



CODE OF CONDUCT

DECEMBER 2019



Port
Boulogne
Calais

PLUS QU'UN PORT

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A WORD FROM THE CHAIRMAN

Société d'Exploitation des Ports du Déroit (SEPD), concession holder for the Port of Boulogne-Calais, operates a public service defined in a concession contract signed with the Conceding Authority, the Région des Hauts de France. In the course of its activities, the Company is in daily contact with its customers, suppliers and employees, but also with local authorities, institutions, associations, federations, etc.

The Company was created in December 2014. Although this is a young company, it should not be forgotten that its employees and shareholders have been involved in developing the infrastructure for many years.

In order to consolidate this historic activity, reinforce the sharing of objectives and the development of the business of the single port, it is clearly essential to share with all the stakeholders (shareholders, employees, customers, suppliers, etc.) a number of fundamental values acknowledged by all concerned: that is the purpose of this **Code of Conduct which describes the main actions that should inspire the behaviour of the Employees, directors and company officers in all circumstances**. Even if for most of us, these values go without saying, it was still important, given the size of the Company's workforce, to set out explicitly in a single document all the rules that apply to everyone in the Company.

- This Code of Conduct has been presented to the staff representative bodies and the Board of Directors.
- A copy of this Code of Conduct will be given to every existing employee and to all new employees joining us when they sign their employment contract as well to suppliers and subcontractors and it will be posted on the company's website and intranet.
- This Code of Conduct sets out what the Company expects of each Employee, namely irreproachable behaviour based on integrity, loyalty, respect for the dignity of others and individual rights.
- This must be reflected in our day-to-day behaviour, our actions in our professional activities, but also outside the company.
- The organisation of the internal control of the Company's departments will ensure that these rules are respected.
- Your line managers are at your disposal to guide you in your appropriation of this Code of Conduct,

Anyone, and more specifically any Employee who encounters any difficulties or has any questions concerning the limits of the application of these rules will be able to contact his/her Line Manager, the SEPD's Ethics Referee or the External Referee.

Jean-Marc Puisseuseau
CEO





WHY THIS CODE OF CONDUCT?

THE ROLE OF THE CODE OF CONDUCT AT SEPD

TO REINFORCE OUR IMAGE AS AN ETHICAL, RESPONSIBLE COMPANY



The Company plays an important role at local, regional, national and European level.

The trust it inspires is built on the history and culture of the Company, recently created and still growing, and is strengthened up throughout the work of our Employees, who maintain close relations with our customers and more widely with all our partners (local and national authorities, suppliers, shareholders, conceding authority, public bodies, elected officials, voluntary bodies, etc.) which are liable to generate trust.

In order to maintain, improve and further develop this trust, it is essential to prevent all forms of misconduct.

Accordingly, the establishment of a set of **concrete, precise, uniform rules** applicable within the Company is the best way of **demonstrating our integrity** and earning the **legitimate trust** of our stakeholders. These rules will enable the company to mark its commitment to **integrity and a set of values that are essential** to our long-term development.

TO PROTECT THE EMPLOYEES



The first people exposed to the risk of corruption are the Employees, in their daily work. Even though the intensity of the risk may vary according to the position held, all employees are likely to be exposed, often unconsciously.

The aim of these recommendations is therefore to provide **responses and information** enabling **decisions in an informed, transparent manner**. Applying the rules set out below enables Employees to **protect** themselves, but also to **raise their awareness** of the sanctions they risk if they fail to abide by certain rules.

TO PROTECT THE COMPANY



Through their actions, Employees convey the **Company's image** on a daily basis. This automatically means that any unethical behaviour will have a direct impact on the company as a whole. Indeed, its image is one of the company's intangible assets, one which guarantees **its reputation** and its «recommendability» with its Employees, partners, customers, lenders, etc. There is therefore a direct link between its performance and its development.

