



ETHICS & INTEGRITY

CODE OF ETHICS



Artelia aims to be a multi-disciplinary engineering firm that sets the standard in Europe and across the world, an engineering firm with growth that is both bold and thoroughly under control. To achieve this, the heritage we share includes an exalting purpose, values that make us stand out, a huge legacy of client references and considerable expertise..

We know that the men and women joining us invest in Artelia, making a commitment by our side, are deeply attached to ensuring that this heritage bears fruit with a long-term vision. And yet, this vision demands commitment along with responsibility and integrity. Conducting our business uncompromisingly with a high ethical requirement, by affirming a commitment of zero tolerance for corruption and fraud risks, is the essential foundation of trust accorded to us by our clients and which we wish to share with our partners. That trust is both a source and a guarantee of sustainability for the Group.

This latest version of our Code of Ethics was approved by the board of directors with advice taken from the ethics committee. It lays out the main ethical and integrity rules which all our employees, service providers and suppliers commit to uphold all over the world. The Code of Ethics is supplemented by a good conduct guide and an extended integrity program meeting the highest national and international compliance standards.

This approach taken as a whole does not replace common sense or personal responsibility, but it does provide a framework and assistance in the actions everyone takes. If there is any doubt in a delicate situation, the golden rule is never to remain alone with the question, but to talk about it under the conditions laid down in the Code of Ethics.

The proper implementation of the measures stipulated in our Code of Ethics and integrity program is a matter for each and every one of us because in ethics, more than in any other domain, isolated inappropriate behaviour may weaken and even sweep away the edifice we are all building. No one should ever take this risk. Let's be exemplary.



Benoît Clocheret
Chief Executive Officer

PREAMBLE



Cycling routes, Copenhagen - Denmark - © Kristoffer Trolle

Artelia is an independent group operating in a wide range of services (project management, engineering, consulting and audits and turnkey services) in a very diversified field of activities: building construction, water, energy, environment, industry, maritime, transport, urban development and multi-site programs.

Artelia promotes five strong values (Excellence, Simplicity, Sharing, Independence and Passion) that guide individual behaviour for employees at work, encourage collective performance and give meaning to the company's purpose: "Designing solutions for a positive life".

In terms of the Code of Ethics, these five values mean:

- **Excellence** to fulfilling our contractual obligations while controlling our risks and rigorously applying the provisions of the Code of Ethics;
- **Simplicity** in relations between employees and with our clients and partners, including in assert the requisite and strict adherence to the provisions of the Code of Ethics;
- **Sharing** information transparently and a collegial decision-making process, which must be particularly clear in matters relating to the provisions of the Code of Ethics;
- **Independence** of judgement and the spirit of responsibility, in particular with regard to the scrupulous application of the provisions in the Code of Ethics;
- **Passion** for working in a profession with an ambitious purpose, and pride to work with a high level of commitment, as stated in the Code of Ethics provisions.

Artelia asserts its strong attachment through the Code of Ethics to upright behaviour in its internal and external relations and to how it goes about its business in accordance with its values and mindful of its fundamental principles with regard to stakeholders (employees, clients, partners, providers, public bodies, users and residents, etc.).



Artelia undertakes to complete the assignments awarded to it with due regard to laws and regulations and, more generally, with integrity and respect for stakeholders, in every country where the Group operates.

Artelia adheres to the principles of:

- The United Nations Universal Declaration of Human Rights;
- The Global Compact;
- The International Chamber of Commerce and OECD Guidelines;
- The Code of Ethics of the European Federation of Engineering Consultancy Associations (EFCA);
- The International Labour Organization (ILO).

A "corporate compliance program" has been implemented in the Group to prevent any infringement of laws and regulations applicable to Artelia activities and this Code of Ethics .

The Code of Ethics applies to all entities and all employees in the Group in accordance with the statutory and regulatory provisions of each country where Artelia operates. Artelia expects employees to conduct themselves in professional circumstances in accordance with these ethical principles at all times, regardless of their occupation or level of responsibility.

Artelia also expects its service providers, sub-contractors and suppliers to comply with the commitments of its Code of Ethics and particularly with the provisions in Chapter 2 concerning the conduct of business.

Artelia is aware that the Code of Ethics cannot reproduce all statutes, regulations or conventions governing the Group's activities, nor address every situation that might arise, **the Group urges each employee to review and respond to situations with integrity and in accordance with the principles stipulated in the Code of Ethics and to use good judgement.**



ARTELIA: A HUMAN GROUP

1.1 RESPECT FOR PEOPLE

Artelia adheres to the fundamental principles of the International Labour Organization and attaches particular importance to prohibiting child labour and forced labour.

