

CODE OF **INTEGRITY**



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Message from the Chief Executive Officer

Laurent GERMAIN

Dear Colleagues,

The success of our group is obviously based on the expertise that we provide to our clients, but it also relies on the values that guide our behaviour.

Integrity is at the heart of these values, and I have often said that employees should always maintain a strict ethical conduct, even when they believe that acting otherwise is in the company's interest.

Advocating zero tolerance is not enough. We have now established in-house preventative and informational measures and are implementing a real policy of promoting and practising integrity in all of our activities.

I wanted this Code of Integrity to be drawn up in order to ensure that everyone is clear about the Egis Group's cardinal rules in this matter. It specifies in concrete terms how the principles laid down in our Code of Ethics should be applied.

Please read it carefully.

I am counting on your personal commitment to apply it in an exemplary manner.

Kind regards,

Laurent GERMAIN
Chief Executive Officer



**We are implementing
a real policy of promoting
and practising integrity
in all of our activities.”**

EGIS, A CULTURE OF INTEGRITY





Egis is a group built on values of ethics, transparency, quality, respect and integrity. These values are the basis of our reputation and represent our ethical capital. They are listed in our Code of Ethics, and each of us must strive to apply them in our everyday work. Among these values, integrity is crucial because it is the foundation of the trust placed in us by our clients and partners, as well as our employees and our shareholders.

This Code of Integrity aims to clarify the major rules that Egis has laid down for all issues of integrity and business ethics. As such, it applies our Code of Ethics to this topic, setting the standards of behaviour that Egis expects of each of its employees.

Procedures for each subject then outline the rules to be followed and the responsibilities of the various stakeholders.

CODE OF ETHICS

CODE OF INTEGRITY

PROCEDURE...

PROCEDURE...

PROCEDURE...



THE 4 "R" S

Most of the recommendations in this Code are rules of common sense.

However, their implementation may, in certain specific situations, be ambiguous and open to interpretation. Identifying the best solution means asking yourself questions, and following the spirit of the Code, and not exactly to the letter.

The following four questions can also help you make the right decision:

1- Does it comply with legal Regulations?

Is it consistent with French regulations and those of the country in question?

Have you checked the legal requirements?

2- Is it Reasonable?

Is it acceptable in terms of local practices and customs? Would I be calm if my conduct was exposed in a newspaper or if I had to talk about it with my friends?

3- Is it Responsible?

Does it comply with Egis's operating principles and ethical values? Is it within the delegated powers I was given?

4- Is it Recorded?

Is it clearly recorded in our accounting or administrative records?

WHO TO CONTACT FOR ADVICE

The basic principle is never to have to deal with your questions alone.

If there is any doubt concerning the interpretation of the rules of the Code or their application to actual situations, you must seek advice from your line manager, your company's Ethics Correspondent (CorEth), or the Group's Director of Ethics and Compliance (DEC).

Telephone numbers and email addresses for DEC's and CorEth's are available on the Group's intranet.

ALL EGIS EMPLOYEES ARE CONCERNED

Our Code of Integrity applies to all staff within all subsidiaries that are majority-owned by Egis, whether managers or employees, on permanent or fixed-term contracts, or trainees.

It also applies to external experts during assignments where they represent Egis.

It is the personal responsibility of each Egis employee to conduct their activities with loyalty and integrity, and to know and apply the rules of this Code.

MANAGERS HAVE A SPECIAL RESPONSIBILITY

The responsibility of managers goes beyond that of other employees.

Indeed, they should actively promote the Code and its principles of integrity, and provide assistance to employees in its understanding and implementation.

It is also their responsibility to lead by example in their adherence to its rules, and to ensure compliance with these by their employees.

OUR PARTNERS MUST ALSO RESPECT THE PRINCIPLES OF INTEGRITY

Egis only wishes to work with partners who share our values and are committed to the same principles of integrity.

Through a process of verification, Egis ensures the respectability of its partners, and requires them to comply with the rules of integrity as specified in a Code specifically created for them (the "Partners' Code of Integrity"), or in their own Code of Conduct, if one exists and is consistent with our values.

This principle of commitment applies to our joint contractors in temporary consortia, our subcontractors and suppliers, as well as our commercial agents and our representatives.

