

Anti-Bribery and Anti-Corruption Policy

1.0 Scope

- 1.1 This Policy is mandatory and applies to all directors, officers and employees of MRC Global Inc. and its subsidiaries ("MRC Global" or the "Company") and any third party representatives engaged (directly or indirectly) to act on behalf of the Company, including agents, representatives, joint venture partners, consultants, counsel or tax advisors who represent the Company before a court or government agency, temporary agency personnel, local distributors who act as resellers primarily for the Company's products, and contract-basis personnel, wherever located (collectively referred to as "Company Personnel and Representatives").

2.0 Purpose

- 2.1 The Company is committed to complying with all applicable anti-bribery and anti-corruption laws and rules, including, but not limited to, the local laws of the countries in which the Company operates, the U.S Foreign Corrupt Practices Act of 1977 as amended (the "FCPA"), the U.K. Bribery Act 2010 (the "Bribery Act"), and any laws enacted pursuant to the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the "OECD Convention"). The purpose of this Policy is to ensure compliance with all applicable anti-bribery and anti-corruption laws and rules.

3.0 Policy and Procedures

3.1 Policy

- 3.1.1 **Compliance with Laws.** It is the Company's policy to comply with all applicable anti-bribery and anti-corruption laws, rules, and regulations. Violation of this Policy may subject Company Personnel and Representatives to disciplinary action, up to and including termination.
- 3.1.2 **Prohibited Conduct.** Neither the Company nor any Company Personnel and Representatives shall directly or indirectly make, offer, promise, or authorize any bribe, kickback, gift, payment or other incentive to induce a government official, customer (current or prospective), supplier, or third party representative to misuse his/her position to aid the Company in obtaining business, retaining business, directing business to another person, or securing an unfair advantage.

A government official can include any:

- officer, employee or person acting in an official capacity on behalf of a government or political party;
- a candidate for government political office;
- an officer or employee of a government-owned company including government-owned oil companies and the ventures in which they participate;
- uncompensated honorary officials who have actual influence in the award of business;
- members of royal families;
- any entity hired to review or accept bids for a government agency; and
- spouses and other immediate family members of any of the persons listed above.

Company Personnel and Representatives are also prohibited from requesting, agreeing to accept or accepting gifts, payments or other incentives from any third-party in exchange for or as a reward for improper performance of their job responsibilities.

- 3.1.3 **Gifts and Entertainment.** A gift can be anything of value including nominal, socially customary tokens, donations to charitable organizations, sponsorships, and payment of hospitality or entertainment expenses. It can also include other benefits such as educational assistance, internships or medical care given to or received from a government official, customer (current or prospective), supplier, or third party representative or their family members or designees.

The giving or receipt of gifts is not prohibited if the following requirements are met:

- You have disclosed it to your manager in advance;
- It is not made with the intention of influencing, inducing or rewarding a third party to gain any advantage through improper performance;
- It complies with local law;
- It is given in the Company's name;
- It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time; no gifts shall be provided or accepted during an active competitive tender or bidding process;
- It is given openly, not secretly; and

- It is not being offered to government officials or representatives, or politicians or political parties, without the prior approval of the Legal Department.

3.1.4 **Administration and Compliance Resources.** The Company's Legal Department has the responsibility for administering this Policy. All questions regarding this Policy and all reports to the Legal Department as required by this Policy should be directed to:

GC@mrcglobal.com

3.1.5 **Mandatory Reporting.** Company Personnel and Representatives must promptly report to the Legal Department any instance in which they, or any other Company Personnel and Representatives, may have violated this Policy. In addition, Company Personnel and Representatives must alert the Legal Department if anyone solicits improper gifts, payments, or other incentives from them.

Company Personnel and Representatives may report suspected violations of this Policy to the MRC Global Ethics Hotline or <https://www.reportineweb.com/mrcglobal>.

3.1.6 **Red Flag Reporting.** Company Personnel and Representatives must also promptly report to the Legal Department any situations that raise anti-bribery and anti-corruption compliance red flags. All Company Personnel and Representatives are expected to monitor for any red flags or other situations that may indicate compliance issues.