Our reputation is one of the foundations of the competitiveness of our company. Suppliers, customers, investors will all gravitate more easily towards a company whose integrity is intact.

Practices that are ethically dubious inevitably lead to a loss of confidence. The sanctions risked by companies are also significant.

SCOPE

Scope This Code of Conduct **applies to all the company's Employees.**

AS A SALARIED OR OTHER EMPLOYEE YOU HAVE AN OBLIGATION TO:



- familiarise yourself with this Code of Conduct and understand how it applies to your work day to day;
- follow the recommendations in the Code of Conduct;
- perform your duties in compliance with the statutory and regulatory provisions;
- contact your supervisor or line manager if you have any questions relating to the contents of the Code of Conduct (understanding of the content, doubts about how to behave or what decision to take in certain circumstances, etc.).

AS A MANAGER YOU HAVE AN OBLIGATION TO:



- set an example in terms of integrity and compliance with the requirements of this Code of Conduct;
- check that your Employees are aware of and understand the rules set out in this Code of Conduct;

- promote the anticorruption system with your employees (Code of Conduct, whistleblowing scheme, related procedures, etc.);

- create a climate of confidence within which each employee will feel able to address or report any ethical problem or nonconformity.

- take the necessary decisions in conjunction with the Human Resources department in the event of any blatant breach of these values and principles which is contrary to the Company's interests.

This Code of Conduct is also intended to **be promoted** with all the **company's suppliers and partners, as well as with customers**, who must share our essential values.

Blatant failure to abide by these values and principles contrary to the company's interests will lead to **disciplinary action** the nature and extent of which are set out in the company rules of the Company to which the Employee concerned belongs.



HOW TO USE THIS CODE OF CONDUCT?

THE CODE OF CONDUCT AS A GUIDE FOR ACTION

The Company calls upon each Employee to adhere to professional ethics that must dictate their behaviour at all times.

The principles set out below are not only based on moral considerations or legal rules. They are not limited to a reminder of the need to obey the law. They seek to promote honest and exemplary professional behaviour in all circumstances.

Certain themes considered as major are detailed in this document, although the Code of Conduct does not claim to cover every possible situation: the Code of Conduct's aim, however, will only be achieved thanks to the reflection and sense of responsibility of each individual.

Consequently, it is important to ask oneself the following questions **in the event of a situation not explicitly dealt with in this Code of Conduct:**



- Are my actions legal?
- Are my actions in line with the company's rules and values?
- Do my actions comply with the rules set out in the Code of Conduct?

- Can I justify that my actions are in good faith in all circumstances?
- Would I be happy for my actions to be made public within and outside the company?



Before taking any decisions, everyone should ask themselves, as a matter of awareness, whether the behaviour they are envisaging is compliant with the principles set out in the Code of Conduct, beyond a mere analysis of their compliance with the applicable laws and regulations.

If the answers to **all** these questions are «yes», you can go ahead with your actions.

If the answer to one of the questions above is «**no**» or if you have a **doubt**, the golden rule must be to consult a competent person (line manager, in-house experts, ethics officer, etc.) and to discuss the matter openly before proceeding.



HOW TO USE THE WHISTLEBLOWING PROCEDURE?

SEPD has set up a whistleblowing procedure to enable its Employees to inform the company of any breaches of the rules in this Code of Conduct as well as of any regulations currently in force.

WHO CAN ACTIVATE THE WHISTLEBLOWING PROCEDURE?



Any regular or occasional Employee or external person working at SEPD (temporary agency workers, trainees, service providers, etc.).

WHAT TYPE OF ALERT?



The whistleblower must present, objectively, **materially verifiable facts** of which s/he has become **personally aware**. Breaches reported may concern any of the following cases:

- a failure to abide by the rules in the Code of Conduct;
- a crime or offence;
- a manifest breach of an international commitment, a breach of a unilateral act of an international organisation, a law or regulation;
- a serious threat or damage to the public interest.