It also applies to companies and consortia in which Egis has a majority stake and is thus able to impose its ethics rules. In other cases, Egis will actively put forward proposals to establish equivalent rules.

OUR PRINCIPLES OF RELATIONSHIPS WITH STAKEHOLDERS

In keeping with its core values, Egis considers it essential to develop relationships with stakeholders that are transparent, honest and professional.

These principles apply to relationships with our clients, partners, subcontractors and suppliers, and all third parties with whom we interact with as part of our assignments (companies, governments, local communities, etc.).

They obviously also apply to relations between all the companies within the Egis Group.



OUR RULES OF CONDUCT



COMPLIANCE WITH LAWS AND REGULATIONS

Egis's reputation for integrity is based on scrupulous observance of the laws and regulations in force in the countries where the Group is established or operates. Any activity that may involve the Group in an illegal practice is prohibited.

It is the responsibility of every Egis employee, with the support of the Group's Legal Department, to become acquainted with the laws and regulations that apply to their business.

PREVENTION OF CORRUPTION

Egis prohibits all forms of corruption in business transactions.

The Group complies with the principles of the OECD and UN conventions on anti-corruption, as well as French regulations, international laws and all applicable legislation on this subject in the countries where it operates.

As such, Egis employees must not, directly or indirectly, offer, promise, give, or authorise the release of a sum of money or anything else of value (tangible or intangible) in order to obtain an unfair advantage (winning or retaining business, facilitating an administrative transaction, etc.) to a person, whether public or private, and regardless of the local customs.

No Egis employee will be penalised for refusing to pay a bribe even if such a refusal may lead to losing business.

● PARTNERS AND COMMERCIAL AGENTS

Egis can be sued for any wrongdoing committed unwittingly by its partners and subcontractors.

To protect itself against this, due diligence is routinely performed on such agents, and they are requested to respect our "Partners' Code of Integrity".

Commercial agents represent a particular risk with respect to corruption.

As such, Egis undertakes:

- > only to employ commercial agents with a good reputation, with references, expertise and capabilities related to the missions in question, and who do not exhibit any risky links with public officials or politicians;
- > to sign contracts with them that include a specific objective and appropriate remuneration;
- > to ensure proof of services rendered by the intermediary in line with the remuneration.

● FACILITATION PAYMENTS

"Facilitation" payments are generally small payments to a subordinate public official in order to secure or expedite a routine action or service to which an individual or a company is normally entitled for free, such as an administrative process (tax, customs, etc.). Such payments are in fact acts of petty corruption, tolerated in some countries but banned in most others.

To avoid confusion and as a matter of principle, Egis employees should not agree to pay facilitation payments.

However, if such a refusal would be likely to threaten the physical integrity, health or freedom of the employee or their family, the facilitation payment may be made subject to its clear entry in accounting records and notification of line management.

○ FIGHT AGAINST MONEY LAUNDERING

Money laundering is a crime that consists of taking funds derived from illegal activities and concealing them or putting them back into circulation.

To avoid unwittingly becoming involved in a money laundering operation, Egis strives to choose reliable partners, and work for private clients who seem to have reasonable transparency in their operations. To do this, Egis employees must be vigilant when it comes to partners and private clients to detect any evidence of deliberate opacity or irregularities. For this purpose, the KYC ("Know Your Customer") procedure in the Egis Book must be systematically applied before committing to a private client or a partner.

Our principles

WHAT WE DO



- > refuse all bribes
- > avoid what could be construed as a misappropriation
- > report any undue requests to a supervisor

WHAT WE DON'T DO



- > participate in or get caught up in an act of corruption
- > hire a commercial agent without complying with the process of review under the specific procedure in the Egis Book
- > choose a contractor just because they were recommended by the client
- > pay an agent or subcontractor above market value

Illustration

Question

- > Egis has submitted a proposal for a large project that is strategically significant for the Group's development in the country. Competition is fierce, and the outcome looks tight.
- > On the day of the decision, someone claiming to be close to the client calls you to tell you they can help you if you "come to an agreement" with them.
- > **What do you do?**

Answer

- > Egis tries to establish its credibility and market positioning upstream through the quality of its services. So you tell this person that Egis has strong ethical values, and that the proposal is contrary to our integrity rules.
- > You report back to your manager about the request received.
- > It is better to occasionally lose a contract than to damage our image in the long-term.
- > It could also be a trap set by an unscrupulous competitor, and intended to harm us commercially.



