



Code of conduct

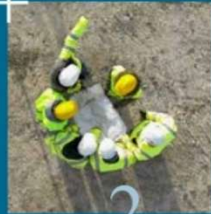
Antea Group

Comprendre aujourd'hui.
Améliorer demain.

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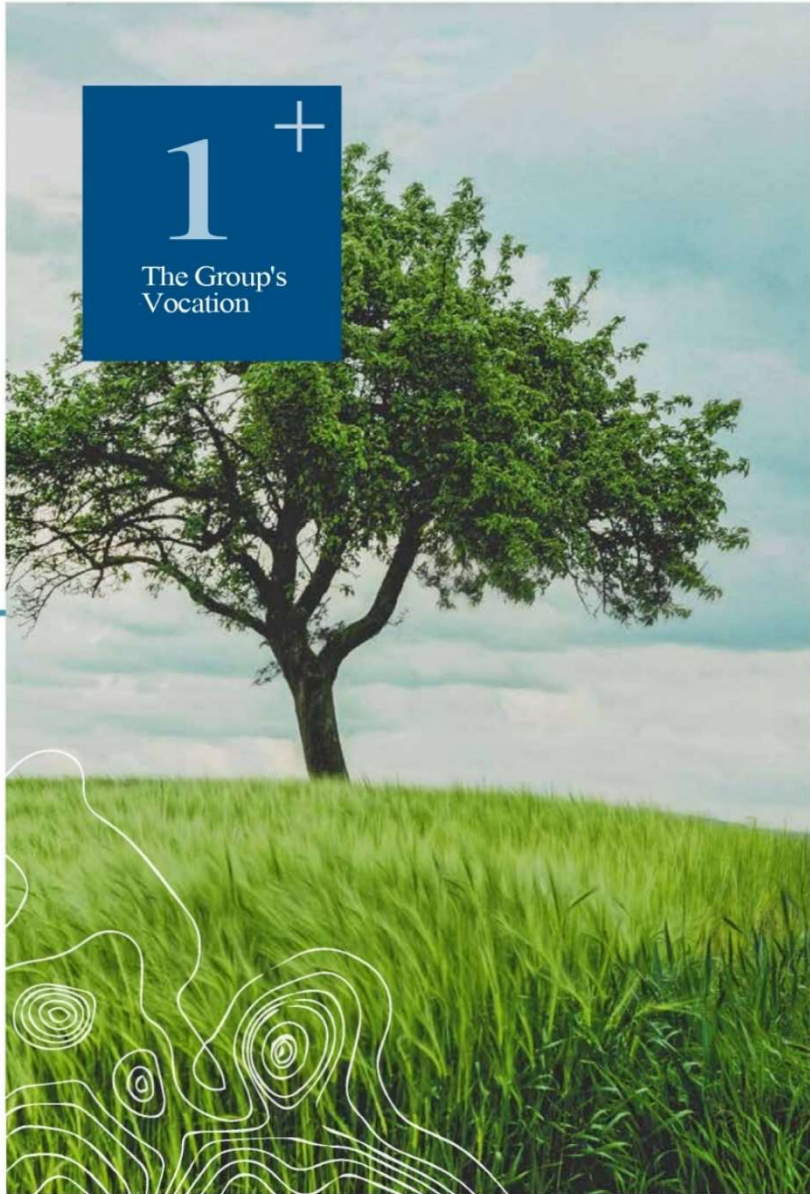
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THE GROUP'S VOCATION

*Understanding,
Improving*

The **Antea Group** is a major player in environmental engineering and urban planning, and brings together multidisciplinary experts and consultants working in the fields of the environment, water, infrastructure, and environmental data management.

By combining strategic thinking, technical expertise and a cross-disciplinary vision of our clients' challenges, we do more than solve their problems; we offer them sustainable and adapted solutions.

The Antea Group's vocation is divided into three main areas:

+ UNDERSTANDING

the challenges of our clients - local authorities, industrial, institutional entities - faced with the challenges of ecological, energy, digital and social transitions in France and internationally.

