



ETHICS BOOKLET

GM EQU 07 V04 NORAM

2024





This booklet has been given to :

(Name).....

By

(Name).....

On

(Date).....

Signature :



FOREWORD

This document sets out all the ethics and compliance rules and procedures that apply in all circumstances and in all countries where Equans is present, to all Equans entities* and their employees.

Compliance with these rules constitutes a common foundation that enables all Equans employees to act in accordance with the laws and regulations in force in the various jurisdictions in which they operate or may operate.



*Entity: means any company or entity as defined under French law or any other foreign law, which is directly or indirectly "controlled" by Equans SAS.

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EDITORIAL

Extract from the Bouygues Group Code of Ethics

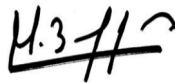
The success and future of the Bouygues Group depends on the confidence it inspires in its staff, shareholders, public and private sector partners and, more generally, all its "stakeholders".

One key factor that helps to create this confidence is respect for the rules of conduct common to all the Group's business segments, which are set out in the Code of Ethics, which was first drawn up in 2006 and is regularly revised and updated in line with legal and social developments.

This Code of Ethics aims to bring together employees around the core shared values that must prevail when doing business, no matter the circumstances or country. This Code of Ethics thus reflects the Group's values of respect, integrity and responsibility.

These are the principles that must guide senior executives, managers and staff in their day-to-day actions. It is important for you to read this Code of Ethics, to make sure that others read it and to comply with it scrupulously in the course of your activities. It is up to each and every one of you to comply with the Code of Ethics to enable the entire Bouygues Group to continue its development.

Martin Bouygues,
Chairman of the Board of Directors



Olivier Roussat,
Group Chief Executive Officer





Message from the Equans Executive Management

Equans is committed in all circumstances to acting in compliance with the local laws and regulations in force in the countries where it operates, as well as in accordance with the ethics principles of Equans and the Bouygues Group. These commitments apply to all of us on a daily basis: in the strategic decisions of our management, and in the various professional practices of our employees.

Each employee, regardless of their role, bears personal responsibility for their behaviour and must accept the consequences of their decisions. In the event of a violation of Equans' ethics rules, the employee may be subject to disciplinary, administrative, civil and/or criminal sanctions, as appropriate.

At Equans, ethical behaviour is an integral part of our strategy, our management and our professional practices.

In any case, one message: "Profit is key, but not at any cost."

Jérôme Stubler,

Equans CEO and Chairman of the Equans Management Board



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PART

INTRODUCTION AND GOVERNANCE

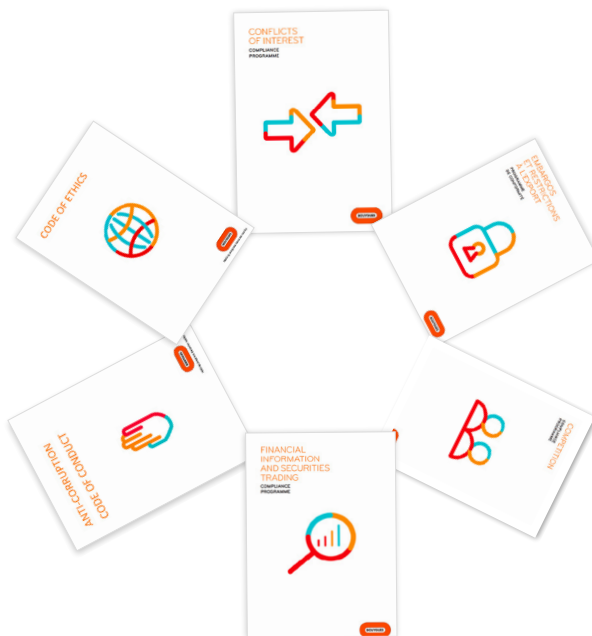


1.

ETHICS & COMPLIANCE DOCUMENTATION



Bouygues SA has published a number of documents concerning ethics, which are applicable to employees and entities of the Bouygues Group, of which Equans is a part ("**Bouygues Rules**"). These reference documents apply directly to Equans employees and/or are included in and/or supplement policies specific to Equans as is described herein (Bouygues Rules and Equans policies together constitute the Equans Ethics and Compliance Documentation, "**ECD**"). The methods of application of the ECD are detailed in the following table, which lists all of Equans' ECD:



All Equans ECD, including this Ethics Booklet and all its annexes, can be found at: <https://equans.sharepoint.com/sites/ethics-compliance>

REFERENCE DOCUMENT	PROPERTY	APPLICABILITY	SOURCE
Code of Ethics		Applicable to all Equans employees	APPENDIX 1
Anti-Corruption Code of Conduct See supplementary US/Canadian Guidance Memo		Applicable to all Equans employees	APPENDIX 2
Competition Compliance Programme See supplementary US/Canadian Guidance Memo		The principles are detailed in Chapter 3 and apply to all employees. The full version is applicable to Equans' key managers and executives.	APPENDIX 3
Compliance Programme Conflicts of Interest		Equans policy detailed in Chapter 2, applicable to all employees. The full version is applicable to Equans' key managers and executives.	APPENDIX 4
Compliance Programme Financial Information and Stock Market Operations		Applicable to Equans' key executives and managers as well as to employees who, by virtue of their duties, have access to insider information.	APPENDIX 5
Compliance Programme Embargoes and Export Restrictions See supplementary US/Canadian Guidance Memo		The principles are detailed in Chapter 9 and apply to all employees. The full version applies to Equans managers and employees working internationally or trading with foreign countries (export activities), as detailed in Appendix 6.	APPENDIX 6
Internal Investigation Charter See US/Canadian Internal Investigation Policy		Equans policy detailed in Chapter 11 and applicable to all employees.	CHAPTER 11
CSR and Supplier Charter	The principles are detailed in Chapter 5 and apply to all employees. The full version applies to Equans' suppliers, sub-contractors, partners and service providers and is set out in Appendix 7.	APPENDIX 7	
Gifts and Hospitality Policy See US/Canadian Gift and Entertainment Policy		Applicable to all Equans employees	CHAPTER 1
Principles Relating to Donations, Patronage and Sponsorship See US/Canadian Donations and Sponsorship Policy		Applicable to all Equans employees	CHAPTER 7
Principles Relating to Business Consultants See US/Canadian Business Consultants Policy		Applicable to all Equans employees	CHAPTER 8
Principles Relating to the Protection of Personal Data		Applicable to all Equans employees	CHAPTER 4
Principles Relating to Third-Party Assessments (Due Diligence)		Applicable to all Equans employees	CHAPTER 6
System for Reporting and Treatment of Ethics Incidents See US/Canadian Policy		Applicable to all Equans employees	CHAPTER 10

2.

ETHICS SYSTEMS WITHIN EQUANS



A. Equans Ethics, Corporate Social Responsibility and Sponsorship Committee

The Equans Board of Directors, through its Ethics, Corporate Social Responsibility ("CSR") and Sponsorship Committee, meets regularly to examine ethical issues relating to Equans' activities and employees. This Committee contributes to the correct application of the ethics rules and procedures which must inspire the conduct of managers and employees. The Committee also assesses the performance of systems for preventing and detecting ethical risks.

B. Equans Group Legal, Ethics, Compliance & Privacy Department ("Group LECPD")

Equans' Group General Counsel and Ethics Officer heads the Group LECPD. He or she is supported by the Equans' Group Head of Ethics, Compliance & Privacy, reporting directly to him/her. Together, they are responsible for:

- developing ethics policies and procedures and organising programmes for ethics training;
- leading and coordinating the Equans Ethics Officers Network;
- receiving and managing ethics alerts received via the dedicated platform or otherwise;
- managing ethical incidents and internal investigations;
- coordinating the Ethics, CSR and Sponsorship Committee.

MBU, Country and Entity Legal, Ethics, Compliance and Privacy Departments ("LECPD") are responsible for:

- implementing the ECD, developing local policies where necessary;
- leading and coordinating their respective Ethics Officers and Ethics Correspondents Network;
- organising and coordinating ethics trainings of employees;

- receiving and managing ethics alerts received via the dedicated platform or otherwise;
- managing ethical incidents including internal investigation.

C. Equans' Ethics Officers and Ethics Correspondents

The Equans Group Ethics Officer is appointed by the CEO of Equans. MBU Ethics Officers are appointed by the CEOs of the corresponding MBUs, whereas Country Ethics Officers are appointed by the CEO of the country in question, in each case with the approval of the Equans Group Ethics Officer. Their role is to, within their respective perimeters:

- detect and prevent the occurrence of ethical risks;
- promote and raise awareness of ethical issues;
- run their network of ethics correspondents and define their missions;
- provide practical advice to operational staff on ethical issues;
- report to the Equans LECPD on various ethical issues of which they are aware;
- organise and moderate ethics trainings.