FREE COMPETITION

Competition law, implemented by many countries, ensures fair, equitable and healthy competition; its application is in Egis's interest, as well as that of its clients, all other companies and society in general.

Any violation of these laws can have very severe consequences for the company and its employees.

Egis is committed to conducting its commercial activities in strict compliance with the laws and rules of free competition.

As such, no Egis employee shall be party to agreements with competitors with the purpose of, or resulting in, fixing prices, distorting a tendering process, sharing a contract, limiting the competition or boycotting a supplier. It is also prohibited for Egis employees to exchange sensitive information with their competitors.

These rules are complex and may differ from one country to another; if in doubt, do not hesitate to contact the Legal Department.

Our principles

WHAT WE DO

- > calculate our prices on the basis of our business policy, our market research and our costs and expenses, without consulting competitors
- > only attend professional meetings with a known and legitimate agenda that complies with the rules of free competition
- > register legitimate sources that have allowed us to obtain information about our market and our competitors

WHAT WE DON'T DO

- > confer with competitors in order to fix a market price
- > share information with our competitors in order to divide up markets, territories or clients between us, or restrict market access to suppliers, clients, competitors or other stakeholders
- > pass on information on our tenders, our business conditions and clients to outside parties

Illustration

Question

- > You are attending a trade association event to defend, promote and standardise an Egis activity sector.
- > During the coffee break, a competitor approaches you and tries to talk to you about a call for tenders.
- > **What do you do?**

Answer

- > Such an exchange is likely to constitute an infringement of competition law.
- > You should not say or do anything that could be seen as initiating an unlawful agreement.
- > It may even be necessary to leave if you find yourself in the middle of an inappropriate discussion between certain competitors.

PERSONAL INTEGRITY IN OUR MISSIONS

Honesty, transparency and fairness are the basic principles of every action and decision at Egis. They are the cornerstone of the trust placed in us by our clients and partners, and are essential to our growth because of the very nature of our business.

Each Egis employee must therefore personally, and in all circumstances, conduct their missions in strict compliance with the principles of honesty, transparency and integrity vis-à-vis other group employees, our clients, our partners and subcontractors, and all other stakeholders (companies, associations, etc.).

In particular, no Egis employee should engage in any act of fraud or falsification of documents, whether these documents are internal to the firm (financial items for example) or established as part of their professional missions (certificates of works acceptance for example), and regardless of whether this wrongdoing is conducted for personal gain or as a result of pressure from a third party.

All our actions - studies, inspection, advice and approvals - must be carried out with professionalism, independence of judgement and integrity. They must be documented in a fair, accurate and transparent way, and stored adequately in order to later justify their merits if necessary.

Our principles

WHAT WE DO

- > act with integrity and transparency in all circumstances 
- > inspect all works under our responsibility with care and independence
- > prepare accurate and comprehensive reports and records
- > validate statements or invoices after carefully checking the services rendered and compliance with contractual obligations
- > conduct regular inspections and audits to check compliance with internal rules

WHAT WE DON'T DO

- > divert goods or funds belonging to Egis or a third party
- > forge documents or change a decision to respond to an urgent request from a client or a third party company
- > deliberately ignore defects or non-conformities that we are responsible for checking

Illustration

Question

> During a works inspection on a project, the findings show that a structure is non-compliant. The contractor explains that his works is losing money, and that the structure in question is still fit for the intended function.

> In addition, the client insists on the need to meet the commissioning deadline, and suggests to me that I "forget" this non-compliance.

> **How do I respond to this pressure from both sides?**

Answer

> The final decision rests with the client, but it is my job to inform them of the situation clearly, without falsifying my findings and making sure I avoid any suspicion of fraud, so as to maintain the necessary trust between my client and Egis.

> My conclusion must state the shortcomings observed.

> Meanwhile, I assess the impact of this non-compliance on the structure's functions and, along with my client and the contractor, I make arrangements for adhering to the date of commissioning.

CONFLICT OF INTEREST

A conflict of interest is a situation in which an employee has a private or personal interest sufficient to influence (actual conflict) or appear to influence (apparent conflict) the exercise of their functions at Egis.