WHAT ARE THE GUARANTEES FOR THE WHISTLEBLOWER?



The whistleblowing scheme guarantees the **strict confidentiality** of the whistleblower's identity, as well as that of the person(s) accused and of the information gathered.

The whistleblowing system guarantees protection against any retaliation or discriminatory measures for any whistleblower who reports **selflessly and in good faith** a breach of which s/he has become personally aware.

WHISTLEBLOWING PROCEDURE



The alert can be brought to the knowledge of the whistleblowing system's **External Referee**, the **Internal Ethics Referee** or the **Line Manager**. The alert will be processed by the recipient of the report, either personally or with the support of experts, depending on the area concerned by the alert.

THE MAIN PRINCIPLES

INTEGRITY WITH REGARD TO THE COMPANY AND ITS EMPLOYEES

- Not drag SEPD into any illegal practices
- Respect individuals' right
- Comply with the local Labour Code
- Create a harmonious work climate where everyone can express themselves
- Offer a healthy, safe and risk-free working environment
- Not discriminate against anyone
- Strive to minimise ecological impacts



- Adopt an irreproachable attitude in the fight against corruption
- Not make facilitating payments
- Refuse any inappropriate gifts or invitations, i.e. outside the professional framework and/or of unreasonable value
- Declare any situation constituting an actual or potential conflict of interests
- Not misappropriate the property and resources of SEPD
- Ensure faithful communication of accounting and financial information
- Always select partners carefully (intermediaries, suppliers, partners, etc.)
- Avoid participating, or even giving the appearance of participating in agreements or concerted actions with the aim or effect of restricting competition

INTEGRITY IN BUSINESS RELATIONS



INTEGRITY WITH REGARD TO SEPD AND PROTECTION OF INFORMATION

- Preserve the credibility and image of SEPD
- Not disclose confidential information
- Communicate responsibly



I. INTEGRITY WITH REGARD TO THE COMPANY AND ITS EMPLOYEES



1. RESPECT FOR LEGALITY



The Company and its Employees must comply with the laws and regulations that apply to the exercising of their activities.

Each Employee must abstain from any behaviour that could lead him/her or the other Employees or the Company to engage in unlawful or unfair practices.

Although it would be unreasonable to expect each person to be a specialist in the legislation applicable to his/her professional activity, each Employee must acquire sufficient knowledge of the legal rules applicable to his/her activities.

This minimum knowledge will enable him/her to determine the moment when it becomes necessary to seek the advice from line managers, the legal department, human resources or even the Company's lawyers.

Strict compliance with the rules of law on corruption, illegal acquisition of an interest, trading in influence and competition is absolutely essential. The same applies to those relating to work and employment, health and safety and environmental protection, which requires particular vigilance.

In this respect, within the Company, no performance targets may be set, imposed, accepted or rewarded in any form whatsoever if their attainment implies going against these rules. The Company and its Employees must therefore remain vigilant and ensure that they do not place themselves in situations of risk. Compliance with laws and regulations must never be compromised.

2. HUMAN RESOURCES POLICY



FAIRNESS AND COMPLIANCE

As a responsible company concerned for the well-being of its Employees, the Company will refrain from:

- any discrimination on unlawful grounds, such as gender, age, lifestyle, belonging to a particular race, ethnic group or nationality, disability, opinions or religious, political or trade union commitments,
- any pressure, intimidation or persecution of a psychological or sexual, or more generally, illegal nature.

The Company complies with the laws relating to the Employees' privacy, in particular those that govern computer records. The Company prohibits any violation of human rights.

DIVERSITY AND RESPECT FOR THE DIGNITY OF OUR EMPLOYEES

The Company respects the personal dignity, privacy and individual rights of each of its Employees and undertakes to guarantee a workplace free of discrimination and harassment.

