



**SOCOTEC**

THE POWER OF FORESIGHT

# Code of Ethics SOCOTEC GROUP

JANUARY 2019

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## A WORD FROM THE CEO



This Code of Ethics, that I wanted to embody our values and commitments, is our Group's profession of faith.

Our international expansion and our European leadership ambition mark the Group's entry into a new phase of development, of which this Code of Ethics is the keystone.

Respecting shared ethical values requires a proactive approach and the support of each and every one of us, as the Code of Ethics will apply not only in France but also in our entities worldwide.

Each and every one of us must embrace this Code of Ethics and, if need be, adapt our work methods accordingly.

In order to sustainably establish our Group as a leading and trusted partner (“Tiers de confiance”) in construction and infrastructure sectors, to enhance our brand image, and to confirm our positioning as a key player, each one of us will ensure compliance with all its principles. Given our positioning as a trusted partner, it is our duty to remain beyond reproach when it comes to impartiality.

The promotion and wise use of our brand are also essential to ensure a sustainable foundation and grow our influence on an international scale.

This Code of Ethics, a driver of consistency and cohesion, must enable us, through compliance with clear and specific principles, to work together to achieve our goals and implement our project.

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**Hervé Montjotin**  
CEO



SOCOTEC

# 1

## GROUP VALUES AND PRINCIPLES

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# GROUP VALUES

To define our Group's values is to define the spirit that drives us, the philosophy that brings us together. They constitute a heritage and an identity that we share. Throughout the world, our values help to build our professional approach and permeate the relationships we maintain with our clients, our employees and our partners.



## Commitment & Excellence

Commitment emphasises our employees' pledge to uphold standards in their everyday work, to go the extra mile for clients in minimising risk, to cooperate with and support colleagues, and act responsibly to build a safer world.

Excellence reflects our constant quest to improve our skills and knowledge, anticipating future need so we're always at the forefront of our profession.



## Challenge & Innovation

It's vital that we do not become complacent. We're always striving for improvement. . . And by teaming up across disciplines and combining our energies, we open up new possibilities, developing innovative solutions that make for differentiation and added value. We challenge our clients to go faster and further so they have the power to future-proof their business.



## Accountability & Partnership

At SOCOTEC, accountability is a personal challenge measured both by clear, individual objectives owned by each team member, and by common objectives that are shared company-wide. This spirit of accountability is a pledge of quality for our clients and a guarantee that our solutions are designed for the long term. Coupled with partnership, it conveys our collective mission and how each of us is pledged to safeguard people's safety, within the company and society as a whole.



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# 2

## CODE OF ETHICS – RULES IN DETAIL

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- 2.1 Compliance with Laws and Regulations
- 2.2 Respect for people
- 2.3 The Group's interests
- 2.4 Vigilance - Anti-corruption
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# COMPLIANCE WITH LAWS AND REGULATIONS



**Compliance with laws and regulations**, both local and international, is central to the SOCOTEC Group's Code of Ethics, whose rules apply to each and every one of us. Our conduct must be one of integrity and responsibility.

