



Code of Conduct

ANTICORRUPTION

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Introduction

To achieve long-term success, SYSTRA Group relies on its values, competencies, competitive prices and strong commitment to strict compliance with all applicable laws and regulations. These qualities, combined with irreproachable business practices by our employees, set the foundation for adherence to world-class ethical business standards.

SYSTRA has put in place a range of measures to maintain the highest standards of ethical behaviour, an initiative instigated by the Executive Board in 2012. These include the Code of Ethics, specific topical guidelines, ethics training and the appointment of a Group Compliance Officer.

To continue to build our ethical foundations, we need to reinforce and enhance SYSTRA's ethics tools by a Code of Conduct that focuses on anti-corruption to help all Group employees clearly understand behavioural practices that could be perceived as corrupt acts.

Strict compliance with these rules by all our employees is one significant way to help the Group demonstrate to our clients and business partners that SYSTRA can be relied upon to pursue strong ethical values that complement our competencies and competitive prices in the markets that we serve.

Pierre Verzat
Chief Executive Officer

What is corruption?

Corruption is defined as an act by which a public person, or a private one, solicits or accepts a gift, an offer or a promise for accomplishing an act which falls within the scope of their duties.

Gifts are not limited to sums of money. They extend to honorary benefits, the granting of facilities, release from debt, discounts, promises to hire an employee,...

Corruption concerns the case where the person who requests, or receives, the gift is directly in charge of the decision, however it also includes cases where the recipient may influence a decision. This is called influence peddling. Experts providing assistance to public, or private, persons must be especially vigilant.

Corruption and influence peddling can transpire even if the gift arrives after the assistance is provided, irrespective of whether it was requested beforehand. This could notably be the case where a consultant asks a form of special compensation after assisting in obtaining a favourable decision.

Risks consequences faced by SYSTRA Group companies and their staff

Corruption is severely punished. Being involved in such practices places the company, its staff and its shareholders at considerable risk.

- **Criminal sanctions:** Most legislations provide for very high fines in the event of corruption, which can reach several tens of millions of euros.
If prosecuted in the United States, penalties may reach and exceed several hundred millions of dollars, depending on the seriousness of the facts.
To calculate fines, most recent laws may use the profit gained from the offence and apply a multiplying factor to it. Thus, under French law, a company may be ordered to reimburse double the amount of the contract obtained as a result of the corruption. Prison sentences are also provided for by anti-corruption legislations. Some companies' staff have been sentenced to imprisonment for acts of corruption.
This criminal risk is borne both by the Group's companies and by its staff and the two liabilities may be cumulative.
- **Contract sanctions:** A case of corruption on a contract may trigger the termination of the contract, as well as other contracts.
- **Civil sanctions:** Likewise, where corruption is used to obtain a contract, the offended parties may take legal action in civil courts.
- **Exclusion from contracts:** a proven case of corruption may lead to exclusion from tendering for national public contracts, World Bank contracts, European Commission contracts,...

- Other risks: In addition, a litigation or a conviction for corruption involves high legal costs, a significant waste of time, and causes considerable damage to the image of the group, its shareholders and its staff.
- Any proven breach of this code of conduct can be the object of disciplinary sanctions applied within the framework of any appropriate legal statutes.

SYSTRA pursues irreproachable business practices. Any employee who feels directly, or indirectly, concerned by corrupt practices needs to inform their direct management should any doubt exist. Direct management then needs to take all measures necessary to stop any illegal practice. The Group Compliance Officer can be consulted at any time.

It is equally important to take into consideration that although an act may seem acceptable at a moment in time, it may no longer be acceptable should the specifics later be associated to a particular individual. In fact, it is not uncommon that specifics undergo evaluation several years after being committed and during this intervening time, the opinion of the general public regarding such specifics has become more severe.



Risk of corruption for the SYSTRA Group

Within the framework of our professional activities, SYSTRA and its subsidiaries engage in missions that expose us to risks of corruption (3.1). These risks are further amplified as, we can be held responsible for acts of our business partners (3.2) and such acts of corruptions can take many forms (3.3).