Employees, salaried and other, must therefore not engage in any form of discrimination based on origin, nationality, religion, race, gender, age or sexual orientation or in any form of harassment, verbal or physical, on the aforementioned bases or for any other reason.

Employees, salaried and other, who believe that their work environment does not comply with the aforementioned principles are encouraged to inform the Human Resources department of their problems.

FAIR AND OBJECTIVE HIRING

Employees, salaried and others' partners and close family members may only be hired as salaried employees or advisors:

- on the basis of their qualifications and achievements,
- on the basis of their skills,
- on the basis of their experience,
- and as long as there is no hierarchical relationship between the employee and his/her close relative or partner.

This non-discriminatory principles relating to hiring apply to all areas of professional life, such as in particular compensation, promotion and transfers, including when the personal relationship develops after the employee has joined the company.

As long as they are as qualified as other candidates, children of the Company's employees may be given priority for work experience and training placements, holiday jobs and other similar short-term tasks.

Depending on the position filled, an extract from the person's criminal record may be requested.

PROFESSIONAL DEVELOPMENT

The Company's aim is to foster the professional development of its Employees by offering each of them a personalised training project and by providing opportunities for promotion or advancement that take account of their skills, creativity, energy and initiative. A policy of strategic workforce planning (SWP) accompanies this responsible approach, anticipating changes in jobs and identifying the company's labour and skills needs in the short and medium term.

The Company's responsible employer approach is also expressed in the active dialogue with the staff representative bodies, whilst respecting trade union independence and pluralism.

HEALTH AND SAFETY OF EMPLOYEES

The Company's first duty is to guarantee the health and safety of its Employees at work.

The Company's aim is to reach zero accidents, both on its own sites and for employees travelling off-site.

This applies to the Company's own Employees as well as to temporary agency workers and subcontractors' employees.

The Company takes all appropriate preventive actions to achieve this target. The organisation of safety training sessions for Employees contributes considerably to encouraging each employee to take responsibility for their own health and safety in their day-to-day behaviour. All levels of management are strongly committed to steering, implementing and monitoring the safety policy. Outcomes in this area are among the elements taken into account when assessing managers' performance.

The fight against alcohol and drug use is the subject of particular attention.

EQUALITY OF OPPORTUNITY FOR ALL

It is Company policy not to discriminate, on any grounds whatsoever, in hiring and in work relations. Human resources management and, more generally, the relations between Employees are based on the principles of mutual trust and respect, with a constant concern to treat everyone with dignity.

Beyond its role as a social ladder, the Company pursues a proactive management policy based on equality of opportunity, in particular in the area of gender diversity. The Company's top management are the guarantors of the implementation of this policy. They ensure that the principles behind it are filtered down through the managerial chain.

SHARING THE FRUITS OF GROWTH

The Company has set up an employee shareholding scheme and emphasises individual responsibility and the performances of each Employee in their

career progression within the Company.

The Company promotes employee profit sharing in line with current legislation.

3. A RESPONSIBLE CORPORATE CITIZEN



CORPORATE SOCIAL RESPONSIBILITY

The Company is committed to serving its customers whilst assuming its social and environmental responsibilities.



It does this by applying the principle of continuous improvement and based on concrete actions, by preserving the environment and natural resources, improving living conditions, sharing experiences and using the best technologies, dialogue and the participation of the stakeholders in decisions that concern them.

The Company strives to preserve natural resources, reduce its energy consumption, improve waste management. The deployment of environmental management systems complementary to quality management systems fosters a continuous improvement approach in this area.

Accordingly, Employees must adhere to and participate in the implementation of means enabling these targets to be met. This requires a daily questioning of one's behaviours.

Quality is a strategic concern for the Company.

The Company has a duty to treat its customers honestly and fairly.

The Company is convinced that customer

satisfaction is what guarantees the long-term survival of the company.