**This fundamental principle must guide the day-to-day work of SOCOTEC Group employees.**

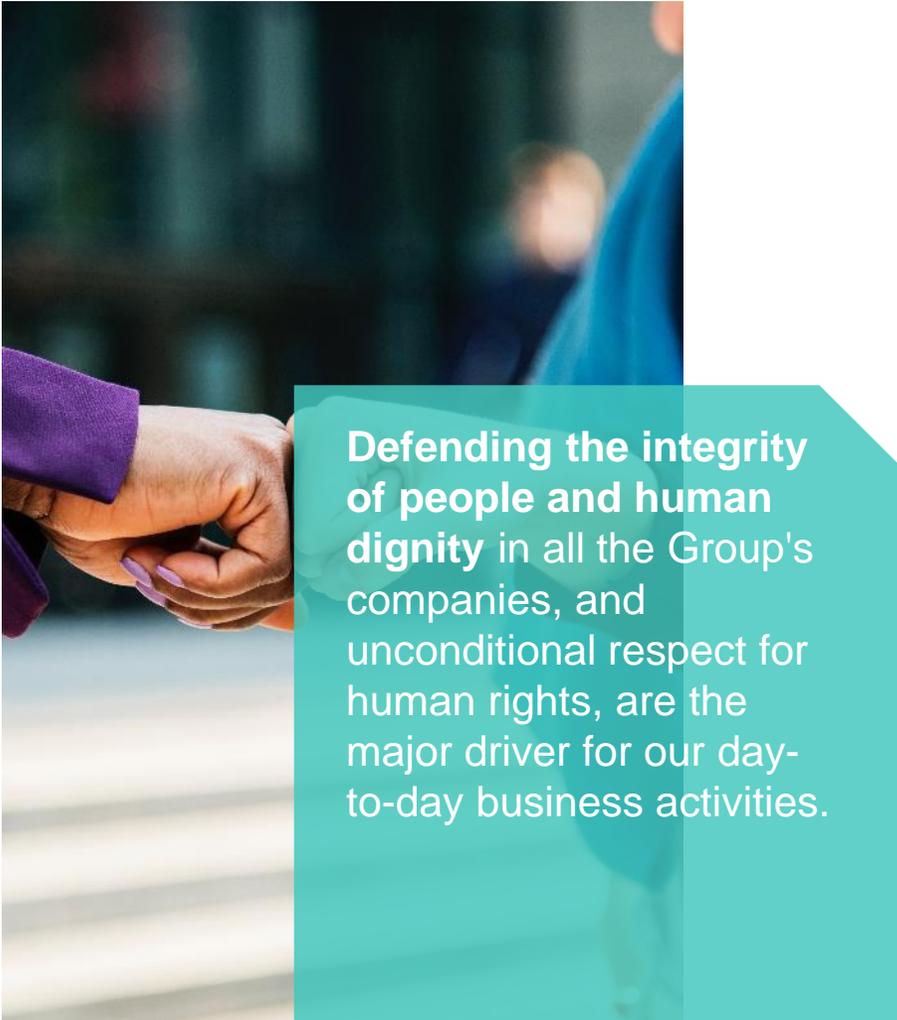
This requirement guarantees the integrity and the reputation of our Group and all of us individually.

Our strength lies with adherence to this principle worldwide. Such diversity also implies compliance with all the standards applicable in each of our branches, both locally and internationally.

Any breach of laws and regulations may result in the personal civil or criminal liability of every employee.

These breaches can tarnish the Group's reputation and damage our ambitions, which is why we insist on zero tolerance.

# RESPECT FOR PEOPLE



Defending the integrity of people and human dignity in all the Group's companies, and unconditional respect for human rights, are the major driver for our day-to-day business activities.

This requirement revolves around our actions to help our employees and our stakeholders to comply with applicable standards both in France and abroad.

**Integrity and respect for people are central to the SOCOTEC Group's values.**

The SOCOTEC Group complies with the principles :

- > of the **United Nations Universal Declaration of Human Rights**;
- > the fundamental conventions of the **International Labour Organisation** (ILO), particularly regarding forced labour or child labour;
- > and the principles of the **UN Global Compact**.

**Human capital constitutes the SOCOTEC Group's major asset.**

So respect for Group employees is a key value.

Diversity and equal opportunity are values that our Group holds dear, that all employees must comply with and respect wherever in the world they may be. **Diversity enables complementarity and efficiency.**

# RESPECT FOR PEOPLE



SOCOTEC cares deeply about diversity and equal opportunity for all our employees, regardless of their level of seniority and where they work across the world.

## THE FIGHT AGAINST DISCRIMINATION AND HARASSMENT - DIGNITY

**There is no place for any form of discrimination within the Group and any such act will be firmly penalised.**

Discrimination arises whenever one or more persons are treated differently or adversely on account of their personal characteristics, their beliefs, their convictions, or for any other reason prohibited by law, including national or ethnic origin, culture, religion, political beliefs, age, gender, sexual orientation, and mental or physical deficiency.

**SOCOTEC ensures that the following forms of behaviour have no place in our Group:**

- > behaviour leading to an **intimidating or offensive environment** towards any employee, intern or temporary worker within the Group;
- > Behaviour liable to **offend the sensitivity of others**, i.e. any attitude of a **violent or sexual nature**, most notably but not exclusively any unwanted physical contact, any **act or assertion with sexual connotations, whether written or spoken, and any dissemination of indecent images.**

Any attempt to obstruct the reporting of conduct that breaches these principles will be also penalised.