3.1. Activities of SYSTRA require special vigilance

Within the frameworks of missions covering assisting the owner/builder, being a general contractor, undertaking contracts issued by the owner/builder or the works supervisor, the decisions taken by SYSTRA and subsidiaries of the Group can have an influence on:

- The process of formulating needs (example: definition of technical specifications);
- The award decision (example: methodology of evaluating of offers);
- The realization of the contract (example: criteria for the validation of milestones).

A SYSTRA team member must not act with any partiality that would benefit a third party (privilege a specific company for award of a contract, issuance of an Addendum, or accepting a deliverable, ...) or serve the needs of a client (modify a report to bias a finding, a procedure to issue an order, refusal of a deliverable, ...) in return for a gift, an invitation, a service, a promise or any other unwarranted advantage or even if there is no return incentive.

The above is even more important when the object is covered by any type of government contract, as SYSTRA team member decisions concern the expenditures of public funds.

3.2. Business relationships of the SYSTRA Group and risks of corruption

3.2.1 Commercial partners:

Commercial partners are largely defined to include partners, sub-contractors, suppliers, intermediaries (providing assistance to internal and external growth), service providers, as well as our clients.

The acts of the commercial partners of the SYSTRA Group can, under certain circumstances, engage the responsibility of the Group.

Along this line, an act of corruption committed by a normally independent company participating within the framework of a consortium can engage responsibility, of each and all parties to the consortium. In the same manner, in certain cases a requestor's res-

possibility can be engaged by an act of corruption committed by a sub-contractor or a supplier. This holds even truer in the context where a company hires an intermediary. Additionally, clients can present several types of risks: by requesting undue advantages for example, or in acts of money laundering, or even in cases where international sanctions have been imposed upon them.

SYSTRA has formulated an evaluation procedure for its business partners. The procedure does not reduce the vigilance obligation of the development team. This procedure notably provides SYSTRA with a means to limit the risk of inappropriate practices on the part of our partners and to make them knowledgeable of the fact that SYSTRA has "zero" tolerance regarding the risks of corruption.

All SYSTRA members are required to always apply their best efforts to evaluate the probity of business partners, apply all necessary measures on a case by case basis and specifically follow the execution of the contracts signed with such business partners.

Prior to any commercial engagement with a business partner, it is important to inform them that SYSTRA has zero tolerance regarding business ethics.

Particular attention is needed concerning individuals holding a public position:

Individuals holding a public position present very high risks regarding corruption. It can occur that they request gifts and various types of advantages from members of companies that are candidates for public tenders or who seek an approval from any public authority.

Penal laws are generally much more severe in cases where the holder of a public position is involved.

In order to avoid any suspicion, SYSTRA team members are required to pay particular attention to the gifts and benefits offered to persons occupying public positions and not to accept any requests if such person is likely to influence directly, or indirectly, an official action.

The term «persons occupying a public position» must be interpreted broadly and particularly includes:

- Any agent, employee or representative of a local, regional or national government authority or of a multinational organisation, including elected persons;
- An agent or employee of a company in which a government has an interest;
- A candidate for political positions;
- Political parties and their representatives;

- Any representative or employee of an international public organisation such as the World Bank, the United Nations, the International Monetary Fund,....;
- Any person who, without being employed by a government authority, exercises a public function or mission on behalf of a public entity or public company, including an expert or consultant appointed to assist a public person with an order.

In practice, this includes notably civil servants, inspectors, members of a political party, police officers, prosecutors and other jurisdictional officials, judges, customs and immigration officers, ambassadors and embassy personnel, as well as representatives of companies held by, or controlled by, the government.

3.2.2 Acquisitions and joint companies:

SYSTRA Group can also be held responsible for actions of companies that become part of the Group through mergers or acquisitions. This type of responsibility, often called Buyers Responsibility, can cause impact to SYSTRA for corruption committed by the entity even if such acts occurred prior to the merger or acquisition.

