

# PARTNERS' CODE OF INTEGRITY



## Message from the Chief Executive Officer

# Laurent GERMAIN

Dear partners,

As responsible entrepreneurs and stakeholders in the global economy, we must be active in promoting integrity. I have decided to make this a major element in the Egis management policy. Integrity must guide the actions and decisions of all Group employees. Through its impact on our reputation - which is one of the Group's vital assets - and through the trust it inspires in our clients and partners, it also contributes to Egis' ongoing development and growth.

Insofar as we are called to work together, these principles can only be effective if we share them. The solidarity that links us within consortia and partnerships seeking to provide the best possible service to clients must also be expressed in the constant endeavour to set an example that is both ethical and in accordance with the regulations. The reputation of every one of us depends on this.

In asking you to comply with the rules set out in this Partners' Code of Integrity when you work with or for Egis, our intention is to preserve Egis' image and ethical capital. But we are also protecting your image and ethical capital, together with our joint ability to collaborate in the long term in developing ambitious and responsible projects.

These rules of integrity therefore represent a vital element in our commercial relationship in that they translate our joint commitment to work together transparently and promote ethics in business.

Nicolas Jachiet  
*Chief Executive Officer*



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

# 1 Egis, a culture of integrity to be shared

Egis' reputation is based on the values of ethics, transparency, integrity, respect and quality. These values are expressed in the Group's Code of Ethics and Code of Integrity, both of which guide the actions of Egis employees at all times. Egis has specifically expressed its belief in these values by signing the United Nations Global Compact.

In line with this conviction, Egis wishes to work only with partners that share its values and are committed to the same principles of integrity. To achieve this, Egis ensures the respectability of its partners through a process of verification, and asks them to comply with the rules of integrity specified in this code (the "Partners' Code of Integrity").

This code applies to Egis' subcontractors and suppliers, its sales agents, consultants and representatives. It also applies to Egis' co-contractors in temporary consortia led by Egis, which is thus able to impose its ethics rules. In other cases, Egis actively puts forward proposals to establish equivalent rules. When an Egis partner already has its own code of conduct, the requirements of the respective codes are then compared to check their consistency.

"The Global Compact invites businesses to adopt, uphold and apply in their sphere of influence a set of core values in the areas of human rights, labour and environmental standards, and fighting corruption." Ten Principles, Global Compact.

This preamble is a reminder that, by signing up to the United Nations Compact, Egis has made a commitment relating not only to its own internal practices but also to those of its business partners.

This Code of Integrity describes the values we wish to share, and the rules with which you agree to comply when collaborating with Egis on the project or service concerned. Through your agreement, you also undertake to require your own co-contractors, subcontractors and suppliers that are working for or with you on this same project or assignment to comply with the rules of the Code.

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



# 2 Our rules of conduct

## COMPLIANCE WITH LAWS AND REGULATIONS

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Egis requires that its partners comply scrupulously with the national laws and regulations in force in the countries in which they are established and the countries in which they operate, as well as international laws and regulations, particularly those relating to international sanctions ("embargoes"). It is the responsibility of each partner to become acquainted with the laws and regulations that apply to his/her business.

Most countries have adopted anti-corruption laws and regulations. These regulations are particularly strict for companies under the jurisdiction of the OECD zone, where the Convention on Combating Bribery of Foreign Public Officials applies. In addition, several countries, particularly the USA and the United Kingdom, have extraterritorial laws (FCPA and UK Bribery Act) that can be applied broadly to all businesses anywhere in the world.

## PREVENTION OF CORRUPTION

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Egis prohibits all forms of corruption in business transactions.

Egis partners 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 any person, whether public or private.

In particular, Egis partners must ensure that any gifts, hospitality, donations, political contributions and/or sponsoring they provide are not used to influence or appear to influence decisions or to obtain any unfair advantage from an Egis client, an Egis employee or any other stakeholder in the project or service.

Egis applies a "zero tolerance" policy with regard to integrity and strictly forbids involvement in any corrupt activity in its name or its interests, whatever the desired aim (obtaining a permit, winning a contract, signing a works completion certificate, payment of a bill, etc.).

## ● GIFTS AND HOSPITALITY

Gifts and hospitality are common courtesies within professional relationships. They are not forbidden but should in no way seek to influence or appear to influence decisions or to gain an unfair advantage.

Egis implements strict rules to ensure that these gestures remain reasonable in terms of value, frequency and duration, are proportionate to the situation and the seniority of the persons concerned, comply with regulations and local practices, and are offered in a transparent way and outside tender periods.

Egis asks its partners to apply the same precautions with regard to the contract or service concerned.

A partner that is contemplating giving a gift or hospitality to an Egis client must notify the Egis manager in advance and obtain his/her prior agreement.

**● SPONSORSHIP, PATRONAGE AND POLITICAL CONTRIBUTIONS**

Sponsorship, patronage and political contributions must be given in accordance with the applicable laws and regulations, and must not in any way seek to influence or appear to influence the decision of a potential client or public decision-maker.