"**Ethics Correspondents**" are named by the MBU Ethics Officers for each country and/or entity within their perimeter. Ethics Correspondents need to receive specific ethics training to be able to assist the Ethics Officer in, at least: (I.) detecting ethical risks (II.) promoting Equans ethics culture (action plan to be defined with each MBU Ethics Officer) (III.) helping with investigation of incidents (if trained for this specific purpose). The network of Ethics Correspondents responds to the level of risks detected for a specific country and/or MBU in the risk mapping performed for that MBU and/or country.

D. The Equans Vigilance Committee

The purpose of this ad hoc committee is to formulate an annual vigilance report for Equans as a joint effort of the Equans' Group LECPD and the Equans' Group Human Resources and CSR Departments, resulting in the dissemination of the Equans annual vigilance plan throughout Equans. Equans also ensures that an up-to-date ethics risk mapping exercise is performed in order to help identify specific risks, as well as preventive and corrective actions related thereto. The Equans vigilance plan, made by Equans as part of its duty of vigilance, forms part of the wider Bouygues Group vigilance plan. It is founded around the identification and management of Equans' risks specific to each activity, issue and scope of vigilance, regarding:

- human rights;
- the environment;
- health and safety.

The Equans vigilance plan is also based on cross-functional processes such as identification and management of risks associated with Equans' activities, in particular ethics due diligence and the use of the Ethics Clause. This "**Ethics Clause**" should be included in all contracts as defined by the Group LECPD, and adapted as necessary to the specific needs of the contract and those of the contractual counterparty.

3.

EMPLOYEE COMMITMENT



A. Principles

All Equans employees must respect the ethical rules described in this Ethics Booklet. The purpose of these rules is to define the exemplary behaviour expected of Equans employees in the performance of their professional duties.

In applying these ethical rules, everyone must use common sense and act in good faith, while always respecting the three core values of the Bouygues Group – respect, integrity and responsibility.

All employees are expected to have sufficient knowledge of the legal and ethical rules applicable to their activities, regardless of the country in which they operate, which also enables them to determine when it is necessary to seek advice from their legal advisor, Ethics Officer or Ethics Correspondent.

B. Formalisation of Employee Commitment

The commitment to comply with the Equans ECD has been agreed with the Equans Group Human Resources Department, and is formalised when each Equans employee signs their employment contract.

An even higher standard of managerial ethical behaviour is expected from executives and managers, who must not only observe the highest ethical standards, but also convey these messages to their employees. Therefore, all executives, managers, as well as employees in certain sensitive positions, are required to sign a specific letter of compliance addressed to their superior ("**Compliance Letter**"). This Compliance Letter is to be signed specifically by:

- 100% of any Equans entity's senior management, including directors, MBU managers, branch managers, project managers and account managers;
- All persons holding a position with commercial responsibility, in particular business development, purchasing, legal, sales, materials management, finance, internal audit, internal review and other functions; and
- All persons with a delegation of power.

This letter is implemented in a hierarchical order, whereby each manager asks his/her direct-report employees falling within the above categories to sign this letter.

By signing this Compliance Letter, he or she (I.) acknowledges that he or she has read, understood and accepted the rules described in the Equans ECD, and (II.) personally commits to promoting and respecting Equans' values and the Equans ECD. For any questions, employees and/or managers should contact their line manager,

their Ethics Officer and/or the LECPD of their entity or of the Equans Group.

Finally, certain countries, such as France, have special requirements for employees who act as interest representatives as defined by local law, and such interest representatives and their actions need to be disclosed to the MBU Ethics Officer concerned, who will subsequently need to keep a record which may need to be disclosed to the relevant authorities.



EQUANS

CONSTRUCTION
PARTNER
CONSTRUCTORS

ALICE MONTY
EES022994
Accredited Domestic
Energy Assessor



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PART

ETHICAL RULES IN PRACTICE



1. GIFTS AND ENTERTAINMENT POLICY



This Gifts and Entertainment Policy (“Policy”) governs gifts, meals, and entertainment between third parties and all Equans NORAM employees. This policy is mandatory and applies to all North America employees of Equans and its operating entities (herein referred to as “Equans”). Equans understands that appropriate gifts and entertainment can help develop and maintain business relationships. However, when gifts and/or entertainment are excessive, they can bring risk to the business. The purpose of this policy is to avoid these risks which include, but are not limited to, corruption, bribery, undue influence, conflicts of interest, and kickbacks.

All gifts and invitations, regardless of the amount, must be recorded fully and accurately in the company’s accounts so that a record of all gifts by amount, date, event, and recipient amount can be maintained. This Policy may be updated from time to time by Equans as deemed necessary to ensure and maintain compliance with applicable laws, rules, and regulations.

If employees have questions about this Policy or situations that arise outside of the Policy, employees should contact their line manager or the Equans NORAM General Counsel/Ethics Officer.

A. Definitions

Gifts

Are items of value accepted from or provided to a Third Party by Equans or an Equans employee, including but not limited to: merchandise (e.g. clothing, gift baskets, gift cards, wine, pens, golf balls, etc.); tickets to entertainment venues and sporting events; meals; travel or lodging not associated with business; or favors such as discounted products, internships, or services that are not otherwise available to the recipient of the gift.

Meals

Include appetizers, entrees, drinks, other food, and beverage.

Entertainment

Includes in-person and virtual sports, music, and/or cultural events, business conferences, and meetings.

Third Party

Means any non-Equans person, including customers, prospective customers, suppliers, prospective suppliers, service providers, and any person with whom Equans does or may do business.

Highly Regulated Industry

Means financial, medical, non-profit, media, technology, or pharmaceutical industries.

Government Official

Means anyone who holds local, state, or federal office, anyone who works for local, state, or federal government, anyone who works for a local, state, or federal agency, or anyone who works for a state-owned or controlled business.

B. The Granting and Receipt of Gifts and Entertainment Must Comply with the Following General Governing Principles:

- Equans expects transparency and integrity in all of its business dealings to avoid any improper advantage or the appearance of questionable conduct by its employees.
- Equans is committed to complying with all relevant laws and regulations in the countries in which it conducts business. Employees must comply with all relevant international, federal, state, and/or local laws and regulations.
- Equans and Equans employees do not accept gifts or entertainment or offer gifts and entertainment unless they are reasonable, proportionate, and for a legitimate business purpose.
- Offering, accepting, or arranging gifts or entertainment can help to develop business relationships and better present Equans products and services when used properly. It must always be done in good faith, i.e. without the intention of obtaining or procuring an undue advantage or influencing a commercial decision or the award of a contract or procurement contract.
- Gifts and entertainment must have a professional purpose, i.e. aim to develop and promote the name and activities of Equans or its brands and companies and to reinforce the quality of the professional relationship between the employees of Equans and its partners. Gifts must be limited to people with whom Equans has a business relationship.

Offering, accepting, or arranging for gifts or entertainment must be: Reasonable, proportionate, and for a legitimate business purpose from the perspective of an objective Third Party.

Appropriate in all circumstances and acceptable for the business context. The gift or entertainment must be in line with the values of the company and, if reported to external sources, would not cause reputational damage or embarrassment.

Timed appropriately. A gift or entertainment should never be awarded or received during a sensitive period: sensitive period is defined as (I.) the period which immediately precedes the publication of a known call for tenders or the announcement of any procedure preparing the award of a new contract (II.) during which the tender process is ongoing, and (III.) which immediately follows the decision to award or conclude the contract, with the exception of working meetings or launch/team building meetings after the contract has been signed.

Open and transparent. The gift and entertainment must be in line with this policy or properly approved. In all instances it must be properly reported.

The reasonableness of a gift is assessed in the light of: Reciprocity, i.e. the possibility of returning a gift or invitation of equivalent value (to avoid any risk of dependency).

The nature of the functions and responsibilities exercised by the party offering and the party receiving the gift or entertainment.

The cultural environment, local practices and courtesies customarily practiced in the country and business sector of the recipient of the gift or invitation.

Frequency, i.e. in the case of entertainment, a frequency that is necessary in the context of normal professional relations, and in the case of gifts, as shown the table below

Offering, accepting, or arranging for gifts or entertainment must not be:

- Lavish or excessive.
- Solicited, meaning requested in exchange for directing business to Equans, maintain business, or gaining a business advantage.
- So frequent, it is viewed as inappropriate.
- Offered if an employee is uncertain whether it can be given to the individual under the laws, regulations, or policies applicable to the person.
- In breach of relevant laws, regulations, or Equans policies.
- Offered or accepted if it might influence a person to perform a role or duty improperly.
- Offered or accepted if it might influence another person to exercise improper judgment and/or potentially impact or alter the provision or receipt of business or services.
- Offered or accepted if it might be perceived as being intended to improperly obtain or retain business or a business advantage.
- Offered or accepted from a Third Party with whom Equans has no business relationship.
- Offered or accepted from a government official.
- Offered or accepted work (construction, repair, improvement, decoration of a property) at the recipient's personal property.
- Offering or receiving material goods such as cars, televisions, computers, mobile phones or the like.
- Offered or used, free of charge, facilities such as accommodation, aircraft, boats, or the equivalent.
- Offered or accepted discounts, commissions, or any form of reward made or offered as a personal benefit.
- Offered or accepted cash or cash equivalents (e.g. gift cards).

