



ETHICS & INTEGRITY

---

**Business conduct  
Guide**

---

---

# SUMMARY

---

## UNDERSTANDING AND PREVENTING RISKS

### THE CODE OF ETHICS, ETHICS GOUVERNANCE AND THE WHISTLEBLOWING SYSTEM

- P.4** The Code of Ethics, the keystone of the ethics policy
- P.4** The Integrity Program
- P.5** Ethics governance and organization

## COMBATING CORRUPTION

- P.8** Corruption
- P.11** Facilitation payments
- P.12** Money laundering
- P.13** Fraud
- P.14** Conflicts of interest
- P.15** Public officials
- P.16** Gifts and Invitations
- P.18** Study Tours and Per Diem payments
- P.19** Financing or contributing to political activities – charitable and sponsorships actions

## RELATIONSHIPS WITH THIRD PARTIES

- P.20** Free competition
- P.21** Partners and service providers
- P.22** Sales representatives / agents

## ADDITIONAL INFORMATION ABOUT ETHICS AND INTEGRITY

- P.23** Useful links
- P.24** Contact details of the Ethics and Integrity Managers

# UNDERSTANDING AND PREVENTING RISKS

Artelia engages in a broad range of businesses and offers intellectual services in a large number of business fields in many countries, and provides its customers with high-quality services and solutions.

Our ambition is to consolidate Artelia's position as an engineering and multi-specialist project management group that is able to meet market expectations due to the technical excellence of our staff and the close relationships we develop with our customers.

Achieving this ambition on a long-lasting basis requires each of us to act ethically in the conduct of our business and in our relationships with our partners and customers.

To deal with an increasingly complex and globalized world, we have developed a set of rules and procedures that ensure our activities are conducted with integrity and in accordance with our values, fundamental principles and the laws in force.

We are convinced that compliance with the rules and procedures set out in our new Code of Ethics will guarantee our future.

This business conduct guide aims at providing each employee with the tools that will enable him/her to act ethically and with integrity, in accordance with our Code of Ethics.

It facilitates understanding of sensitive or unusual situations and should be of assistance in reaching decisions that are consistent with our Code of Ethics and the laws and regulations in force. It should also promote the prevention of ethics and integrity risks.

However, this guide does not purport to be exhaustive, and the examples provided do not cover all possible situations.

In the event of doubt, do not hesitate to seek advice from the appropriate persons: the Ethics and Integrity Manager, the Legal Department, the Ethics Committee or your supervisor.

This guide applies to all Artelia Group employees in France and around the world. In particular, it applies to managers, who must take care to refer to it in order to advise their employees in the event of difficulty. This guide is available on the 'My Art' Group intranet, on the Ethics page.

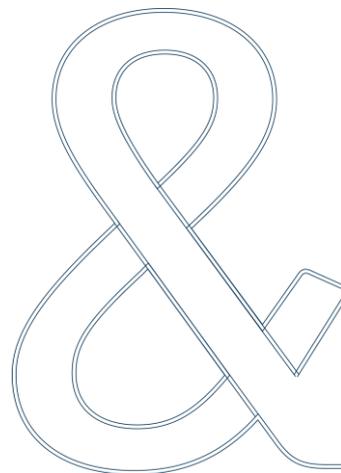
This guide is intended to be shared with commercial partners and clients with whom Artelia has a business relationship in order to raise their awareness about its proactive and joint ethics and integrity policy.

Because ethics is a daily concern and requires the active participation of all employees, I thank you for your personal involvement and commitment in this process that is essential for the future of our Group.

**Olivier SERTOIR**

General Secretary

Artelia Group Ethics and Integrity Manager



# THE CODE OF ETHICS, ETHICS GOUVERNANCE AND THE WHISTLEBLOWING SYSTEM

---

## THE CODE OF ETHICS, “THE KEYSTONE” OF THE ETHICS POLICY

The Code of Ethics establishes standards of conduct that apply to all Group employees when dealing with our clients, partners and service providers or with government agencies.

The Code of Ethics, which is prefaced by the Chief Executive Officer and approved by the Board of Directors after consulting the Ethics Committee, emphasizes Artelia’s commitment to ethical behavior in the conduct of business, consistently with its values and in compliance with fundamental principles.

It sets out Artelia’s zero tolerance policy with respect to corruption and fraud, and its determination to conduct its activities with the highest ethical standards.

It emphasizes that commercial actions must be taken in accordance with the principles of fair competition, without engaging in concerted practices or acts that could be characterized as anti-competitive practices.

The Code of Ethics is available both to internal stakeholders on the intranet and to external stakeholders on the website. All new employees are provided with the Code of Ethics when they are hired, and they are required to commit to comply with it and all subsequent updates thereto.

The Code of Ethics is also provided to service providers, co-contractors, subcontractors and suppliers. Service providers, subcontractors and suppliers are required to comply with the Code of Ethics, in particular the provisions on conducting business.

---

## THE INTEGRITY PROGRAM

The Group has defined and implemented an integrity program to reinforce its ethics policy.

