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**CODE
OF ETHICS**

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ETHICS &
INTEGRITY

PREFACE



BENOIT CLOCHERET
Chief Executive Officer



ALAIN BENTEJAC ET JACQUES GAILLARD
Presidents

We exercise a broad range of business and consulting services in diverse areas of activity in numerous countries by providing our customers with high quality services and solutions.

We have developed a set of rules and procedures to ensure that our activities are conducted with integrity and with respect for our values, principles and laws in an increasingly complex, globalized world.

This commitment is part of our strong belief that respect for these rules and procedures, as reflected in our new Code of Ethics, is the guarantee to our future.

This commitment is supported at the highest levels of our group, as demonstrated by the fact that our Code of Ethics was signed by each member of our management committee.

In addition, and with the consent of our Board of Directors, we have decided to strengthen governance of ethics by creating the position of Ethics and Compliance Manager in each of

our sectors, to be coordinated by an Ethics and Compliance Manager at Group level who will oversee our Ethics and Compliance program with the support of the Group Ethics Committee.

This new Code provides complete and accurate details of the behavior expected of all employees in the Group, with no exception.

We take a personal interest in the unfailing respect the rules set out in our Code of Ethics and our integrity program. We are counting on you to be aware of them and to apply them so that we can contribute together to ARTELIA's performance and sustainability.

Finally, it is your responsibility to disseminate the principles that guide our behavior outside the group. We will support each of you in defending and promoting our values and rules of conduct with our partners.

Alain BENTEJAC

Jacques GAILLARD

INTRODUCTION

Artelia is an independent group that operates throughout the world in a wide range of business lines – including project management, engineering, consultancy, audits and turnkey services – and a diverse variety of markets – such as building construction, water, energy, environment, industry, maritime, transportation, urban development and multi-site projects.

Artelia promotes strong values and encourages its employees to share them. In this way, Artelia strives to for:

- **Sustainability** by giving priority to risk management and maintaining meticulous management standards to guarantee viable relationships with its clients and employees and by taking sustainable development into account in all its assignments;
- **Proximity** by seeking to build special relationships with its clients based on listening to their needs to guarantee their satisfaction by giving advice tailored to their needs and expectations;
- **Human focus** by ensuring the safety and security of all, by remaining committed to developing the employability of its workforce, by promoting open, positive relationships between people as well as effective teamwork and by fully accepting its responsibility in social and societal issues;
- **Independence** by choosing to remain under the ownership of managers and employees who are shareholders and are therefore implicated in the success of the company and concerned with its ethical conduct;
- **Innovation** by enabling clients to benefit from its high technical added value based on celebrating creativity, capitalising on expertise and conducting extensive research & development.

Based on these values, Artelia has drawn up and implemented a Code of Ethics that defines principles of ethical behaviour to assist and accompany every one of its employees, whatever their position in the Group, in carrying out their duties.

This Code of Ethics asserts Artelia's **commitment to ethical behaviour** when conducting its business, **according to its values and respecting fundamental principles** with regards to Artelia's stakeholders, including its clients, partners, contractors, competitors and public bodies.

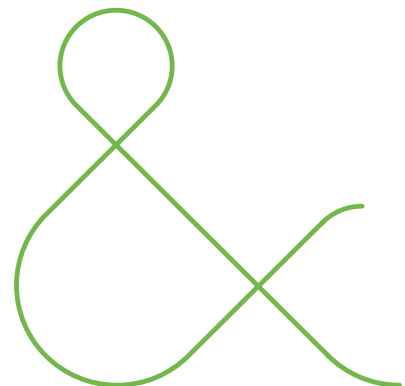
The Code of Ethics **applies to all Units of the Group as well as all its employees** and respects all applicable legal or regulatory provisions in every country in which Artelia operates. **Artelia expects its employees to behave in accordance with these ethical principles, in all circumstances while carrying out their professional duties, whatever their position or level of responsibility.**

Artelia also expects its contractors, sub-contractors and suppliers to comply with the commitments of this Code of Ethics, in particular to the provisions of Chapter 2 on Conducting Business.