- Offered or accepted loans, gifts, advances, and debt forgiveness.
- Offered or accepted shares in the capital of a company or securities listed on the stock exchange.
- Offered or accepted unjustified offers of free services such as insurance, transport, school fees or any other personal preferential treatment.
- Offered or accepted job offers outside the standard selection and recruitment process.
- Offered or accepted scholarships or internships, outside of the normal selection and award process.

If you have any doubts about the interpretation of these principles, you can contact the Equans NORAM General Counsel/Ethics Officer.

C. Accepting Gifts and Entertainment

Before an employee accepts a gift or entertainment from a Third Party, it is important the employee knows the person's position, employer, and the industry in which the person works.

- **If a Third Party is a government official or employee of a state-owned or controlled business, employees are prohibited from accepting gifts, meals, or entertainment.**
- **If a Third Party works in a Highly Regulated Industry, employees must consult with their line manager in consultation with the Equans NORAM General Counsel/Ethics Officer before accepting any gifts, meals, or entertainment.**
- **Employees should refrain from soliciting charitable donations from individual Third Parties without prior approval from their line manager or the Equans NORAM General Counsel/Ethics Officer.**



2.

PREVENTING CONFLICTS OF INTEREST



The purpose of this chapter is to guide Equans employees to:

- avoid any doubt that might arise from a decision made or action taken by an Equans employee as to their impartiality or their loyalty to Equans in the performance of their duties;
- in the event of a proven conflict of interest, take appropriate and immediate action to avoid any breach of integrity and, more generally, of Equans' ethical rules.

Conflicts of interest are first and foremost a matter of professional ethics. That said, many of the situations they cover or that they are likely to provoke may, if not prevented or managed appropriately, also be punishable under criminal law (influence peddling, illegal conflict of interest, favouritism punishable by law, corruption, insider trading, breach of trust, misuse of corporate assets, etc.).

The existence of personal interests is not in itself incompatible with the pursuit of Equans' interests.

It is only in the event of proven or apparent interference between personal and Equans' interests that a conflict of interest arises, as well as the risk that the person concerned may allow their personal interests to take precedence over those of Equans. In the course of their professional career, any employee may find themselves in a situation where their private interests, or those of individuals or legal entities to which they are related or close, may conflict with the interests of the Equans entity to which they report, and therefore with the interests of Equans as a whole.

Conflicts of interest can also present a risk to the image and reputation of the Group, with major negative consequences. For this reason, this subject cannot be reduced to the individual ethics of each employee. Indeed, if a potential conflict of interest arises in the private sphere, it could have an impact on the company as a whole.

A. Principles

Employee loyalty and integrity

Under the terms of their employment contract, employees must always behave loyally (act in the interests of Equans) and with integrity (in good faith) towards the company. They must also refrain from engaging in any activity that competes with their employer's business activities or interests, either on their own behalf or for a third party.

Putting your company's interests first

All managers and employees must avoid putting themselves in a situation of conflict of interest. When faced with a situation of conflict of interest, an employee or director may not, under any circumstances, put their own interests ahead of those of the company. Managers or employees who intentionally place themselves in a situation of conflict of interest by seeking to obtain a personal advantage or benefit in the performance of their professional activity may be committing an offence for which they may be held criminally liable (for example, on the grounds of breach of trust or misuse of corporate assets). Employees must protect themselves and, above all, ensure that the company's interests are always safeguarded.

Transparency

Any manager or employee who finds themselves in a conflict of interest situation must systematically disclose the conflict of interest. They must provide this information to their line manager, to their human resources department and to their Ethics Officer with sufficient level of detail, but also taking into account their right to privacy.

Abstention in the event of a proven conflict of interest

An executive or employee with a conflict of interest must refrain from participating in the decision-making process from which the conflict of interest arises and inform their Ethics Officer and line manager.

B. Preventive measures to be observed

In order to avoid conflicts of interest, **employees shall refrain from the following without the prior approval of their Ethics Officer and their line manager:**

- acquiring a share in a partner, supplier, customer or competitor of Equans (except for the acquisition of shares in a listed company as part of the ongoing management of a securities portfolio);
- working for an Equans partner, supplier, customer or competitor while also being an Equans employee;
- accepting a position of directorship and/or membership of the management or supervisory bodies (other than non-executive directorships, if so permitted by local legislation) at a partner, supplier, customer or competitor while also being an Equans employee or holding such positions in any Equans entity;
- allowing or facilitating Equans to enter into an agreement or any kind of arrangement with a company of which they or their close relations are shareholders, directors or employees;
- taking part in the recruitment, assessment or remuneration of a person to whom they are related or close, without informing their Human Resources Manager and their Ethics Officer.

In order to avoid conflicts of interest, **employees must refrain in principle from:**

- using the contacts they have with suppliers with whom they do business on behalf of Equans for personal purchasing or sales purposes (excluding preferential rates for employees negotiated by the company with a supplier);

- performing, on their own behalf or on behalf of a third party, business that competes with or is similar to that of the Group entity that employs them.

If a conflict of interest situation cannot be avoided, all employees, including executives, must:

- inform their line manager and Ethics Officer of the situation so that it can be managed, which may lead to instructions for abstention or waiver;
- refrain from disclosing information that would favour a third party;
- refrain from acting or intervening as a representative of an Equans entity, for example, refraining from taking part in a decision-making process concerning a partner in which he or she, or someone close to them, has an interest.

When faced with a conflict of interest situation, everyone should use their common sense. If in doubt about the interpretation of these principles or any particular situation of a proven or potential conflict of interest, you must contact your Ethics Officer or the Equans Group Ethics Officer.

C. Practical examples

Example A:

Someone close to me works for a supplier and asks me for information about my Equans company's practices, which would give him an advantage over the competition and help him to conclude a contract with my company. Do I have the right to respond and/or provide such information?



ANSWER: I may respond to him, but only provide information that is public. However, I am not authorised to divulge confidential information to those outside my company as it would by definition constitute favouritism. I should also disclose this conflict of interest to my Ethics Officer should the supplier respond to my Equans company's tender, so that the situation can be managed.

Example B:

During a recruitment process, I discovered that the applicant I find to be ideal for the job is the son of a local councillor of a town with which my Equans entity has a business relationship. The son's profile corresponds perfectly with my requirements. Can I recruit him?



ANSWER: First of all, I must make sure that I am not in a "sensitive period", i.e. a period during which a decision is being made or will be made which could benefit my Equans company (negotiation or renegotiation of contracts, call for tenders, request for administrative authorisation, etc.). **If this is the case, I cannot approve this hire as it may constitute both conflict of interest and, in some cases, corruption.** Outside such a sensitive period, such a hire could be allowed if permitted under local law, so long as I can ensure that: (I.) this recruitment is not likely to create a conflict of interest or influence the decisions of the local councillor in his relations with my company in any way, (II.) I have confirmed with my Ethics Officer that the circumstances do not raise concerns under local law, and (III.) that the candidate is recruited for his own qualifications and to a position which was available and matching those qualifications. I will inform HR before making any decision.

3. COMPETITION LAW



The purpose of this chapter is to inform Equans employees of the rules to be followed in matters of competition law.

A. Principles

Anti-competitive practices mainly concern:

Collusion

That is, agreements between companies or organised practices of which the intent, or the result, is to prevent, restrict or distort competition, such as:

- discussions or agreements on prices, pricing policies, market shares and sales volumes;
- dividing and sharing of geographical areas, markets or customers;
- exchanging commercially sensitive and/or strategic information, in particular on prices, business volumes, customers and company strategy.

Abuse of a dominant position

In other words, when a company in a dominant position exploits its position to impose discriminatory or unjustified conditions by behaving in a manner in view of eliminating, restricting or dissuading all actual or potential competitors to enter or stay in the market or a related market, thus distorting free competition.

Anti-competitive practices can take a variety of forms, from formal contracts to tacit or verbal agreements, or even simple discussions or statements in the press. The consequences of such practices are numerous:

For Equans:

- Fines can amount to up to 10% of the Bouygues Group's consolidated turnover;
- Claims for damages with interest may be made by victims (our customers, competitors, business partners or others);
- The company's image may be seriously damaged, creating a long-lasting impact that may threaten the company's future by, for example, prohibiting tendering for public contracts or leading public authorities to take measures to further regulate the market and related activities.

