

Guidebook

ETHICAL CODE OF CONDUCT
PONTICELLI FRERES GROUP

GROUPE PONTICELLI FRERES

PURPOSE and CONDITIONS FOR APPLICATION

This guidebook is reminder of the ethical principles set out in the Code of Ethical Conduct, which is attached to Ponticelli Frères Internal Rules and Regulations.

The ethical principles apply to all of the Ponticelli Frères Group’s entities (agencies, divisions and subsidiaries) employees as well as to temporary employees and subcontractors.

The Group’s **QHSE & CSR policy** (Quality, Health, Safety, Environment and Corporate Social Responsibility) also reaffirms the importance of ethics.

The **Code of Ethical Conduct** is a reference document for any employee who may be confronted with a moral or ethical dilemma within the scope of his/her activities in the Group. It is complementary to HSE (Health, Safety and Environment) and Quality policies and any work instructions.

This **guidebook** spells out, illustrates and specifies the key questions that everyone should ask themselves while making a decision or taking action. Far from being an exhaustive list of all the situations that employees may be confronted with, this guidebook explains the guidelines to be respected and integrated into our professional behaviour

WHICH QUESTIONS must we ask?

- Does my decision or activity respect **the Group’s values?**
- Does my decision or activity respect **the ethical principles of the Group?**
 - Am I respecting the law and the Human Rights Act?
 - Am I acting transparently and professionally?
 - Am I promoting sustainable development?
- If my decision or my activity were to be made public, would this make me **uncomfortable?**

In all situations, respecting the law is our primary obligation. However, if legal requirements are less stringent than this code, the principles of the principles of the code apply

Our VALUES

Our values have marked the creation and the history of our Group. They are values enshrined over time and fully applicable in today’s world.

Our ethical conduct must match our values:

- **UNION:** Team work, cross-cooperation, solidarity, partnership
- **WORK:** Involvement, enthusiasm, energy, expertise
- **WISDOM:** Respect of commitments, ethics, wisdom of shareholders, reasoned development

Our REFERENCES

- **The fundamental conventions of the ILO**

The International Labour Organisation's main objectives are to promote rights at work, encourage the creation of decent employment, develop social protection and reinforce social dialogue in the workplace.

<http://www.ilo.org>

- **Guidelines of the OECD in respect of companies**

The OECD's Guidelines are government recommendations to multinational companies to promote reasonable conduct in the fields of professional relationships, human rights, environment, taxation, publication of information, the fight against corruption, consumer interests, science and technology, and competition.

<http://www.oecd.org>

- **United Nations**

The UN's Global Pact invites companies to adopt, support and apply a set of fundamental values in their sphere of influence in the areas of human rights, working and environmental standards, and the fight against corruption.

<http://www.un.org>

These ethical principles apply to the reciprocal relationship between the Group and its employees as follows:

The **GROUP** towards its **EMPLOYEES**

- **Respect of labour law**

Respecting laws concerning people, freedom of association, the right for collective representation and diversity contribute to efficient, high-quality, working relationships.

- **Non-discrimination**

No distinction between people can be based on geographical or ethnic origin, religion, sex, physical appearance, age, health, political and trade union opinions, sexual orientation or disability. These non-discrimination principles apply in the fields of recruitment, mobility, qualification, remuneration, promotion, membership of trade unions, training and working conditions.

Universal declaration of Human Rights (articles 1 and 2) and article 225 of France's criminal code

- **Prohibition on psychological and sexual harassment**

No form of psychological or sexual harassment is tolerated.

Reminder of the definition of harassment: harassing another individual by repeated acts or using words and behaviour of a sexual connotation, degrading work and harming people's dignity is heavily punished by law.

- **Training and career path**

Training and development opportunities are guarantees of performance and continuous improvement. In this respect, employees benefit from personalised solutions, through training that is suited to the needs of the company, and are accompanied throughout their careers.

- **Promotion, development, mobility**

Career prospects are offered to all employees to help them evolve, through mobility and internal promotion.

