

Ethics & Compliance Programme



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Our Commitment

Just like the environment, ethics are a key pillar of our growth strategy. That is why we must clearly express our commitments as a socially-responsible company. Our ethical principles – integrity, respect, confidentiality, transparency – will ensure the continuing confidence of our customers and stakeholders. The Scalian Group has a policy of "zero tolerance" as regards corruption and influence peddling, in whatever form, throughout the Group and all its business activities.



The Code of Ethics acts as a reference base for all of us and guides us in our daily practices. It should be used as a guide. Please read it, apply it and do not hesitate to ask for advice if need be.

If you have any questions or if you witness any inappropriate behaviour, I would encourage you to use the Incident-reporting Procedure in order to inform the Ethics & Compliance correspondent. As Chairman, I shall ensure no employee is subject to any form of reprisal for reporting an incident.

Our Code of Ethics can only exist through the active involvement of everyone. Scalian's credibility depends on this, as does yours.



Our Values

PASSION

*For our professions,
expertise and innovation*

AMBITION

*To succeed together and
to help our customers
succeed*

COMMITMENT

*To our projects, customers
and employees*

Our Code of Ethics

Our Code of Ethics aims to promote integrity and transparency in our business dealing with others. It should serve as a reference base for all members of the Scalian Group as regards the practices and principles to be complied with when carrying out the Group's business activities, as well as all prohibited forms of behaviour that could be considered acts of corruption or influence peddling.

The term "member of the Scalian Group" refers to any person acting in the name of or on behalf of Scalian in his or her capacity as an employee (full-time employee, temporary worker, intern), partner and/or external service provider, as well as any associates, legal representatives and members of the Supervisory Board.

It applies to all members of the Scalian Group. The Code is overseen by the Ethics & Compliance Director. Adhering to the Code, as well as all the associated policies and procedures, is a prerequisite to employment at Scalian.

When hired, and periodically thereafter, members of the Scalian Group are made aware of the Code of Ethics and the anti-corruption principles associated with it. The Code is not intended to cover every possible situation. Nonetheless, it is designed to help everyone at Scalian to use their judgment and discernment to make the right decisions.

If you have any doubts, you should always seek advice from your Line manager or the Ethics & Compliance Department.

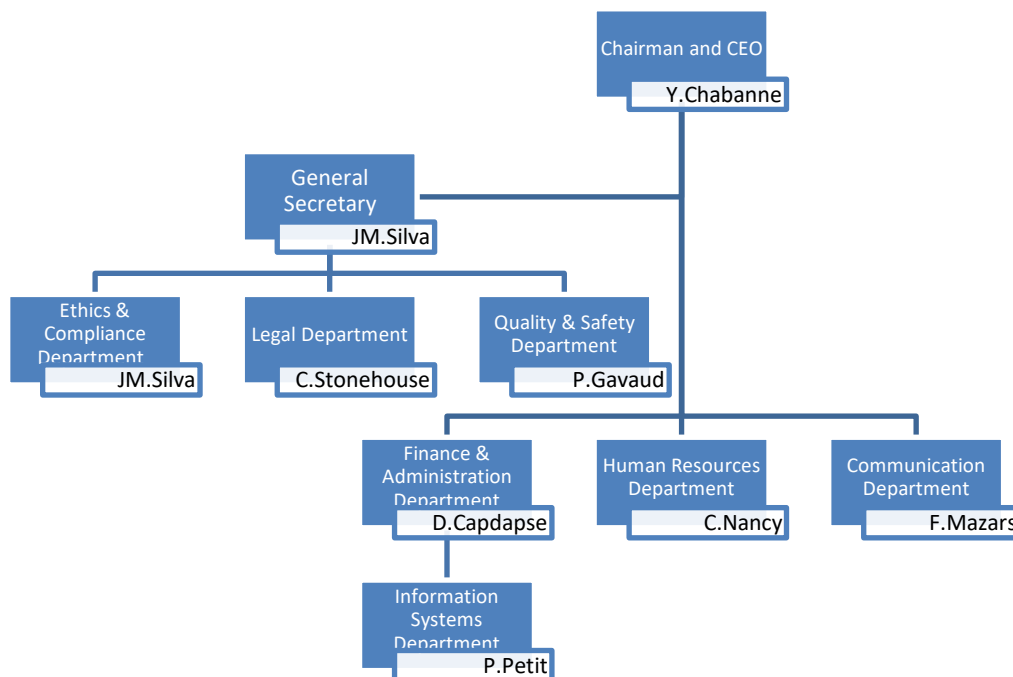
The Code is updated regularly to reflect changes in laws, policies and best practices. The most recent version of the Code can be found on our website at <http://www.scalian.com>.