For each of us personally:

- Individuals may be subject to fines and prison sentences;
- They may be prohibited from exercising certain professional mandates or responsibilities;
- They may be subject to disciplinary measures and dismissal.

Moreover, when it comes to partnerships or joint ventures of any kind, whether formalised only contractually or through an incorporated entity, it is understood that there always needs to be a contractually defined, clear and justified need for such a partnership (commercial interest, specific project, technology development or other). Such partnerships should never be used for exchanging commercially sensitive information, or for any other form of anti-competitive behaviour.

B. Preventive measures to be taken

Employees must be particularly vigilant in their dealings with competitors. From the perspective of competition law, they must at all times refrain from discussing or exchanging sensitive or confidential information with competitors:

- Refrain from **discussing or exchanging** competitively sensitive and confidential information with competitors, such as:
 - (i.) Prices, pricing policies, market shares, sales volumes, discounts, profit margins, commercial plans and similar information;
 - (ii.) Sales and purchasing conditions, production, site and investment costs;
 - (iii.) Sharing and distribution of geographical areas, markets or customers;
 - (iv.) Any other strategic information considered confidential or that could influence the behaviour of other competitors in the market.
- Refrain from **seeking information about competitors**, other than from public sources;
- Refrain from **exchanging information** with competitors responding to the same call for tenders;
- Refrain from **entering into agreements aimed at boycotting** competitors, suppliers or customers;

- **Be vigilant in the event of interactions with competitors**, for example in the context of negotiation projects with operators or in professional organisations.
- **Any membership to which employees subscribe, in their professional capacity, in any kind of professional organisation**, whether local, national or international, related to their business or not, must be subject to (I.) a prior analysis performed by the entity's legal counsel, and (II.) a declaration to the employee's Ethics Officer. The purpose of the analysis by a legal counsel is to verify the statutory documents (bylaws, agreements, internal regulations) and the organisation, operation and content of the professional body's activities, particularly with regard to raising members' awareness of the need to comply with competition law.

C. Chinese Wall procedure

In the course of their activities, different Equans entities may find themselves competing against each other, or with other Bouygues Group entities, in the same public or private tenders. In this context, it is essential that offers which are to be submitted in current and future tenders, comply: (I.) with the rules specified in each specific tender regulation, which may differ from country to country, as well as (II.) with the "Chinese Walls" principles described below.

As a matter of principle, while competing bids between entities of the same group are permitted so long as they are authorized by the laws of the specific country or the specific tender procedure, it remains nevertheless imperative that our entities act in complete commercial autonomy and implement specific "Chinese Wall" procedures to guarantee such autonomy and compliance with strict confidentiality rules.

In case of internal competition between Equans entities or Equans and Bouygues Group entities, the implementation of specific "Chinese Wall" procedures is mandatory, and such procedures must enable each entity concerned to:

- **maintain legal and commercial autonomy**, enabling it to develop its own independent governance process for its bid;
- build **dedicated teams to ensure independence** in the preparation stage for applications and bids, in compliance with strict confidentiality rules. When two internal teams involved in the same tender process refer to a single Equans and/or Bouygues Group central team or centre of expertise, while this is not prohibited, such central team or centre of expertise must be immediately informed of the presence of a "Chinese Wall" and respect complete and absolute separate treatment and information exchange concerning the two competing bids;
- **prohibit any exchange of confidential commercial information** between the entities concerned by competing bids. This confidential information concerns information relating to: (I.) tender selection policies; (II.) revenue and margins generated/expected; (III.) any commercial/strategic information that could restrict free competition; (IV.) the main characteristics of application/bid files being prepared and submitted; (V.) the main characteristics of technical and commercial bids submitted;
- ensure that the **digital tools used by each competing entity guarantee the strict confidentiality** of all the constitutive elements and information making up its bid/offer. In particular, these elements must be stored on separate networks from those used by other competing Equans and/or Bouygues entities, and benefit from independent access rules.

D. Practical examples

Example A:

At a meeting for members of a professional organisation, a counterparty from a competing company asked me about our pricing policy. What should I do?



ANSWER: It is **strictly forbidden** to discuss these subjects with a competitor, even in the context of a professional organisation. If, during the meeting, discussions drift towards such subjects, I must leave the meeting and have my departure and the reason for my departure recorded in the minutes of such a meeting. I will inform my Ethics Officer and request a detailed agenda of the meeting before any future meeting of the professional organisation, and I will ensure that minutes are recorded.

Example B:

As a manager, I realise that two Equans entities under my supervision are going to respond to the same call for tenders from a new private client. What are the rules to follow in such a case?



ANSWER: The manager in question must confirm, with the help of the legal counsel of the entity concerned, whether the invitation to tender in question allows competing bids from entities of the same group (Equans and/or the Bouygues Group). If this is not prohibited, the manager must ensure, with the help of the entity's legal counsel, that the following measures are implemented to guarantee the commercial autonomy and protection of commercially sensitive information of the different entities in the event of competing bids:

- (I.) The delegation matrix must be respected, and requires the implementation of the "Chinese Wall";
- (II.) Each offer must be prepared confidentially, in complete commercial and operational independence from that of the other competing entity;
- (III.) The manager in charge of the two competing bids (at whatever level – entity, country, MBU, Group) remains in charge of the ultimate profits and losses (P&L) of the entities concerned;
- (IV.) Members of the two competing bid teams undertake in writing to respect strict confidentiality of information relating to the bid for which they are responsible and on which they are working, and to prohibit any action of which the purpose or effect would be to contravene the principles of these confidentiality undertakings. No member of a bid team may have prior knowledge of information relating to a competing bid;
- (V.) The support functions accompanying an entity's bid teams (legal, pricing/procurement, financial, etc.) must be separate and independent from the support functions of competing entities, unless for joint centres of expertise, which must ensure strict confidentiality and separation of work done on each bid;
- (VI.) The manager must delegate the review and the decision-making process for one of the competing bids to a person who has not had and will not have access to both bids;
- (VII.) Digital documents relating to these competing bids will be stored separately and independently;
- (VIII.) Paper documents relating to these competing offers will be stored independently in separate locked cabinets.

4.

PROTECTION OF PERSONAL DATA



The purpose of this chapter is to remind Equans employees of the applicable rules when managing data of a personal nature (Personal Data).

In line with our ethical values, Equans protects the privacy and Personal Data of its employees, clients and other stakeholders.

"**Personal Data**" is information relating to a natural person who can be identified directly or indirectly, by reference to an identification number or to one or more elements specific to that person (for example: surname, first name, social security number, e-mail address, IP address, etc.).

Equans processes Personal Data about its employees, customers, partners, service providers and suppliers as part of its day-to-day activities (personnel management, prospect management, customer solutions, etc.). Equans also processes Personal Data to meet legal requirements.

With the digitisation of our businesses and processes, Equans is exposed to the risks of inappropriate internal or external processing or sharing of Personal Data, which can lead to a loss of trust from both employees and current or future customers, as well as to the risk of fines and claims for damages. The fines can be substantial, as they are calculated on the company's turnover (for example, within the EU, 4% of global turnover).

A. Principles

Personal Data must be collected for specified, explicit and legitimate purposes, and not further processed in a way incompatible with those purposes. We must therefore guarantee the following principles:

- Data processing must have a precise objective;
- Data processed must be consistent with the purpose for which it was collected;
- Data must not be re-used for purposes other than those declared;
- Data collected must be adequate, relevant and not excessive in relation to the objectives pursued;
- Data subjects must be transparently informed about the use and sharing of their data;
- Data subjects must be able to exercise the rights granted to them by regulations (e.g. rights of access, rectification, objection, etc.);
- The data controller must implement appropriate technical and organisational measures to guarantee a level of security appropriate to the risks involved.

- Use data only for the purpose for which it was collected, and keep it only for as long as is necessary for that purpose;
- Ensure that service providers to whom data is transmitted comply with these commitments in relation to security and purpose;
- Immediately alert the Data Privacy Manager ("DPM") or, where applicable, the Data Protection Officer ("DPO"), of the entity concerned in the event of unauthorised access to the Personal Data of customers or employees;
- Administrator profiles of employees processing customer data on a large scale must be restricted to people who have undergone specific training by the DPM or DPO of the entity concerned.

We consider the governance of Personal Data to be a key element of Equans' accountability framework and require Equans' entities in the countries where we are represented to have in place and apply appropriate procedures for the protection of Personal Data in line with the local legal requirements. If you have any questions about the management of Personal Data within Equans, please contact your MBU DPM or DPO.

B. Preventive measures to be taken

Employees who, in the course of their duties, have access to Personal Data of customers are required to comply with the following rules:

- Only share this data with people who are expressly authorised to access it;
- Do not jeopardise data security, and in particular refrain from communicating to unauthorised persons information enabling access to an IT tool for collecting or storing the Personal Data of customers or employees;

C. Practical examples

Example A:

I have accidentally received an e-mail containing lists of Personal Data regarding colleagues. What should I do about this?



