
ANTI-CORRUPTION CODE OF CONDUCT



CONTENTS

MESSAGE FROM THE CHAIRMAN AND CEO	3
WHY A VINCI ANTI-CORRUPTION CODE OF CONDUCT?	4
GENERAL RULES	5
Definition of corruption	5
Legal framework	5
Corruption and related illicit acts	6
Conflicts of interest	6
Preventing corruption is everyone's business	7
CORRUPTION RISKS IN THE GROUP'S BUSINESSES	8
Within the scope of projects, public or private procurement/contracts	8
Within the scope of relations with public officials	10
Other situations	10
RULES OF CONDUCT AND RECOMMENDATIONS	11
Customer relations within the scope of public or private procurement/contracts	12
Using a service provider	13
Facilitation payments	15
Business gifts and invitations	17
Political contributions, corporate philanthropy and sponsorship	20
IMPLEMENTATION	22
Role of Group entities	22
Role of employees	22
Internal whistleblowing procedure	22
Disciplinary measures and sanctions	22

MESSAGE FROM THE CHAIRMAN AND CEO



Our **Manifesto** promotes compliance with ethical principles. Our **Code of Ethics and Conduct** lays down the rules of conduct applicable to all our companies and to all our employees. Combatting corruption is at the forefront of these principles. For all VINCI Group employees, this means behaving in an irreproachable manner, as well as participating, within the scope of their activities, in corruption prevention measures.

These measures are largely based on this Anti-Corruption Code of Conduct, on the identification of corruption risks, and on the implementation of preventive actions.

The purpose of this Code of Conduct is to expand on the rules established in our Code of Ethics and Conduct, concerning the fight against the various forms of corruption.

I ask the heads of our business divisions to circulate this Code to their teams in the form they deem most efficient and effective to ensure compliance, supplementing it as and when appropriate, to accommodate the specific features of the business activity and country concerned.

Xavier Huillard,
Chairman and Chief Executive Officer of VINCI

WHY A VINCI ANTI-CORRUPTION CODE OF CONDUCT?

Corruption is a behaviour which severely undermines the economy, sustainable development and the efficiency of international and national trade by distorting competition to the detriment of consumers and businesses.

It is for this reason that **corruption is illegal** in practically all countries worldwide.



VINCI MUST BE EXEMPLARY.

The VINCI Group considers corruption to be unacceptable.

All Group employees must behave irreproachably in terms of combatting corruption.

The VINCI Group has expressed its commitment to combat corruption:

- by joining, as early as 2003, the **United Nations Global Compact**, of which the 10th principle reads as follows: "Businesses should work against corruption in all its forms, including extortion and bribery.";
- through the **VINCI Code of Ethics and Conduct**, which establishes the rules of behaviour that each Group employee must adopt. These rules include respect for the rule of law and the fight against corruption;
- through the **VINCI Manifesto**, of which provides in its Commitment No. 2 reads as follows: "Ethical behaviour is key to our contracts and our customer relations. Our companies apply our Code of Ethics and Conduct around the world.".

The VINCI Group operates in numerous countries through many subsidiaries. The Group's reputation depends on each of its subsidiaries and each of its employees; each Group subsidiary and employee must abide by the most stringent standards.

The purpose of this Anti-Corruption Code of Conduct is to help employees understand and apply the Group's ethical rules established in its Code of Ethics and Conduct.

It explains how corruption risks may arise in the Group's activities. It also provides answers to some questions that employees may have when they are confronted with situations presenting a risk of corruption. This Code of Conduct specifies what is prohibited and what is allowed, or the cases in which employees must seek assistance.

This document does not cover all of the situations that may be encountered. Each individual should use their common sense and systematically refer to the specific rules of their division or company, as appropriate.

In the event of any difficulty in the interpretation of this Code's rules of conduct, each employee is invited to discuss the matter with his/her line managers, the legal experts and the ethics officers within their companies, their divisions or the Group.