- **Protection of health, safety and security**

Health, safety and security are at the heart of what we do and of all our decisions.

This is reflected in the development of an environment which is propitious to optimal working conditions and a level of requirements that complies with regulations and beyond. Continuous analysis of the risks that our employees face allows us to prevent them better and integrate these principles into our day-to-day activities.

- **Protection of privacy**

The principle of protection of privacy is respected. Unless the law requires it, no data classified as private is divulged either internally or externally.

■ **Protection in respect of forced labour and child labour**

Extreme vigilance is paid in respect of:

- **Forced labour:**
The Group supports the fight against it and, in particular, while choosing our partners. As a reminder, forced labour is defined as work performed under constraint or threat.
- **Child labour:**
The Group respects the age limit fixed by national legislation and will never make a child under 16 years of age work (with the exception of observation internships as part of school curricula).

International Convention (n°29) of the International Labour Organisation (ILO) of 1930
International Convention of the United Nations of 1989 for the protection of children
ILO Convention on the worst forms of child labour (1999)
ILO Convention on minimum working age (1973).

EMPLOYEES in respect of the **GROUP**

■ **Protection of the Group's image, confidentiality and heritage**

Respect of the confidentiality, image and heritage of the Group, guarantees of its reputation and proper operation, are the responsibilities of each of our employees.

Working or having worked within the Group implies not communicating information which could be considered confidential to anybody when that information may represent an operational or commercial interest.

As part of their professional activities, all employees are guarantors of the Group's image.

Employees must contribute to protecting the Group's heritage and not consciously commit any acts which could affect it or alter the services resulting from the Group's activities.

On professional development sites and social networks (LinkedIn, Facebook, Twitter, etc), **I must not:**

- Divulgue confidential information,
- Give my opinion about colleagues and their work,
- Denigrate Ponticelli Frères Group or its partners.

■ **Political and religious activities**

Employees' political, philosophical and religious never detrimentally affect the beliefs of their colleagues or the effective completion of their professional tasks

■ **Conflict of interest**

Each employee must avoid any situation in which his/her personal interests or that of individuals or corporate entities to which he/she is linked may contradict the interests of the Group:

- By refusing any participation in a competitor's, supplier's or customer's business without prior written authorisation from their management (excluding stock market activity).
- By exercising no competitive activity without prior written authorisation from management.

Employees must report any information concerning possible conflicts of interest.

Ethical principles apply to the relationship that the Group and its employees have with their commercial partners (customers, suppliers, sub-contractors, etc.) as follows:

The **GROUP** in respect of our **COMMERCIAL PARTNERS**

▪ **Freedom of trade and competition**

Our commercial relationships must comply with trading and competition standards dictated by the law and by OECD guidelines for multinational companies.

The following are forbidden: illicit or restricted agreements, concerted actions, conventions, express or tacit agreements or coalitions, in particular when they tend towards:

- Limiting access to the market or free competition for other companies;
- Obstructing price definition through free market forces by artificially engineering their increase or decrease;
- Limiting or controlling production, solutions, investment or technical progress;
- Sharing out contracts or sources of supply.

▪ **Corruption**

The Group has a rule of zero tolerance in respect of any form of corruption. These practices are illegal and do not fit with the Group's spirit and values.

No act of corruption will be tolerated:

- Whether it be in one sense or another:
 - Offering any money, goods, services or other gifts with a view to obtaining or maintaining a commercial advantage for the company,
 - Receiving any money, property, service or any other gifts with a view to maintaining or obtaining a commercial advantage for that person, entity or representatives.
- This applies to acts of:
 - Private corruption (promising or giving an advantage so that a person acts or does not act, in violation of his or her functions).
 - Public corruption (promising or giving an advantage to a civil servant or an elected representative so that he or she acts or does not act, within the framework of his or her functions).

▪ **Extended vigilance and protection of individuals**

With a view to sharing good practices and so as to exercise wider vigilance in respect of protection of individuals:

- Our health and safety standards also apply to our partners, sub-contractors and temps.
- The Group ensures that individuals and prevailing legislation are respected, in particular as regards clandestine work.