+ IMPROVING

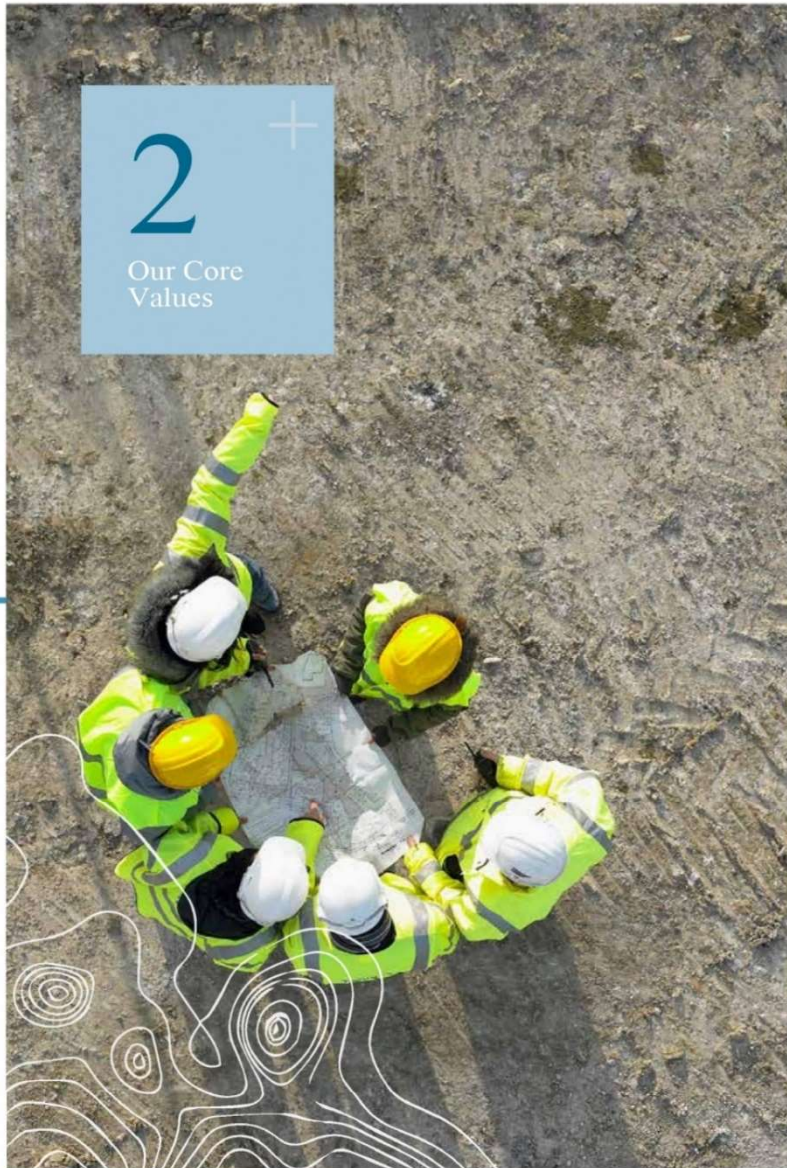
the current state of affairs by contributing through our actions and innovations to developing new technical solutions perfectly integrated into a sober economy, and effective in terms of the environment and societal acceptability.

+ PREPARING FOR THE FUTURE

by limiting the impacts of human activities and natural risks on the environment and on human health, when these impacts are unavoidable, and thus contributing to the resilience of regions faced with climate change.

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Our Core Values



OUR CORE VALUES

Two key values define our engineering practice: **an appetite for technical acumen and an attraction to innovation.** These initial values are our driving force, and have made us rigorous, honest, transparent, inventive and demanding in our professional practices.

To be able to go even further in terms of providing technical responses to our clients' needs, we wanted to bring in other skills, implement multidisciplinary practices, and be able to **work as a team**, with what this implies in terms of **listening to and respecting others.**

All of this now makes up our DNA, our shared culture and our professional principles, which should **enable everyone to grow and flourish within the Antea Group.**



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Message
from the
Managing
Director



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Pascal Voyeau
Managing Director
Antea France

The Code of Ethics of Antea France and its subsidiaries constitutes a pivotal element in our way of operating and sheds light on the principles that drive us.

This simple, concise document indicates our watch points and our commitments in terms of business conduct. Each topic is illustrated with examples so that you can best identify potentially problematic situations. This code is intended for Antea Group teams, as well as its partners, suppliers, and subcontractors. It helps you understand what we expect of you and what you can rightly expect of us.