Artelia is aware that this Code of Ethics cannot mention all laws, regulations and agreements governing the Group's operations, nor can it cover all potential circumstances. As such, Artelia calls upon each of its employees to analyse and react to every situation with integrity, respecting the principles of this Code and applying common sense.

CONTENTS

Complying with fundamental principles	4
Conducting business	10
Governance & ethics, the duty to report and act	16





COMPLYING WITH FUNDAMENTAL PRINCIPLES



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1.1 COMPLYING WITH LAWS AND REGULATIONS

Artelia is committed to conducting the assignments with which it is entrusted in full compliance with the law and regulations. In a broader sense, Artelia is committed to act with integrity, respecting its stakeholders in all the countries in which the Group operates.

Furthermore, Artelia supports the principles of the United Nations Universal Declaration of Human Rights, the Global Compact, the International Chamber of Commerce, the OECD Guidelines and the European Federation of Engineering Consultancy Associations' (EFCA) Position Paper on Business Integrity.

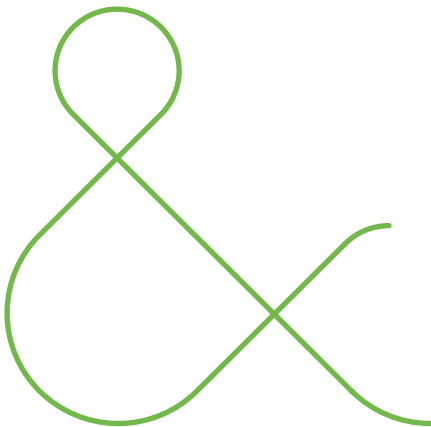
The Group has implemented a Corporate Compliance Programme in order to prevent and identify any violation of the laws and regulations applicable to Artelia's operations or of this present Code.

Going beyond simply complying with the laws and regulations in force in terms of working rights in each country in which Artelia operates, the Group aims to:

- **Promote dignity at work** in all its forms,
- **Respect the private lives** of its employees, in particular with regards to laws relating to data protection,
- Encourage the **lasting development of employment** for its employees,
- **Support the personal development of its employees** with an adapted training policy,
- **Advocate the recruitment and integration of people with disabilities,**
- **Develop responsible labour relations** with its employees and their representatives.

In this regard, Artelia commits to the following principles:

- **Equal employment opportunities and non-discrimination:** Artelia ensures that decisions concerning its employees (such as recruitment, placement, promotion, transfer, redundancy, remuneration and training) are based on a person's skill, merit and contribution to the team or unit. Artelia **prohibits taking potentially discriminatory decisions** concerning its employees, in particular based on their gender, sexual orientation, origins, beliefs or opinions.
- **Harassment:** Artelia does not tolerate any form of harassment that may result in negative action, pressure or behaviour towards a person. Artelia encourages its employees to foster mutual respect and thus create a pleasant working environment.



1.2 RESPECTING INDIVIDUALS

Artelia supports the International Labour Organization's Declaration on Fundamental Principles and Rights at Work and stresses the particular importance of the effective abolition of child labour and the elimination of all forms of compulsory labour.

Artelia's Human Resources policy is based on the principles of **dignity, mutual respect and common trust.**



- **Health and safety:** Artelia strives to protect its employees' health and ensure their safety at work. Artelia encourages proactive behaviour to reduce health, security and safety hazards.

This preventative approach aims to improve the working conditions and the well-being of Artelia's employees. It is part of an overall socially responsible process that endeavours to anticipate and reduce acci-

dents at work and sick leave as well as the related personal, social and economic consequences. Artelia's directors, managers and employees are **strongly committed** to risk prevention, communication, training and preserving health and safety at work.