Our organisation

The Ethics and Compliance team reports directly to the Chairman. The team is composed of the Chairman, the General Secretary, the Legal Director, the Quality and Safety Director, the Finance and Administration Director and the Human Resources Director. The team's mission is to establish and maintain a comprehensive Ethics and Compliance programme for the entire Scalian Group worldwide.

Ethics & Compliance correspondents are appointed for each country or region in which Scalian operates.

Each member of the Scalian Group may ask their direct manager, the Ethics & Compliance correspondents or the Ethics & Compliance Director for advice on interpreting and applying the policies.



Our Ethics & Compliance Programme

Preventing	Detecting non-compliances	Taking action
<p>Fostering a culture of anti-corruption within Scalian to prevent all unethical behaviour:</p> <ul style="list-style-type: none"> ✓ Tone set by the management ✓ Policies and procedures ✓ Training & communication ✓ Compliance of our partners ✓ Risk management ✓ Commercial compliance ✓ Verification of mergers ✓ Verification of acquisitions ✓ Integration in the processes ✓ Support and advice 	<p>Conducting internal checks, procedures for reporting incidents and assessing the commitment to of the programme:</p> <ul style="list-style-type: none"> ✓ Duty to report incidents ✓ Reporting platform ✓ Effective internal checks ✓ Periodic audits ✓ Periodic surveys ✓ Compliance monitoring ✓ Resources and skills 	<p>Implementing measures to rectify unethical behaviour or corruption</p> <ul style="list-style-type: none"> ✓ Consequences of misconduct ✓ Correction of processes ✓ Disciplinary sanctions ✓ Independent verification

This integrated approach aims to protect and promote our ethical values in the long term.

Prevention

Tone set by senior management and directors' responsibility

Ethics is one of our managers' key values and the issue does not just concern setting an example. All our managers must behave in an ethical manner in accordance with the Scalian Group's internal policies. As such, they must ensure that decisions taken within their sphere of responsibility, and within the spheres in which they are involved, are always in line with the values and policies of the Scalian Group.

Managers must ensure that the messages about ethical conduct are properly communicated to their teams. This communication is established through specific Ethics and Compliance sessions during the various management and/or steering committee meetings.

Our managers have certain responsibilities in terms of the Code of Ethics since they promote a strong ethical culture and workplace environment in which people are treated with dignity and respect. The general management expects everyone to set an example through their actions.

The Ethics & Compliance Department, supported by the Communications Department and the Human Resources Department, develops various tools and initiatives to raise awareness among all our employees about combating corruption and to train them in how to conduct themselves in an ethical manner in all circumstances, while ensuring their physical safety.

Policies and Procedures

Under the responsibility of the Ethics & Compliance Department, Scalian implements several policies to consolidate the governance framework of the Scalian Group around the world.

When joining the Group, members of Scalian receive the Code of Ethics and the various policies and follow a mandatory training course. All these elements can be accessed on Scalian's intranet. Messages are sent out when any updates are made.

Based on the recommendations of Transparency International and the United Nations Global Compact (of which Scalian is a signatory), our anti-corruption policy sets out the following guidelines:

- ✘ Scalian forbids any form of corruption in both the public and private fields;
- ✘ Scalian forbids any use of funds or other assets for illegal or improper purposes;
- ✘ Scalian's staff are required to comply with all anti-corruption laws in force.

Any violation of anti-corruption laws is a serious offence that can result in heavy sanctions for both Scalian and its staff.

Scalian's anti-corruption policy covers the following key points;

Reporting

Members of the Scalian Group have a duty to report any past, present or potential, known or suspected violation of the Code of Ethics and the related policies and procedures, as well as any violation of the anti-corruption laws and regulations in force and any attempts to compromise Scalian's integrity and ethical standards.

Scalian has put in place an external incident reporting platform for all members of the Scalian Group and people outside the Group. It guarantees the anonymity of the whistleblower, subject to local regulations and regulations on access to personal data.

Scalian shall not tolerate any form of reprisal against a person who reports an incident in good faith or who expresses their concerns in the interest of Scalian.

Gifts & invitations

This policy defines the rules that members of Scalian must comply with concerning any gifts and invitations they receive or are offered.

Donations and Sponsorship

Scalian has a coherent approach to social and community investment and ensures that the funds made available are in line with the philanthropic objectives of Scalian.

Political contributions

The use of Scalian funds, assets, services or resources to contribute to a political party or to support a candidate seeking a position in government or public office is prohibited.

Facilitation payments

Scalian forbids any group member from:

- ✘ making facilitation payments,
- ✘ authorising such payments,
- ✘ proposing them, either directly or indirectly,
- ✘ or promising to make them.