GENERAL RULES

Definition of corruption

Corruption is⁽¹⁾ "requesting, offering, giving or accepting, directly or indirectly, a bribe or any other **undue advantage** or prospect thereof, **which distorts the proper performance of any duty** or behaviour **required of the recipient** of the bribe, the undue advantage or the prospect thereof."

It consists of dishonest behaviour which, in practice, involves at least two parties:

- the party who will fraudulently use his/her powers or influence in favour of a third party in exchange for an advantage;
- and the party who will offer or provide this advantage.

In addition, a person who facilitates an act of corruption is an **accomplice**, and one who benefits from this act by receiving the undue advantage is a **receiver**. They are personally liable for these actions. Under French law, **trading in influence** is considered corruption.

Corruption is deemed to exist even if:

- the person who offers the advantage acts through a third party (an intermediary, a commercial agent, a subcontractor, a supplier, a partner, etc.);
- the person who receives the advantage is not its end-beneficiary (the beneficiary may be a relative, a third party, etc.);
- the fraudulent action and the granting of the undue advantage do not take place simultaneously (the undue advantage may be granted in advance or at a later date);
- the undue advantage is in a non-monetary form (it may consist of material objects, services to be rendered, a reputational advantage, etc.);
- the beneficiary is a public-sector employee or a private-sector employee.

Legal framework

Existing measures:

- in each country, there are laws which define corruption and establish the penalties applicable to this criminal offence; these are enforceable by the local authorities of the country concerned;

(1) Source: Council of Europe's Civil Law Convention on Corruption, adopted on 04/11/1999 and applicable from 01/11/2003.

- moreover, in certain countries (e.g. the United States⁽²⁾, the UK⁽³⁾, and France⁽⁴⁾), laws with extra-territorial effect allow these countries' authorities to sanction acts of corruption committed by persons or companies beyond their borders. Persons who breach these rules are subject to simultaneous prosecution in several countries for the same offences;
- there are international conventions to which these countries have acceded.



This Anti-Corruption Code of Conduct does not cover all local regulations, which may be more stringent than the rules of this Code. Each Group employee should consult the relevant department within his/her own entity about locally applicable laws.

Corruption and related illicit acts

Corruption is often combined with illicit acts such as trading in influence, favouritism, the presentation of inaccurate financial statements, misuse of company assets, extortion, abuse of office, illicit enrichment. These acts intrinsically constitute criminal offences in most countries and may imply the existence of an act of corruption. Each employee must therefore be extremely vigilant.

Conflicts of interest

VINCI's Code of Ethics and Conduct lays down the rules for the prevention of conflicts of interest.

Group employees may at times receive proposals, offers or gifts from third parties (for example: suppliers, subcontractors, service providers). Depending on the circumstances, they may then find themselves in a situation of conflict of interest which may, in certain cases, be considered as passive corruption.

The professional duties of each employee must not come into conflict with his/her personal interest. Should such a situation arise, the employee concerned must immediately report it to his/her line manager.

(2) The US Foreign Corrupt Practices Act (FCPA) applies to American citizens and residents, as well as to all legal entities and private individuals who use means of communication or payment transiting through the United States (US dollars or e-mails, trips to the USA, etc.) or who are found to have participated in a conspiracy (non-exhaustive definition).

(3) The UK Bribery Act comprises rules which make it possible, under certain conditions, to prosecute foreign nationals for offences committed abroad. It is applicable to foreign companies who conduct all or part of their business in the UK.

(4) French Law No. 2016-1691 of 9 December 2016 on transparency, fighting corruption and the modernisation of the economy (known as the "Sapin II Law"). The French legal authorities can prosecute French nationals for criminal offences committed in France or abroad, as well as foreign nationals for criminal offences committed in France, or foreign nationals for criminal offences committed abroad provided they habitually reside in France or conduct part of their professional activities in France.