It is the responsibility of each and every employee to apply these principles in his or her day-to-day duties.

1.3 PROTECTING ASSETS

Artelia's operations must in all circumstances be conducted in accordance with the interests of the Group, its values and its clients.

Artelia's employees pay particular attention to ensuring the **protection** and **profitability** of the **Group's assets and investments** entrusted to them.

Assets include furniture, buildings and intangible assets as well as methods, expertise and processes developed by Artelia that remain its property.

These assets are not destined for personal or illicit use, nor may they be used in any way not pertaining to Artelia's operations.

COMPLYING WITH FUNDAMENTAL PRINCIPLES

1.4 COMMUNICATION & INFORMATION

Artelia strives to ensure the exactitude of the information used in the documents it produces.

Each employee must ensure the accuracy and precision of the information it communicates, both internally and externally. They must also refrain from disclosing **confidential information** they may have in their possession with anyone outside the Group, whatever their position.

Confidential information concerns both Artelia and its business partners. Furthermore, employees remain bound to maintain confidentiality even at the end of their contract or after having left the Group.

1.5 QUALITY & RISK MANAGEMENT

Artelia's quality assurance approach seeks to satisfy the expectations of internal and external stakeholders while complying with all relevant legal and regulatory requirements.

Each and every employee plays his or her part in **continually improving** the practices and procedures developed by Artelia to build and manage a responsible, viable Group.

As such, Artelia regards **risk management** as an essential element contributing to its viability and development, as well as safeguarding its profitability and shareholding structure. Risk management covers company-related risks, as well as risk to the Group's employees, clients and stakeholders.

This approach is overseen by the Risk Management department, which calls upon operational teams and support departments regarding issues relevant to their functions. The Risk Management department identifies and regularly updates risk mapping and evaluation of legal, ethical, financial and operational risks that may potentially impact the Group's results and viability. The Risk Management department also ensures that operational teams take risk into account in their strategies and actions of all kind, seeking as such to improve risk prevention.

The Risk Management department reports its undertakings to the Ethics Committee at least once a year.





ARTELIA

ARTELIA

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REGISTERED ENGINEERS
SUPER PILOT



CONDUCTING BUSINESS



CONDUCTING BUSINESS

Artelia believes that the negotiation and execution of contracts it agrees with clients, partners, sub-contractors and suppliers must be conducted with the utmost integrity and highest ethical standards.

Artelia prohibits any direct or indirect act of corruption or fraud and does not tolerate any breach of this kind. Artelia invites its stakeholders to adopt the same approach and expects its officials, contractors, sub-contractors and suppliers to comply with the commitments of this Code of Ethics. Artelia has implemented procedures to ensure that these requirements are respected when selecting its partners and during the execution of its contracts.

Artelia also considers that its business practices must be conducted respecting the principle of fair competition and prohibiting any agreement or behaviour that may potentially be described as anticompetitive.



2.1 CORRUPTION

Artelia forbids all forms of corruption in its business transactions and is committed to respecting the provisions of the 1997 OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the 2003 United Nations Convention against Corruption. 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 securing a business transaction or being awarded a favour or facilitation involving the infringement of a regulation.

No business transaction should lead to behaviour that may be described as either active or passive corruption, collusion, insider influence or favouritism.

So-called “**facilitation**” payments are non-official payments generally made to facilitate administrative procedures. These payments, while tolerated in certain countries where the practice is commonplace, are a type of corruption. **Artelia has therefore decided to forbid such payments.**

2.2 CONFLICTS OF INTERETS

A conflict of interest relates to a situation where the interests of the employee interfere with the interests of the company, or where the interests of the company interfere with the interests of a stakeholder working on a project in a way that influences the independent, impartial and objective execution of an assignment or an employee's duties.