SYSTRA Group can equally be held responsible for acts or behaviour of its business associates who act through joint companies. Due to the critical importance of this fact, at the time an associate is chosen, extended due diligence is required on reputational aspects and commercial practices, which need to be well identified and understood.

SYSTRA Group can, in other cases, have its responsibility engaged should any participation occur in a structure that was built in an attempt to distort or conceal any type of corrupt act.

In order to mitigate these types of risks, it is necessary to assure that the following points are in place:

- Inform partners and team members as early as possible of SYSTRA's zero tolerance regarding ethics within business affairs;
- Complete an enhanced integrity review on the history of all targets within the context of mergers and acquisitions, as well as all associates within the framework of joint companies;
- Integrate appropriate guarantees in final documents formalized for acquisitions or the creation of a joint company;
- Realize regular controls on companies acquired or set-up as a related company.

3.3. Anticipate situations that may lead to acts of corruption

3.3.1 Gifts and invitations

Offering gifts and providing various services (meals, trips, and leisure activities) may be considered an act of courtesy in many countries.

However, numerous legislations or international agreements prohibit the supply of gifts, invitations and valuable services to a third party for the purpose of obtaining an undue advantage or exercising any influence whatsoever over any action or omission. As time goes by, the practice of gift giving is becoming obsolete and may disappear from business life.



The SYSTRA Group rule

Any offer, acceptance or promise of a gift, invitation or service is not permitted with exception of business meals.

Business meals:

Any offer, acceptance or promise of a business meal must respect the following conditions:

- It is not aimed at obtaining an undue advantage or influence an official action;
- It has a professional business objective;
- The associated cost is reasonable and not excessive compared to local options of good quality;
- Its circumstances and value do not give rise to any suspicion of bad faith or inappropriateness and may not be reasonably interpreted by the beneficiary or other persons as an act of corruption, even after the event, for clarity that means as an attempt to influence a decision of the beneficiary or to provide compensation for a decision which has been taken;
- The frequency at which the gifts or services are offered to the same beneficiary are in no way inappropriate in nature;
- A SYSTRA employee and the business partner must both be present during the business meal;
- Other considerations: existing local practices, the participant had previously invited the SYSTRA employee and this invitation is given in return...;
- The business meal is clearly and precisely recorded in the SYSTRA accounts and books.

If the beneficiary exercises direct or indirect influence on a decision affecting the interests of SYSTRA or an entity of the Group, precautions must be taken and the Compliance Officer consulted prior to the occurrence of the event.

Particular attention concerning persons occupying public positions:

Inviting a person holding a public position to a business meal requires that additional conditions be satisfied, which include:

- The invitation is not prohibited under local legislation – keeping in mind that in many countries, legislation stipulates that an invitation extended to a public officer holder is covered by rules that are stricter than those applying to other persons;
- The person holding public office has confirmed that they are authorised to accept the invitation.

SYSTRA team members need to contact the Compliance Officer should there be any doubt on the pertinence of the invitation or its value.

EXCEPTIONS TO THE RULE

Gifts that are «diplomatic» are acceptable. The term diplomatic refers to the context where, gifts are exchanged at either the corporate offices of a SYSTRA Group entity or those of the business partner during a formal visit between directors. Any such diplomatic gift must be of a reasonable value.

Such diplomatic gifts will be placed in corporate storage. The Group Compliance Officer is to be formally advised of the gift including, the date of the gift, the parties involved, the context of the gift and its value (approximate value for gifts received).

It is also acceptable to provide gifts that display the SYSTRA logo available from the Corporate Communications Department.

What is the attitude to adopt regarding an invitation (outside of a business meal) or a gift that cannot be refused?

In certain circumstances, it could be considered impolite to refuse a gift or an invitation without offending the offeror.

In such a circumstance, the gift or invitation must be declared to the Compliance Officer along with the date, the name of the participant, the context of the gift or invitation and its estimated value.