**Only the promotion of skills and the rewarding of work and commitment can dictate the assessment and advancement of the Group's employees.**

# RESPECT FOR PEOPLE



The implementation of GDPR has been in force for EU Members since 25 May 2018. The Group was already safeguarding data protection through compliance with the regulations issued by the French data protection authority CNIL; the application of this new regulation has required a few adjustments to strengthen our commitments.

## PROTECTION OF PERSONAL DATA - GDPR

**We guarantee the confidentiality of personal data relating to our employees, and also of the data we exchange as part of our internal business relations within our Group or with our stakeholders.**

As employees of the SOCOTEC Group, we will comply with this confidentiality as part of our duties.

Accordingly, **we will make sure that data is never collected, copied or used without the prior consent of the data subject and without due necessity.**

We will ensure that no data is ever distributed to any third party, whoever they may be, or to any other person unless duly authorised.

# THE GROUP'S INTERESTS



The SOCOTEC group depends on the loyalty and reliability of its employees, who promote the image of our Company to our partners and suppliers.

## PRIDE IN BELONGING

The Group's reputation is based on the integrity of its employees and their dedication to the company.

As a result, we are at all times duty-bound to never disparage the company or its leaders in public, or through statements to the media.

It is, therefore, our **duty to respect the confidentiality** of sensitive or internal information, i.e. know-how and commercial and technical strategies developed within the Group.

# THE GROUP'S INTERESTS

## INTELLECTUAL PROPERTY

As the Group's employees, we are duty-bound to protect and not harm the SOCOTEC brand or any of the brands that are the Group's intellectual property.



**Our brand, consisting of our logo and the SOCOTEC name, is patent-protected throughout the world.**

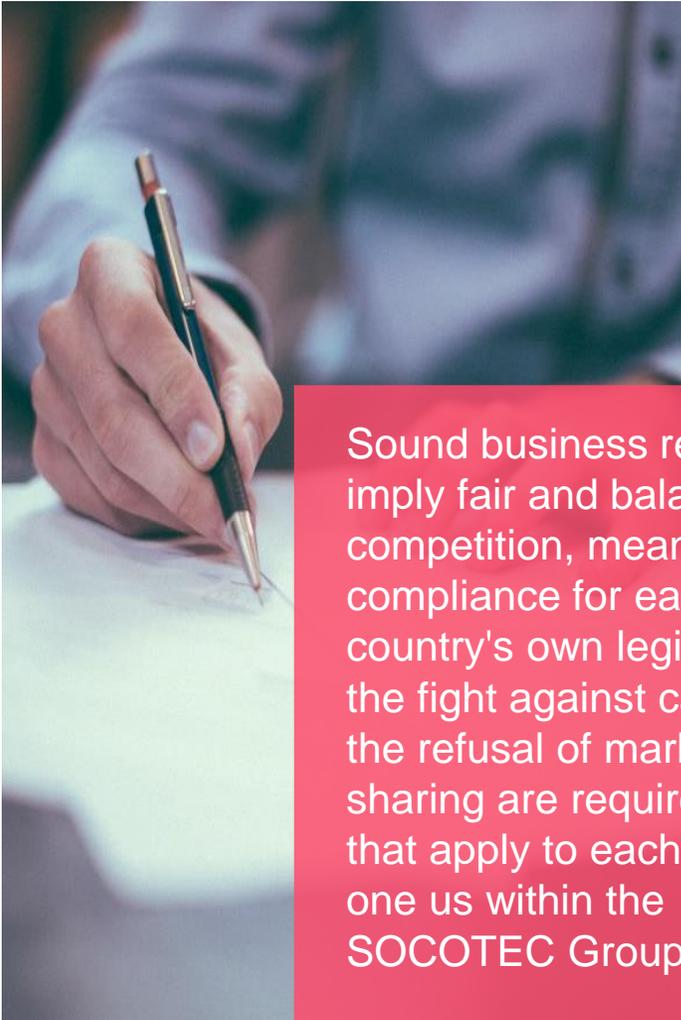
The SOCOTEC Certification International certification mark, derived from the SOCOTEC brand, is also the Group's intellectual property. Its use complies with specific rules that are formally presented in dedicated graphic guidelines. Respect for our visual identity and the compliant use of our logo, as stipulated in the graphic guidelines provided by the Communication & Marketing Department, are mandatory in order to guarantee the integrity and influence of our brand.