The Company's Employees will give priority to quality contacts with customers and work to ensure the continuous improvement of the quality of the services, the safety of property and people and the quality of the environment. Certifications are objective to be reached and maintained. This increases customers' confidence in our ability to fulfil our commitments.

Every Employee must participate in the continuous improvement of internal risk control measures and facilitate the identification of the primary cause of dysfunctions.

CONTRIBUTION TO CHARITABLE ACTIVITIES AND SPONSORSHIP

Contributions to charitable activities and sponsorship actions are authorised if they really serve a public interest cause and contribute to the Company's civic action policy.

They must be approved in advance and in writing by the general management and they will be accounted for.

POLITICAL ACTIVITIES

The Company respects the commitments of its Employees who, as citizens, participate in public life.

No Company assets must be used for any form of political activity.

All Employees must refrain from morally engaging the Company in such activities. In particular, they will not communicate on the fact that they work for the Company.

Furthermore, any Employee taking part, in the course of his/her personal activities, in the decisions of the state, a public body or local authority must abstain if required to vote on any decision concerning the Company.

The Company does not contribute directly or indirectly to the funding of any political activity.

All Employees therefore exercise their freedom of expression and political activities outside of their contract of employment, during their own time, at their own expense and on an exclusively personal basis.

II. INTEGRITY IN BUSINESS RELATIONS



1. FIGHT AGAINST CORRUPTION, TRADING IN INFLUENCE AND FACILITATING PAYMENTS



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WHAT IS CORRUPTION, TRADING IN INFLUENCE AND FACILITATING PAYMENTS?

Corruption means promising, giving or offering third party (active corruption), but also soliciting or receiving from a third party (passive corruption):

- directly or through another person
- an undue advantage (advantage granted in breach of legal obligations)
- for oneself or for others
- to facilitate, accomplish or abstain from accomplishing an action.

In French law **trading in influence** is assimilated with corruption. The difference resides in the fact that trading in influence requires the existence of an intermediary between the potential beneficiary and the public authority, who will use his/her influence to obtain the desired decision (distinctions, jobs, contracts or any other favourable decision).

Facilitating payment are small amounts of money paid unofficially and inappropriately to

Employees to obtain or speed up the performance of indispensable routine actions to which the person offering the payment is legally entitled. They are paid to obtain permits, certificates etc. from public authorities.

CORRUPTION, TRADING IN INFLUENCE AND FACILITATING PAYMENTS WITHIN SEPD

Acts of corruption are prohibited by law and contrary to the Company's values and ethical principles.

The negotiation and performance of the contracts that bind us mainly to holders of public contracts must not give rise to any behaviour that could be considered as active or passive corruption (bribery or accepting bribes) or complicity in trading in influence or favouritism.

It is pointed that the commission of such offences through intermediaries, commercial agents or consultants may lead to the person having instructed to the latter to commit such acts being held liable with the same degree of severity as if s/he had committed them him/herself.

All Employees must avoid entering into contacts with third parties liable to place them personally in a situation where they are under an obligation to

that party liable to raise doubts as to their integrity.

Likewise, they will take care not to expose to such a situation a third party that they are attempting to convince or to get to sign a contract with the Company.

No Employee of the Company must grant, directly or indirectly, any undue advantages of any nature and by any means whatsoever to any third party for the purpose of obtaining or maintaining a commercial transaction or preferential treatment.

Employees must never propose or promise, directly or through any intermediary, any personal, financial or other advantage with a view to obtaining or maintaining a business relationship or other advantages with a third party, whether public or private.

Likewise, Employees must not accept such advantages with a view to granting preferential treatment to any third party. In addition, Employees must abstain from any activity or any behaviour liable to give the impression of such conduct or an attempt at such conduct or to give rise to suspicions in this respect.

Employees must be aware that proposing or granting improper advantages with a view to influencing the decisions of customers, suppliers, public or private entities with which the Company has business relations – whether or not such persons are public servants or not – can lead not only to disciplinary action, but also to prosecution.