Egis does not make any contributions, financial or in kind, to political parties or political figures, and its sponsorship or patronage actions must comply with Group policy and undergo internal validation.

Egis formally prohibits its partners from making donations or political contributions, or conducting sponsorship actions in its name.

Should they wish to do so in their own name, they must ensure that such action cannot influence or appear to influence decision-makers or clients connected with Egis. If this might possibly be the case, they must notify the Egis manager concerned and obtain his /her prior agreement.

**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 requires its partners to comply strictly with the laws and rules of free competition.

In particular, no Egis partner shall be party to any agreement whatsoever with the purpose of, or resulting in, fixing prices, distorting a tendering process, sharing a contract, limiting the competition or boycotting a supplier.

**PERSONAL INTEGRITY IN YOUR TASKS**

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.

Egis requires its partners to conduct their assignments strictly according to the principles of honesty, transparency and integrity vis-à-vis Egis, its clients, other partners and all other stakeholders (companies, associations, etc.), under all circumstances.

Specifically, no Egis partner may engage in any act of coercion, fraud or falsification of documents, whether these documents are internal to the company or produced as part of said partner's professional tasks (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 partners' activities - studies, inspection, advice and approvals - must be carried out with professionalism, objectivity 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.

**CONFLICT OF INTEREST**

A conflict of interest is a situation in which a partner or one of its employees has a private or personal interest sufficient to influence (actual conflict) or appear to influence (apparent conflict) the exercise of his/her functions with respect to Egis or its client.

A conflict of interest is a state of affairs, a situation; it does not in itself constitute improper action.

It can result, for example, from direct or indirect friendship or family links between the partner's representative(s) and the Egis employee(s) involved in the commercial relationship, from the presence of former Egis employees among the partner's staff, from the intervention of Egis employees or people who are close to the company such as management or direct or indirect shareholders in the partner company or one of its subsidiaries.

In such cases, it is important to ensure that conflicts of interest cannot distort the objectivity or impair the judgement of Egis' partners or employees in respect of the company's partners.

Egis' partners should not therefore directly or indirectly hold interests in Egis or any other party that might influence commercial or operational decisions taken in respect of the contract or service for or with Egis.

If an Egis partner identifies a genuine or apparent conflict of interest, it must notify the Egis manager concerned as soon as possible so that a decision can be taken in a justified and transparent manner.

**CONFIDENTIALITY AND COMMUNICATION - PROTECTION OF INTELLECTUAL PROPERTY**

**● CONFIDENTIALITY**

In the course of their tasks, Egis' partners may have access to confidential information relating to Egis' business or its employees, clients or other partners. They undertake to protect the confidentiality thereof and limit the circulation and use of this information only to what is strictly necessary for the success of their mission.

In some situations, Egis' partners may also be required to sign a specific confidentiality agreement.

**● PROCEDURES FOR EXTERNAL COMMUNICATION**

Partners undertake to obtain prior authorisation for any communication making reference to Egis.

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

**● INTELLECTUAL PROPERTY**

Egis' partners undertake to respect every item of Egis' intellectual property (tools, standard documents, methodologies, etc.) and not to use or disseminate them without obtaining prior written authorisation from Egis.

**SOCIAL AND ENVIRONMENTAL RESPONSIBILITY**

**● HUMAN RIGHTS AND LABOUR LAW**

Egis requires its partners to respect human rights and the fundamental principles and rights in the workplace as described in the Core Conventions of the ILO (International Labour Organisation). In particular, they must comply with the prohibition on forced and child labour, and respect the principles of freedom of association and non-discrimination in the workplace.

The ILO's Core Conventions define a number of basic principles that are applied in international law with regard to forced and child labour, freedom of association and the right to organise and bargain collectively, and discrimination in employment (C87, C98, C29, C105, C138, C182, C100, C111).

**● HEALTH AND SAFETY**

Egis' partners undertake to provide their employees with safe and healthy working conditions. They must provide sufficient safety equipment, in good condition, and ensure that safety instructions are adhered to in all projects in which they may be required to operate in the name of Egis, irrespective of local practices.

**● ENVIRONMENT**

Egis requires its partners to limit their environmental impact as far as possible, and to support Egis in seeking environment-friendly solutions.

# 3 Implementation

## PARTNERS' COMMITMENT

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All Egis partners are required to comply with this Code of Integrity, as are their partners and subcontractors, under the conditions set out in Section 1 of the Code, according to the letter of ethical commitment they sign during the preliminary verification process.

Whilst collaborating with Egis, our partners undertake to:

- Comply with this Code of Integrity, and ensure it is adhered to throughout the assignment.
- Complete the Egis Questionnaire precisely, fully and transparently, and provide all documents required thereby so that Egis can undertake preliminary due diligence.