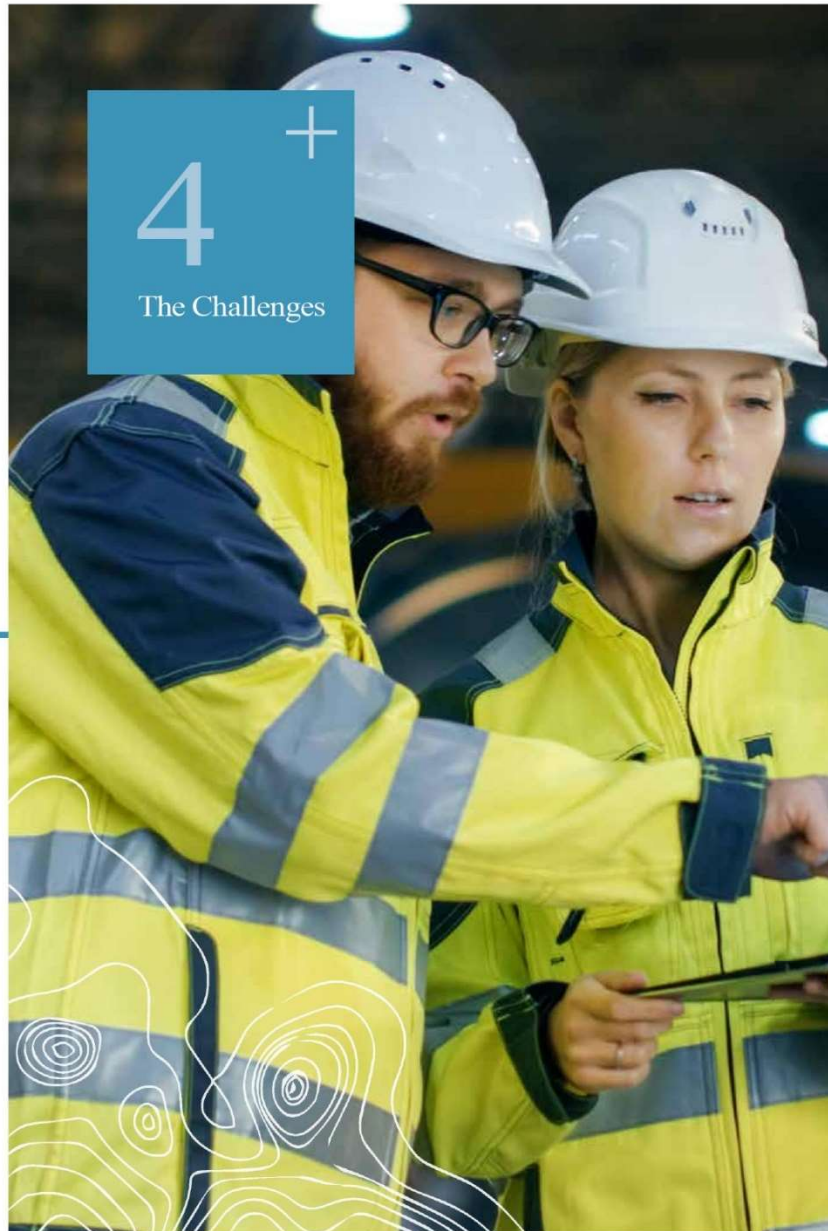
We have made four commitments:

- We reject all forms**
 - of corruption or influence peddling.
- We provide our opinion as**
 - engineers or consultants in compliance with professional codes of practice.
- We reject illegal agreements and**
 - favoritism.
- We are careful in preventing situations**
 - where there is a conflict of interest.

These commitments must be understood, remembered, and applied by all. It is our duty to ensure that they are implemented. The constant application of this code and its principles will help us be recognized for our exemplary integrity in the market.

Our Ethics officer is available to answer your questions and guide you in understanding and applying this code.

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The Challenges

THE CHALLENGES

Strengthening regulations to fight against corruption and influence peddling is a **major challenge for our Group, which is expanding in France and internationally** in highly complex and highly competitive environmental engineering markets.

The values that we defend are fundamental **to achieving our ambitions and our projects**. These values and these professional codes are appreciated by our clients and contribute to the development of our group.

The code of ethics defines the individual and collective rules of conduct which **must guide our actions and inspire our daily choices in accordance with our values and commitments**. It is essential that everyone adopts and applies it.

This level of compliance is also required by our partners and by other stakeholders in the projects we implement.

It is part of a **voluntary strategy led by Antea France's management board**.





These core values which must drive our daily actions and guide our choices are reflected in the following **4 commitments:**

- We reject all forms of corruption or influence peddling
- We give our engineer-consultant opinion in compliance with professional codes of practice
- We reject illegal agreements and favoritism
- We are careful in preventing situations where there is a conflict of interest.



COMMITMENT I

We reject all forms of corruption or influence peddling

What is corruption?

Article 233-1 of the French Criminal Code defines corruption when anyone offers without right, at any time, directly or indirectly, offers, promises, donations, gifts or any advantages to a person who has public authority, who is entrusted with a public service mission or invested with a public elective mandate, on his or her behalf or for others:

- Either so that he or she can carry out or refrain from carrying out, or because he or she has carried out or refrained from carrying out, any act within his or her position, his mission or his mandate, or facilitated by his or her position, mission or mandate
- Or for him or her to abuse, or because he or she has abused, his/her real or supposed influence in order to obtain from an authority or a public department, any distinctions, jobs, contracts or any other favorable decision.