Preventing corruption is everyone's business

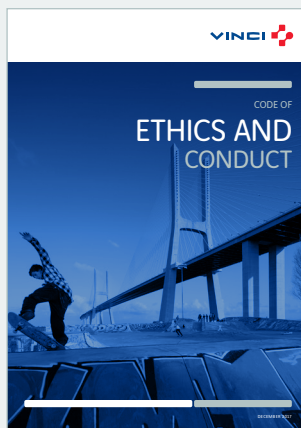
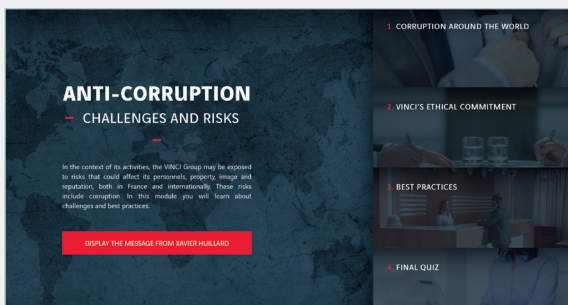
Corruption may involve major risks of penalties for companies and their employees (prison sentences, heavy fines, professional disqualification, ban from public contracts and/or international funding, etc.), as well as reputational risks.

Beyond criminal offences, corruption can also have civil and contractual consequences (contract termination, compensation of third parties for losses incurred, etc.).

Each Group employee is expected to:

- read the Code of Ethics and Conduct and this Anti-Corruption Code of Conduct;
- participate in the anti-corruption training sessions organised within the Group (in particular e-learning modules), his/her division or company.

► Each Group entity and each employee must implement this approach to fighting corruption.



► The Code of Ethics and e-learning modules are available to all employees on the VINCI intranet



CORRUPTION RISKS IN THE GROUP'S BUSINESSES

The business of VINCI Group companies consists of entering into and carrying out procurement and other contracts concerning infrastructure and facilities for public/governmental authorities and private customers worldwide.

In the course of this business, there are various situations in which employees may find themselves confronted with a risk of corruption. Below are examples of general situations which may give rise to acts of corruption.

Within the scope of projects, public or private procurement/contracts

SITUATIONS THAT MAY LEAD TO ACTS OF CORRUPTION:

- Seeking to influence the award of procurement or other contract.
- Seeking to position oneself in a privileged situation (favourable pre-qualification rules, award criteria or contract mechanisms).
- Seeking to obtain favourable decisions (extensions of deadlines, additional works, validation of quantities, supplemental agreements, claims, disputed acceptance, etc.).

Forms of corruption

Promise of **undue advantage** in favour of the party who awards the procurement or other contract or who participates in this process:

- cash payment;
- gifts (luxury items, medical expenses, school fees for children, etc.);
- defrayment of various expenses;
- promise of a job/traineeship, whether immediately or in the future;
- travel expenses (leisure travels, invitations of family members, invitations at an excessive cost);
- corporate philanthropy or sponsorship initiatives providing impacts on the decision-maker;
- etc.

Concrete examples

- The **beneficiary** of the advantage may be:
 - a customer representative;
 - a customer agent (engineering consultant, project manager, etc.);
 - or another person designated by the customer (a relative, a child, a "front man", a "shell" company, etc.).

- The promise may be **concealed in a contract whose purpose appears lawful** but which provides for overpriced services. The following types of contract can thus serve as vehicles for acts of corruption (non-exhaustive list):
 - commercial assistance contract;
 - study contract;
 - service provision contract;
 - subcontract;
 - supply contract.

If a promise or payment of money is made by a third party (partner in a joint-venture/consortium, co-contractor, supplier, agent, etc.) on behalf of the company, or is approved by the latter, the company may be held liable and prosecuted as a co-infringer or an accomplice.

🔹 Influencing decision-making in the amicable settlement of a dispute or litigation process.

Forms of corruption

Promise of an undue advantage to:

- a judge;
- an arbitrator;
- a mediator;
- an expert.