If the value is equal to, or greater than, 50 Euros, it is to be given to the Compliance Officer for recording in a specific log and placement in a secured storage room. These stored gifts will then be regularly offered for sale and the proceeds given to one or more non-governmental charitable associations. A gift with a value of less than 50 Euros can be retained by the receiver for use in a strictly professional context.

SOME PRECISIONS REGARDING THE RULE

Reimbursement of expenses incurred (travel, food):

SYSTRA employees may incur expenses in the context of their work (travel, meals, etc.). Similarly, certain SYSTRA partners may incur expenses and request their reimbursement. For certain types of activities per diem or pocket money may be claimed.

- The principle is that SYSTRA Group employees have their expenses reimbursed by their employer;
- Similarly, SYSTRA business partner employees have their expenses reimbursed by their own employer;
- Exceptions to this principle (expenses reimbursed by an entity other than the employer) are exceptional and must correspond to a written and valid contract;
- In any event no reimbursement in cash may be made.

If a business partner (co-contractor, subcontractor, supplier or service provider) demands a reimbursement of expenses incurred without a contractual basis, the Compliance Officer must be informed thereof.

Grant of gifts and benefits through a third party

SYSTRA employees may not offer or accept gifts or advantages through third parties.

Practical cases:

One of my customers is going to issue a call for tenders very soon, may I offer him tickets for a football match? No, this type of invitation is against the rules of the Group.

Can I invite my customer to lunch? Yes, if the above conditions are respected.

I receive a bottle of wine from a sub-contractor, can I keep it? If it is impossible to refuse it, I declare it to the Compliance Officer and then forward it according to the above instructions.

3.3.2 Employee conflicts of interest

A situation of conflict of interest is a situation where an employee of the SYSTRA Group has to make a choice between the duties and demands of their position within the SYSTRA Group and their interests, whether they are family, professional or personal interest.

The SYSTRA Group rule

Any situation that may influence or appear to influence a SYSTRA Group employee's position or decision within the context of their professional activity must be avoided.



PRECAUTIONS

SYSTRA Group employees should always:

- Identify potential conflicts of interest. To identify such situations, the Compliance Officer can assist staff at their request.
- Inform their line management and/or Compliance Officer of the conflict of interest situations. If the conflict of interest concerns the employee's line management the employee should contact the Compliance Officer directly.

Practical cases:

I am a commercial manager, my husband holds an important position with one of SYSTRA's customers, can I accept an assignment as commercial manager for this customer?

Insofar as my personal situation may affect or may be perceived as affecting the relations between SYSTRA and their client, I should refuse the mission.

I am elected to the municipal council of a town holding a competitive tender to which SYSTRA replies, can I participate in the bid team?

No, this situation will be perceived as being contrary to the principal of equal treatment of tenderers.

I am a buyer, I have financial interests (e.g. holding shares) in a company receiving a competitive tender made by SYSTRA, may I evaluate the candidates?

Insofar as my financial interests are limited in terms of amount and to the extent that the said call for tenders is not significant financially for the tenderer as compared to their annual turnover, once I have informed my line management and received their approval, I may proceed with the evaluation.

3.3.3 Facilitation payments

Facilitation payments are generally qualified as small commissions or gifts offered to civil servants by private persons (individuals, company shareholders or company senior managers) to accelerate an administrative procedure, to obtain a permit or a licence, or to obtain a basic service such as the installation of a telephone line or an exemption from customs duties.

Facilitation payments:

- constitute a form of corruption;
- Impose additional costs on companies and citizens to access services to which they have a legitimate right;
- Are illegal in most countries;
- May lead to problems of corruption on a wider scale.



The SYSTRA Group rule

Facilitation payments are prohibited throughout the Group whether they are given or received.

PRECAUTIONS

- If you make a payment that could be wrongly interpreted as a facilitation payment you must immediately inform the Group Compliance Officer and ensure that the payment and its amount are correctly documented;
- Consult the Group Compliance Officer if you suspect that a payment request is aimed at facilitating a common administrative action. In certain countries this type of problem is omnipresent. The Compliance Officer will help you resolve these problems;
- You should never be tempted to hide a facilitation payment. The sanctions incurred could be even more serious.