Active corruption is the act of offering a material advantage to a person who has public authority; passive corruption is the act of that person with public authority accepting it.

French criminal law severely punishes acts of corruption with penalties of up to 10 years in prison and €1,000,000 in fines.

What is influence peddling?

Influence peddling has the same intent as an act of corruption, but requires the involvement of a third party. It applies to a three-way relationship in which a person with real or perceived influence trades that influence for a benefit provided by a third party.

As with corruption, there are two kinds of influence peddling:

- Active influence peddling is when anyone offers an advantage to a person so that they can use their influence to obtain a decision from a public authority or department in favor of the donor,
- Passive influence peddling is the act of being materially encouraged to use one's own influence to favor a third party in the context of an administrative or public decision.

French criminal law severely punishes influence peddling with penalties of up to 5 years in prison and €500,000 in fines.

Examples of behaviors to be banned to avoid situations which could be classified as acts of corruption or influence peddling.

- Giving or promising an elected official or civil servant a gift, an invitation, money, or any other advantage in exchange of being awarded a public tender, is an act of corruption.
- Giving a gift to someone close to an elected official or a civil servant with the aim of influencing a future public decision, such as getting an administrative authorization, is an act of influence peddling.
- The fact that a project manager accepts an invitation or a gift, in exchange for supporting any claim related to a contract, is an act of passive influence peddling.

The principles we apply in the prevention of acts of corruption and influence peddling

- We refuse to offer or accept gifts or gratuities, other than symbolic ones, if they can be considered to be inappropriately influencing the judgment of the recipient.
- We refuse to give, offer, pay, or promise to give, offer, pay, in any way, directly or indirectly, any element of value to an agent or elected official or decision maker, in exchange for undue treatment or advantage.
- In order to prevent situations of influence peddling and/or corruption, the mobilization of third parties who represent us commercially (business agents), must be remunerated on a reasonable basis and proportional to the mission carried out. Entering into a contract with a business agent requires the express agreement of a member of the Antea Group France Executive Committee.
- We make sure our anti-corruption provisions are known to our clients, our suppliers, and other stakeholders.



COMMITMENT II

We give our engineer-consultant opinion in compliance with professional codes of practice

Why is this reminder of professional codes required?

Although it is not explicitly referred to in the French Criminal Code, this aspect must be integrated into our code of ethics. In our engineering projects, we make a commitment to do everything to support our clients in the design and implementation of technical solutions to solve the problems encountered.

The limits of our mission are those defined in our professional code of practice. We are therefore committed to carrying out our projects with complete rigor and impartiality, in compliance with the law and the applicable professional standards that govern engineering fields.

Examples of breaches of professional codes

- Accepting a demand to modify a report relating to factual, proven information that we believe is essential, constitutes a breach of professional codes.
- As project manager, knowingly accepting any project execution that is outside the regulatory or legal framework constitutes a breach of our professional codes.
- Communicating project information to a third party without prior authorization from the client constitutes a breach of our professional codes.

The principles implemented to guarantee compliance with professional codes

Each and every one of us is committed to carrying out their projects with rigor and impartiality.

Any situations where there is pressure from third parties or stakeholders calling into question the findings supported by reports or regulatory controls, or masking the reality of our observations must be systematically escalated to superiors. We do not accept demands for modifications or deletions of all or part of the data, reports or minutes aiming at altering the reality of our observations and opposing recommendations and findings put forward.

Our findings may, however, be discussed with our clients. In cases of unresolved scientific or technical uncertainties, they can be debated, and the hypotheses collectively accepted by our experts will be argued.

In addition, we shall not disseminate information about a project (data, minutes, reports) to any third party without the client's authorization.



COMMITMENT III

We reject illegal agreements and favoritism

What is an illegal agreement?

An illegal or anti-competitive agreement is an agreement or a concerted action which aims at or may result in competition prevention, restriction, or distortion in a market.

Such agreement can take different forms. It can be written or oral, express or tacit, horizontal between competitors in the same market, or vertical like for example between a client, a project manager and a construction company.

Illegal agreements are severely sanctioned by very heavy fines. The maximum fine for a natural person is €3,000,000.

What is favoritism?

Favoritism consists in obtaining or attempting to obtain for others an unjustified advantage through an act that is contrary to the laws and regulations that guarantee freedom of access and equality of candidates in public contracts and public service delegations.

It concerns any person with public authority, entrusted with a public service mission or invested with a public elective mandate, or any person acting on behalf of them. As the project manager and technical expert assisting the public contracting authority in the contract award process, our opinion must be completely objective, otherwise they risk exposing us to the offense of favoritism.

A person found guilty of favoritism may be punished with up to 2 years' imprisonment and a fine of €30,000.