Concrete examples

As above.

🔹 Accelerating usual customer actions or decisions (e.g. services orders, payments, works acceptance, removal of reservations, etc.).

Forms of corruption

Promise to pay a benefit or payment of a benefit (monetary or other), however modest, to encourage the beneficiary to perform his/her work with diligence (also known as "facilitation payment").

Within the scope of relations with public officials

SITUATIONS THAT MAY LEAD TO ACTS OF CORRUPTION:

▶ **Seeking to obtain/accelerate the obtaining of:**

- a service;
- an administrative authorisation;
- a permit (import authorisations, work authorisations);
- a favourable tax treatment;
- a settlement of the consequences of offences;
- any other favourable decision.

Forms of corruption

Promise to pay a sum or payment of a sum, however modest, to encourage the beneficiary to perform his/her work with diligence (also known as "facilitation payment").

Other situations

SITUATIONS THAT MAY LEAD TO ACTS OF CORRUPTION:

▶ **Seeking to obtain funding.**

Forms of corruption

Payment of a benefit (monetary or other) to a decision-maker.

RULES OF CONDUCT AND RECOMMENDATIONS



All forms of corruption are prohibited.

No VINCI employee may directly or indirectly receive or grant to a third party any undue advantage of any kind, through any means whatsoever, with the aim of obtaining or maintaining a commercial transaction or preferential treatment.

Each employee shall avoid relations with third parties that could personally place him/her in a position of obligation or cast doubt on their integrity. Each employee shall also refrain from placing in such a position any third party he/she is trying to convince or encourage to conduct business with a VINCI Group company.

Group employees must **never** offer undue advantages that may qualify as corruption. However, they may be confronted with a variety of situations in which they are approached by third parties. This Code of Conduct details **the conduct required** in such cases.

This section concerns the rules of conduct and recommendations applicable in the following at-risk situations:

- customer relations in public or private procurement and other contracts;
- use of a service provider;
- facilitation payments;
- business gifts and invitations;
- political contributions, corporate philanthropy and sponsorship.

The symbols below will help employees to assess risks:



MAJOR RISK



POTENTIAL RISK

Due to the diversity of situations and contexts encountered, it is impossible to provide an exhaustive list of authorised or prohibited behaviours. Each employee and each entity will need to use their good judgement and common sense. The symbols opposite will guide employees in their appraisal of risks.

Generally speaking, any employees who find themselves in a situation of doubt as to the behaviour to adopt must abide by the following basic rule:

TRANSPARENCY

Do not try to solve the issue by yourself. Discuss the matter with your line manager or those persons qualified to assist employees in this area (legal or ethics department) within your company, division or Group.

Customer relations within the scope of public or private procurement/contracts



Contract negotiation and contract performance must not give rise to behaviours or acts which may be considered as active or passive corruption, trading in influence or favouritism.

No illegal payment (or any other form of advantage) may be given directly or indirectly to a representative of a public or private customer for any reason whatsoever.

The risk of corruption may arise at any time when a person in authority or with decision-making power decides to unduly gain from this position. In all situations, VINCI employees must use common sense and be vigilant so as to avoid finding themselves in such a situation and to withstand such situation.

RULES OF CONDUCT:



► Full compliance with the prohibition rule set out above.

There is no exception to this rule. No authorisation can be given:

- by the employee's line manager;
- nor by the company's ethics department.

Recommendations

In the event of a request for an illicit payment, the following actions may be useful:

- explain the Group's rules of ethics prohibiting the fulfilment of such a request;
- remind the person that such a payment could expose the requestor, the employee and the company to heavy penalties, including criminal penalties;
- ask the author of the request to produce a formal request in writing, stating his/her identity and the particulars of the request, and to have it countersigned by his/her line manager; this should deter him/her;
- inform the customer's top management, stating that this request could put into question the progress of the project, and that his/her intervention is required to bring the matter to an end.