A conflict of interest is a state of affairs, a situation; it does not in itself constitute improper action or a breach of the Code of Ethics. It is important to ensure that conflicts of interest cannot distort objectivity or impair the judgement of Egis staff.

As such, Egis employees and members of their families should not directly or indirectly hold interests in the business of a supplier, client, competitor, or any other party, likely to affect business decisions on behalf of Egis.

All Egis employees must ensure, when starting a new assignment for instance, that there is no risk of becoming involved in a conflict of interest, actual or apparent. If this is the case, the employee must immediately inform their supervisor in writing.

The latter will assess the risk, and either deliver a formal agreement to continue, with some possible precautions, or decide to change the employee's assignment or mission.

In addition, no employee may accept an assignment or work proposed by a supplier, client, or competitor that may affect their performance or judgement in the exercise of their functions within Egis. Employees must inform their manager of any work carried out outside of the group and obtain prior written consent from their management.

Our principles

WHAT WE DO

- > identify actual, apparent or potential conflicts of interest, and inform your supervisor in writing
- > avoid becoming involved in Egis decision-making when it involves an entity in which you have, or a member of your family has, a private interest

WHAT WE DON'T DO

- > use your position within Egis, or information obtained in this context, for personal gain or for that of your family
- > accept gifts, hospitality or travel likely to influence or appear to influence decisions
- > work systematically or even excessively with a supplier in which someone close to you has an interest.

Illustration

Question

- > I have just been instructed to prepare a proposal for a client in whose company my wife works.
- > **Is this a problem?**

Answer

- > A situation like this may generate an actual or apparent conflict of interest, of varying importance depending on the respective responsibilities and remits of each spouse.
- > It is essential that I inform my manager in writing. He or she will decide what action to take depending on the context.

Question

- > My son's rugby club is looking for sponsors to fund a tournament.
- > One of our usual subcontractors, a rugby fan, has offered to sponsor the club.
- > **Is this a problem?**

Answer

- > Their gesture may look like a favour or gift and people might think he expects something in return.
- > Therefore, this is at least an apparent conflict of interest, and must be reported.

GIFTS AND HOSPITALITY

Gifts and hospitality are courtesies within professional relationships between Egis employees and their clients, suppliers or partners.

They are not forbidden but should in no way seek to influence or appear to influence decisions or to gain an unfair advantage.

For this reason, the principles that should guide us when giving or receiving gifts or hospitality are as follows; they must be:

- > reasonable in terms of value, frequency, and duration;
- > proportionate to the situation and the seniority of the persons concerned;
- > in line with regulations and local practices;
- > offered in a transparent way and outside of tender periods;
- > registered as such in the Egis accounts.

In general, an Egis employee may occasionally accept an invitation or a non-monetary gift if they can themselves, on another occasion, reciprocate it as a normal business expense. If, for reasons of protocol or courtesy, an employee must accept or offer an invitation or a gift of value, they must first inform their management, who will decide the best way to handle this exception.

Our principles

WHAT WE DO



- > give and receive gifts and invitations of reasonable value, in connection with our professional activities, outside tender periods
- > learn about local regulations and customs, especially before offering a gift or invitation to an official
- > inform management when giving or receiving gifts or hospitality of value

WHAT WE DON'T DO



- > solicit gifts or hospitality
- > give or receive gifts or hospitality likely to place either party under obligation
- > give or receive cash, vouchers or anything of saleable value
- > pay for dinner for a client and their spouse without the presence of any Egis staff



SPONSORSHIP AND PATRONAGE

Egis occasionally performs sponsorship and patronage actions when such actions support its internal communication and mobilisation objectives, or when they contribute to its image as a socially responsible group.

These actions are conducted in accordance with applicable laws and regulations, and should not in any way seek to influence or appear to influence the decision of a potential client or policy-maker.

Sponsorship and patronage programmes are subject to prior approval by the Communications Department and the Department of Sustainable Development respectively, after analysing the opportunity and checking the conditions of integrity, in line with the stipulations in the Egis Book.

Each action shall be duly recorded and subjected to appropriate deliverables justifying its purpose.