**No use of our brand name by third parties can be made without prior approval from the Communication & Marketing Department (cf. Partnership Procedure).**



The use or reproduction of SOCOTEC brands by the Group's employees is totally prohibited outside the scope of their functions and would be seen as tantamount to counterfeiting. Any intellectual creation, derived from confidential information acquired by an employee within the scope of his or her functions and activities with the SOCOTEC Group, also belongs to the Group, even if this creation has been produced outside the scope of the employee's functions.

# THE GROUP'S INTERESTS



Sound business relations imply fair and balanced competition, meaning that compliance for each country's own legislation, the fight against cartels, and the refusal of market sharing are requirements that apply to each and every one of us within the SOCOTEC Group.

## CONFLICT OF INTEREST AND COMPETITION

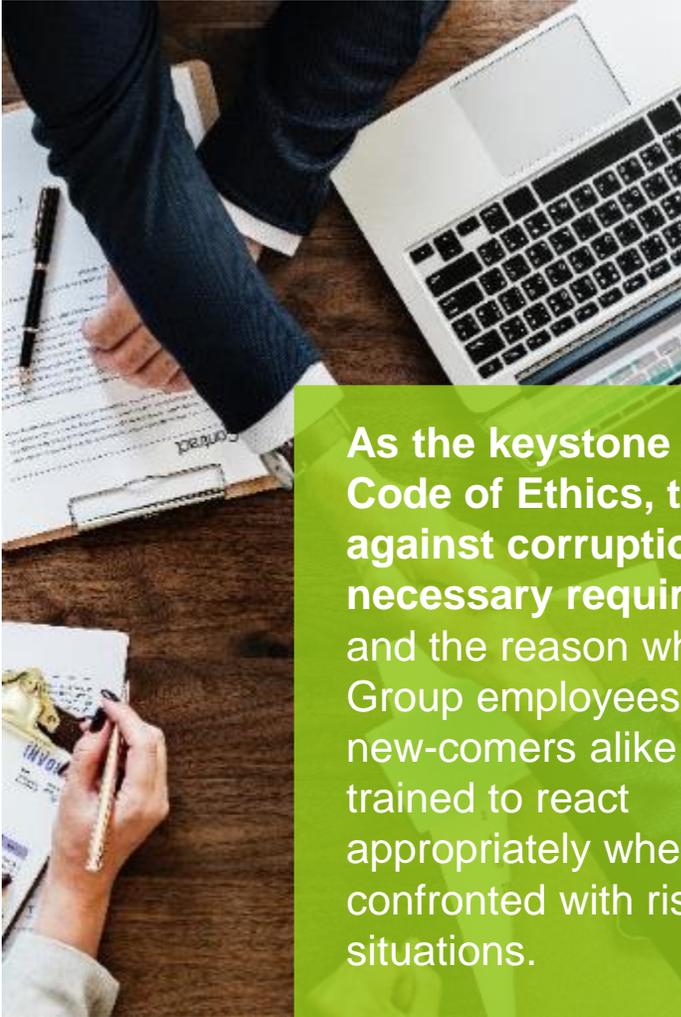
Additionally, **we must pay particular attention to conflict of interest situations**, i.e. any situation where personal interests clash with the interests of the Company.

**Actual conflicts of interest arise whenever the objectivity, independence or judgement of a person is jeopardised by a divergence between personal interests and the professional or public interest. Potential conflicts of interest arises whenever there is a reasonable likelihood of a conflict of interest occurring. Apparent conflict of interest arises whenever an observer may reasonably conclude that a conflict of interest could exist, even if this proves to be untrue.**

Line management should be informed in the event of potential conflict of interest and persons should refrain from any action in suspected cases.

**The SOCOTEC Group respects the right of employees to proceed with investments or businesses outside their working environment, providing that any such activity is legal and compatible with the Group's own interests.**

# THE GROUP'S INTERESTS



As the keystone of our Code of Ethics, the fight against corruption is a necessary requirement and the reason why existing Group employees and new-comers alike are all trained to react appropriately when confronted with risky situations.