► Obligation of vigilance.

Recommendations

Group employees must be vigilant and refrain from supporting any illicit acts by associates, co-contractors or partners of which they may have knowledge.

Using a service provider



When using a service provider, reasonable diligence must be exercised, in accordance with the type of service and its place of execution. This diligence concerns the integrity of the service provider, the legitimacy of the contract to be concluded and the adequacy of the payment with the service provided.

Using a service provider (subcontractor, supplier, consultant, commercial agent, etc.) for certain services is common practice, but it can also be a means of concealing corruption. **Excessive remuneration or an overpriced invoice may create suspicion about kickbacks.** Employees must thus be very vigilant.

RULES OF CONDUCT: **▶ The use of a service provider must be legitimate.**

Recommendations

Legitimate use of a service provider implies that the expected services are legal and legitimate and meet a real company/project need, in accordance with the internal rules of the company, at a price which is consistent with the services provided.

For example, the use of a service provider must not be driven by the desire to obtain confidential information from a public official who obtained them illegally.

▶ The conditions under which the service provider performs its service must not cast doubt on the honesty of the company that appoints it.

Recommendations

Using a service provider requires certain prior verifications and precautions:

- a prior due diligence on the integrity/reputation of the service provider must be carried out, according to the risk that he/she poses. The nature of these checks is determined by the operating entity in accordance with its risk map. A systematic investigation of new service providers is recommended;
 - the service provider's financial and technical ability to carry out the services to be provided must be checked in advance, especially in comparison with the market practices observed during the examination of similar proposals;
 - the circumstances of the use of the service provider must be legitimate;
 - the services to be provided by the service provider must be specified in a contract (see infra).
-

▶ The contractual relationship must be clear.**Recommendations**

The contract between the company and the service provider must include:

- a precise definition of the services to be provided;
 - a reasonable remuneration, consistent with these services. Certain technical services (studies, subcontracting, etc.) may be overcharged for unlawful purposes. Group employees must ensure not to allow such practices, whether expressly or tacitly;
 - transparent payment methods (the payment of invoices via the service provider's official bank account, in the country in which it is based);
 - a clear commitment to comply with the Group's rules of ethics, backed by a clause of automatic termination of the contract in the event of violation of the Group's rules of ethics by the service provider;
 - a documented record of the services provided;
 - the permanent right to audit the services provided.
-

▶ Increased transparency.**Recommendations**

Depending on the risk involved in the use of a service provider, the employee concerned must submit a report to the line manager and department in charge of the company's ethical issues.

The service provider's remuneration must be clearly and accurately reported in the company's accounts.

Facilitation payments



Facilitation payments are prohibited except when freedom of movement or security are at stake.

"Facilitation payments typically refer to small payments or gifts made to officials by private parties (individuals, businesses) to obtain a service to which the requestor is legally entitled, for instance to speed up administrative processes, obtain a permit, licence or service such as installing a telephone line, clearing customs duties or other basic services." (Source: Transparency International).

This type of practice leads to a vicious circle by undermining the ethical values of the company and exposing it to increasingly frequent and significant demands. Facilitation payments are thus considered as corruption and are prohibited in numerous countries.

The company does not resort to this type of payment for the fulfilment of administrative procedures which do not constitute privileged or undue treatment, but are simply works for which a Government pays its public officials.

Examples of facilitation payments:

- a representative of a local government agency requests a non-official payment to issue or accelerate the delivery of an authorisation or work permit;
- an employee of a public energy supply company demands payment for connection to the grid;
- a customs officer requests the payment of an alleged special tax for the rapid release of an equipment.

RULES OF CONDUCT:



🔵 **Facilitation payments are prohibited.**

Recommendations

If a facilitation payment is requested by a public official, it must be refused.