An improper advantage may constitute any item of value that favours its recipient, including an employment or work contract granted to someone

close to the recipient.

In accordance with the OECD Convention of Combating Bribery of 17 December 1997, the corruption of public officials, in all its forms, is prohibited.

Any Employee who is contacted in this regard should refer the matter to his/her line managers, who will take all the necessary measures to put an end to this situation.

All facilitating payments are prohibited by the Company. For example, it is forbidden to make a facilitating payment to speed up the approval of an application or to obtain planning permission.

RISKS INVOLVED

These are of several orders:

- **Legal risks**, namely the criminal penalties prescribed for corruption.
- Such sanctions may be taken against the legal person, the Company, but also against physical persons. They may be fines and/or prison sentences.
- **Commercial and operational risks**, namely the negative consequences on the day-to-day activities, such as purchasing, the provision or sale of services, recruitment, investment
- **Risks to reputation**, linked to the solidity of a company and its employees in the eyes of their peers, families and friends and public opinion in general. A bad reputation often has other consequences, in particular on a commercial level (e.g. a decline in customer numbers and in the appeal of the services offered by the Company).

RISKY SITUATIONS

- Contract award periods
- Use of intermediaries
- Lack of information about a third party (suppliers, intermediaries, etc.).
- Pressure to use a particular service provider.
- Requests to intervene to speed up administrative processes or to obtain a contract.

THE RIGHT THING TO DO

- Avoid all contact or exchanges with suppliers in contract award periods, except those in line with the rules of public procurement contracting.
- Abide by the public procurement contracting rules when they apply to us as buyers or when we are the suppliers ourselves.
- Ensure that contracting third parties and intermediaries are informed of our standards and undertake to comply with them.
- Carry out business relations integrity checks before making any commitments.
- Inform the **External Referee** in the whistleblowing scheme, the **Internal Ethics Referee** or the **Line Manager** immediately if an Employee becomes aware of actions liable to be contrary to our anticorruption policy.

2. GIFTS AND INVITATIONS

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WHAT IS MEANT BY GIFT OR INVITATION?

A gift is a material benefit offered within the context of a social relationship whose value may vary considerably according to the circumstances (living standard, context, etc.) and the people

involved.

An invitation is an immaterial benefit intended to show that attention is being given to the other person, whose value will vary according to the people and circumstances.

GIFTS AND INVITATIONS WITHIN SEPD

Employees must not be influenced by the granting of favours and must not try to influence other people by offering them improper favours. Employees may only propose or accept reasonable business meals and symbolic presents, where it is appropriate in the circumstances; they are not entitled to accept or propose presents, entertainments or business meals when such behaviour could give the impression of improperly influencing the business contact concerned.

No Employee may offer or accept from a third party presents in the following forms, regardless of the value: – money – loans – percentages – other, similar monetary benefits.

Employees will not agree to receive, directly or indirectly, any payment, gift, entertainment or benefit from anyone in a business relationship with the Company.

The only things that are acceptable are acts of courtesy or standard hospitality, business meals or other events corresponding to the most reasonable customs in our profession, as well as gifts other than money if they are of little value and this is normal practice.

Employees must ask themselves if a gift or benefit is legal, if it is liable to affect their

Some terms requiring clarification:

Notion of the professional sphere:

The gift must be given in the context of an activity or event: for example a bag bearing the company's logo at a conference with customers or prospects.

Any invitation issued to a customer, for example one including a trip and a hotel stay, must be motivated exclusively by a professional activity (meeting, presentation of a product or service, etc.). It must therefore involve the majority of the time being spent in the presence of the Employees involved in the work or the services binding the two companies or organisations.