ANSWER: Disclosure of this information, even in error, is considered a breach of Personal Data and requires corrective action. People other than you, who do not have the authorisation or need to know this information, may also have received it. You should immediately contact your DPM or your line manager for guidance on which steps to take next.

Example B:

As part of my job, I am going to have to set up a data lake which may contain the Personal Data of customers and employees. What do I need to do?



ANSWER: This involves the large-scale processing of Personal Data.

- I should therefore contact my DPM or DPO, as well as my entity's Chief Information Security Officer ("**CISO**"). They will inform me of the steps to take to ensure compliance with our cybersecurity requirements and Personal Data protection laws, starting from the project design stage.
- As a project manager, I have to make sure that everyone who will have extended administrative access has the appropriate training in cybersecurity and Personal Data protection.

5.

HUMAN RIGHTS, SUSTAINABLE DEVELOPMENT AND RESPECT FOR THE ENVIRONMENT



The purpose of this chapter is to inform Equans employees of Equans' commitments to sustainable development, as well as the usefulness of the CSR Charter for Suppliers and Subcontractors.

Equans is committed to sustainable development in its purchasing of supplies, and in its subcontracting and services contracts, which are important parts of its business.

The Bouygues Group's Corporate Social Responsibility (CSR) Charter for Suppliers and Subcontractors is intended for its suppliers, subcontractors, partners and service providers. It formalises the commitments expected by the Bouygues Group and Equans in terms of ethics, fighting corruption, respect for human rights and labour standards, protection of health and safety, and preservation of the environment.

A. Principles

By adhering to the Charter, suppliers commit to respecting and implementing, and ensuring that their own suppliers and subcontractors respect and implement, all of the principles that Equans applies to its entities, in compliance with contractual commitments and applicable national legislation, in particular:

Ethics:

Equans entities and their suppliers act fairly in order to establish and maintain lasting relationships of trust. The suppliers conduct their activities in accordance with principles of honesty and equity, as well as with applicable laws and regulations, particularly with regard to prohibiting anti-competitive and corrupt practices.

Compliance with labour standards:

- **Freedom of association and right to collective bargaining:** Equans entities and their suppliers commit to respecting the principles of freedom of association, protection of trade union rights and the right to collective bargaining (outlined in Convention C87 of the International Labour Organization ("ILO")) in compliance with local legislation. In any event, suppliers shall comply with local legislation in this area.
- **Use of forced or compulsory labour:** Equans entities and their suppliers commit to taking appropriate measures to prevent the use of forced labour, i.e. any work or service required of an individual under the threat of any penalty and to which the said individual has not voluntarily consented. The retention, as a condition of employment, of identity papers, passports, training certificates, work permits or any other identification document is prohibited, as is the obligation for workers to pay deposits or provide financial guarantees in order to obtain work. All recruitment costs (passport, visa, insurance, travel, medical examinations, etc.) must be borne by the

employer and not by the employee.

- **Use of illegal labour:** Equans entities and their suppliers commit to preventing the use of illegal labour, as defined by the rules of the countries in which they operate.
- **Child labour:** Equans entities and their suppliers commit to complying with the provisions relating to the elimination of child labour and the protection of children outlined in ILO conventions. In particular, Equans commits to not employing any person under the minimum working age as required by ILO Conventions C138 and C182.
- **Discrimination:** Equans entities and their suppliers commit to taking appropriate measures to prevent any distinction, exclusion or preference based on race, colour, sex, religion, political opinion, national ancestry or social origin which has the effect of destroying or altering equality of opportunity or treatment in employment or profession.
- **Working time:** Equans entities and their suppliers commit to complying with local legislation on working time, including overtime. In the absence of national laws, ILO standards must be applied, i.e. working hours may not exceed 8 hours per day and 48 hours per week. All workers must have at least 24 consecutive hours of rest in every 7-day period, except in exceptional circumstances. Working hours must also be adapted to the temperature to take account of climate conditions.
- **Remuneration:** Equans entities and their suppliers commit to complying with local legislation on minimum wages and commit to paying employees their wages on a regular basis. Suppliers commit to paying overtime in accordance with rates defined by the applicable local legislation. In the absence of national regulations, remuneration must be sufficient to meet basic needs, in accordance with ILO Convention C131 on Minimum Wage Fixing.

- **Harassment:** Employees of Equans and its suppliers must not be subjected to physical punishment, harassment or abuse of a physical, sexual, psychological or verbal nature.
- **Housing:** When Equans and its suppliers provide housing for their employees, they must guarantee the physical safety and security of the occupants. Housing must meet the basic needs of workers (i.e. food, access to running and drinkable water, sanitary facilities, hygiene, privacy), in accordance with applicable legislation. In the case of accommodations lasting longer than six months, further requirements apply – see details in Appendix 8 hereto.

Health and safety protection:

Suppliers commit to providing their workers with a safe working environment that protects their health. The risks associated with their activities must be identified and assessed. Suppliers must do everything possible to control these risks and take necessary precautionary measures to prevent and protect against accidents and occupational illnesses.

Preservation of climate, biodiversity and resources:

In accordance with international and local standards, Equans entities and their suppliers take steps to minimise their negative environmental impact and implement measures to help preserve the climate and the environment, regarding both their products and their management systems. This applies in particular to reducing greenhouse gas emissions, maintaining biodiversity and ecosystems, preventing the depletion of natural resources, and managing waste and toxic substances. They strive to limit problems for local residents and to reduce their energy consumption, emissions into the water, air and soil, and the waste generated during the various stages of their activities, particularly packaging.

B. Suppliers’ commitment

Before entering into a contract with a supplier or subcontractor, employees should refer to the Equans Purchasing Governance (PR EQ 01), which provides detailed guidelines on the criteria that should determine the choice of a contracting party.

Employees involved in negotiating contracts must ensure that they include an Ethics Clause in such contracts as defined by the Group LECPD, and refer to the Bouygues Group CSR Charter for Suppliers and Subcontractors.

C. Practical examples

Example A:

During my last visit to a subcontractor’s premises, I found that they had failed to meet their obligations towards their employees (illegal employment, failure to comply with health and safety rules). What should I do about this?



ANSWER: This situation is not acceptable and may harm Equans. I will immediately inform my Ethics Officer and my line manager so that we can find a solution to ensure that this subcontractor respects their commitments or, should they fail to, Equans should review its ongoing commercial relationship with this subcontractor.

Example B:

I am buying equipment from a supplier in a place where there are forced labour camps. What should I do to ensure that the supplier respects human rights?



ANSWER: I must ask the supplier about their supply chain. Discussions on the content of the contract are an opportunity to discuss with my supplier the extent to which they have knowledge of human rights regulations and to assess the level of risk, and to get them to make strict commitments to comply with these regulations. I include an Ethics Clause in my contract, which stipulates compliance with environmental regulations and regulations on human rights and working conditions. This clause provides for a right to audit that I can activate if I suspect that the supplier is violating human rights during the performance of the contract.

6.

THIRD-PARTY ASSESSMENTS (DUE DILIGENCE)



The purpose of this chapter is to inform Equans employees of the importance of assessing the integrity of third parties.

The applicable legal framework for Equans and its entities requires an evaluation of the integrity of third parties with which we have entered or are considering entering into a commercial relationship.

A lack of vigilance regarding the integrity of such third parties, with which we have entered or intend to enter into a business relationship, could directly or indirectly implicate Equans and its entities in acts constituting misdemeanours or crimes (violations of integrity, human rights, etc.), and may tarnish Equans' reputation, cause lasting harm to its activities, and may also lead to the criminal liability of the company and its directors. In addition, the ethical assessment of third parties enables us to identify whether they are subject to international economic sanctions or even embargoes.

The purpose of the "**ethics assessment**" (or "**due diligence**") of third parties is therefore to manage the risks that Equans and its entities are likely to incur in their relations with third parties, whether they be (I.) clients; (II.) co-contractors; (III.) suppliers; (IV.) service providers; (V.) intermediaries (business consultants); (VI.) subcontractors; (VII.) beneficiaries of donation/patronage/sponsorship; (VIII.) consultants; (IX.) targets of acquisitions or buyers/sellers; (X.) partners; and (XI.) any natural or legal person with whom Equans and/or one of its entities has a business relationship, and who may expose Equans to ethical risks.

The ethical assessment of third parties must be performed before the relationship is formally decided and must be updated periodically in certain cases (approximately every two years or earlier, following an event that increases the level of risk related to the third party, e.g. sales, mergers/acquisitions, etc.).

A. Different levels of ethical due diligence of third parties

All types of third parties may be subject to an ethical assessment as detailed above.

The nature of the ethical assessments to be performed and therefore the information to be collected on a third party depends on the level of risk that this third party represents for Equans.