Our principles

WHAT WE DO

- > perform actions of corporate philanthropy in good faith, whose subject is in line with the values of Egis
- > work with reputable organisations, boasting national or international recognition

WHAT WE DON'T DO

- > offer support to local associations directly related to exposed public figures or clients
- > intervene at the request of a local partner, client or supplier without thorough verification

POLITICAL ACTIVITIES

The funding of political parties is subject to legislation which varies by country. For example, in France it is strictly forbidden for a company to participate in such funding.

Even when legal, these contributions can be a source of abuse or misinterpreted.

The policy at Egis is not to give any contributions, financial or in kind, to political parties or political figures.

Egis respects the right of its employees to engage in political and public life. However, they must do so in a personal capacity, on their own time and at their own expense, provided that this does not lead to a conflict of interest. Such a commitment should not affect Egis's operations or image, and should not involve the use of Egis's funds, assets or resources.

PROTECTION OF ASSETS

Each employee must ensure the proper use and protection of Egis assets and resources.

Egis's assets include tangible assets (vehicles, computers, equipment, etc.) and intangible assets (image, expertise, ideas, patents, customer list, methodologies, etc.). These assets are the property of Egis, and it is up to each employee to protect them against any damage, tampering, fraud, disclosure, reproduction, loss or theft.

● INTELLECTUAL PROPERTY

Intangible assets are the main Group assets. They are protected wherever possible by intellectual property rights. Each employee has a duty to take all necessary precautions to protect them.

Similarly, all employees are committed to respecting the intellectual property of others.

● USE OF MATERIAL RESOURCES

The material assets that Egis makes available to its employees should not be used for personal purposes, except where there is general tolerance on a particular subject (an information system for example) or explicit agreement for an individual in a specific case.

They should, under no circumstances, be used for illegal purposes, or where there is no connection with the Group's business, or by or on behalf of persons outside Egis.

In particular, the IT system can only be used for personal reasons if the use is occasional, reasonable and is required by the circumstances of everyday life, in accordance with usage rules laid down in the IT Charter.

concerned and only for authorised purposes. Unmonitored communications can indeed affect the interests of Egis, its staff and its partners (failure of a planned acquisition, loss of a tender, dispute with a partner who feels wronged, etc.). The duty of confidentiality also applies to information entrusted to us by our partners.

An employee who is not sure how to send or use information in their possession should seek advice from their manager.

The duty of confidentiality continues even after the employee's departure.

CONFIDENTIALITY AND COMMUNICATION

Egis employees, in the course of their duties, have access to numerous sources of information about the Group, its employees, its clients and its partners.

Some of this information must remain confidential because of its strategic or commercial value or due to its private nature. Furthermore, external communications are subject to strict internal rules in order to control the messages delivered.

SOME GOOD PRACTICES

- > Do not leave sensitive documents on printers in meeting rooms or on your desk when you are not there.
- > Be careful not to treat or discuss confidential information in public places (trains, planes, restaurants, etc.) carelessly.
- > Think about the value of a confidentiality agreement before sending sensitive information outside the Group.
- > Respect the Group's commitment to confidentiality towards its partners and clients.

● PROTECTION OF CONFIDENTIAL INFORMATION

In general, any information that has not been made public must be a priori considered confidential.

More specifically, and as examples, the following information is confidential and must be protected: personal data regarding employees and third parties; financial results, forecasts and data; plans for international development; proposed acquisitions or sales; business and tariff information; research and innovation projects.

Such confidential information shall be disseminated only to the Egis employees

● ARRANGEMENTS FOR EXTERNAL COMMUNICATION

Relations with the press are conducted exclusively under the coordination of the Communications Department, by Egis managers and other authorised employees.

Employees are not authorised to represent Egis on social networks or online forums, unless they have prior approval of their message from the Communications Department.

In general, employees must ensure that the content and form of their discussions with outside parties, irrespective of the medium used (email, phone, social networks, etc.), will not affect the image and reputation of Egis and its employees.

● PROTECTION OF PERSONAL DATA

Egis and its staff shall respect and protect the right to privacy, and comply with privacy laws and data protection for individuals, whether they are Egis employees or third parties. The only people who have access to personal data are employees whose duties and responsibilities explicitly provide for the processing of such information, and only for the purposes for which it was obtained.