## HANDLING INSTANCES OF NON-COMPLIANCE

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Failure to comply with this Code of Integrity may have serious consequences for Egis' reputation and business. Egis may therefore be required to take appropriate sanctions against a partner for misconduct, ranging from interruption of the commercial relationship to civil or criminal proceedings if the circumstances so warrant.

In the event of non-compliance with, or a suspicion of violation of, this Code of Integrity, a phased approach will be implemented:

- Egis will present its doubts, concerns or observations in a reasoned manner.
- The partner will be invited to explain, provide such documentation as it feels might be useful to answer questions, and propose a solution to correct the non-compliance as quickly as possible.
- If Egis continues to have serious doubts after this discussion, or if it feels the correction proposed by the partner is inadequate, Egis may audit its partner on the subject concerned.

- Should the partner refuse to submit to the audit or in the event of a negative finding by the audit or in the case of serious misconduct, Egis may terminate the contract with the partner and may even take legal action if necessary.

## RAISING THE ALARM

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If a partner becomes aware of a supposed or proven violation of the rules by one of its employees, an Egis employee, a client or another partner, it must notify its Egis contact person or the Egis Ethics and Compliance Director<sup>1</sup> as soon as possible.

Any notification will be handled with great care, respecting the necessary confidentiality and ensuring that the person who raised the alarm in good faith is not then subject to reprisals.

<sup>1</sup>Ethics and Compliance Director: Philippe Rome  
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# Appendices: some illustrations of the rules

The sole purpose of the examples presented below is to illustrate certain rules given in this Code by placing them within an operational context. They are intended only to clarify the meaning of a rule in a particular case. They are obviously not additional rules in themselves.

## PREVENTION OF CORRUPTION

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### *Question:*

In partnership with Egis, you have submitted a proposal for a large project that is strategically significant for the 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 s/he can help you if you "come to an agreement" with him/her. What do you do?

### *Answer:*

Egis seeks to establish its market positioning through the quality of its services. So you tell this person that you and Egis have strong ethical values, and that his/her proposal is contrary to your rules on integrity. You of course notify the Egis manager concerned of the approach that has been made to you. 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 a competitor, intended to harm the consortium.

## FREE COMPETITION

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### *Question:*

Your design office regularly assists Egis in one of the countries in which it operates. You have a very good relationship with the local team, which you find to be professional and which has confidence in you. You know that in a particularly sensitive call for tenders, it would be interesting to gather information on the proposal to be submitted by Egis' main competitor. Maybe you could approach the company? You would then have a more precise idea of its proposal and could give Egis some worthwhile information. That would surely help Egis and reinforce the trust the team places in you.

### *Answer:*

The consequences of such an action could result in perverting a tender process. This is a clear violation of competition law, and is punishable by law. In addition, this action would be detrimental to your business relationship with Egis, which could be embarrassed by your initiative and might no longer wish to work with you. If you are willing to play the "Trojan Horse" for Egis' benefit, why would you not be ready to do the same for one of Egis' competitors? Your relationship with Egis must be founded on the basis of your professionalism, transparency and integrity.

## PERSONAL INTEGRITY IN YOUR TASKS

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*Question:*

During a works inspection on a project on behalf of Egis, the findings show that a structure is non-compliant. The contractor explains that his site is not profitable, 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 you that you "forget" this non-conformity. How should you respond to this pressure from both sides?

*Answer:*

The final decision rests with the client, but it is your job to inform the client and Egis of the situation clearly, without falsifying your findings and making sure you avoid any suspicion of fraud, so as to maintain the necessary trust between the client, Egis and yourself. Your conclusion must state the shortcomings observed. Meanwhile, you assess the impact of this non-conformity on the structure's functions and, along with the client, the contractor and Egis, you make arrangements for adhering to the date of commissioning.

## CONFLICT OF INTEREST

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*Question:*

During a discussion with your contact at Egis, you learn that one of its project managers is having difficulty finding certain skills in one of the countries in which the company operates. In fact your brother-in-law is in the process of launching a services company in this very sector of activity. Everyone stands to gain.

*Answer:*

Even if the sole purpose of your intervention is to help Egis and strengthen your commercial relationship, it could appear to be a conflict of interest given your personal links with the other company. If you do proceed to bring the two into contact, you must do so completely transparently and it is vital that you notify your contact at Egis of these links in advance. He or she will decide what action to take depending on the context.

## CONFIDENTIALITY AND COMMUNICATION

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*Question:*

You have worked in collaboration with Egis on a technical and commercial proposal within the framework of a call for tenders. Unfortunately, it was not won by the consortium you had established with Egis. On the other hand, the preparation work has not been in vain because you very much liked the way in which Egis described its methodology and presented its management of the project in the proposal. You could reuse some elements in other proposals that you hope might be more fruitful.

*Answer:*

Such an attitude would infringe the rules on confidential information. You may not use information obtained as part of a specific collaboration for any other purpose. Egis' methodology is the result of its own expertise and know-how. It is against Egis' interests to reuse some or all of these elements. This data is confidential before, during and after the execution of the contract.

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