Artelia asks each employee to **avoid directly or indirectly undertaking an activity or an assignment and investing or holding a stake** in a company **that could lead to a conflict of interest** with the Group **or that could put the Group in a position of a conflict of interest with the stakeholders working on a project.**

If the employee is in any doubt, or should any such situation arise, the employee must immediately inform his or her line manager.

2.3 GIFTS AND INVITATIONS

Giving or exchanging gifts or invitations to enhance business relationships may be authorised by Artelia, but it must be done using common sense, in an open and transparent manner.

This type of behaviour is forbidden, whatever the type or value of the gift or invitation, when it is used to obtain an unfair competitive advantage or to influence official acts, when it does not comply with the rules set out by the Group, or more widely when it goes against legal or contractual provisions.

Gifts or invitations that are given or received by an employee must be of reasonable value. A monetary limit has been determined by geographical region.

Gifts or invitations given by an employee that exceed this limit must receive prior authorisation from the relevant Unit Director. The purchase of these gifts must be properly recorded in the company's financial accounts.

Gifts or invitations received by an employee that exceed this limit must be declared to the relevant Unit Director and to the Group's Ethics and Integrity Manager.

2.4 COMMERCIAL INTERMEDIARIES

Artelia manages its development and its business development using internal resources. However, in order to develop operations in a new geographical region and/or market, the Group may call upon the services of agents, consultants and intermediaries.

Artelia considers that the use of intermediaries must remain an exceptional measure, which necessitates the close monitoring of their reputation, and the nature, quality and genuine performance of their services.

There is a **specific procedure** regarding the appointment of intermediaries, which requires the prior approval of the Director of the Legal department as well as the Director of the sector in question. The fees paid to intermediaries must be consistent with the services provided and the payment must comply with the conditions of the contract agreed in line with Artelia's internal procedures.

CONDUCTING BUSINESS

2.5 PUBLIC OFFICIALS

Artelia pays particular attention to recruiting former public officials and/or signing agreements with them when the position or business in question is directly or indirectly related to the person's duties during their time in office, or to the activities over which they exerted or continue to exert considerable influence.

Within a framework of a specific procedure, Artelia ensures that working with former public officials does not produce any advantage contrary to ethical conduct and good practice in running operations within the Group's companies.

2.6 FINANCING OR MAKING CONTRIBUTIONS TO POLITICAL ACTIVITY

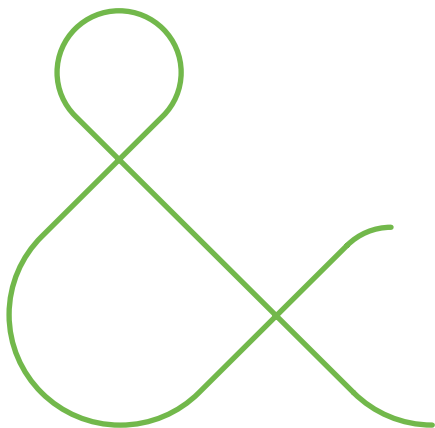
In order to avoid any misinterpretation or difficult situation, Artelia refrains from making any contribution, financial or in kind, to political parties or organisations or to politicians themselves, even in countries where this conduct may be authorised.

2.7 CONTRIBUTING TO WORK BENEFITING THE COMMUNITY

Artelia is a socially responsible company that supports the charitable activities undertaken by the Artelia Foundation.

Artelia contributes financially to the Foundation and encourages its employees to participate by suggesting that they engage in activities on a voluntary basis. The Artelia Foundation's Board of Directors ensures that the Foundation's activities do not help to secure, directly or indirectly, any kind of advantage to either the Group's operations or its employees.

Artelia may also, in a minimal way, be called upon to act as a patron or sponsor. This may be authorised if the activities are in the public interest, and must receive prior approval by the Director of the sector in question. All patronage and sponsorship activities must be recorded in the financial accounts of the company concerned and must be reported to the Group's Ethics and Integrity Manager.