## RELATIONSHIPS WITH CLIENTS AND BUSINESS PARTNERS

**These relations require a climate of collaboration, mutual respect and trust based on integrity and honesty.**

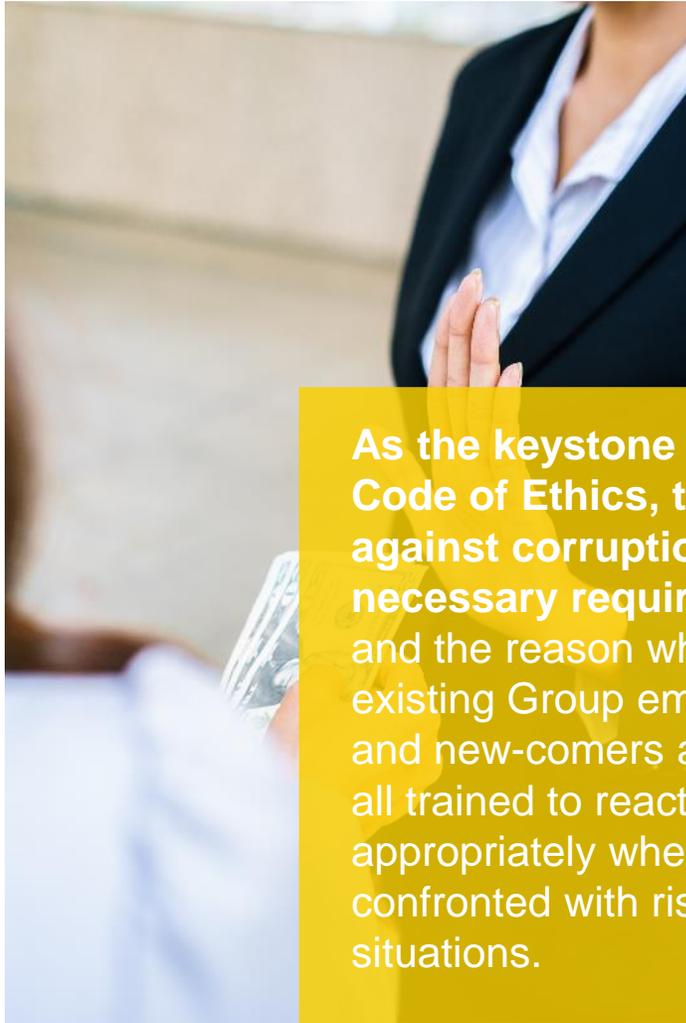
With all our clients, we have to aim for excellence by endeavouring to guarantee quality and professionalism through clearly established relationships negotiated in good faith.

Fair and healthy relationships with our suppliers, subcontractors and consultants are key to our Group's success and development.

To this end, the Group's procurement procedures must be strictly respected both when selecting reliable and honest operators and monitoring contractual relationships.

**Accordingly, the implementation of a due diligence\* process must also be observed by all.**

*\*Due diligence is a prior analysis of the context of any transaction with a third party (clients, first-tier suppliers and intermediaries) with whom the firm wishes to enter into a contract.*



As the keystone of our Code of Ethics, the fight against corruption is a necessary requirement and the reason why existing Group employees and new-comers alike are all trained to react appropriately when confronted with risky situations.

## FIGHT AGAINST CORRUPTION

### Corruption

Corruption is committed when a person holding a given function (public or private sector) **requests or accepts any form of gift or benefit with a view to carrying out, or failing to carry out, an act that falls within the remit of his or her functions.**

Distinction is made between:

- > **active corruption** : offering any form of gift or benefit to the person holding the given function, and;
- > **passive corruption** : when the person holding the given function accepts the gift or the benefit.

These offences carry a 10-year jail sentence plus a fine of up to a million euros, the amount of which may rise to twice the monetary value of the offence.

**If in doubt, get in touch with the Ethics Committee.**



Gifts and invitations must be of reasonable value and given at reasonable intervals, granted as good faith gestures, adapted to the circumstances, to the business contact only, and recognised in a transparent manner.

**The ceiling for any gift received or made is set at €100.**

## FIGHT AGAINST CORRUPTION

### Gifts

Gifts and invitations must not be used, or give the impression of being used, for purposes of corruption. **In every case, they must comply with by the SOCOTEC Group's gift procedure and by the general principles as follows:**

- > **comply with both local and international laws and regulations**
- > made only on the occasion **of a special event** (festive seasons, New Year...) or **in connection with a legitimate objective** linked to the firm's business (signing of a contract, meetings, visits to facilities...)
- > adhere to the **social and cultural practices** of the country concerned
- > always be **appropriate to circumstances**, and specifically prohibited in the event of **a major ongoing business transaction** (tender, drafting of riders, etc.)
- > **never be in cash**
- > **be reasonably valued**, matching the status of the recipient, including repeat gifts
- > be made only to the **business contact and given in a transparent manner.**
- > **always be recognised in a transparent manner** in the firm's accounting records.

