whatever restrictions apply to them is encouraged to seek clarification from the office of the CFO.

5.0 Protection and Use of Company Assets:

The Company's physical assets, intellectual property rights and information must be handled with care to avoid loss, theft or damage. Company assets should be used for business purposes. Limited personal use is permitted provided it is not in conflict with the interests of the Company, this Code or the Company's rules and policies.

We regularly produce valuable business information referred to as "intellectual property". Intellectual property includes patents, copyrights, trademarks and service marks, other kinds of confidential business information like sales, marketing or other corporate databases, marketing strategies and plans, research and technical data, business ideas, processes, proposals and strategies, new product development, software bought or developed by the Company and information used in trading activities including pricing, marketing, and customer strategies. This also extends to financial and other models developed by us.

Unless required for the proper performance of your duties or at the Company's request, you must never disclose any of our confidential intellectual property or other confidential information. This applies throughout your employment and continues after your employment ends. If you do need to share our confidential information with someone outside of our business, you must obtain your line manager's prior approval and check whether you should have the third party sign a confidentiality agreement prior to the disclosure.

Equally, you must not use or disclose the intellectual property or confidential information of others without their and our prior consent.

6.0 External Relationships

A. Relationships with Authorities, public institutions and other bodies representing collective interests:

Any relationship related to the activity of the Company and which is maintained with public officers or persons in charge of public services, with any public authority in charge of surveillance, with any other independent authority or with any private partners which may be in charge of public

services, shall be maintained in compliance with the laws and regulations in force, with the principles of this Code.

B. Relationship with clients and suppliers:

Maintaining transparent relationships with clients and suppliers is important for the Company success.

The selection of suppliers and the acquisition of assets, goods and services shall be made in accordance with the principles of this Code and with the internal procedures and shall be documented. In any event, such selection shall be made exclusively on the basis of objective parameters such as quality, convenience, price, capabilities and efficiency.

In commercial transactions, particular care is required in relation to the collection and payment of money, notes, sale deeds and any valuables in order to avoid any risk of putting into circulation, amongst the public, counterfeited or forged valuables.

C. Relationship with the Media:

All dealings with the press, the media and more in general, any similar third party, shall be restricted to those persons who have been expressly delegated this task. Any request for information coming from the press or from the media and received by Topaz personnel shall be communicated to the persons who are responsible for external communications, before any commitment to reply is undertaken.

External communication shall be made in accordance with the fundamental principles of truthfulness, correctness, transparency and prudence.

7.0 Gifts, complimentary deliveries and benefits:

As a guiding principle, gifts and complimentaries should be such that no feeling of obligation is created.

The Code prohibits employees from accepting lavish gifts or entertainment. This is an area in which judgement by you is critical. In case of doubt, please consult your line manager. Gifts and entertainment for customers, potential customers and suppliers must support the legitimate business interests of the Company and should be reasonable and appropriate under the circumstances. Always be sensitive to the customers and suppliers own rules on receiving gifts and entertainment.

8.0 Discrimination and Harassment

We are committed to providing an environment which is free from harassment and intimidation. Harassment is defined broadly and covers any conduct which is regarded as unwelcome or offensive by the recipient and which adversely affects an employees' dignity.

Sexual harassment is conduct towards another which is of a sexual nature or based on a person's gender, which is regarded as unwelcome or offensive by the recipient.

Topaz is an equal opportunity employer. Discrimination or harassment against any employee on the basis of gender, ethnic origin, nationality, personal preferences, religious belief etc. is strictly prohibited.

We will not tolerate the harassment of our employees and whilst we encourage issues to be resolved on an informal basis, we will fully support any employee who, in good faith, reports unacceptable behaviour to us. Complaints regarding sexual harassment should be made in writing to your manager or relevant human resource manager and will be fully investigated under the relevant grievance procedure.

It is a disciplinary offence (for which an employee may be dismissed summarily) to victimize or retaliate against someone who makes or assists with the making of a harassment complaint.

9.0 Record Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your line manager. Rules and guidelines are available from the Human Resources. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Accurate and complete records of all our business activities must be kept at all times and information supplied to regulatory authorities must be accurate and not misleading. Records should be kept for a minimum of ten years or longer, as may be required by the relevant contract or local legislation.

10.0 Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is authorized by line management 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, of disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment terminates.

11.0 Operating Procedures

Operating procedures are in place to cover all aspects of our operations. All employees are required to familiarize themselves with the procedures governing there area of operations to ensure they comply with the documented procedures.

Each transaction shall therefore be supported by adequate, clear, and complete documentation, to be maintained in the records in such a way as to make it possible at anytime, to control the reasons and characteristics of such transactions as well as to identify those who, at different stages of the process, have provided the related authorization, performance, recording and verification.