Explain to the requestor:

- that the Group's rules of ethics do not allow you to grant the request;
- that the request is illegal, (which is the case in the great majority of countries) and that, as specified by law, such action could constitute an offence and expose the requestor, the employee and the company to heavy penalties, including criminal penalties;
- that the administrative procedures requested do not constitute privileged treatment but the performance of work for which the Government pays its public officials/civil servants. If the person insists, ask for a formal request in writing as follows (this should deter the person):
 - a written request stating the requestor's identity,
 - countersigned by a signatory empowered,
 - produced on official letterhead.

If this written record is obtained, inform your line manager. The company will then take the necessary steps to ensure the respect of its rights by means of legal channels.

▶ Exception: risks concerning security and freedom of movement.**Recommendations**

A facilitation payment may be made when it is necessary to ensure the physical safety and freedom of movement of employees.

▶ Getting the customer involved.**Recommendations**

- Inform your customer, stating that such requests could put into question the progress of the project, unless he/she intervenes to put an end to them;
 - prior to the signing of the contract, negotiate with the customer to ensure that the contract covers his/her assistance with obtaining the various administrative authorisations required, or the customer's total handling of these authorisations. In addition, failure to obtain the authorisations within the allotted time will have an impact on the work schedule (delay in the launch of the works, etc.). This provision must be detailed and included in the contract;
 - include, as far as possible, in your contracts, in your works schedules, the time limits required to obtain the various administrative authorisations;
 - insofar as is possible, your applications for administrative authorisations should be grouped together so as to make it harder for public officials to refuse them;
 - establish good relations with national and local government bodies;
 - talk to the authorities about facilitation payment requests from local public officials and how to prevent them.
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▶ Transparency.**Recommendations**

Immediately report any difficulty to your line manager and to the department in charge of ethical issues within your company.

Business gifts and invitations



Gifts and invitations may only be offered or accepted when they are of symbolic or low value in view of the circumstances, and if they do not cast doubt on the honesty of the donor or the impartiality of the beneficiary.

Gift

This refers to any benefit in kind which can be considered as gratification. It may consist of:

- a material object (watch, pen, book, etc.) given;
- the defrayment of an expense on behalf of the beneficiary (travel expenses, expense reports or any other type of expenses).

Invitation

This consists of any public relation operation in order to share with the beneficiary an enjoyable period of time or event exclusively or partially for business purposes.

Invitations may concern:

- a meal at a restaurant;
- a show;
- a trip.

While business gifts are often considered as acts of courtesy and are common practice, it is necessary to be particularly vigilant to ensure that the practice in question does not create a conflict of interest or cannot be regarded as a bribery or an attempted bribery.

The principles established hereunder must be applied to all gifts/invitations made directly or indirectly by a third party.

RULES OF CONDUCT: **▶ The proposed gift or invitation must be authorised under locally applicable laws.**

Recommendations

Ensure that the gift or invitation is not prohibited under applicable laws, in particular due to the status of the beneficiary.

▶ The proposed gift or invitation must comply with the company's policy.

Recommendations

Comply with this Code and the policy applicable within your company in this regard. Group entities may set limits per event and per time period, subject to applicable laws.

► **Vigilance is required regarding the context/circumstances.**

Recommendations

The sole purpose of the gift/invitation must be to show general appreciation or gratitude.

It must not be perceived as a reward for the awarding of a contract to the company.

The value or frequency of the gift/invitation must not cast doubt on:

- the honesty of the donor;
 - the impartiality of the receiving party;
 - nor give rise to suspicions of any kind, in particular a possible conflict of interest;
 - nor be interpreted as concealing an act of corruption.
-



► **Gifts/invitations are prohibited when the company is about to sign a contract with the entity that employs the would-be beneficiary.**

Recommendations

Anti-corruption laws prohibit the giving of gifts to a third party with the aim of obtaining any undue advantage or exercising any undue influence over any official action.