This program, which is established by the Ethics Committee and the Group Ethics and Integrity Manager, includes:

- A reference document, the Artelia Code of Ethics;
- A strong commitment by leaders at the highest level, which is then implemented through the acts of management;
- The appointment of Ethics and Integrity Managers and an organization that is appropriate for the company and the types of risks to which it is exposed;
- Risk assessment mapping used to measure and implement risk management action plans (macro at the Group level and micro at the assignment level);
- The procedures described in the Group's management system;
- A control mechanism;
- Communication, awareness raising and training in ethics and integrity-compliant conduct.

---

## ETHICS GOVERNANCE AND ORGANIZATION

Artelia has set up governance bodies and an organization to design, deploy, manage and monitor the integrity program so as to prevent the risks of corruption, fraud and misconduct and to reinforce the culture of ethics within the Group.

---

### ETHICS COMMITTEE

The Ethics Committee is an independent body that reflects, advises upon, analyses, makes proposals and monitors business ethics within the Group.

It is composed of members approved by the Board of Directors. An external director of the Board of Directors must be a member of the Ethics Committee.

Its duties include:

- Establishing an integrity program and, more broadly, an ethical approach for the Group;
- Overseeing the implementation and revision of the Group's integrity program, in particular by determining the information to be communicated and identifying appropriate training goals;
- Analyzing ethics matters on which it intervenes, either on its own initiative or at the request of a third party, as well as auditing relevant parties or having them audited and, depending on the situation, responding to or suggesting possible answers to General Management.

The Ethics Committee holds plenary meetings two or three times a year. Through its Chairman, it reports annually on its work to the Board of Directors and, whenever necessary, to the Group's Executive Committee.

---

### ETHICS AND INTEGRITY MANAGERS

Artelia has set up a specific organization that deploys its integrity program at all levels of the Group and provides support on ethics and integrity issues that may be reported.

A Group Ethics and Integrity Manager was appointed and reports to the Group's Chief Executive Officer. He provides an account of his work to the Ethics Committee.

The duties of the Ethics and Integrity Manager are to:

- Steer the definition and development of the Group's integrity program;
- Effectively implement the Group's integrity program, with the support of operational and functional management, including the internal standards and processes associated with the integrity program;
- Steer the actions decided by the Ethics Committee following referrals or self-referrals;
- Provide external oversight of changes in practices and terms of reference;
- Motivate the Group's employees and foster improvements in behavior within the Group.

The Ethics and Integrity Manager is assisted by a decentralized network of business unit Ethics and Integrity Managers that has been set up in the Group's main entities.

The business unit Ethics and Integrity Managers are responsible for circulating the ethics and compliance rules of the integrity program, and they can be consulted about any practical issues of an ethical or integrity nature.

The business unit Ethics and Integrity Managers ensure that conduct evolves favorably in terms of ethics and integrity.

The contact details of the Ethics and Integrity Managers are available on the Group's 'My Art' intranet on the Ethics page.

---

## WHISTLEBLOWING SYSTEM

The business whistleblowing system set up by Artelia aims to maximize prevention of ethical risks within the Group.

This system is not intended to replace existing reporting tools under the laws and regulations in force, which are implemented primarily through employees' supervisors or employee representatives.

The whistleblowing system allows Group employees to seek advice, express doubts or ask questions about the application or interpretation of ethical rules. It also provides a mechanism for reporting facts or situations that raise issues of corruption, fraud or conflicts of interest, serious cases of non-compliance with competition law, or financial or accounting matters. The foregoing is not an exhaustive list.

If an employee is faced with an ethical issue or problem, this duty to alert may be exercised in several ways.

Keeping in mind that going through one's supervisor is the preferred channel and that for issues concerning respect for personal rights the preferred contact is the Human Resources Manager, employees may contact:

- His/her immediate supervisor, the supervisor of his/her supervisor or the manager of the relevant business unit;
- The Human Resources Manager of the relevant business unit, in particular for matters concerning respect for individual rights;
- The Group General Counsel;
- The business unit Ethics and Integrity Manager;
- The Ethics Committee, using one of the Ethics Committee's e-mail address: [ethique@arteliagroup.com](mailto:ethique@arteliagroup.com) or [ethics@arteliagroup.com](mailto:ethics@arteliagroup.com).

When using the whistleblowing mechanism, employees must identify themselves, but they are protected by a confidentiality undertaking, in compliance with local laws and regulations in force, in particular the laws and regulations concerning the processing of personal data.

Artelia's suppliers, co-contractors or subcontractors who face an ethical problem or who wish to report bribery or fraudulent acts are encouraged to contact:

- The Group Ethics and Integrity Manager; or
- The Group General Counsel; or
- The Ethics Committee, using the Ethics Committee's e-mail address: [ethique@arteliagroup.com](mailto:ethique@arteliagroup.com) or [ethics@arteliagroup.com](mailto:ethics@arteliagroup.com);
- In connection with projects financed by the World Bank and in which Artelia is involved, each Group employee is encouraged to simultaneously report to the World Bank and Artelia any matter that may potentially raise issues of non-compliant practices in World Bank-funded projects.

