

VINCI Energies Europe East GmbH („VEEE“)

VINCI Energies Deutschland Industry & Infrastructure GmbH („VED I&I“)

VINCI Energies Deutschland Building & Solutions GmbH („VED BS“)

VINCI Energies Deutschland ICT GmbH („VED ICT“)

[translation for convenience purposes only]

Compliance Directive

May 2021

The term "compliance" refers to the compliant behaviour of a company, its executive bodies and its employees in accordance with regard to all legal requirement and obligations as well as to internal guidelines. Our common objective is to ensure that all our business activities comply with our values and the moral and ethical principles set out in writing in the VINCI Group's "Code of Ethics and Conduct", which are binding on all companies, managers and employees within the Group.

(Source: Homepage www.vinci-energies.de)

Scope of this Compliance Directive

This Compliance Directive applies to all employees and executive bodies of VINCI Energies in Germany, namely VEEE, VED I&I, VED BS and VED ICT, including all their subsidiaries.

We expect and demand from all employees, regardless of their position in the company, to always act in accordance with applicable law and our internal policies. These are the current version of the following documents:

- this **Compliance Directive** itself.
- the **VINCI Group's "Code of Ethics and Conduct"**,
- the **VINCI Group's "Anti-Corruption Code of Conduct"**, as well as
- all other compliance-relevant guidelines, including future guidelines.

Violations and breaches of the above guidelines and documents shall not be tolerated.

This Compliance Directive not only requires law-abiding conduct (this goes without saying), but also explains the correct conduct and appropriate behavior of our employees towards customers, sub-contractors and competitors. It makes precise stipulations regarding the observance of anti-corruption law, competition law, the handling of donations, the avoidance of conflicts of interest in the performance of our contracts, including the protection of the company's assets.

Sponsoring, donations, memberships and other contributions or benefits without consideration

- Donations and other contributions to political organizations and parties and to religious associations are strictly forbidden.
- Grants intended to confer an unlawful competitive advantage are not permitted.
- All contributions, such as sponsorships, donations and memberships, as well as any contribution without consideration must be approved in advance in writing by the respective Division Manager.
- The identity of the beneficiary and the intended use of the grant shall be made transparent and shall be correctly accounted for.

Gifts and Invitations

On the one hand, gifts and invitations are common and legitimate practice in everyday business. On the other hand, certain limits must not be exceeded. The following rules apply:

- Monetary gifts and their equivalents (vouchers, cheques) are prohibited. They shall neither be offered nor accepted.
- All other gifts or invitations shall be granted or accepted in a transparent manner, i.e. they must be identifiable and verifiable. Furthermore, they shall remain within an appropriate financial limit and must not exceed such limit.
- Gifts and invitations shall never be given or accepted in return for an unlawful advantage.
- An accumulation (more than 2x per year, so-called "feeding"), caused by previous donations to the same recipient, shall be avoided and must in no case create the appearance of dishonesty.
- Invitations to entertainment events (e.g. football matches, musicals, marketing events with a leisure program and/or overnight hotel stays) shall - whenever possible in advance - be reported to the respective BU-Manager or, in the case of BU Managers, to the Division-Manager responsible for them.

Compliance with the prohibition of corruption in the public sector

We, VINCI Energies in Germany and our affiliated companies, carry out numerous projects with Public Clients (e.g. the Federal Republic of Germany, a federal State, municipalities and municipal special purpose associations and companies, universities, public broadcasting corporations (like in Germany ARD, ZDF), TÜV (= "Technischer Überwachungs-Verein", engl. Technical Inspection Association), Deutsche Bahn AG (German Railway), in particular DB Netz AG (= Infrastructure branch of German Railway).

The aforementioned instructions on conduct shall be observed in particular with regard to employees in the public sector (civil servants, all employees and staff of the above-mentioned companies, public agencies e.g. TÜV). In addition, the following shall apply:

- Any appearance of dishonesty or incorrectness shall be avoided.
- All laws and regulations concerning public procurement as well as all specifications in the respective tender documents shall be strictly observed.
- The offering or granting of any gratuity or other advantage is prohibited.