Artelia employs only persons with at least the minimum statutory age to work according to national legislation concerned and the International Labour Organization conventions. The Artelia human resources policy is based on the principles of dignity, mutual respect and mutual trust by all its employees, as well as its clients, partners and providers.

Artelia strives to go beyond mere compliance with statutes and regulations governing labour law and industrial relations in every country the Group operates and has set the following objectives:

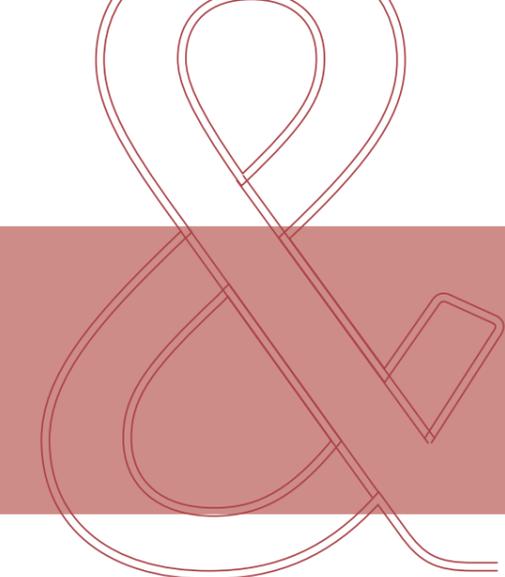
- **Promote dignity at work** in all its forms and prevent all forms of forced labour;
- **No tolerance for any offensive, verbal or physical conduct nor any form of harassment** that may result in a reaction, pressure or conduct against any individual or group of individuals. Artelia encourages its employees to respect each other in the work environment;
- **Respect the privacy** of employees (in particular with regard to the laws governing electronic files), in accordance with the Artelia Information Systems Charter which has been released to them.

1.2 EMPLOYEE SAFETY & SECURITY

Artelia is committed to preserving the health and safety of its employees. Artelia accordingly encourages proactive behaviour to prevent health, safety and security risks.

The preventive approach is intended to improve conditions and well-being at work. It is part of a social and environmental responsibility rationale and strives to plan ahead for and limit workplace injuries, occupational diseases and their human, social and economic consequences. It results in a strong commitment by executives, managers and all employees, through prevention, communication, training and support actions, to preserving health and safety.

The approach takes concrete form in the involvement of everyone.



1.3 EQUAL OPPORTUNITIES FOR ALL

Artelia wishes to promote equality in professional opportunities and non-discrimination:

- By ensuring that job-related decisions (hiring, assignment, promotion, transfer, dismissal, pay & compensation and training, etc.) are taken on the basis of skills, merit and contributions to a team or economic entity. Artelia therefore excludes any decision that results in discrimination against an employee, in particular on the grounds of gender, sexual orientation, appearance, origin, beliefs or opinions, trade union membership or disability;
- By encouraging the hiring and integration workers with disabilities.

1.4 EMPLOYEE DEVELOPMENT

Artelia promotes sustainable employment development:

- By offering each employee a job contract using language that s/he finds understandable and clearly setting out the terms and conditions of employment and describing :
 - the components of his/her compensation,
 - leave and benefit entitlements,
 - working hours;
- By promoting the skills development of the Group's employees through:
 - an appropriate vocational training policy,
 - regular dialogue between managers and employees,
 - encouraging geographic and professional mobility within the Group.

1.5 LABOUR RELATIONS & COMMUNITY COMMITMENT

Artelia aims to develop responsible labour relations dialogue with employees and their representatives and respects freedom of association.



Flexi France - France - © Dire l'Entreprise

ARTELIA: A RESPONSIBLE GROUP

Artelia considers that negotiating and honouring the contracts signed with its clients, partners, sub-contractors and suppliers must be ensured with integrity and the highest ethical standards.

Artelia prohibits any direct or indirect act of corruption, bribery or fraud and does not tolerate any breach of such. Artelia therefore invites stakeholders to adopt the same approach and expects its representatives, service providers, sub-contractors and suppliers to comply with the commitments of its Code of Ethics. Artelia implements measures to ensure that these commitments are honoured when selecting partners and while fulfilling contracts.

Artelia also believes that commercial approaches must be carried out in accordance with the principle of fair competition and prohibits any agreements or behaviour which could be described as anti-competitive practice.