► **All gifts/invitations, other than those of very low value, require prior authorisation from the employee's line manager.**

Recommendations

- the value of the gift/invitation must be symbolic or low in view of the circumstances;
 - it is necessary to use your good judgement and common sense. The more costly the gift/invitation, the more suspect;
 - avoid gifts and invitations that common sense considers inappropriate.
-

► **What to do in the event of an excessive or inappropriate request.**

Recommendations

You must refuse and explain:

- that the Group's rules of ethics prohibit the fulfilment of such a request;
 - that, as specified by law, such an action could constitute an offence and expose the requestor, the employee and the company to heavy penalties, including criminal penalties.
-

► **Invitations of customer representatives to meals must be linked to business matters.**

Recommendations

The meal must include business discussions. The cost of the meal must be that of an ordinary business meal according to local standards.



▶ **The meal must not include guests who are not directly linked to the business.**

There are two exceptions to this prohibition:

- prior authorisation from the employee's line manager;
- the existence of certain special circumstances (e.g. the celebration of a significant event or achievement of a certain stage of a project).

Recommendations

In all cases, good judgement and common sense are required.



▶ **Invitations to events must be of a professional nature and be made in the presence of the VINCI employee organising the event.**

Recommendations

The topics discussed must be linked to the business (e.g. promotion/presentation of the company's products or services).

Invitations may be to trade shows, seminars, conferences, or visits of business premises including or not reasonable expenses for travel and accommodation.

The event may comprise – on an ancillary basis – a moment of leisure or a sightseeing tour, but this aspect must be marginal in relation to the purpose of the trip.



▶ **Trips must not include friends, relatives, partners, children of the guest, or any other related parties.**

There is one exception to this prohibition:

- prior authorisation from the employee's line manager.

Recommendations

In all cases, good judgement and common sense are required.

▶ **Increased transparency.**

Recommendations

All gifts and invitations:

- other than those of a low value, must be reported by the employee to his/her line manager and to the department in charge of ethical issues within his/her company;
 - must be clearly and accurately reported in the company's accounts.
-

Political contributions, corporate philanthropy and sponsorship



Any contribution, whether political or defined as corporate philanthropy or sponsorship, must be authorised in advance by the general management of the entity concerned.

While such actions are authorised in most countries, they can be open to criticism when they are linked to illicit compensations from which the company may directly or indirectly (through another Group company) benefit. In general, donations to public officials, including indirectly defrayed expenses, give rise to particularly high risks and must be subject to special vigilance.

Such actions come under the following categories:



Political contributions

These mainly consist of donations or gifts to political parties or organisations, trade unions, heads of political parties, elected representatives of or candidates for political or public positions.

Such contributions are either prohibited or strictly regulated.

Corporate philanthropy

This consists of the provision of financial support, skills or equipment by a company to a non-profit-making organisation, without seeking any direct economic return, with the aim of supporting an activity of general interest (arts and culture, science, humanitarian/social projects, research, etc.). The philanthropist has a liberal intent and its action is generally free from self-interest.

Sponsorship

This is a communication technique which consists of a company's financial and/or material contribution to a social, cultural or sporting activity in order to gain direct benefit therefrom, i.e. visibility of the sponsor company's values and increase of its brand. The sponsor's contribution is not recognised as a donation but as a communication expense; the sponsor's intent is commercial and its action is a self-serving action.

Examples of at-risk situations:

- your company had bid for a tender, and the public official in charge of the call for tenders suggests that your company undertake a corporate philanthropy initiative in favour of a public establishment chaired by one of his friends;
- a representative of the political party in power, in a country where donations to political parties are prohibited, approaches your company to obtain donations to finance the functioning of the party. Your company had bid for a national tender in that country.

RULES OF CONDUCT: **Any proposed donation/corporate philanthropy/sponsorship must be lawful.**

Recommendations

This must be verified in respect of applicable laws.

▶ **The proposed donation/corporate philanthropy/sponsorship must be authorised by the company's policy.**

Recommendations

Comply with this Code and the current policy of your company in this regard. The aim of the operation must be consistent with the company's communication strategy.