Some examples of illegal agreements or favoritism

- To ask for so-called "bid rigging" to facilitate obtaining a contract or agreeing to make such an offer for the benefit of a competitor, constitutes an illegal agreement;
- To divide up commercial areas with one or more competitors constitutes an illicit agreement;
- In the position of project manager or assistant to a contracting authority, at the stage of bid evaluation for a works or public service delegation contract, the act of manipulating ratings to favor a candidate constitutes an offense of favoritism;
- In the position of project manager or assistant to a contracting authority, the act of providing privileged information to one of the candidates ahead of the invitation to tender constitutes an offense of favoritism.

The principles that we apply to prevent illegal agreements and favoritism

- We comply with the laws and rules relating to competition in all countries where we do business.
- We refuse to discuss the prices we charge with our competitors, or to share information (pricing policy, discounts).
- When carrying out a project management or project management assistance mission, we respect the principle of equal treatment of candidates by ensuring, for example:
 - Not to provide data and/or information to any company when it is likely to give it an advantage over the other candidates,
 - Not to direct a bid analysis report towards unduly favoring a candidate.



COMMITMENT IV

We are careful in preventing situations where there is a conflict of interest

What is a conflict of interest?

There is a conflict of interest when, in the course of his professional activity, the personal interests of the employee are directly or indirectly in contradiction or in competition with the interests of Antea France. They can therefore influence the position or the decision that they have to take and call into question their loyalty.

By personal interests, it should be understood as those of the employee, but also those of any natural or legal person with whom they could, directly or indirectly, be linked.

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If the conflict of interest situation is not in itself punished by the law, it is likely to result in offenses that qualify as criminal offenses (such as illegal taking of interests, favoritism, corruption, etc.).

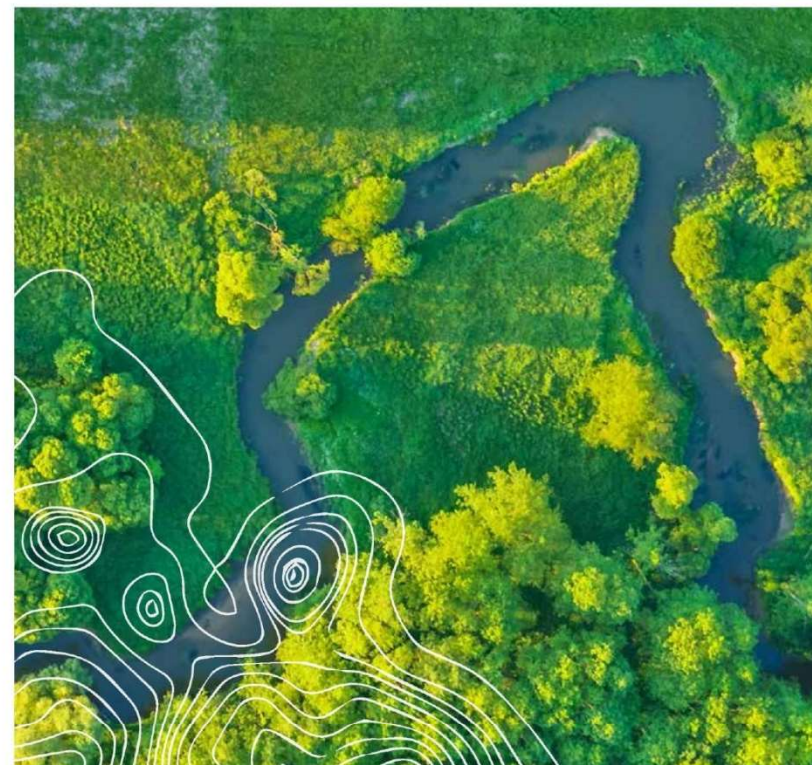
Some examples of situations likely to create a conflict of interest.

- Creating or investing in an activity that competes with those of the group;
- Being involved in activism actions against projects in which the group is involved;
- Doing business on behalf of the group with a family member or a company with which the employee and/or a family member is associated;
- Advising a client on a project while we are otherwise advising another party on the same project.

The principles we apply in the prevention of conflicts of interest.

Everyone undertakes to report, as soon as they become aware of it, any potential conflict of interest so that risk prevention and containment measures are implemented. These measures are defined on a case-by-case basis. In the vast majority of cases, they simply consist in removing the employee from the project or decision-making process for which the conflict of interest could arise.

We are committed to being attentive to situations in which the impartiality and neutrality of our professional decisions could be impaired.



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Appropriate Risk Prevention and Detection Measures



PREVENTION MEASURES

- The code of ethics is sent to all of our employees. It is available on our website and may be distributed to our clients, suppliers, partners, and institutions.
- Employee awareness-raising and training actions are included in the annual training plan.