2.1 CORRUPTION

Artelia prohibits all forms of corruption in its business transactions and commits to applying the provisions stipulated in the OECD convention on combating bribery of public officials in international business transactions, dated 21 November 1997, and the 31 October 2003 United Nations convention against corruption. Artelia has included the appropriate provisions regarding this subject in its contract templates.

Artelia accordingly prohibits Group companies and employees from promising, offering or providing a company, person or group of individuals with any benefit, financial or otherwise for the sole purpose of securing or maintaining a commercial transaction or receiving any facilitation or favour that might infringe a regulation. No business transaction should give rise to behaviour that could be described as active or passive corruption, collusion, insider influence or favouritism.

So-called "facilitation" payments are unofficial payments, usually made to facilitate administrative formalities. These payments, which may be tolerated in some countries where such practice applies, are deemed corruption. Artelia has therefore made the courageous and determined decision to prohibit such payments.

2.2 CONFLICTS OF INTEREST

A conflict of interest is a situation where an employee's interests interfere with the company's, or the company's interests interfere with those of other stakeholders in the project (clients, authorities, etc.) which may influence the independent, impartial and objective discharging of the employee's duties or the company's assignment.

Artelia requires that the Group, its employees and partners ensure that no activity or assignment is carried out, no interest held or investment made in a company, either directly or indirectly, that would put the Group in a conflict of interest.

In case of doubt or should such a situation arise, the employee must immediately inform his/her management.



Installation of roof solar panels at a service station
- © KLEISS Hervé

2.3 GIFTS & INVITATIONS

Artelia may authorise the giving and exchange of gifts and invitations that may contribute towards business relations. However, this must be done using common sense, conscientiously and with complete transparency.

Such practice is accordingly prohibited, regardless of type and value amount and nature, when intended to secure an unfair business advantage or influence official acts; when it does not comply with the rules implemented by the Group and, more broadly, when it is contrary to statutory or contractual measures.

Gifts or invitations provided or received by an employee must have a reasonable value and may not be recurring. A monetary threshold has been set for each region.

Gifts or invitations provided by an employee which exceed the threshold must be approved beforehand by the unit director concerned. The purchase of such gifts and invitations must be properly booked in financial statements.

Gifts and invitations received by an employee which exceed the threshold must be reported to the unit director concerned and to the Group Ethics and Integrity Officer.

2.4 BUSINESS INTERMEDIARIES

Artelia manages its business development and expansion using internal resources. However, to develop a new region and/or field of activity, for example, the Group may call upon the services of agents, consultants and intermediaries.

Artelia considers that the use of intermediaries must be the exception, not the rule, and requires close monitoring of their reputation and type, along with the quality and authenticity of their services.

There is a specific procedure for retaining intermediaries, which requires prior approval from the legal director and the executive director of the business unit in question. Fees paid to intermediaries must be consistent with their services. Payment must comply with the terms and conditions of their contract signed in accordance with Artelia internal procedures.

2.5 PUBLIC OFFICIALS

Artelia pays particular attention to hiring former public servants and/or signing agreements with them when the activities or employment concerned directly or indirectly relate to the individual's responsibilities during his or her time in office or to the activities over which they exerted or continue to exert considerable influence.

Artelia has a specific procedure to ensure that working with former public officials does not produce any advantage for Group companies that would be contrary to ethical conduct and best practice in its business.

2.6 FINANCING OR CONTRIBUTING TO POLITICAL ACTIVITIES

To avoid misinterpretation or difficulty, Artelia prohibits any contribution, be it financial or in kind, to political organisations or parties, or to political figures, even in countries where regulations may authorise such.

2.7 CONTRIBUTIONS TO WORKS OF INTEREST TO THE COMMUNITY

Artelia is a corporate citizen that promotes charitable activities carried by its foundation.

Artelia contributes to the financing of its foundation and encourages employees to participate in the foundation's activities. The board of trustees of the Artelia Foundation ensures that actions carried out by the foundation do not contribute to granting any benefit directly or indirectly to the activities undertaken by the Group or its employees.

Artelia may also be incidentally called upon to act as a patron or sponsor. Such requests may be authorised if they serve the public interest and must be approved beforehand by the executive director of the business unit in question.

Patronage actions must be booked in the accounts of the Group company concerned and be reported to the Group and business unit ethics and integrity officers.



Restructuring of the quai d'Ivry-sur-Seine interchange - France

2.8 COMMUNICATION & INFORMATION

Artelia is committed to the accuracy of the information contained in the documents it issues.