▶ **No donation/corporate philanthropy/sponsorship may be carried out without the prior authorisation of the company's general management.**

Recommendations

Any donation/corporate philanthropy/sponsorship project must be reported by the employee involved to his/her line manager, who will submit the project to:

- the company's general management;
 - the department in charge of the company's ethical issues, and
 - the company's communication department.
-

▶ **The purpose of the donation/corporate philanthropy/sponsorship offer or request must be legitimate.**

Recommendations

Anti-corruption laws prohibit the offering of donations/corporate philanthropy/sponsorship to a third party with the aim of obtaining any undue advantage or exercising any undue influence over any official matter.

The circumstances of the use of a donation/corporate philanthropy/sponsorship, the amount of support given, and the frequency of the support must not cast doubt on:

- the honesty of the donor;
- the impartiality of the receiving party;
- nor give rise to suspicions of any nature;
- nor be interpreted as concealing an act of corruption.

Vigilance is also required regarding context/circumstances: donations/corporate philanthropy/sponsorship must be avoided when the company is about to sign a contract with the requestor's entity.

Moreover, donations/corporate philanthropy/sponsorship must not be perceived as a reward for the awarding of a contract to the company.

▶ **Increased transparency.**

Recommendations

Any donation/corporate philanthropy/sponsorship must be formalised and documented. For example, information including the identity of the beneficiary and the intended purpose of the donation/corporate philanthropy/sponsorship must be specified.

All donations/corporate philanthropy/sponsorship must be evaluated and monitored by the employee involved with the support of his/her line manager and the department in charge of ethical issues within the company.

All donations/corporate philanthropy/sponsorship must be clearly and accurately reported in the company's accounts.

IMPLEMENTATION

Role of Group entities

Each VINCI Group entity is responsible for ensuring this Anti-Corruption Code of Conduct is applied.

Each entity must assess the corruption risks to which it is exposed, depending on the country (or countries) in which it operates, the nature of its activities and its co-contractors. This assessment is based on a method defined in conjunction with the internal control procedures.

Role of employees

All employees are expected to respect and comply with these rules, in accordance with their duties and responsibilities. Each employee must be vigilant as regards the matters that concern him/her, as well as those of the people around him/her, his/her team members, and his/her subordinates.

Employees must submit any question or difficulty concerning these rules and their implementation within the Group to their line manager or the persons qualified to help them (legal departments or departments in charge of ethical issues). Employees can also contact the VINCI Correspondent for Ethics.

Internal whistleblowing procedure

If an employee considers that a legal/regulatory provision, or any of these rules, has not been complied with or is about to be breached, he/she must promptly report the matter to his/her line manager or apply the Group's or his/her home entity's whistleblowing procedure, in compliance with the relevant rules, applicable laws, and his/her company's internal rules of procedure.

Disciplinary measures and sanctions

The rules of this Anti-Corruption Code of Conduct are mandatory. Everyone within the Group is subject to them, whatever his or her position.

Any action performed in breach of this Anti-Corruption Code of Conduct may result in disciplinary sanctions. Such actions would constitute **misconduct justifying disciplinary sanctions**, without prejudice to any prosecution that may be initiated by the company.

Moreover, any action performed in breach of applicable **anti-corruption laws** and regulations may give rise to disciplinary sanctions, and criminal penalties for the employee concerned and criminal penalties for the employer (e.g. fine, imprisonment, exclusion from public procurement, etc.).

The appropriate sanctions and proceedings will be those laid down by law applicable to the employee concerned, and will comply with applicable legal procedures, in particular concerning the rights and guarantees applicable to the employee concerned.

In particular, such sanctions could include, in compliance with applicable laws, dismissal for misconduct and claims for damages on the part of VINCI, even if the violation of the rules is detected by the Group itself during its internal control procedures.

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