In the event a member of Scalian has no choice but to pay a sum of money to protect himself/herself from an imminent and serious threat to his/her health or safety, this sum of money would be considered as extortion and this act would therefore be tolerated as long as it were reported to the Ethics & Compliance Department.

Public officers

Scalian prohibits the recruitment of a public officer, or any member of his/her family with whom Scalian has business relations.

If the case should arise, the Human Resources department must be consulted.

Conflicts of interest

The Conflict of Interest Declaration Form must be completed whenever a member of Scalian (or one of that person's relatives) is involved in activities that may constitute, or be perceived as, a real or potential conflict of interest.

New managers must complete the form when they join the Group or when a change of situation places them in a position of real, potential or apparent conflict of interest.

Business partners

Scalian expects all third parties with whom it does business to respect our principles, culture and values and to comply with the laws and regulations in force.

Training and communication

Based on annual risk analyses and surveys, Scalian gives mandatory ethics and compliance training to its employees. All members of Scalian must read each new version of the Code of Ethics. The Code covers all our values, policies and anti-corruption principles. It is periodically updated and establishes a framework to guide our decisions in situations where it is sometimes difficult to decide on the right course of action. It is designed to help us make the right decisions in various situations.

The training modules are constantly being improved and integrated into the global knowledge management system, which includes training courses designed specifically for certain target groups and optional training open to everyone.

Antitrust & competition issues

This policy aims to promote and ensure compliance with antitrust and competition laws and regulations, while maintaining ethical behaviour that ensures fair competition.

Since it is impossible to cover every aspect of the requirements of the antitrust laws and regulations in force, the policy aims to ensure compliance with legal and ethical antitrust requirements, and to help members of Scalian understand the types of conduct covered by antitrust and competition legislation.

Accounting practices

It is crucial that Scalian's accounting records are accurate, complete and reliable since they serve as the basis for decision-making and strategic planning. Consequently, all our records are maintained in accordance with the laws and regulations in force, and with Scalian's standard operating processes and procedures for accounting and reporting.

It is essential that all information provided on compliance-related topics is clear and consistent. With this in mind, we use all possible communication channels to deliver information to our employees and ensure that we frequently publish clear messages on ethical and compliance issues.

Intranet site devoted to Ethics and Compliance

Scalian provides its employees with the following:

- ✘ The Ethics & Compliance Programme
- ✘ The Code of Ethics
- ✘ The associated policies:
 - Gifts and Invitations
 - Donations and sponsorship
- ✘ Training
- ✘ A confidential, external incident-reporting platform
- ✘ Reference documents concerning the aforementioned points.

Compliance of our partners

Scalian is committed to being transparent and truthful in its relations with others. We systematically seek to work with third parties who share our values and culture of integrity. Therefore, before entering into an agreement with a business partner, we take certain steps to properly assess the business relationship and mitigate any potential risks. Scalian may terminate a business relationship with a third party whose conduct is not in line with our values and practices.

The business-partner qualification process – which is part of our Global Management System – enables us to base our decisions on an assessment of risks and liabilities linked to our relations with third parties. The qualification process raises awareness among our partners and encourages them to adopt principles and practices that are similar to ours. Our business partners fill out an anti-corruption compliance certificate which confirms their commitment to applying certain standards of conduct in their relations with Scalian.

Risk management

Each Department and Process Sponsor must participate in an annual review of their compliance and risk assessment to establish the effectiveness of the compliance programme and decide on any new risk-mitigation measures that may need to be implemented.

The Compliance Officer coordinates workshops during which the following information is essential to ensure that discussions are based on recent factual reports.



Risk review	Risk mapping methodology
	Results of the risk review from the previous year. List of risk mitigation measures to be implemented.
	Recommendations and conclusions from external compliance surveys.
	Recommendations and conclusions from internal verification reports.
	Completion and implementation rate concerning the anti-corruption training programme.
	List of business partners

The risk analyses are compiled and supplemented by surveys to enable us to determine the situations that expose us to risks. The situations that expose people to a risk of non-compliance are constantly analysed in light of our programme to identify any gaps and the appropriate adjustments that need to be made to our Global Management System. Our policies, procedures, communication campaigns and training materials are developed to correct risk situations.

At the end of this review, mitigation measures are implemented through specific action plans to be adopted by the those in the positions concerned.

Verification of mergers and acquisitions

Scalian may acquire other companies, or be involved in investments and strategic partnerships or joint ventures. All such agreements with third parties must reflect and comply with Scalian's integrity and compliance standards.

The verification carried out before entering into an agreement or a business relationship with a third party is crucial for ensuring that the company is not exposed to significant legal or financial risks, or situations that may damage its reputation.