---

## CONTACT DETAILS

### World Bank



1-800-831-0463 (within the United States)

1-704-556-7046 (outside the United States)

1-202-458-7677 (directly to INT)



[investigations\\_hotline@worldbank.org](mailto:investigations_hotline@worldbank.org)

Information may be reported anonymously and confidentially.

### Artelia



[ethique@arteliagroup.com](mailto:ethique@arteliagroup.com) or [ethics@arteliagroup.com](mailto:ethics@arteliagroup.com)

# COMBATING CORRUPTION

## CORRUPTION

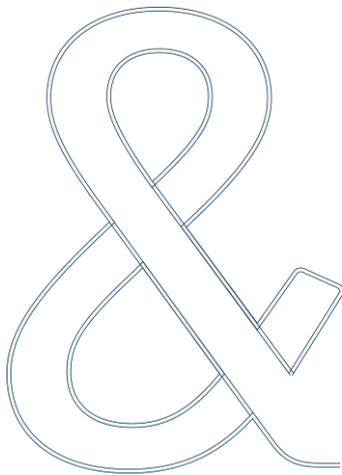
Corruption is the act of soliciting, offering, accepting or granting an improper advantage in exchange for a benefit that is also improper.

The improper nature arises from a breach of legal, contractual or professional obligations.

The intent to corrupt is decisive but the fact of relenting to requests or threats also constitutes an act of corruption.

- Giving a gift or providing a personalized benefit to obtain an improper advantage;
- Paying an intermediary to obtain a favorable decision from a government agency;
- Offering to pay a portion of the fee or commission of an agent or representative as a kickback.

Artelia requires all of its employees and partners to do their part to ensure transparent business practices by being vigilant and rigorous, and by respecting and strictly applying all national and international rules relevant to combating corruption.



### THE CODE OF ETHICS PROVIDES THAT:

“Artelia forbids all forms of corruption in its business transactions and is committed to respecting the provisions of the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of 21 November 1997 and the United Nations Convention against Corruption of 31 October 2003. Artelia has included the relevant provisions in this matter in its contract templates.

In this way, Artelia forbids companies and employees of the Group from promising, giving or supplying a company, person or group of people any sort of advantage, monetary or otherwise, with the sole objective of obtaining or retaining a business transaction or being awarded a favor or advantage involving the infringement of a regulation.

No business transaction should lead to behavior that may be classified as either active or passive corruption, complicity in influence peddling or favoritism.”

## APPROPRIATE CONDUCT

Acting transparently in business relationships.

Clearly refusing any request for illicit payment.

Informing one's supervisor or the Ethics and Integrity Manager of an attempted act of corruption.

## INAPPROPRIATE CONDUCT

Making or accepting a proposed act of corruption.

Offering or accepting a clearly unreasonable gift or invitation.

Offering illegal payments or bribes for any reason (direct or indirect offer).

Requesting a third party to indirectly offer or accept bribes or commission.

Non-compliance with national and international anti-corruption legislation exposes the Group and its employees to significant criminal and civil penalties.

In particular, the Group's employees may incur penalties such as imprisonment and fines. In addition, commercial, financial or administrative penalties may be imposed on the Group. As a result, it may be excluded from public procurement tenders and be declared ineligible for projects funded by international donors.

Furthermore, corrupt practices are seriously detrimental to the reputation of the companies and individuals involved.

Many countries have adopted legal tools to combat corruption and impose sanctions, such as prison sentences and heavy fines.

Below are examples of legal provisions in some countries:

### France:

The law on transparency, anti-corruption measures and modernisation of economic life (known as the "Sapin 2" law) aims at raising French legislation to the highest European and international standards in anti-corruption measures and thereby help ensure a positive image of France on an international level. The Sapin 2 law has imposed eight new requirements on companies with over 500 employees generating over €100 million in turnover. The French National Assembly adopted the law on 8 November 2016. It entered into effect on 1 June 2017.

The Sapin 2 law applies to Artelia and its subsidiaries.

### Italy:

In anti-corruption measures in the private sector, Italy's legislative decree 231/2001 on the criminal liability of corporations stipulates that companies must adopt a code of ethics and an organisation and management model that describes the internal chain of command to prevent crimes including corruption and misappropriation.

### United Kingdom:

The UK Bribery Act 2010 is the law concerning corruption repression and prevention. This British law repealed and replaced previous legislation with four offences concerning:

- Active corruption (bribing)
- Passive corruption (being bribed)
- Active bribery of public officials and
- Failure by a commercial organisation to prevent bribery.

It officially became law on 8 April 2010 and entered into effect on 1 July 2011.

**Key international references on corruption:**

- THE OECD CONVENTION ON COMBATING BRIBERY OF FOREIGN PUBLIC OFFICIALS IN INTERNATIONAL BUSINESS TRANSACTIONS, 1997

The OECD anti-corruption convention establishes legally binding rules intended to make bribery of foreign public officials in international business transactions a criminal offence. It also contains a number of measures to ensure effective implementation of its provisions. It is the first and only international anti-corruption instrument that targets the furnishing of bribes to foreign public officials. [www.oecd.org](http://www.oecd.org)

- THE UNITED NATIONS CONVENTION AGAINST CORRUPTION, 2003

The United Nations Convention against Corruption was the first legally binding international anti-corruption instrument. It entered into force on 14 December 2005.