FINANCIAL TRANSPARENCY

To ensure the accuracy and reliability of financial statements, which are essential to the proper management of the Group, all accounting books and records must accurately and genuinely reflect the transactions performed, and financial records must represent the actual situation of entities.

All employees must be honest and apply the guidelines when preparing invoices, expense reports and other documents giving rise to accounting procedures.

Any employee involved in the accounts must work with precision and rigour, and comply with accounting rules, the principles of the Group and its delegation of authority, as well as ensuring the existence of documents and items to support these records.

No transaction, asset or liability, or other financial information should be hidden from management or the internal or external auditors at Egis.



IMPLEMENTATION OF THE **ETHICS** **APPROACH**



Under the leadership of the Chairman & CEO and the Egis COMEX, the Ethics procedure has been developed and implemented throughout the Group under the responsibility of the Director for Ethics and Compliance. To assist in this mission, Egis has established a coherent set of measures to supervise and complete the process, educate and assist employees in its implementation, and enable the detection and handling of non-compliance with the rules.

A DEDICATED ORGANISATION

It includes three committees overseen by the Director for Ethics and Compliance:

● THE ETHICS COMMITTEE

Under the authority of the CEO, this committee is responsible for the definition and implementation of the Egis ethics and compliance policy across all subsidiaries. It ensures compliance with Egis's ethical principles, including making sure that these principles are taken into account when developing Group strategy. The ethics committee is the highest ethical decision-making body, reporting to the CEO.

● THE ETHICS AND COMPLIANCE APPROACH STEERING COMMITTEE

The COPIL DEC aims to guide and oversee the development of the prevention strategy. In particular, it validates the content of all planned actions (communication, training, procedures/tools, deployment, monitoring) and oversees the implementation of the strategy and its continuous improvement.

● THE NETWORK OF ETHICS CORRESPONDENTS

The Ethics Correspondents provide a relay between the Director for Ethics and Compliance and Egis subsidiaries. Their role is to participate in the development of the Ethics strategy at Group level, and to apply this strategy and ensure its implementation in their subsidiaries. They are the first port of call for employees in their entity.

The composition of these bodies is detailed on the Group's intranet.

SPECIFIC PROCEDURES

The rules of conduct for business ethics, as outlined in this Code of Integrity, are supplemented by specific procedures that describe in detail the process to be followed for each area, the responsibilities of various stakeholders, and the rules of approval.

These procedures are detailed in the Egis Book, which can be accessed on the Group intranet/Ethique (Ethics) tab.

They are regularly revised to take account of changing regulations and internal Egis requirements.

STAFF TRAINING

Training is a key aspect of the Ethics strategy and is essential to its success.

It aims to raise employee awareness of risks related to business ethics, to help them to adopt appropriate behaviour, and share a common culture of integrity.

A training programme has been set up to allow everyone to better understand the challenges, risks, and rules to be observed in order to master them. It includes:

- > Tutor-led sessions for employees the most directly exposed to these risks; these cover:
 - Prevention of corruption
 - Competition law
- > E-learning modules intended to raise awareness among other employees, and to share best practices and rules of conduct.

ANY FAILURE OR BREACH CAN HAVE SERIOUS CONSEQUENCES

Egis's ethical capital is one of its most valuable assets, and everyone must protect it in their daily work.

Failure to do so may have serious consequences for the reputation and business of the Group. Also, in the event of a clear non-compliance with the Code of integrity and to protect the company, Egis may be required to take appropriate sanctions against an employee for misconduct, even leading to dismissal or civil or criminal charges if the circumstances warrant.

HOW TO RAISE A WHISTLEBLOWING CONCERN

Compliance with this Code of Integrity applies to all Egis employees. Everyone must be vigilant in the enforcement of these rules, for themselves and for those working around them.

Any employee confronted with an assumed or established breach of the rules should, as soon as possible, notify his or her line manager or Egis' ethics point of contact via the whistleblowing system available to employees. The whistleblowing system can be accessed through My Egis or directly at the online address indicated in the related procedure.

All whistleblowing reports will be processed promptly and with great care, in accordance with requirements on confidentiality and personal data protection.

Egis undertakes that no employee should suffer discrimination or retaliation for having issued a whistleblowing report in good faith. However, a report made in bad faith may result in disciplinary action.

www.egis-group.com

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