The measures taken include:

- ✘ Analysing the ethics and compliance standards in the target company using a specific process to check ethics and compliance issues beforehand
- ✘ Assessing the current situation of the target company in relation to Scalian's programme
- ✘ Reviewing all relevant documents and information available at the time of the assessment

- ✘ Auditing the integrity of the executive managers and directors of the target company, and auditing its ownership structure
- ✘ In-depth private interviews with members of the target company's management (CEO, Executive Committee, Supervisory Committee, key directors, etc.).



Detecting non-compliances

This covers the measures taken to detect defects in the programme, acts of misconduct and non-compliance through inspections, audits, periodic and ad-hoc monitoring of the programme and non-compliance risks.

Compliance monitoring

Compliance monitoring is carried out by the Ethics and Compliance department and the Quality Department, as part of its auditing programme. It is based on the following framework:

Policies and procedure	The tone set by the management. Management communication and commitment to the ethics and compliance programme.
	Presentation of compliance during the Annual Scalian Seminar.
	Monitoring of files.
	Training and communication concerning the programme. Assessment of the performance of the programme.
	Business partners: Verification of the field of expertise, due diligence, validation and monitoring.
	Bids and contracts: Review and approval of compliance clauses.
	Gifts and Hospitality/Donations and Sponsorship.
	Finance and accounting – Expenses report, petty cash, hierarchy of signature authority or power of attorney, segregation of responsibilities.
	Integration into personnel management processes – Background checks for sensitive positions, recruitment of public officers, disciplinary measures.

Duty to report incidents

Scalian personnel must keep their eyes open to identify any situation involving potentially illegal or unethical conduct, and also act promptly and appropriately to prevent or identify any improper conduct.

Responsibilities of Scalian employees

As a Scalian employee, you must set an example in terms of ethical conduct and compliance with rules by:

- ✘ Taking on board all the points addressed in the Code of Ethics;
- ✘ Keeping informed of updates to the Code of Ethics;

- ✘ Understanding Scalian's procedures and instructions relating to your position;
- ✘ Contacting your manager or the Scalian ethics correspondent if you have any questions or doubts;
- ✘ Understanding how to use Scalian's "incident reporting platform" and any other reporting method, in accordance with the laws and regulations in force in your country.

Responsibilities of Scalian managers

Our managers set the tone in terms of ethical conduct and compliance with rules. As a manager, your responsibilities go beyond those of an employee. You must define strict requirements in the area of ethics and respect your commitments. Your role covers several aspects:

- ✘ Having a thorough understanding of all the points addressed in the Code of Ethics;
- ✘ Giving information about the Code of Ethics to employees;
- ✘ Ensuring your teams receive training concerning Scalian's Code of Ethics and policies;
- ✘ Identifying and reducing the risks linked to your activity;
- ✘ Promoting the incident-reporting platform;
- ✘ Immediately informing the Scalian ethics correspondent about any incident reported;
- ✘ Establishing and implementing any corrective measures to solve the problems, in collaboration with the competent persons.

Reporting platform

Scalian has set up a platform for reporting any acts of corruption. The report system covers corruption, influence peddling, criminal offences or frauds, notably as regards accounting, trade, management control and auditing. The platform can be accessed via Scalian's Internet and Intranet sites.

In accordance with the legislation in force, the incident reporting platform guarantees total confidentiality as regards the identity of the person or persons who report an incident, as well as the identity of the persons targeted by the report and of the data concerned.

No member of the Scalian Group shall be sanctioned or discriminated against for having reported an incident in good faith and not motivated by self-interest via the Scalian Group's reporting system or any other reporting platform.

Reports can be made using the secure website (<https://scalian.integrityline.org>), or by contacting our Ethics & Compliance Director.

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 CS 77679 – 31676 LABEGE Cedex – France
 Tel.: +33 (0)5.61.00.79.79
 Email: ethic.compliance@scalian.com

Taking action

This last aspect is part of a process designed to implement corrective and, notably, preventive action in order to remedy any reprehensible behaviour.

Consequences of misconduct & disciplinary system

Scalian applies coherent and significant disciplinary measures in the event of unethical behaviour. Sanctions are quick and appropriate; the consequences are objective, regardless of the person's position in the company or performance.

Improvement of processes

After examining the root causes of the offences, we take all necessary measures to improve our process and to prevent such a situation from occurring again. In this way, we mitigate the risks and tighten control.

Independent verification

The Quality Department is directly responsible for verifying compliance. This independence enables us to have an external assessment of our ethics and compliance programme. Through its audit programme, the Quality Department examines the implementation and effectiveness of the ethics and compliance programme by comparing it with the Group's integrity guidelines. It then presents its recommendations for further improvements.