**The gift procedure for SOCOTEC Group employees is available on the Intranet or from line managers.**

# VIGILANCE - ANTI-CORRUPTION



**A whistle-blower is a person, who, in good faith, reveals or reports a crime, an offence or a threat to the general interest of which he or she has personally become aware.**

## FIGHT AGAINST CORRUPTION - RAISING THE ALARM

When you are faced with a case of corruption or unethical behaviour, you may raise the alarm.

**If in doubt, any Group employee may contact his or her line manager or the Group's Legal Affairs Department or the Ethics Committee, who will advise as to further action.**

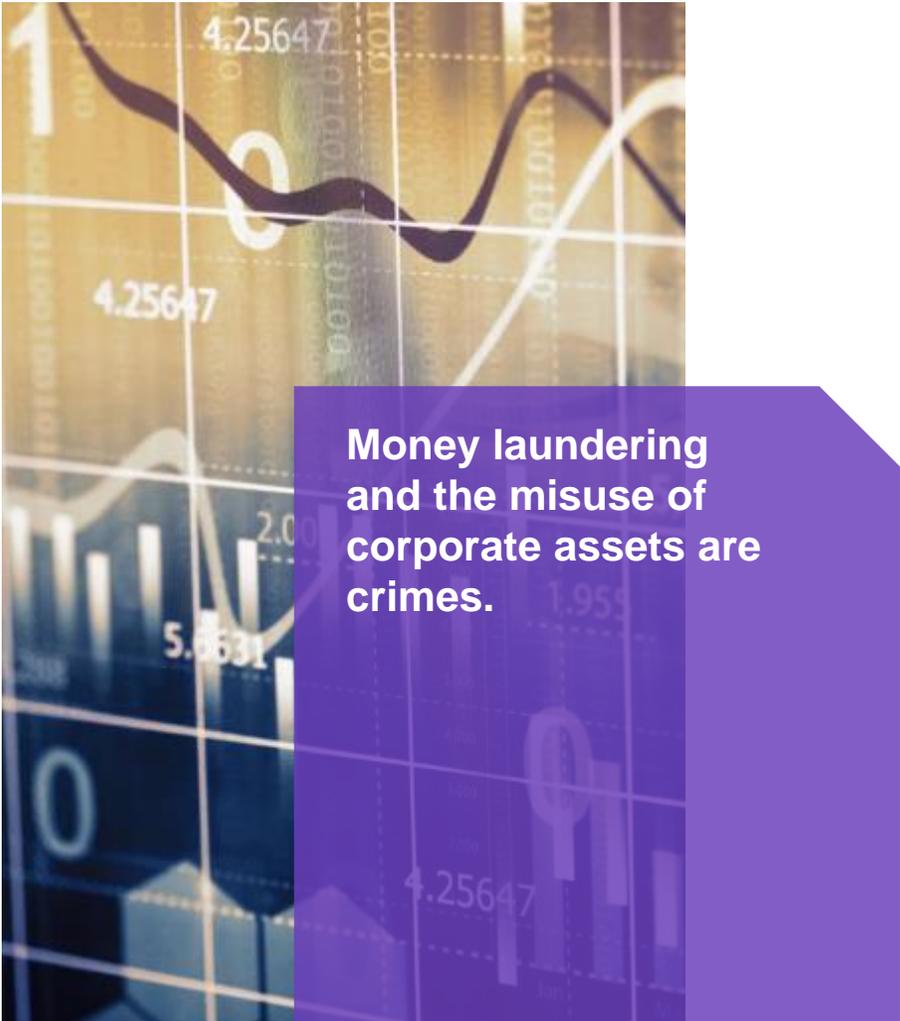
Every whistle-blower will benefit from the most extensive protection, both inside and outside the firm, to avoid any harassment when and after reporting, regardless of the outcome.

**Reports from whistle-blowers will be processed with complete confidentiality, and he or she will be safe from any form of reprisal, discrimination or retaliation.**

Protected from all serious and imminent danger, whistle-blowers must comply with the procedure presented on our websites.