It deals with the most significant aspects of combating corruption, such as prevention, criminalisation, international cooperation and asset recovery, and to date has been ratified by 165 UN Member States. [www.unodc.org](http://www.unodc.org)

- THE AFRICAN UNION CONVENTION ON PREVENTING AND COMBATING CORRUPTION, 2003

The African Union Convention on Preventing and Combating Corruption applies to active and passive acts of corruption in the public and private sector. [www.peaceau.org](http://www.peaceau.org)

- TRANSPARENCY INTERNATIONAL CORRUPTION PERCEPTIONS INDEX

The Transparency International Corruption Perceptions Index (CPI) ranks countries by the level of corruption of government agencies and politicians in 176 countries, as perceived by the business community. [www.transparency.org](http://www.transparency.org)

## FACILITATION PAYMENTS

In general, facilitation payments are non-official payments of a small amount made to public officials who often hold low-level positions for the purpose of obtaining or accelerating performance of routine administrative formalities to which the payer is legally entitled.

- CUSTOMS INSPECTIONS, ISSUING AUTHORIZATIONS, VISAS AND WORK PERMITS.

Facilitation payments are strictly forbidden by the laws of numerous countries, including French law.

Nevertheless, in certain countries, this practice remains current, to the point that it may be difficult to obtain an official agreement or document without a facilitation payment.

For its part, Artelia has made the courageous and proactive choice to refuse to approve and therefore, in principle, to refuse to accept the practice of facilitation payments, because such payments are basically low-level bribes, which contribute to continuing dishonest practices in the countries that tolerate them.

A growing number of countries prohibit facilitation payments under their anti-corruption legislation. The United Nations Convention against Corruption requires signatory states to efficiently combat this problem and encourage companies to prohibit facilitation payments as part of their integrity programs. This is the choice Artelia has made.

### APPROPRIATE CONDUCT

Refuse requests for facilitation payments.

Know local administrative requirements.

Try to anticipate administrative formalities to avoid situations that may lead to facilitation payments.

### INAPPROPRIATE CONDUCT

Consider that facilitation payments are inevitable.

Think that it is impossible to do otherwise.

Consider that the amount is small and therefore not very important.

## MONEY LAUNDERING

Money laundering is the process of concealing the origin of funds derived from illegal activities (terrorism, drug trafficking, counterfeiting, piracy, corruption, etc.).

- Transactions in which the names and contact details of the parties are unknown;
- Transactions carried out by unknown or unnecessary intermediaries;
- Unexplained transactions;
- Unusual payment methods;
- Transactions to a different country from the one where a service has been provided or a service provider has its principal place of business.

Artelia requests all of its employees and partners to contribute to transparency in the conduct of business by being vigilant and rigorous with respect to the risks concerning money laundering networks and practices.

### APPROPRIATE CONDUCT

Using only legal means of payment that enable traceability for transactions.

Verifying the legitimacy of the destination of all payments made.

Reporting to management or the Ethics and Integrity Manager questionable transactions or suspicions of money laundering.

### INAPPROPRIATE CONDUCT

Accepting on behalf of Artelia sums whose origin is manifestly suspicious.

Negotiating with partners about illegal activities.

Accepting on behalf of Artelia sums that are not related to the performance of our missions.

In many countries, money laundering is criminally punishable by fines and imprisonment.

## FRAUD

Fraud is the act of deliberately misleading others in order to obtain an illegal or unlawful gain or to evade an obligation imposed by law or by an agreement or contract.

Fraudulent conduct must be intentional (i.e. not an erroneous or negligent act) and requires an attempt to conceal the unauthorized act.

The motive for fraud may vary widely, and may include financial, non-economic or material motivations.

Fraud may be an act or an intentional omission. It very often involves the falsification of documents and results in embezzlement, misuse of property or information and inaccurate accounting entries.

The company may be a victim or a beneficiary of the fraud.

- Misappropriation of money, property or confidential information;
- Deception regarding the amount of services provided;
- Destruction of supporting documentation;
- Falsification of accounting entries;
- Use of a scanned signature without the consent of the persons whose signature is used;
- Failure to submit a report to a public or private entity or submitting an inaccurate report;
- Misrepresenting facts in a contractual, accounting or administrative document.

Fraudulent acts are punishable by law as defined in specific offences, such as theft, fraud, embezzlement, misappropriation, extortion, bribery, misuse of corporate funds, breach of trust, forgery and use of forged documents, concealment of evidence or income, etc.

These offences are criminally punishable by fines or imprisonment.

Local cultural specificities realized or expected benefits or the need to meet tight deadlines can never legitimize a fraudulent practice, even if such practice is widespread or longstanding.

In conducting their business activities, employees must act solely in Artelia's interest and refrain from directly or indirectly obtaining any personal benefit or advantage for themselves or third parties.