DETECTION MEASURES

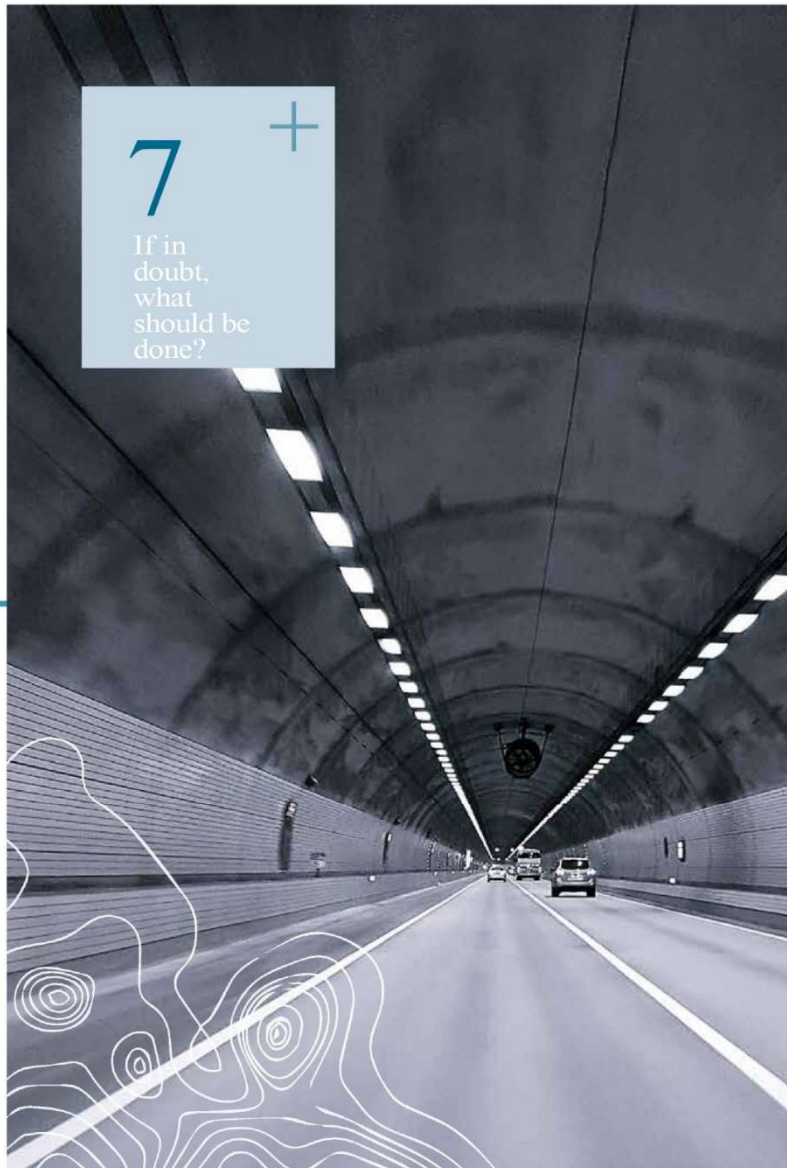
- All reports are recorded by the Ethics Officer in a confidential and secure IT area.
- Specific measures are taken to ensure the protection of whistleblowers (right to anonymity) and persons involved.



DISSUASION

- Depending on the risk analysis carried out during the bid phase, we may need to carry out audits of some of our partners (due diligence).
- The findings may lead us to remove a partner or decide not to bid.





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If in
doubt,
what
should be
done?

IF IN DOUBT, WHAT SHOULD BE DONE?

This code states the main rules of conduct but cannot cover all situations.

Any employee who, in good faith, seeks advice, raises a question or reports conduct that they deem unethical, acts in accordance with the spirit of this code. **He or she can do so with confidence because the Group will ensure his or her protection.**

When faced with an ethical issue, we must ask ourselves the following questions:

- Is the law being complied with?
- Is the situation in line with the values held by our Group?
- Am I comfortable telling my friends and family about it?

If there is a doubt, question or dilemma, we should talk:

- first and foremost to our line manager,
- if not available, or seems to be involved personally, talk to the Ethics Officer at ethique@anteagroup.com

The employee who was personally aware of:

- a situation or behavior that does not comply with this code,
- a misdemeanor or a crime,
- a serious and obvious violation of an international agreement duly ratified or approved by France, of a unilateral act of an international organization taken on the basis of such a commitment, of the law or the applicable regulations,
- a serious threat or harm to general interest,

must inform the Ethics Officer as soon as possible, using the dedicated confidential e-mail address set up for this purpose, accessible **24/7**.