**A whistle-blower may use the dedicated page on the [socotec.com](http://socotec.com) website, or the email address for the Ethics Committee: [ethics.committee@socotec.com](mailto:ethics.committee@socotec.com)**



Money laundering and the misuse of corporate assets are crimes.

## FINANCIAL VIGILANCE TRANSACTIONS AND TRANSFERS OF FUNDS

**Money laundering** consists in concealing funds from illegal activities.

**The misuse of corporate assets** consists in knowingly using assets, credit, powers or the corporate voice for direct or indirect personal purposes. The Finance Department systematically verifies the source of funds and financing, along with any transaction taking place via the Group, and frequently forwards KYC forms to its banking partners.

**As employees of the SOCOTEC Group we are all duty-bound to remain vigilant when it comes to making payments, particularly through partners or to suppliers.**

If any part of a proposed transaction appears inappropriate or likely to breach any applicable law or regulation or the Group's policies and procedures, the Finance Department or the Ethics Committee must be informed right away.

**The Treasury Charter is available on the Intranet.**



The Code of Ethics runs in parallel with the SOCOTEC Group's authorisation guide.

## INTERNAL AUDITS - CONTROL BODIES

**The Code of Ethics runs in parallel with the SOCOTEC group's authorisation guide.** It also includes ethical behaviour/good conduct.

**The Ethics Committee** is responsible for the application of the Code of Ethics, the receipt of alerts relating to unethical behaviour, and the monitoring of the application of provisions from anti-corruption laws. It is made up of three members\*. It may be contacted by email at [ethics.committee@socotec.com](mailto:ethics.committee@socotec.com)

**The Commitment & Investment Committee** is responsible for all questions relating to the SOCOTEC Group's rules of commitment assigned to it. To contact it, the referral file is available on the Intranet\*.

**The Risk Committee** is responsible for any sensitive question relating to Construction & Real Estate France business line\*.

# ENVIRONMENT AND SUSTAINABLE DEVELOPMENT



The Group is committed to **limiting the environmental impact** of its activities and to **complying with international rules** in this area. In this respect, we have committed to actions to improve the **prevention of environmental risks and pollution**.

## ENVIRONMENT AND SUSTAINABLE DEVELOPMENT

As SOCOTEC group employees, we are part of this shared effort and contribute in our day-to-day work. In the conduct of our missions and our business, we aim for maximum standards of respect for the environment.

**A Sustainable Development Charter is available on the Intranet.**

Our commitment to the **protection of our environment and to sustainable development** is firmly established through actions such as:

- > reducing energy consumption through the **rational and sustainable use of energy**, specifically in our buildings and works premises;
- > reducing consumption of **paper** together with the application of savings techniques in every entity throughout the Group;
- > the sustainable use of **natural resources** on a daily basis;
- > the **firm's long-term future** through development and improved economic performance;
- > **sustainable employment** through an active policy of training and qualification for our employees to maintain their employability;
- > the **reduction in greenhouse gas emissions**, through the consideration of our organisational methods and use of vehicles;
- > the **reduction in waste and the systematic reclamation** of recyclable materials.

# 3

## IMPLEMENTATION

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# IMPLEMENTATION OF THE CODE OF ETHICS



Each SOCOTEC group company is responsible for ensuring that the present Code of Ethics is fully implemented.

## APPLICATION OF THE SOCOTEC GROUP'S CODE OF ETHICS

Each SOCOTEC group company is responsible for ensuring that this Code of Ethics is fully implemented, according to the restrictions and specifics of its business activity and geographic location.



To this end, we must all remain vigilant in our daily business life, but also with those around us in our teams or with people placed under our responsibility.

The SOCOTEC group makes sure that each Group employee has full knowledge of, and has understood, this Code of Ethics. It has been included in the systems that govern collective labour relations (by-laws in France, the Handbook in the UK...)



**The whistle-blower is a person, who, in all good faith, reveals or reports a crime, an offence or a threat to the general interest that he or she has personally become aware of.**

**The whistle-blower may use:**

- > the dedicated page on the [socotec.com](http://socotec.com) site**
- > or the email address for the Ethics Committee: [ethics.committee@socotec.com](mailto:ethics.committee@socotec.com)**



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