Each third party is assigned a risk profile by the Ethics Officer as soon as he/she becomes aware of a new project or transaction. This risk profile is determined on the basis of:

- The planned project or transaction;
- Knowledge of the country in which the project is being developed;
- Transparency International's Corruption Perceptions Index ("CPI");
- The total estimated cost of the project.

In practical terms, third parties deemed to be of little or no risk may not be subject to an ethical assessment or may be subject to a simplified assessment, while third parties posing the greatest risk will require an in-depth assessment.

This same principle applies to any business dealings with a third party, not only in the case of projects or transactions.

Exemption from third-party ethics assessment	No risk	Third parties with no ethical risk due to their sector of activity, geographical location and the value of the signed contract may be exempted from ethics assessments. These criteria are defined at the level of each MBU according to the degree of exposure to ethical risks.
Ethics self-assessment by third party	Low risk	A self-assessment ethics questionnaire may be sent directly by the entity or the MBU, or the buyer within the purchasing department, to third parties presenting a low risk. Low risk is defined at the level of each MBU, according to its degree of exposure to ethical risk. However, if the answers provided by the third party are not satisfactory, the ethics assessment should be continued with a Level 1 or even a Level 2 assessment.
Level 1 ethics assessment	Medium risk	A Level 1 ethics assessment is an ethical investigation performed on open-source databases , based on searches of the LexisNexis database or equivalent, which can be reinforced by specialised or even automated search solutions. It involves identifying and analysing the ethics and compliance risks of third parties, their directors, shareholders and ultimate beneficiaries. If the risks identified or the information available in open-source databases do not allow the ethical risk presented by a third party to be qualified, a Level 2 ethics assessment must be performed.
Level 2 ethics assessment	High risk	A Level 2 ethics assessment is an in-depth investigation performed by a business intelligence professional , in most cases external to any Equans entity. The report of this Level 2 ethics assessment is reviewed by the Ethics Officer in charge of the matter who gives his/her advice and recommendations concerning the third party in question.

Other than for contracts in the procurement domain, for which the entity's procurement department performs the Level 1 ethics assessment, all other Level 1 ethics assessments are performed by the Ethics Officer of the entity concerned. All Level 2 ethics assessments are organised and supervised by the Ethics Officer of the entity concerned.

B. Specific rules relating to Equans Risk Committees

In accordance with the rules outlined in the Equans Project Governance and Committees Process (SA EQU 01), and in line with the Equans M&A Procedure (GM EQU 05), for any project requiring approval at country level, MBU level or by Equans Group-level Risk Committee, and for any M&A transaction of any value, a Level 1 ethics assessment by the Ethics Officer of the entity is required concerning the project's stakeholders (dated less than 2 years) or buyers/sellers in case of M&A (dated less than 3 months).

C. Follow-up to an ethical assessment of third parties

Actions to be taken following a compliance audit may be as follows:

The business relationship may continue in the absence of identified risk;

If elements of risk are identified during the audit, the Ethics Officer concerned involves the entity's director in order to decide upon:

- Continuation of the business relationship, subject to the adoption of appropriate due diligence measures (sending of a KYC questionnaire to the third party, precise undertaking by the third party on the whistleblowing elements reported, insertion of an Ethics Clause in the contract, etc.); or
- Termination of the business relationship, if the risk identified is considered by the director in charge to be unmanageable.

If you have any doubts about the interpretation of these principles, you should contact your Ethics Correspondent, the MBU Ethics Officer or the Equans Group Ethics Officer.

7.

DONATIONS, PATRONAGE AND SPONSORSHIP



This chapter defines the principles applicable to donations, patronage and sponsorship operations. These principles may be supplemented by a local procedure within each MBU or country, always in conformity with the principles set forth herein.

Equans' donations, patronage (also referred to as corporate philanthropy in some countries) and sponsorship activities help to affirm the Group's social responsibility and highlight our values, particularly towards our local partners.

These activities, which support projects with strong local and territorial roots, are performed transparently, for the benefit of organisations whose values and principles comply with those defined in Equans' CSR commitments and with Equans' ECD, as well as with the applicable international, national and local regulations and standards.

These rules are also intended to meet the expectations of the applicable legal framework for Equans and its entities (in particular relating to the fight against corruption, human rights, health and safety and the environment).

Key concepts:

- A **donation** is the act of giving a good, a service or a sum of money, without expecting anything in return. It can take several forms: in cash (sums of money, waiving debts), in kind or in skills (equipment, making technical facilities available).
- **Patronage** is a contribution (financial, in kind or in competence) to an organisation which supports the public interest without an equivalent benefit from the beneficiary of the patronage (in each case as they may be defined by the law of the country concerned). Depending on the country law, patronage can allow for association with a particular company, therefore the Equans brand name and logo could also be displayed.
- **Sponsorship**, on the other hand, is an expenditure in the direct interest of the company in order to obtain a return (in terms of image and/or services) proportionate to the sum invested (for example: Equans logos in a stadium or on a boat).

Usually, patronage and donations can lead to specific fiscal treatment depending on the country in question, therefore you are advised to always consult your finance and tax teams when deciding to provide them.

A. Principles for granting donations, patronage or sponsorships

- Each country and/or entity determines its roadmap and shares it with the Equans Group Communications Department at an annual committee meeting organised with all the MBUs' Communications Directors;
- For all donation, patronage and sponsorship operations, the level of validation specified in the Authorisation Matrix (GM EQU 02 V02) procedure must be respected, being at the moment that any amount above 25,000 EUR (before tax), per operation, needs to be validated by the Equans Group Communications Department;
- Third party ethics due diligence must be performed in line with Chapter 6 of this document, before any donation, patronage or sponsorship can be given and the relevant agreement can be signed;
- Each planned operation must be formalised in the form of an agreement, which must be validated before signature by the legal counsel of the entity concerned;
- The signatory of the agreement must not have a conflict of interest with the beneficiary of the operation concerned;
- The contribution (whether for donation, patronage or sponsorship) must be monitored to ensure that it is used for the purposes outlined in the agreement;
- For the purchase of box seats for sporting events, Chapter 1 (Gifts and Hospitality Policy) of this document must be complied with.

B. Prohibitions

All Equans entities are prohibited from participating in any donation, patronage or sponsorship operation in the following circumstances:

- The beneficiaries appear on an embargo list or international sanctions list;
- It is a condition for the completion of a project, or comes at a strategic time that could affect the interests of the Equans entity concerned (ex. during a sensitive period such as an ongoing call for tenders, a pending request for authorisation, etc.);
- The beneficiary is clearly seeking personal benefit or is behaving or managing in a way that gives reason to suspect or enables the misappropriation of funds by its members;
- The employee who initiated the project receives a direct personal benefit from it;
- The initiative is of a sectarian, racist or xenophobic nature that contradicts Equans' objectives, values and interests;
- It finances political parties, trade unions or professional organisations.

C. Practical examples

Example A:

In order to organise the refurbishment of a concert hall, a local council organised a call for tenders in which Equans intends to participate. During the negotiations, in which I took part as sales manager for the sector, the mayor gave me the impression that financial support for the local handball club, of which he is also President, would be appreciated. He suggested entering into a partnership with Equans for the purchase of the club's services, including the use of a spectator box for employees and their guests at the club's matches. Can I accept his proposal and sign a service contract with the handball club?



ANSWER: **No**, you must refuse to purchase services/provide financial support from a sports club whilst there is an ongoing tender process in which you are participating. The award of a contract must never be conditional on the provision (even indirectly) of any consideration whatsoever, which could be perceived as an undue advantage liable to sanctions. More generally, you must be particularly vigilant with regard to practices aimed at providing financial support to sports or cultural clubs/associations in any form (donation, patronage, sponsorship, etc.), and check that this operation is in line with Equans' strategy. In such a situation, you must inform your line manager and your Ethics Officer.

Example B:

The sailing club at my old school will soon be organising its annual regatta, but is having difficulty finding funding. A member suggested that I ask my employer to donate a sum of money to the school to save the regatta, which might otherwise be cancelled. In return, the school is offering to hang banners bearing the Equans colours and logos during the event, and is also planning a discussion between Equans employees and the students. What should I say?



ANSWER: **Yes**, as this is a sponsorship contract, which in itself is in no way illegal. However, such an approach must be in line with Equans' strategy and the benefit must be clear. Therefore, it must be proposed and approved by the relevant departments, in particular those responsible for communications and sponsorship.

Principle 5 of IMPACT, Equans' commitment to local development, states, "We are a dynamic and responsible local economic player, creating jobs and providing professional qualification training." In our case, the consideration offered by the school seems to be in line with Equans' strategy, as in this case the exchange with students should enable us to present Equans business, as well as our available training courses and job offers.

8.

BUSINESS CONSULTANTS



The purpose of this chapter is to inform Equans employees of the procedures for using a business consultant.