### APPROPRIATE CONDUCT

**Acting transparently.**

**Favoring trustworthy communications.**

**Verifying the reality of services.**

**Justifying and documenting decisions and actions.**

### INAPPROPRIATE CONDUCT

**Attempting to evade the law.**

**Concealing information.**

**Falsifying or modifying a document to comply with an unjustified and insistent request of a customer or partner.**

## CONFLICT OF INTEREST

Conflict of interest may refer to a situation in which an employee's personal interest affects his or her objectivity, independence or judgement.

"Personal interest" may be the result of personal ambition, financial or professional commitments (for example, the combination of multiple activities), adherence to a political organisation or elected office.

Such interest can also result from bonds with non-profit organisations, charities, cultural and sporting organisations or arise from family or sentimental bonds.

Artelia asks each employee upon hiring and throughout his or her job contract to avoid any situation in which personal interest or interest of his/her relations could conflict with the interests of Artelia.

Artelia also asks each employee to provide all information of any situation or change in situation which might create a conflict of interest.

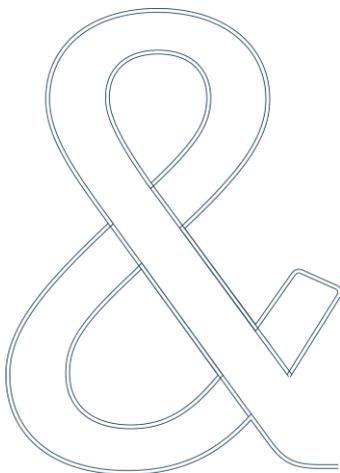
Conflict of interest may also refer to a situation in which the judgement of Artelia may be influenced in carrying out an assignment or making a decision.

For example, influence can arise from:

- Special business or personal relations with a client, partner, sub-contractor or corporation;
- The completion of assignments on behalf of a corporation, whereas at the same time Artelia must issue a position on a bid submitted by the same corporation;
- The use of confidential and/or insider information within a context that would lead to altering an objective and impartial judgement.

Artelia asks its employees to make objective choices in all circumstances and to conduct themselves impartially in their assignments with regard to both the corporation and its clients and any other business partner.

Therefore, any situation in which personal interests or relationships may conflict with Artelia's interests should be avoided.



### THE CODE OF ETHICS PROVIDES THAT:

**"Artelia requires from itself, its employees and partners that they make sure they do not undertake any assignment or activity, hold any interest or invest in a company directly or indirectly that would place them in a conflict of interest situation.**

In the event of doubt, or should any such situation arise, employees should immediately inform their supervisor."

## APPROPRIATE CONDUCT

Acting in a professional and impartial manner, in compliance with the principle of free competition, in the context of relationships with business partners.

Reporting in writing and confidentially to management (or the Ethics and Integrity Manager) any situation that may influence a decision or action within Artelia.

Refraining from taking decisions that may create conflicts of interest.

Contact the ethics and integrity officer to implement organisational, digital, etc., tools to manage and prevent any risk of conflict of interest.

## INAPPROPRIATE CONDUCT

Allowing our relationships with business partners to influence decisions taken on behalf of Artelia or its customers.

Using one's personal position or employment for personal gain or to benefit friends or relatives.

Dealing directly with a business partner if an employee or a member of his/her family holds an interest or management position in such company.

Accepting personal gifts that may place Artelia's employees or Artelia in the position of owing an obligation.

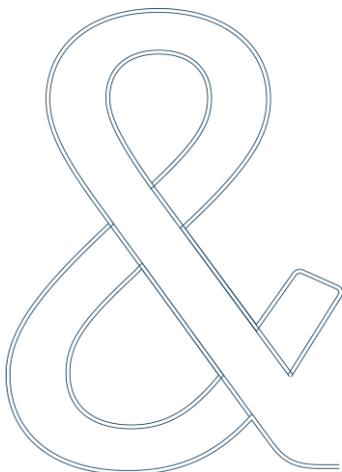
Disclose confidential information internally or externally that would alter an impartial judgement or distort free competition.

## PUBLIC OFFICIALS

Due to the nature of its business activities, Artelia is in regular direct and indirect contact with public officials in France and around the world.

The term 'public official' refers to a civil servant, employee, elected official or any other person who holds public authority and/or who has a public service mission.

- Officials of the central or regional governments of a country;
- Officials of government bodies;
- Officials of bodies that are entirely or partially state-owned;
- Officials of public international or intergovernmental bodies.



### THE CODE OF ETHICS PROVIDES THAT:

“Artelia takes particular care when it employs former public officials and/or enters into agreements with them, if the relevant activities or employment are directly or indirectly related to the duties such officials performed during their term of office or to activities over which they had or continue to have significant influence.

Accordingly, pursuant to a specific procedure, Artelia ensures that employing former public officials does not provide Group companies with a benefit that is unethical or inconsistent with appropriate business practices.”

Artelia requests its employees to ensure that their relationships with public officials and bodies are legal, impartial and transparent, and that they do not create any ambiguity in the performance of their duties.