Manufacturer/Partners and License Agreements

The Companies, in particular the companies of Pôle VED-ICT, are cooperation partners for various manufacturers of state-of-the-art IT hardware and software. The **Partner and/or License Agreements** contain strict rules for the resale or reuse of these products, combined with severe sanctions in the event of breaches of contractual provisions. It is imperative that our employees adhere exactly to the contracts, rules and regulations agreed upon with the manufacturer. In particular, it is prohibited

- to sell products to intermediaries or into the so-called "grey market",
- Deliver products to unnamed end customers (buy for A, deliver to B),
- to purchase products on the "grey market",
- to deviate from the terms and conditions of the manufacturers/partners and suppliers, e.g. terms and conditions in so-called Special Bid Offers ("SBO").

Failure to comply can result in **severe penalties** from audits of manufacturers/partners and suppliers.

Furthermore, bonus systems related personally to an employee must be reported immediately and in full to the employee's superior and the head of the Pôle.

Fair competition

Fair competition is a basic prerequisite for the free development of markets and the associated economic and social benefits. Therefore, the rules are:

- Every employee is obliged to comply with the rules of fair competition.
- Agreements with competitors on prices or the allocation of customers, markets or territories, or on participation in tenders and the content of tenders are strictly prohibited.

Disciplinary consequences of non-compliant actions and behaviour

This Compliance Directive and the documents referred to are binding for all employees. Compliance with them is mandatory.

In the event of a breach or violation, employees must expect disciplinary consequences as such breach constitutes in addition a breach and violation of their obligations under their employment contract and applicable labor law.

Depending on the type and severity of the misconduct, the following sanctions may be applied:

- Informal admonition,
- Formal warning,
- Loss/revocation or reduction of variable remuneration,
- Ordinary or extraordinary termination,
- Claims for damages,
- Criminal charges.

Reporting of compliance violations, confidentiality, whistleblower system

We expect our employees to report compliance breaches of which they become aware to their supervisor or to the Compliance Officer of their Pôle. Please also report in cases of doubt or mere suspicion. If, for whatever reason, you do not wish to contact the Compliance Officer responsible for your Pôle, you are free to contact any of the other Compliance-Functions listed in the following **table (Attachment)**.

In addition, serious breaches of compliance rules can be reported through VINCI Integrity, the VINCI Group's international whistleblowing system, which is accessible to all VINCI employees and third parties, at www.vinci-integrity.com.

Compliance Officers

If you have any questions, please contact the Manager of your BU or the Compliance Officer of your Pôle (see the attached table or check website and intranet, keyword "Compliance").

Enter into force

This Compliance Directive shall enter into force upon its publication.

Frankfurt am Main, May 20, 2021

for **VINCI Energies Europe East GmbH**

Dr. Reinhard Schlemmer

Managing Director
General Manager VEEE

Dr. Thorsten Haeberlin

Director Legal
Compliance-Coordinator VEEE

for **VINCI Energies Deutschland Industry & Infrastructure GmbH**

Frank Westphal

Managing Director
VED I&I

Uwe Winkler

Managing Director
VED T&T

Thomas Hollmann

Compliance Counsel
VED-D & VED T&T

Martin Häring

Compliance Officer
VED IS W & IS MO & I EP

for **VINCI Energies Deutschland Building Solutions GmbH**

Stefan Falk

Managing Director
VED-S

Bertrand Purel

Managing Director
VED-BT

Elizabeth Schmidt

Compliance Counsel
VED-S

Christoph Härle

Compliance Coordinator
VED-BT

for **VINCI Energies Deutschland ICT GmbH**

Burim Mirakaj

Managing Director
COO VEEE, ICT CH & D

Jacques Diaz

Managing Director
VED ICT

Martin Häring

Compliance Officer
VED ICT