A business consultant (also referred to as an intermediary) is defined as any natural person or legal entity, regardless of capacity or name, acting on behalf of an Equans entity to assist in obtaining a contract, commitment, decision or authorisation of any kind, or to develop, conclude or perpetuate Equans' commercial activities by establishing contacts, with public officials or private individuals.

A person will be considered as a business consultant whether their business consultant activities are the sole or primary activity performed for Equans, or ancillary to other activities. For example, when it concerns an ancillary activity, a technical advisor also trying to find new business opportunities for Equans is a business consultant for the purposes of this policy. Moreover, in order to determine whether a third party falls under one of the above categories, it is necessary to look at the actual purpose of the contract, regardless of its name or the nature of the work previously performed by the third party concerned.

Given potential exposure to the risk of corruption or influence peddling which can arise from relationships with business consultants, we must be particularly vigilant when selecting business consultants and when supervising and monitoring the assignments entrusted to them, in order to ensure that these relationships comply with the current legislation. It is an essential part of protecting Equans entities and their employees against any legal, commercial, financial or reputational risk.

A. Principles

- The use of business consultants must remain an exception, and respond to a precise and clear need for Equans;
- The outsourcing of an assignment to a business consultant must be justified by the absence of qualified personnel within Equans to perform the business activity in question and/or in the country concerned for the assignment in question;
- The mission envisaged must systematically consist of legitimate services that are necessary for the lawful conduct of Group business;
- All business consultants must undergo due diligence assessment before signing a contract in line with Chapter 6 (Third-Party Assessments) of this document;
- Consultant remuneration cannot be based solely on success fees and must be in line with market prices for the types of services provided;
- The business consultant contract ("**BC contract**") must be a fixed duration contract and cannot contain an automatic renewal clause;
- BC contracts will be required to respect and comply with the entire Bouygues Code of Ethics (Appendix 1 hereto) and the Anti-Corruption Code of Conduct (Appendix 2 hereto).

B. Risk management measures

- The Ethics Officer of the MBU or entity concerned is responsible for performing ethics due diligence on the business consultant and business consultant's entity;
- The Ethics Officer of the MBU or entity concerned informs the entity's general counsel (or if not available – the MBU general counsel) of the results of the due diligence and outlines the resulting steps to be taken to

prepare the BC contract (the contract template is defined and mandatory, as provided by the Equans Group LECPD);

- Before the BC contract is signed, the lawyer in charge of the BC contract must make sure that the BC contract corresponds to the mandatory BC contract template, in cooperation with the entity's and/or MBU's general counsel;
- Depending on the outcome of the ethics due diligence, and in agreement with Equans' Group LECPD, the lawyer in charge of the BC contract may be required to add certain clauses to the mandatory template, in particular to prevent any conflict of interest;
- The final draft of the BC contract must be submitted at least to the MBU Ethics Officer for approval, or, when above the threshold defined within the Equans Authorisation Matrix (GM EQU 02 V02), to the Equans' Group Ethics Officer for approval;
- Whichever Equans entity signs the BC contract, any subsequent amendment must be drafted in agreement with the reference lawyer who drafted the initial BC contract, and give rise to an additional memo sent to the Ethics Officer of the MBU or entity;
- The monitoring of the performance of the BC contract, follow-up of activity reports by the business consultant and review and approval of any invoices in line with the BC contract will be ensured directly by the Equans signatory of the BC contract;
- An activity report must be produced by each business consultant at a frequency to be defined (at least every 6 months) before payment of any remuneration, to ensure that the assignment was performed in line with the BC contract.

If you have any doubts about the interpretation of these principles, you should contact your Ethics Officer or the Equans Group Ethics Officer.

9.

INTERNATIONAL TRADE RESTRICTIONS



This chapter aims to raise awareness among Equans employees about trade restrictions affecting Equans and its employees.

International sanctions establish varying degrees of restrictions ranging from total economic embargoes to sanctions targeting specific sectors or individuals. **Embargo measures** involve prohibitions or restrictions affecting Equans' ability to conduct transactions or larger-scale cross-border activities involving certain countries, individuals, entities, or organisations. Sanctions can be even more restrictive and encompass penalties or measures that can be economic, political, or targeted at specific situations. International sanctions are not mutually exclusive and can therefore accumulate, adding an additional level of complexity to the analysis of existing obligations and prohibitions.

A. Types of restrictions

The main types of restrictions encountered include:

Geographic restrictions (Embargoes): Sanctions that target a country (or region) and/or apply to its nationals, political institutions, or anyone within that territory;

Restrictions towards regimes (current or former) or groups of individuals;

Financial restrictions: Drying up sources of financing, investments, and means of payment, hindered access to banking and financial systems, inability to insure risks or be compensated in case of loss;

Restrictions on individuals: Specifically listed individuals or entities, supplemented, if applicable, by all entities controlled by these individuals;

Sectoral restrictions: Some restrictions exclusively target defined economic sectors or transnational behaviours and organisations, without geographical distinction or limitation;

Export or re-export restrictions: Restrictions prohibiting the export of all goods, products, or services or certain categories thereof; restrictions prohibiting the export via a third country (re-export) of these goods, products, or services. In some cases, export control measures may be authorised through a prior export or import license for certain categories of goods and/or services, dual-use goods, software, or technologies, or limiting such prior license.

The above restrictions may apply as international sanctions or embargoes, as may be decided by certain countries, global or regional international organisations.

B. Compliance with international trade restrictions is imperative

Failure to comply with embargoes or international sanctions carries significant risks, including criminal liability for Equans, its entities, individual employees or other Equans representatives. Non-compliance may result in Equans, its entities, officers, directors or employees:

- being subject to restrictions on the exercise of investment activities in countries in which the entity has been found to have violated applicable embargoes or international sanctions;
- being exposed to actions by third parties that could threaten the entity (for example, divestment decisions by institutional investors, termination of contracts with suppliers or customers, or the offer of less favourable credit terms by lenders);
- being exposed to significant criminal or civil penalties, including substantial fines or imprisonment.

Consequently, international regulatory bodies and law enforcement authorities, financial markets, Equans' stakeholders and institutional investors are particularly sensitive to this issue, as any potential breach of embargoes or international sanctions is likely to have considerable repercussions for the Group in financial, business continuity and/or reputational terms.

It is the responsibility of all Equans employees and managers working internationally or trading with foreign countries (export activities), (I.) to have a sufficient level of information on the status of embargoes and international sanctions in countries with which business activity is envisaged, and (II.) to be familiar with the Bouygues Group's dedicated Compliance Programme, found in Appendix 6.

The Equans Group LECPD must: validate projects (I.) related to export activities in countries under embargo and/or international sanctions, as well as for states not recognised internationally and non-self-governing territories and (II.) involving US Nexus (outside the US zone). In practice, the Equans Group Ethics Officer will submit the request to the Equans CEO for approval.

10.

THE EQUANS SYSTEM FOR REPORTING AND TREATMENT OF ETHICS INCIDENTS



The purpose of this chapter is to inform Equans employees of how the Equans ethics incidents reporting system works.

A. How can I report ethics incidents within Equans?

An ethics incident can be reported via discussions with your line manager, your HR, your legal counsel, your Ethics Officer or via the whistleblowing platform of Equans, at:

<https://equans.besignal.com>

B. What concerns are covered by the incidents reporting?

You can report ethics incidents that, in your opinion, fall into one of the following areas:

- Harassment or discrimination;
- Violations of human rights, health, safety and the environment;
- Corruption, theft and fraud;
- Conflicts of interest;
- Other (any offence or breach of applicable law, Bouygues Code of Ethics and any part of Equans ECD).

We encourage you to detail incidents accurately and objectively. To this end, we invite you to attach any document, information or data, in whatever form or on whatever medium, that may support your report.

If you are unsure of the information you are providing, clearly state this in your report. Any document, information or data provided that does not fall within the scope of the alert will be destroyed or archived as soon as possible.

C. Who is the recipient of my incident reporting?

In principle, the Equans Group Ethics Officer is the recipient of all ethics incident reports/alerts, whether reported via the whistleblowing platform or otherwise. However, depending on the subject of the alert, it may also be sent to the line manager, the head of human resources and the Ethics Officer for the entity concerned if this is required for the treatment and/or investigation of the reported incident. In addition, other parties may be called upon, if necessary, to ensure that the reported incident is handled correctly (the human resources department, the finance department, the purchasing department, etc.). We can communicate with the sender of the incident report and forward any additional information using the incidents reporting platform's (whistleblowing platform) secure messaging system.

D. How is the admissibility of my incident report assessed?

The admissibility of your incident report will be assessed on the basis of the following criteria:

- Are the facts reported contrary to the law, regulations or the Equans ECD?
- Are the facts described in sufficient detail?
- Is the warning issued in good faith ?