Notion of reasonable value:

Reasonable amount: A Value small enough not to be perceived as an attempt to bribe the person. This may be Christmas or New Year cards, wine or champagne, chocolates, flowers, Christmas hampers, invitations to a breakfast, lunch or dinner to discuss business. This notion is particularly important in the application of the Gifts and Invitations policy. This point must be appreciated taking into account the entire context, to judge whether or not an invitation of gift is reasonable.

actions within the Company and whether the person offering it will think that they have compromised themselves. The line manager must be informed of any solicitation or offer of particular advantages made to an Employee.

If in doubt, employees must ask their line manager or the Ethics Referee for assistance.

Employees must declare all presents received to the Ethics Referee once a year.

	NO PRIOR AUTHORISATION	PRIOR AUTHORISATION EMANATING FROM THE LINE MANAGER	PRIOR AUTHORISATION EMANATING FROM THE ETHICS REFEREE
GIFTS	Prior authorisation and systematic declaration (declaration and authorisation form available)		
MEALS	<p>The value must be appropriate to the circumstances</p> <p>* Neither the spouse or any other person close to the guest *is invited</p> <p>* Direct connection with work</p>	<p>* Value higher than that of an ordinary business meal</p> <p>* No direct connection with work</p> <p>* The guest may come accompanied by his/her spouse or other persons</p>	
LEISURE (ENTERTAINMENT, MATCHES)	Prior authorisation and systematic declaration (authorisation request form available)		
TRAVEL			
ACCOMMODATION RELATED TO CURRENT OR FUTURE CONTRACT			

RISKY SITUATIONS

- Granting or receiving a gift outside the professional context, of an unreasonable value or too frequently.
- Gifts or invitations given to (or received from) a public person or a person with some influence over a decision affecting the Company's interests.
- Gifts or invitations given to (or received from) a person close to the business contact.
- Granting or receiving gifts at a strategic time (tender procedures, signing of agreements, voting, etc.).
- Concealment of gifts or invitations.
- Receiving or giving a gift or invitation without prior authorisation.

- Any giving or receiving of a sum of money, or any other valuable, with the aim of obtaining an undue advantage or influencing a decision is formally prohibited.

THE RIGHT THING TO DO

- Before giving or receiving a gift or invitation, check that this is allowed.
- Refuse gifts or invitations at particular times such as during tender procedures.
- Record the gift or invitation in the dedicated register according to the rules laid down by the entity.
- Gifts and invitations need not be prohibited, but prior authorisations must be obtained when they are required.

▶ **IN CASE OF DOUBT, EMPLOYEES MUST ASK THEMSELVES THE FOLLOWING QUESTIONS:**

- «Would I feel indebted if I accepted this gift?»
- «Would I be uncomfortable if my manager found out that I had received this gift?»
- «Would it be difficult to justify this gift/invitation to my colleagues?»
- «Is the gift/invitation offered in a particular context (tender procedure, entry into a market, etc.)?»
- «Does the amount seem out of all proportion to the local living standard?»

If the answer to one or more of these questions is «yes», the gift must be refused.

Do not hesitate to speak to your manager or the Ethics Referee to get their opinion.

3. PREVENTION OF CONFLICTS OF INTEREST



CONFLICTS OF INTERESTS WITHIN SEPD

Employees have a duty to act in the best interests of the Company at all times.

WHAT IS A CONFLICT OF INTEREST?

A conflict of interest is a de facto situation in which a person is faced with two divergent interests, a general interest and a particular interest, between which they must choose.

A conflict of interest arises from a situation where a person employed by a public or private organisation possesses, directly or indirectly (through a family member, etc.) interests that could influence or appear to influence the way in which s/he performs his/her duties and exercises the responsibilities entrusted to him/her by that organisation.

A conflict of interest arises when the personal interests of an Employee, a director or those of a third party clash with the Company's interests. In such a situation, it can be difficult for the person concerned to act in the best interests of the Company. Employees and directors must avoid all conflicts of interest.

All Employees or directors of the Company are bound by a duty of loyalty to the Company. They must therefore take care not to exercise, directly or indirectly, any activity or say anything that would place them in a situation of conflict of interest with the Company.