Observance of the instructions provided in Operating Procedures, contributes to improve management efficiency and represents a means for supporting management activity.

12.0 Bribery and Corruption

Most of the countries have laws that prohibit corruption. Breaching these laws is a serious offense which can result in fines for us and imprisonment for individuals. We prohibit any employee, agent, sub-contractor or supplier from making or offering any payment or other form of inducement to any person in order to attempt to secure an improper commercial advantage for our business.

Accepting gifts, kickbacks, improper payments or favourable treatment from any person who is or is to become a supplier, customer or competitor of our business to either obtain or retain business undermines our credibility and is strictly prohibited. Employees are permitted to offer and/or accept customary levels of appropriate

business entertainment provided any expenditure is incurred in accordance with the relevant business unit policies and procedures.

All employees must be diligent in selecting and monitoring suppliers, contractors, agents and partners and adhere to our due diligence procedures to ensure, among other things that the third party is reputable and suitably qualified for the position. Such persons must only be selected in the best interests of our business and will be required to adhere to this Code. If you require further information on our due diligence procedures you should contact your line manager.

Payments made to agents and consultants must be commensurate to the services they provide or they risk being considered an improper payment. Employees must report any suspected improper payments immediately to a member of the senior management team.

The breach of any of our rules on bribery and corruption is treated extremely seriously and any of our employees or agents found or suspected to be in breach will be subject to thorough investigation, disciplinary proceedings including termination of employment and prosecution, if appropriate.

13.0 Anti Competitive Behaviour

In most countries, competition laws prohibit anti-competitive behaviour and the penalties for breaching them can be severe. Substantial fines and lengthy prison sentences can be imposed. As many countries have different laws relating to competitive practices, the laws that apply to you may vary depending on the country in which you work. If in doubt, you should seek appropriate advice.

Never talk to or exchange information with competitors to fix prices, fix terms relating to pricing formulas or credit terms, divide up markets, customers or territories, limit production or rig a competitive bidding process. Seemingly innocent business dealings can be viewed as anti-competitive.

Since direct or indirect contact with our competitors could lead to an allegation of anti-competitive practices, we must be careful about the way in which we gather competitor information. Legally and fairly obtained competitor intelligence gathering allows us to compete effectively in the market place. It is always wrong to obtain competitor information through the use of theft, illegal entry, bribery, misrepresentation or electronic interception.

14.0 Political Activities

We will not engage in party political activity or make any political contributions (in cash or in kind). We may engage in policy debate on issues of legitimate interest but any lobbying activity may only be conducted through the Group Communications team.

Employees may participate in the political process but only in a personal capacity and in a manner which does not conflict with their work. Employees should notify their manager if they stand for, or accept any public office.

Apart from day-to-day contact in the ordinary course of the political process or unless required to do so in the proper performance of their duties, employees should not contact any government officials in connection with the company's business.

15.0 Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps employees should keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.

- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

- Discuss the problem with your supervisor: This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your line manager's responsibility to help solve problems.

- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your line manager or where you do not feel comfortable approaching your line manager with your question, discuss it locally with your colleagues or the Human Resources Manager.

- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be

protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.

- Always ask first, act later: if you are unsure of what to do in any situation, seek guidance before you act.

16.0 Reporting any breaches or illegal or unethical behavior

Employees should report a breach of this code to talk to the executive management team. This will include any illegal or unethical behaviour. When in doubt, please check with your HR Department about the best course of action in a particular situation.

It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

With reference to the information on a breach, attempted breach or request for breach of the rules in the Code of Ethics, the Company shall ensure that nobody in his/her working activity may suffer undue nuisances or discriminations of any kind, because he/she has reported a possible violation to the Code of Ethics. The Company shall promptly perform all proper checks and apply adequate sanctions.

17.0 Waivers of the Code of Business Conduct:

Every effort will be made to resolve potential conflicts of interest or other ethics Code situations when these are disclosed promptly to management and the parties involved have acted in good faith. In the unlikely event potential conflicts cannot be resolved, waivers will only be given for matters where it is absolutely appropriate, under the circumstances, and granting of such a waiver will not present a material financial or reputation risk to the Company. All such waivers must be approved, in advance, by the CEO.

18.0 Violation to the Code of Business Conduct:

Violations to the principles set forth in the Code of Business Conduct shall be pursued by the Company promptly, and immediately, through suitable and adequate disciplinary measures, independent of any possible criminal relevance of the relevant behaviours and of the institution of criminal proceedings, when those behaviours also amount to a crime.

The Company, in order to safeguard its image and its resources, shall not have any relationship with any person/entity which does not intend to operate in strict compliance with the laws in force and/or which refuses to behave in compliance with the principles set forth in this Code and with the procedures and regulations contained in it.