Please note: If the information was obtained outside of a professional context, the sender must have had personal knowledge of it.

E. What happens if my incident reporting is inadmissible?

If you reported the incident via the whistleblowing platform, you will be informed of the inadmissibility and the reasons for it via the secure messaging system. If submitted otherwise, you will be informed of the inadmissibility and the reasons for it via the same medium that you used to contact us, or in any other way that you may have indicated.

All documents and information communicated in the context of this incident report will be destroyed or archived anonymously without delay. No reprisals or disciplinary measures will be taken against you if your alert was issued in good faith. On the other hand, using the platform in bad faith, with the intention of causing harm, may expose you to disciplinary action.

If you have reported the incident via other channels, to the extent possible and if you so prefer, the same feedback as above will be provided via the same communication medium that you used when you first reported the incident. For all incidents reported orally, we will ask your permission to give you feedback in writing via email or the whistleblowing platform.

F. Can I send an anonymous alert?

You can report an ethics incident anonymously via our whistleblowing platform or otherwise. However, we recommend that you identify yourself, bearing in mind that your identity will be kept confidential throughout the incident investigation and handling process.

G. What happens after I report an ethics incident?

Once the incident report has been submitted via our whistleblowing platform, the platform generates a unique confidential code that you must retain in order to access the reported incident follow-up and secure messaging system from the homepage.

Once your reported incident has been received, you will also be informed:

- that your alert has been received, within 7 working days;
- of the measures planned or taken to assess the accuracy of your alert, within a maximum of 3 months from confirmation of receipt; and
- of any measures taken to deal with the reported incident, within a maximum of 3 months.

The time taken to process your alert varies and depends on the complexity of the facts reported and the nature of the information you are able to provide. All exchanges on the platform are fully encrypted and can be accessed by clicking on the "access an existing alert" button and entering your confidential code.

To the extent possible, the same time delays of response would apply even if the incident is reported via another communication medium (telephone, email or other). However, if the sender of the report has not provided a return email address or phone number, and has remained anonymous, feedback will not be possible.

H. Is my reported incident protected by confidentiality obligations?

ALL reported incidents are collected and processed in such a way as to guarantee strict confidentiality (subject to any applicable local law requirements), including:

- your identity as a whistleblower;
- the identity of the person(s) to whom the alert relates;
- any third party mentioned in the alert;
- documents, information or data collected as part of the alert.

Persons who have knowledge of the details of the incident shall take all appropriate measures to protect the security and confidentiality of any related documents and information, whether they are collected, processed or stored. These individuals are also bound by a written undertaking of reinforced confidentiality.

I. Is the whistleblowing platform accessible on mobile phones or tablets?

Yes, the platform can be accessed from any internet browser on a smartphone or tablet by scanning the QR Code, and at: <https://equans.besignal.com>

J. What should I do if I lose my confidential alert code from the whistleblowing platform?

The alert code is unique and personal to you and you alone. If it is lost or forgotten, it cannot be reset. Consequently, a new alert will have to be filed.

EQUANS WHISTLEBLOWING SYSTEM

HOW TO RAISE AN ALERT

What to report?

Any unlawful or unethical act

What are the conditions?

In good faith

How?

Whistleblowing platform: <https://equans.besignal.com>

OR

E-mail, telephone or interview with your:

- Line Manager
- Human Resources Department
- Ethics Officers
- General Counsel



What protections are there?

Strict confidentiality of:

- your identity
 - the identity of the person involved
 - information gathered
- No sanctions or reprisals

What happens next?

- Acknowledgement of receipt within 7 days
- Feedback within 3 months
- Processing times vary according to the complexity of the case

Video of the Presentation
available via:



Read the Code of Ethics
www.bouygues.com

11.

EQUANS NORAM INVESTIGATION POLICY



The purpose of this chapter is to inform Equans employees of the internal investigation principles within Equans.

A. What is an internal investigation?

An internal investigation refers to all investigations performed within an entity in order to determine whether or not suspicions or allegations of reprehensible or illegal conduct, or conduct contrary to the ECD, are founded. The aim is to objectively assess the facts so that the entity can draw conclusions and make the most appropriate decisions, aligned with its interests. The internal investigation contributes fully to the effectiveness of the whistleblowing and incidents reporting system in place at Equans.

B. Why an internal investigation?

The effective implementation of an internal investigation procedure is an essential element of a credible and effective ethics and compliance policy. It protects both the company and its employees.

C. When is an internal investigation triggered?

There are many situations in which an internal investigation may be triggered. For example, it may follow an internal or external ethics incident report, the discovery of certain facts during an audit, or as a result of an intervention of judicial or administrative authorities. With this in mind, Equans intends to establish a framework that guarantees compliance with a certain number

of guiding principles, enabling it to conduct an internal investigation that is effective, legally sound and respectful of the rights of all parties involved.

D. What are the principles of internal investigations?

I. Loyalty and proportionality

Both the entity within which the investigation is performed, as the employer, and the employee who is the subject of the investigation are bound by the principle of loyalty.

Employers are required to use the means of investigation at their disposal with discretion and in a proportionate manner when targeting employees. It is therefore forbidden to gather evidence by means that are unlawful, unfair or that disproportionately infringe upon the rights of individuals or individual and collective freedoms. No interview with an employee may be recorded without their knowledge and consent.

Employees involved in the investigation (i.e. the person who is the subject of the investigation, the witness(es), the facilitator(s), etc.) are required to cooperate with the investigation initiated by their employer and attend interviews organised during their working hours.

II. Confidentiality and anonymity

The internal investigation must be conducted with the utmost confidentiality.

Information likely to reveal the identity of the author of the alert, the persons concerned or the facts of the alert may not be disclosed unless necessary for the purposes of the investigation or to comply with applicable legal requirements.

Specific confidentiality commitments must be signed by all those involved in the internal investigations. Employees must ensure that they comply with their obligation of discretion and confidentiality with regard to the existence of the investigation and any information that may come to their knowledge in the course of the investigation.

III. Protection of the person reporting an ethics incident

A person who submits a ethics incident report in good faith, may not be subject to reprisals, whether the outcome of the investigation confirms the allegations or not.

IV. Presumption of innocence

Respect for the principle of presumption of innocence must be observed: the employee under suspicion should not be considered to be responsible for the alleged facts until the investigators have concluded that, on the balance of probabilities, the relevant facts are substantially true and attributable to that employee.

V. Rights of the defence and respect for the adversarial process

The person who is the subject of the internal investigation must be informed that an investigation is being undertaken, and must be afforded an opportunity to respond to the allegations. However, the timing of this information, and the associated opportunity to respond, may vary according to the circumstances, including the need to avoid “tipping off” of persons in a manner that may prejudice the proper conduct of an internal investigation or a parallel law enforcement/regulatory investigation,

or to protect the confidentiality and/or anonymity of whistleblowers, or prevent the destruction, manipulation or concealment of evidence.

The internal investigation must be conducted in a manner that is fair and objective and must attempt to identify relevant evidence,, whether in support of the allegations or in contradiction of them. The investigator must also take into account the comments of the employee concerned in order to respect the adversarial principle. An employee implicated by the allegation must have a reasonable opportunity to respond to them.

VI. Right to privacy

In principle, the employer may access all employees’ work-related material and its contents. Thus, the employer has the right to inspect documents held by an employee in their office, even if the employee is not present, provided that nothing in them indicates that they are of a purely personal and irrelevant nature.

Files saved by the employee on a computer’s hard drive, as well as the content of their professional email or any other professional communication tool (e.g. Teams), are presumed to be professional. However, investigators must take appropriate steps to identify personal or private records or communications, and handle and/or process them in accordance with applicable privacy laws.

VII. Rights relating to Personal Data

When the internal investigation involves the collection and processing of Personal Data, it is conducted in compliance with the processing rules in force, including the general data protection regulation applicable in the relevant country, in particular with regards to employees’ rights of access to their Personal Data and data retention periods.

The conclusion of each internal investigation concerning ethics incidents, whether in a business ethics case or in a behavioural ethics case, is always submitted for information and approval to the Ethics Officer of the entity concerned, who must also be involved in any decision relating to the disciplinary sanction envisaged.

Whistleblowing platform: <https://equans.besignal.com>

OR

E-mail, telephone or interview with your:

- Line Manager
- Human Resources Department
- Ethics Officers
- General Counsel



All Equans ECD, including this Ethics Booklet and all its annexes,
can be found at:
<https://equans.sharepoint.com/sites/ethics-compliance>



Equans SAS
49-51 rue Louis Blanc
92400 Courbevoie, France

ethics@equans.com

www.equans.com

Important Notice

This document gives an overview of the rules in effect in March 2024. It will be revised as necessary and the amendments will be posted on the company intranet.

**Privileged and Confidential
Document for Internal Use Only**