### APPROPRIATE CONDUCT

**Acting honestly, truthfully and transparently with public officials.**

**Respecting Artelia's political neutrality.**

### INAPPROPRIATE CONDUCT

**Making gifts or invitations to public officials if they are in a position to take a decision concerning the Group.**

**Offering employment to a public official or former public official to obtain a benefit inconsistent with good business practices.**

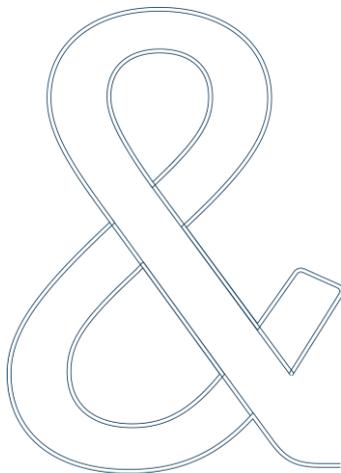
The OECD anti-corruption convention establishes legally binding rules intended to make bribery of foreign public officials in international business transactions a criminal offence. The 34 member countries of the OECD, as well as seven non-members – South Africa, Argentina, Brazil, Bulgaria, Colombia, Latvia and Russia – have adopted this convention.

## GIFTS AND INVITATIONS

Invitations and gifts may contribute to mutual understanding and enhance business relationships in accordance with the rules of courtesy in some countries. They may take the following forms:

- Gifts;
- Meals;
- Invitations to business events;
- Trips (transport and/or hotel expenses);
- Entertainment.

An invitation or gift, even of low value, to public officials (including employees of public or parastatal companies) or private sector employees may under some laws and circumstances be classified as bribery.



#### THE CODE OF ETHICS PROVIDES THAT:

**“Gifts or invitations that are given or received by an employee must be of reasonable value and should not be recurrent. A monetary limit has been established for each geographical region.**

**Gifts or invitations provided by an employee that exceed this limit must receive prior authorisation from the relevant business unit manager. The purchase of these gifts must be properly reported in the company's accounts.**

**Gifts or invitations that any employee receives that exceed this limit must be reported to the relevant business unit manager and to the Group's Ethics and Integrity Manager.”**

Offering or exchanging gifts or invitations may be authorized by Artelia, but requires the use of common sense and must be done knowingly, honestly and transparently.

To be authorized, offering or exchanging gifts or entertainment:

- Must not be done for the purpose of obtaining something in exchange or in return for an unfair or undeserved business advantage;
- Must not influence an official act;
- Must not create a conflict of interest;
- Must be done transparently and strictly for business purposes;
- Must comply with applicable laws and the rules laid down in the procedure.

Non-compliance with this procedure may result in disciplinary sanctions against employees.

### **APPROPRIATE CONDUCT**

---

**Complying with the procedure and thresholds defined for each geographical region**

**Ensuring that invitations and gifts offered are reasonable in value**

**Exercising sound judgment and acting transparently.**

**Informing oneself about local laws and customs in effect.**

**Requesting guidance from management or the Ethics and Integrity Manager in the event of doubt.**

### **INAPPROPRIATE CONDUCT**

---

**Requesting a gift or invitation.**

**Accepting or offering a gift or invitation, even if reasonable in value, that does not comply with the rules laid down in the 'Gifts and invitations' procedure.**

**Offering a gift or invitation, regardless of the amount, during the time of a public or private invitation to tender.**

**Accepting a gift or invitation, regardless of the amount, during the time of a public or private invitation to tender if our assignment includes assessing the tenders.**

**Offering cash gifts.**

**Paying expenses for persons that are unrelated to the business relationship.**

## STUDY TOURS AND PER DIEM PAYMENTS

In connection with projects financed by a public donor or using its own funds, Artelia may be contractually required to enhance the skills or capabilities of the contracting authority and/or relevant foreign government agencies, in particular through training seminars and study trips in France or abroad for certain executives, experts, officials or foreigners.

Accordingly, Artelia may be contractually required to pay daily allowances, known as 'per diem' payments, which cover all or some of participants' business expenses in connection with their travel in France or another country.

The term 'per diem' refers to a contractually negotiated daily allowance intended to cover business expenses (accommodation, food, transport) incurred in connection with the travel by one or more identified participants away from their customary workplace.

In practice, a per diem covers the costs of accommodation, food, local transport and other miscellaneous expenses (telecommunications, laundry, etc.) incurred by participants after they reach the place of the assignment (e.g. the training location, study trip destination, etc.).

The costs of transport between the country of origin and the country of destination, whether France or another country, is not covered by per diem payments. The same applies to personal expenses, which are never covered by per diem payments.

### APPROPRIATE CONDUCT

**Ensuring that the issue of per diem payments and study trips is clearly raised and discussed in our financial proposals, and then during contract negotiations.**

**Ensuring that the amount of per diem payments is determined on the basis of the rate schedule set by the European Commission (unless a specific exception is granted by the donors in the case of a specific contract).**

### INAPPROPRIATE CONDUCT

**Making per diem payments that are not provided for by contract or that exceed the amounts provided for by contract.**

**Paying the expenses of study trips not provided for by contract.**

Non-compliance with this procedure may result in disciplinary sanctions against employees.