The use of the alert system is optional. It should only be triggered in accordance with applicable laws and regulations, and provided that the whistleblower is impartial and acting in good faith.

Facts, information or documents, regardless of their form or medium, covered by national security, medical confidentiality or confidential lawyer/client relations, are excluded from the Group's alert system.

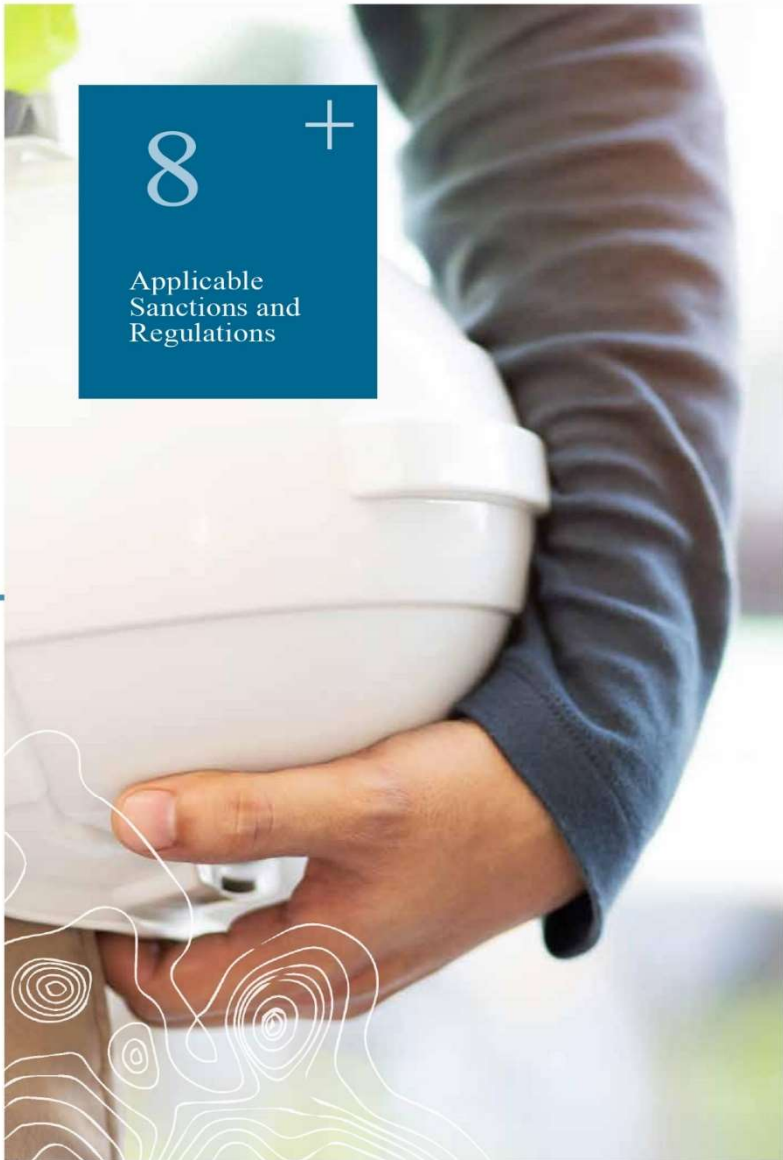
- The Ethics Officer will be responsible, in complete confidentiality, for collecting from the employee the precise information at his or her disposal in order to ensure that the allegations reported are serious and of good faith. The identity of the employee who initiated the alert shall remain confidential unless the regulations provide otherwise.
- The employee will have a right of access to his or her personal data and a right of rectification in accordance with the applicable regulations.

No sanction will be taken against an employee who reported in good faith and impartially an alert within the scope of and respecting the conditions of this code.

- By "good faith" we mean the act of transmitting a concern without malice and without seeking personal profit, by a person having a plausible reason for believing in its veracity.
- The employee who, knowingly or through culpable negligence, makes allegations or communicates information that is not accurate nor in good faith, may be subject to a disciplinary sanction up to and including dismissal and be subject to, if applicable, legal proceedings, in the event of a false alert.

The Ethics Officer will keep the report records received and follow-up any progress or resolution of investigation reports.

The disclosure, retention, and deletion of report records received as well as the status of progress or resolution of investigation reports pursuant to this code are subject to the requirements laid down in applicable laws, including the right to respect privacy.



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Applicable
Sanctions and
Regulations

APPLICABLE SANCTIONS

Our Group's sustainability and development is a major challenge. Indeed, a deviation from this code could lead to a ban from submitting bids for certain contracts, namely public contracts. It could also lead to the reputation and image of the Group being damaged.

Any breach of the spirit or letter of the code or of the law could lead to disciplinary measures depending on the offense committed. They can go as far as dismissal.