GOVERNANCE & ETHICS THE DUTY TO REPORT A





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GOVERNANCE & ETHICS, THE DUTY TO REPORT AND ACT

3.1 ETHICS COMMITTEE

Artelia has created an Ethics Committee, an independent body that reflects and advises upon, analyses, makes suggestions and monitors the Group's conduct from an ethical point of view.

The Ethics Committee intervenes, either of its own accord, or following a request from the Board of Directors, General Management, a Unit manager or any employee concerned with an ethical issue.

The role of the Ethics Committee includes:

- **Outlining an integrity programme, and a general ethical approach for the Group,** approved by both the Group's General Management and its Board of Directors,
- **Managing the implementation and revision of the Group's integrity programme,** in particular by producing the information to be communicated and identifying appropriate **training goals**,
- **Analysing the interventions regarding ethics, whether as a result of its own initiative or at the request of a third party, as well as auditing or ensuring audits are conducted** on the parties in question and, depending on the situation, responding to **or suggesting possible answers** to General Management regarding these interventions. In this role, the Ethics Committee can initiate enquiries and ensure the confidentiality necessary to protect individuals and the company.

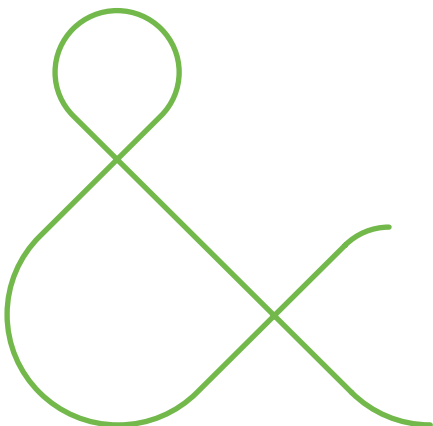
The Ethics Committee is made up of members appointed by the Board of Directors based on suggestions made by General Management. The Ethics Committee chooses a Chairperson from amongst its members. The Committee reports its undertakings to the Board of Directors once a year and to the Group's Executive Board as often as required.

3.2 ETHICS AND INTEGRITY MANAGER – INTEGRITY PROGRAMME

Artelia has appointed a Group Ethics and Integrity Manager, whose duties include:

- Driving the **development of the Group's Integrity programme and ensuring it is revised as required,**
- **Effectively implementing,** with the support of operational teams and support departments, **the Group's integrity programme,** including related internal standards and procedures,
- In a broader sense, **externally monitoring changes in practices and frames of reference in terms of ethics, motivating the Group's employees and contributing to progressing behaviour** within the Group.

The Ethics and Integrity Manager reports to the Group CEO and presents his or her work to the Ethics Committee.



3.3 DUTY TO REPORT AND TAKE CORRECTIVE ACTION

When an employee is confronted with an ethical issue or a breach of the rules of the present Code, he or she must inform one of the following people:

- His or her line manager, his or her line manager's manager, or even the Manager or the sector in question,
- The Director of Human Resources for the sector in question, in particular in relation to issues concerning respect for individuals,
- The Group's Legal Director,
- The Group's Ethics and Integrity Manager,
- Any member of the Ethics Committee via their email account:
ethics@arteliagroup.com
or ethique@arteliagroup.com

Artelia guarantees that **any ethical concern** expressed in good faith, regarding the potentially inappropriate behaviour of a unit, employee of business partner **will be investigated and appropriate measures will be identified and implemented.**

In the event of an investigation, Artelia and the Ethics Committee will ensure that they fully comply with the principle that no person should be judged without a fair hearing, apply the presumption of innocence and pledge to preserve the confidentiality that may be required to protect the individuals and the company.

The information provided to an investigation will be communicated only to those who need to be made aware of such information. **Artelia may in no way apply any sanction to an employee who has, in good faith, expressed an ethical breach or concern.**

Code approved by the members of the Executive Committee on 27 November 2015

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Chief Executive Officer Artelia Group

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