## FINANCING OR CONTRIBUTING TO POLITICAL ACTIVITIES – CHARITABLE AND SPONSORSHIPS ACTIONS

Financing political parties is subject to legislation that varies by country.

Even if legal in a country, such contributions may be sources of corruption or may be interpreted as a questionable practice.

### THE CODE OF ETHICS PROVIDES THAT:

“In order to avoid any misinterpretation or difficulty, Artelia does not make any financial or in-kind contributions to political organizations or parties or to politicians themselves, even in countries where such contributions are authorized.

Artelia [...] ensures that the Foundation’s activities do not allow it to secure, directly or indirectly, any type of advantage to the Group’s operations or to its employees.

Artelia may from time to time also be requested to act as a patron or sponsor. Such sponsorship actions may be authorized if they are in the public interest, and must receive the prior approval of the Executive Director of the relevant business unit. All patronage and sponsorship actions must be reported in the financial statements of the relevant company or Group and must be reported to the Ethics and Integrity Manager of the business unit or of the Group.”

Artelia respects the right for each employee, as a citizen, to participate, on a personal basis, in local political and civic activities. Such participation must be personal to each employee and must in no event involve Artelia in any manner whatsoever.

No documents, funds or equipment owned by Artelia may contribute to or be used for political activities, which must in all cases remain personal initiatives.

Each employee must actively contribute to maintaining Artelia’s political neutrality.

Artelia requests its employees to be particularly vigilant with respect to all requests to sponsor associations, sports clubs or foundations.

### APPROPRIATE CONDUCT

Clearly separating personal political activities from duties performed within the Group.

Reporting to management or the Ethics and Integrity Manager any situation that is inconsistent with Artelia’s neutrality.

If requested to patron or sponsor actions, obtain the prior approval of the Executive Director of the relevant business unit.

### INAPPROPRIATE CONDUCT

Contributing in any manner to political activities in Artelia’s name.

Using Artelia’s image to promote political activities.

Agreeing to a sponsorship that is not in the public interest.

## RELATIONSHIPS WITH THIRD PARTIES

In its dealings with third parties, Artelia places great importance on compliance with the rules established by its Code of Ethics and integrity program.

Accordingly, Artelia ensures that its business relationships do not distort free competition.

Furthermore, Artelia expects its partners and service providers to act ethically and with integrity when conducting business.

For this reason, Artelia has established strict rules for selecting, contracting and monitoring its partners and service providers.

### FREE COMPETITION

Artelia attaches the highest importance to compliance with the competition rules. Artelia prohibits all conduct that may be characterized as an anticompetitive or unfair practice.

Practices that hinder free competition concern, in particular, concerted practices and exchanges of information.

A concerted practice is characterized by an agreement between several economic operators who decide to act together to adjust their behavior, instead of developing their business strategy independently, as required by law. Such concerted practices are prohibited if they prevent, restrict or distort competition in a market.

#### APPROPRIATE CONDUCT

Acting prudently when exchanging business information and/or information about sales strategies with partners in connection with the submission of a tender.

Contacting the Legal Department or Ethics and Integrity Manager in the event of doubt.

Using only legal means to seek information about competitors.

#### INAPPROPRIATE CONDUCT

Defaming or denigrating a competitor.

Joining together with competitors for the purpose of fixing prices, distorting an invitation to tender process, sharing a market or restricting competition.

Agree to disseminate non-public information likely to distort the free play of competition.

In most countries, violations of the competition law are punishable by:

- Fines that can be as high as 10% of the Group's worldwide revenue;
- The cancellation of agreements entered into;
- The payment of significant damages to companies harmed.

In addition, the company's image and reputation would be significantly damaged if it were held liable for anti-competitive practices.

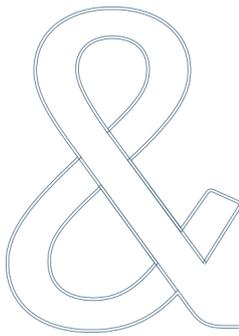
## PARTNERS AND SERVICE PROVIDERS

In the course of performing its duties, Artelia regularly concludes contracts with external partners (co-contractors) and service providers (subcontractors).

The term ‘partner’ refers to a co-contractor with whom Artelia will conclude a contract creating a consortium, temporary corporate grouping or joint venture for the purpose of carrying out a specific project. The parties to the contract agree to pool their human, technical and/or financial resources and undertake to perform services and share the risks and results of the project.

Although partnerships and service providers may be necessary and offer business development opportunities, they may also generate risks and impose civil and/or criminal liability on Group employees due to its own actions and/or the wrongful acts of its partners and/or service providers. Precautions must therefore be taken to anticipate, manage and limit the risks associated with choosing a partner or service provider.

Prior verification is accordingly necessary to ensure the integrity of partners and service providers with which Artelia wishes to maintain business relations. Such verification must be conducted consulting the database of service providers or an assignment log process when the staff member concerned can access such media or the Group’s “Reflex” CRM tool.



### THE CODE OF ETHICS PROVIDES THAT:

“Artelia reaffirms its commitment to act ethically in conducting its business, in accordance with its values and fundamental principles, vis-à-vis Artelia’s stakeholders (customers, partners, service providers, competitors, government agencies, etc.).