Some examples of red flags include (this list is not meant to be exclusive):

- A request for payment in advance or prior to an award of a contract, license, concession, or other business;
- A request for reimbursement of extraordinary, poorly documented, or last minute expenses;
- A request for payment in cash, to a numbered account, or to an account in the name of someone other than the appropriate transaction partner or counterparty;
- A request for payment in a country other than the one in which the transaction party is located;
- A request for payment to a third party not a direct party to the transaction;
- A refusal by a party to certify that it will comply with the requirements and prohibitions of applicable anti-bribery and anti-corruption laws, rules, and regulations;
- The party, under the circumstances, appears to have insufficient know-how or experience to provide the services the Company needs; and
- In the case of engaging a third party representative, the potential third party representative:
 - has an employee or a family member of an employee in a government position, particularly if the family member is or could be in a position to direct business to the Company;
 - displays ignorance of or indifference to local laws and regulations;
 - is unable to provide appropriate business references;
 - lacks transparency in expenses and accounting records;
 - is the subject of credible rumors or media reports of inappropriate payments; or
 - requests payment that is disproportionate to the services provided.

3.1.7 **Safeguards Against Retaliation.** As long as a report is made honestly and in good faith, the Company will take no adverse action against any person making a report or providing further information in connection with an investigation by the Company. Failure to report known or suspected wrongdoing of which Company Personnel and Representatives have knowledge may subject Company Personnel and Representatives to disciplinary action, up to and including termination.

3.1.8 **Facilitating Payments are Generally Prohibited.** This Policy generally prohibits Company Personnel and Representatives from making facilitating payments, regardless of whether these payments would be permissible under applicable law. For Company international operations subject to the Bribery Act, facilitating payments are illegal and specifically prohibited.

Facilitating payments are small payments made to low-level officials in order to expedite or secure the performance of non-discretionary routine governmental actions such as:

- Obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;
- Processing governmental papers, such as visas and work orders;
- Providing police protection;
- Providing utilities or mail pick-up and delivery;
- Scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- Protecting perishable products or commodities from deterioration; or
- Actions of a similar nature.

In extremely limited circumstances and only if the payment is permissible under the local laws of the foreign country involved and all applicable anti-bribery and anti-corruption laws, rules, and regulations, the Company may authorize facilitating payments. Company Personnel and Representatives must receive written authorization from the Legal Department following Regional or Corporate Ethics Committee authorization, if required, before making or authorizing any of these payments. Facilitating payments, like all other Company payments and expenses, must be fully and accurately reflected in the Company's books and records. Payments made in an emergency situation where the personal safety of a Company employee is at risk are not facilitating payments. You should never refuse to make a payment if faced with a threat of, or fear of, violence or loss of liberty. In the unlikely event that a Company employee is faced with this situation, any payment made should be reported to the Legal Department as soon as it is safe to do so.

3.1.9 **Third Party Screening.** Prior to entering into an agreement with any third party representative, the Company shall perform proper anti-bribery and anti-corruption related due diligence directed by the Legal Department and obtain from the third party representative appropriate assurances of compliance in accordance with this Policy and applicable laws.

In addition to initial screening, third party representatives may also be subject to review and clearance by the appropriate Regional or Corporate Ethics Committee and, periodically, to supplemental screening procedures.

In particular, but without limitation, agents, joint venture partners, and parties involved in acquisitions may all be subject to screening and Regional or Corporate Ethics Committee review.

3.1.10 **Books and Records.** The Company shall maintain records and accounts that accurately reflect the Company's transactions, use of Company assets, and other similar information. The Company shall also maintain the internal accounting controls necessary to maintain proper control over the Company's actions, particularly with respect to the disposition of corporate assets.

Prior to paying or authorizing a payment to a government official, customer (current or prospective), supplier, or third party representative, Company Personnel and Representatives should ensure that no part of the payment is to be made for any purpose other than as fully and accurately described in the Company's books and records. All payments to a government official, customer (current or prospective), supplier, or third party representative must be reported and accounted for properly. No undisclosed or unrecorded accounts of the Company are to be established for any purpose. False or artificial entries are not to be made in the books and records of the Company for any reason. Personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

Transactions should be recorded in conformity with accepted accounting standards designed to prevent off-the-books transactions such as bribes. All accounting records, expenditures, expense reports, invoices, vouchers, gifts, and business entertainment should be accurately and reliably reported and recorded. All payments by or on behalf of the Company may only be made on the basis of appropriate supporting documentation and only for the purpose specified in the documentation. In addition, no payments to any third-party shall be made in cash other than documented petty cash disbursements and no corporate checks shall be written to "cash," "bearer," or third-party designees of the party entitled to payment.

3.2 **Additional Sources**

- United States Department of Justice, FCPA <http://www.justice.gov/criminal/fraud/fcpa/guidance/>
- U.K. Ministry of Justice, Bribery Act 2010 <https://www.gov.uk/government/publications/bribery-act-2010-guidance>

3.3 **Questions.** If you have any questions relating to this policy or would like assistance with respect to this policy, please contact the Legal Department.