EMPLOYEES in respect of **COMMERCIAL PARTNERS**

▪ **Respect of confidentiality**

Any loyal, honest relationship with partners means that principles of confidentiality must be respected.

All employees undertake to respect the value of information communicated by commercial partners (studies, technical projects, industrial data, commercial and financial data, know-how, etc.) and to treat information of a confidential nature with the greatest caution, avoiding disclosure.

Each individual shall verify the degree of confidentiality of the information before processing it, and shall keep it safe.

▪ **Gifts / invitations / benefits**

The integrity and honesty of commercial relationships is essential, and reflected in solid, non-corrupt trust.

In this strictly professional context, an employee may be led to propose or receive non-pecuniary or low value benefits, in particular promotions.

For an invitation to an event, the employee must always accompany or be accompanied by the partner as part of the professional relationship.

So as to prevent any misunderstanding, **I must** inform new customers and suppliers of our policy on gifts.

I undertake to only give gifts or symbolic invitations of little value, on condition that they are based on good faith, that they can contribute to expressing the relationship of trust, and that they illustrate the activities and know-how of the company. In case of doubt, **I should inform management**.

I ensure that I maintain cordial relations with my customers **within reasonable limits** of expense and propriety. Beforehand, I ask myself the question about the way in which my initiatives are publically perceived (invitations, symbolic gifts, etc.).

FOR OUR ENVIRONMENTS

These ethical principles apply to the relationships that the Group and its employees have with its environment (civil society, natural environment, organisations, associations, etc.) as follows:

The **GROUP** in respect of **OUR ENVIRONMENTS**

▪ **Promotion of solidarity**

The Group's activity and that of each of its employees must have a positive effect on the communities in the countries in which we work. To this end, we must:

- Encourage and foster initiatives designed to promote social and human development, in particular through the promotion of education, training and health.
- Promote the employment of local personnel.
- Maintain sustainable links and partnerships with local populations.
- Prioritise the involvement of our different stakeholders in the development projects we support.

Our **EMPLOYEES** in respect to **OUR ENVIRONMENTS**

▪ **Respect of local customs and religions**

Working in a foreign country is a great opportunity for our Group:

- every employee respects the local traditions and customs as long as they are not illegal or in contradiction with the Code of Ethical Conduct
- every employee tolerates different religions, as long as they are not illegal or in contradiction with the Code of Ethical Conduct

▪ **Limiting the environmental impact of our activities**

Our responsibility is to continually improve our impact on the environment at every stage of our activities:

- All employees commit to reducing the impact of our behaviour and our decisions on our environment.
- Each one of us within the Group commits to reduce, where possible, their own impact on the environment.

When travelling:

- **I prioritise public transport** over individual transport.
- **I choose the train** rather than the car or the plane to limit CO₂ emissions.

NEED ASSISTANCE OR ADVICE?

Have you replied **no** to one of the questions in the introduction?

Do you have a **doubt** about one of the questions?

Have you noticed a **situation where ethics have not been respected**?

- you can ask for assistance in ethical matters from your superiors, Human Resources, your entity's ethics officer or directly from the Group's ethics officer by using the dedicated email address:

conseilethique@ponticelli.com

REQUIREMENT TO REPORT FAILURE TO RESPECT THE CODE

You have witnessed **unethical behaviour, which could threaten the Group's reputation or economic situation** in the following areas:

Financial, accountancy, banking, corruption, discrimination, bancaire, corruption, discrimination, workplace harrassment, anti-competitive practices, health, hygiene, protection of the environment etc...

- In exceptional cases, if you cannot contact your superiors or someone from Human Ressources, you can report any unethical behaviour to the Group's ethics officer via:

alerteprofessionnelle@ponticelli.com

Any employee using this mechanism must beforehand refer to the whistle-blowing procedure (GRP-PR-RSE-111) to understand the full consequences of it.