**Artelia also expects its service providers, subcontractors and suppliers to comply with the commitments laid down in its Code of Ethics, in particular the provisions of section 2 on the conduct of business.”**

### APPROPRIATE CONDUCT

**Exercising due diligence when choosing partners or service providers to ensure they share Artelia’s ethical values and commitments and/or have adopted a similar ethical process.**

**Referring to the tools available at all times to determine if a partner or service provider is referenced and how it is evaluated.**

**Being particularly vigilant about potential conflict of interest situations, in particular in the case of relationships with partners who are also competitors of Artelia.**

**Fully vetting partners and service providers so as to prevent any inappropriate conduct.**

### INAPPROPRIATE CONDUCT

**Not conducting prior verification of partners or service providers before working with them on the grounds that there is no time or any point in doing so.**

**Contracting with partners or service providers of questionable reputation or who are involved in illegal activities.**

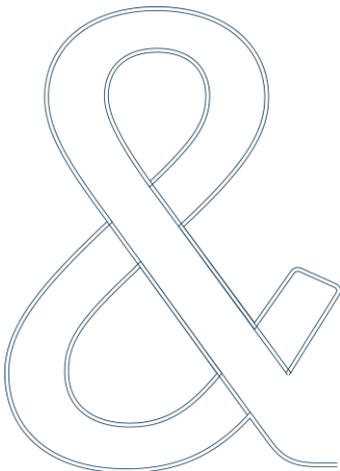
**Not reporting acts that are unethical or inconsistent with good business practices.**

**Teaming up with a partner or service provider whom it is assumed will engage in corrupt practices that will be favorable for us and considering that the Group is therefore not concerned.**

Artelia may be held liable for the improper acts of its partners and service providers. It is therefore essential to carefully choose and regularly monitor subcontractors and co-contractors, in accordance with internal procedures.

## SALES REPRESENTATIVES / AGENTS

These are independent individuals or legal entities, regardless of their title (service provider, agent, subcontractor, etc.), who act on behalf of Artelia to establish contact with public or private entities for the purpose of developing Artelia’s business in a specified geographical area and/or in a new line of business and/or in order to be awarded a specific contract.



### THE CODE OF ETHICS PROVIDES THAT:

“Artelia considers that the use of sales representatives or agents should be exceptional and subject to strict monitoring of the reputation of the intermediaries, and of the nature, quality and reality of their services.

Retaining these intermediaries is covered by a specific procedure and requires prior approval from the legal affairs division and the chief executive of the business unit concerned. Compensation of said intermediaries must be proportional to their services and payment must comply with the terms and conditions of their agreement that was signed in accordance with Artelia internal procedures.”

### APPROPRIATE CONDUCT

Before any decision, contact the legal affairs division.

Strictly complying with the rules laid down in procedure SM-RISQ-P023 – MANAGING SALES REPRESENTATIVES/ AGENTS.

### INAPPROPRIATE CONDUCT

Contracting with persons who engage in activities that are illegal or in breach of the anti-corruption laws.

Non-compliance with this procedure may result in disciplinary sanctions against employees.

# ADDITIONAL INFORMATION ABOUT ETHICS AND INTEGRITY

---

---

## USEFUL LINKS

The following are some useful links to international organisations that combat corruption:

### [OCDE](#)

The OECD (Organisation for Economic Co-operation and Development) combats corruption in international business transactions in order to promote development, reduce poverty and improve confidence in the markets. The keys to its success are its convention on combating bribery, the recommendation to focus on combating corruption, its country reports on the implementation of this convention and regional initiatives.

### [United Nations](#)

The United Nations Convention against Corruption was the first legally binding international anti-corruption instrument. It entered into force on 14 December 2005.

It deals with the most significant aspects of combating corruption, such as prevention, criminalization, international cooperation and asset recovery, and to date has been ratified by 193 UN Member States. For the purposes of this endeavor, it lays down a unifying set of requirements and guidelines with a broad scope.

### [European Engineering Federation](#)

The European Engineering Federation has adopted a code to promote high standards of business conduct for engineering companies. Its focus is quality of service, impartiality, a sense of social and environmental responsibility, fair competition and promoting the image of the engineering field, with the consistent goal of maintaining the requisite relationship of trust between the company and the engineering professions.

### [Transparency International](#)

Transparency International (TI) is a German NGO whose main objective is combating the corruption of governments and global governmental institutions. Transparency International is particularly well-known for regularly publishing global corruption indices that rank countries, corruption rates by country and the regularity of international exchanges.

### [World Bank](#)

According to the World Bank, corruption is one of the most significant impediments to economic and social development. Since 1996, the World Bank has supported more than 600 anti-corruption programmes and governance initiatives developed by its member countries.

**CONTACT DETAILS OF THE ETHICS AND  
INTEGRITY MANAGERS**

**Ethics Committee**

ethique@arteliagroup.com  
ou ethics@arteliagroup.com

**Group Ethics and Integrity Manager**

Olivier Sertour  
olivier.sertour@arteliagroup.com  
Telephone : +33 1 55 84 14 50