3.3.4 Security payments

A security payment is generally qualified as a payment made to avoid imminent physical or bodily harm or an unjustified personal detention contrary to local legislation.



The SYSTRA Group rule

These security payments may be made if they prove to be absolutely necessary in face of any imminent danger or detention that is contrary to legal rights.

PRECAUTIONS

These payments must be immediately reported to the Compliance Officer and to the 3S Officer once the imminent threat has been removed, by formalizing a report or description of the payment.

3.3.5 Political contributions



The SYSTRA Group rule

The SYSTRA Group abstains from providing financing or any other form of contribution, directly or indirectly, to a political party or to a candidate seeking a political position or to any elected representative or political personality. This also extends to any foundation with which such persons or candidates to political positions are associated.

3.3.6 Sponsorships, patronage and charitable actions

Patronage, sponsorships or charitable actions mean the act of helping a legal entity (company or body) by way of orders or financial aid whether it be in the sporting, artistic, cultural, educational or humanitarian action arena.



The SYSTRA Group rule.

Patronage, sponsorship or charitable actions may only be carried out under the following conditions:

- They must be clear and transparent. This means in particular that the identity of the beneficiary, the intended end use and the purpose of the donation must be clearly identified and documented;
- They must not be carried out in the event of any doubt as to the activities and the reputation of the beneficiary company or body or as to the ends they pursue;
- They must only be carried out in situations where they cannot be interpreted as an attempt to obtain an undue influence or an inappropriate commercial advantage;
- They must not be carried out for political reasons (for instance donations to politicians or political parties);
- They must not be made in respect of natural persons or for-profit organizations.
- Donations/payments in cash are not authorised;
- Donations must not be paid to private bank accounts. Payments must be made to bank accounts held in the name of the beneficiary that corresponds to the recipient of the donation.

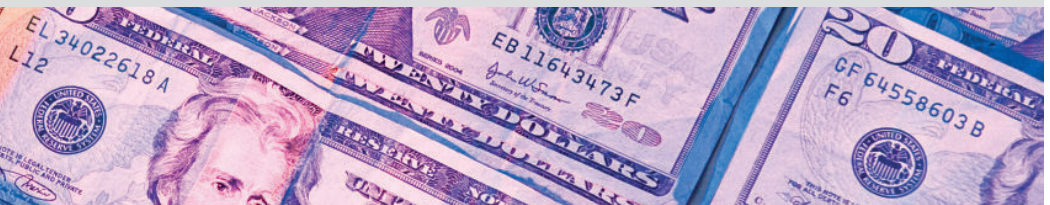
To the extent possible under local legislation, donations must be provided in a form of fiscally deductible amounts (for example, a justified receipt provided for the donation).

PRECAUTIONS

All patronage, sponsorship or charitable actions must be preapproved by the Chief Executive Officer or the EVP Finance & Administration of SYSTRA, who may wish to consult with the Compliance Officer.

The patronage, sponsorship or charitable actions must be documented by a written contract previously signed and indicating the name and address of the beneficiary, their bank details, the exact amount of the donation and the intended end use.

The contract stipulates that SYSTRA may end the patronage action by simple notification if the use to which the gifts given are put is not compliant with the intended usage.





What traceability?

The use of the company's assets (including cash) must be duly documented with a sufficiently reasonable degree of detail in order not to be perceived as disguising inappropriate payments.

Applicable laws prohibit the following:

- The false, deceptive or incomplete recording of operations that affect the assets;
- Undisclosed or non-registered funds or accounts;
- The fact of granting any request to create false documents for any reason whatsoever.

It is also important to keep all documentation demonstrating the appropriate nature of payments made, in particular concerning the situations laid down in this code of conduct.

**In the event of doubt about a situation
CONTACT YOUR DIRECT MANAGEMENT
OR THE COMPLIANCE OFFICER**

**For any question on this code of conduct,
contact the compliance officer**

SYSTRA