Each employee must therefore ensure the quality and accuracy of the information s/he transmits inside and outside the Group. Each employee is also bound not to disclose outside the Group any confidential information s/he may have regardless of his or her responsibilities. Each employee must also ensure that confidential information is disclosed only to Artelia personnel concerned and only for authorised purposes. If there is any doubt as to the nature of the information to be disclosed or the individuals concerned, employees must request advice from their manager.

Confidential information concerns both Artelia and its partners. This obligation continues to apply after the employee has left the Group or the contractual relationship has ended.

2.9 QUALITY & RISK MANAGEMENT

The objective of the Artelia management system is to meet the expectations of internal and external stakeholders while complying with statutory and regulatory requirements.

All employees play their part in continuously improving the measures and processes implemented by Artelia to lead and develop a sustainable and responsible company.

As such, risk management is a vital factor in helping Artelia to operate, expand and ensure its long-term survival. Risk management concerns risks to the company, its employees, clients and stakeholders.

The Risks and Audit department steers this approach and deploys each of the line and functional units in the Group for issues that concern them. The Risks and Audit department accordingly draws up and regularly revises the map and assessment of legal, ethical, corruption, insider influence, financial and operational risks that may have an impact on the Group's development. The department is also tasked with ensuring that operational units take account of these risks in their strategies and actions of all kinds and strive to improve prevention.

The Risks and Audit department is required to report on its work to the ethics committee and to the risks, audit and accounts committee of the Artelia Group board of directors at least once yearly.



ETHICS GOVERNANCE, DUTY TO REPORT & ACTIONS

3.1 ETHICS COMMITTEE

Artelia has set up an ethics committee. The ethics committee is an independent body for reflection, advice, analysis, proposals and supervision regarding professional ethics within the Group.

The ethics committee intervenes either at its own initiative or on the basis of a referral from the Artelia Group board of directors, the Group's general executive team, an entity manager or any employee facing an ethical issue.

The ethics committee has the following assignments:

- **Outline an integrity program and, more broadly, an ethical approach for the Group** approved by general management and the Artelia Group board of directors;
- **Ensure the roll-out and update of the Group's integrity program** including a definition of appropriate communication and training objectives;
- **Analyse ethics referrals or self-referrals, audit or commission audits for the parties in question** and, depending on the situation, respond or propose aspects of a response for each referral to general management. The ethics committee may accordingly investigate and ensure the confidentiality that may be required to protect individuals and the company.

The ethics committee comprises members approved by the Artelia Group board of directors upon proposals from Group general management. The committee includes at least one external board member and chooses a president from among its members. It reports annual on its work to the Artelia Group board of directors and as required to the Group executive committee.

3.2 ETHICS AND INTEGRITY OFFICERS

Artelia has appointed an ethics and integrity officer for the Group.

The duties of the Group ethics and integrity officer are as follows:

- **Steer the definition** of the Group integrity program and its developments;
- **Effectively deploy**, with the support of operational and line divisions, the Group Integrity Program, including internal standards and processes concerning the integrity program;
- **Manage the actions** decided by the ethics committee in light of referrals or self-referrals to the committee;
- **More broadly**, in the field of ethics, ensure external monitoring of developments in practice and reference systems, coordinate Group parties and help develop behaviour within the Group.

He reports to the Group Chief Executive Officer and reports on work to the ethics committee.

The Group ethics and integrity officer has developed a network of business unit ethics and integrity managers in agreement with business unit executives in order to help design, deploy and monitor the integrity program and facilitate the escalation of questions, alerts and feedback and thereby help improve the Group integrity system.

3.3 DUTY TO REPORT & CORRECTIVE ACTIONS

When an employee is faced with an ethical issue or a breach of the rules stipulated in this Code of Ethics, s/he must inform one of the following people:

- His or her immediate superior or that individual's superior or even the executive director of his or her business unit;
- The human resources director of the entity or business unit in question, particularly for matters concerning respect for individuals;
- The Group legal director;
- The Group ethics and integrity officer or the officer of the business unit in question;
- The ethics committee via one of its two e-mail addresses: ethique@arteliagroup.com - ethics@arteliagroup.com.

Artelia will ensure that any ethical concerns expressed in good faith regarding possible inappropriate behaviour by an entity, employee or business partner are reviewed and that appropriate measures are decided and implemented.

In the event of an investigation, Artelia and the ethics committee shall ensure that it takes place in accordance with the principles of a fair hearing, presumption of innocence and confidentiality which may be required for the protection of persons and the company.

Any information given during an investigation will be communicated only to those who need to know it. No disciplinary action shall be taken by Artelia against an employee reporting an ethical concern or failure in good faith.



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Artelia

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