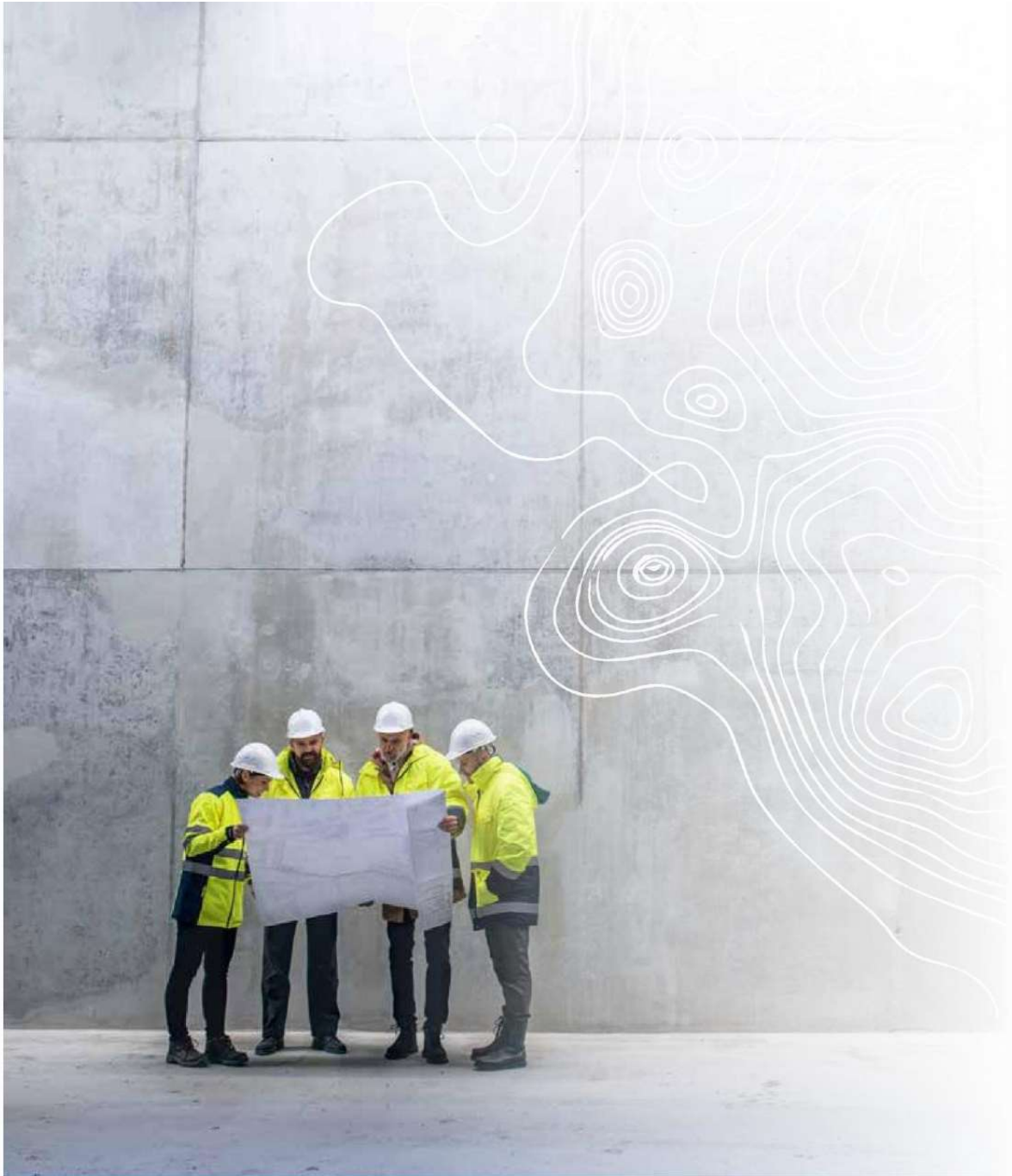
Any employee who breaks the law risks, as well as the Group, criminal sanctions (in particular fines and prison sentences) or civil proceedings (damages or fines).

APPLICABLE REGULATIONS

SAPIN 2 provisions

French Act no. 2016-1691 of 9 December 2016 on transparency, fight against corruption and modernization of economic life, known as the "Sapin 2" Act; Decree no. 2017-329 on the French Anti-Corruption Agency; Decree no. 2017-564 on the procedures for collecting reports from whistleblowers within public or private legal entities or State departments.

- **French Criminal Code**
- **International regulations of the UN (United Nations)**
- **ILO (International Labour Organization) fundamental conventions**
- **Guiding principles of the OECD (Organisation for Economic Co-operation and Development)**



Antea Group Code of Ethics

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