It is therefore forbidden for Employees to hold an interest in a company as also mentioned below, whether it is a customer, supplier or competitor of the Company, and more generally any activity within any company, third party or external entity, etc. if this investment is of a nature to influence their behaviour in performing their duties within the Company.

All Employees must inform the Company's Ethics Referee in writing before entering into any transaction with a company, third party or external entity, etc. of which they or a member of their family are an investor or significant director.

Employees must not accept any assignment or job offered by a supplier, a customer or a competitor, which would be of a nature to affect their performance or their judgment in performing their duties within the Company.

If they are, nevertheless, confronted with a risk of a conflict of interest or liable to induce a conflicts of interest, Employees must, out of loyalty and with a view to transparency, inform their manager or the Ethics Referee immediately and refrain from getting involved in the Company's relations with the third party concerned, until a solution has been found.

RISKY SITUATIONS

- Choice of a provider from a list containing a relative's company.
- Having a financial interest, in any form whatsoever, in a commercial company controlled by partners, competitors, suppliers or customers of the Company.
- Influencing the hiring, the evaluation of the work or the pay or a relative, etc.

THE RIGHT THING TO DO

- Inform your manager if you hold, directly or indirectly, a significant stake in the capital of a company in a contractual relationship with the Company implying that your impartiality could be affected.
- Do not use resources, the name, the time or structures of the Company for any personal purposes.
- Apply a transparent and objective recruitment procedure.
- If in doubt about what to do, ask your Manager or the Internal Ethics Referee.

4. FIGHT AGAINST FRAUD AND PROTECTION OF ASSETS



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FRAUD

Fraud, namely any action or omission committed with an intention of deceit (falsification, concealment, lying, etc.) both internally or with regard to third parties, is unacceptable and totally contrary to the Company's values. All Employees must adhere in all circumstances to the highest standards of honesty and sincerity with regard to the Company's internal and external environment.

Employees must never commit fraudulent or dishonest acts involving the property, the finances and the accounts of the Company or any third party. Such acts may lead not only to disciplinary action, but also to prosecution.

PROTECTION OF SEPD'S ASSETS

All the Company's Employee have a duty to protect the Company's property and assets. These are not

limited to movable and immovable assets. They also include the ideas and know-how developed by the Company's Employees, as well as its reputation.

Lists of customers and subcontractors or suppliers, information about markets, technical or commercial practices, technical offers or studies, and more generally, all the data and information to which Employees have access in the course of their duties, are all part of the Company's assets.

Employees must protect the Company's assets and make correct and effective use of them. All Employees must endeavour to protect the Company's property against any damage, loss, abuse, theft, fraud, misappropriation and destruction.

These obligations apply to both tangible and intangible assets, including trademarks, confidential and secret information and the Company's information systems.

This duty of protection continues even after an Employee has left the Company. No Employee may appropriate for his/her personal use any asset belonging to the Company, nor make it available to any third party to the benefit of anyone outside the Company.

The communication systems and intranet networks are the Company's property and must only be used for professional purposes.

Use for personal purposes is only authorised as long as it remains within reasonable limits, if it is justified by the need for a fair work-life balance and proves to be necessary.

It is forbidden to use these systems and networks for illegal purposes, in particular to transmit messages with racist, sexual or abusive content. Employees will also refrain from making illegal copies of software used by the Company or from making unauthorised use of such software. Private use of IT tools is tolerated when it enables staff to deal with personal matters of a practical nature, as long as it remains minimal. Any abusive use of the network not in line with the obligation of a direct and necessary link with the professional activity will be subject to sanctions.

The Company attaches great importance to the preservation of its reputation, particularly in connection with the use by Employees of certain communication and information exchange tools on the internet, such as in particular social media, blogs, image sharing websites and forums.

Employees must use such tools in a responsible manner and in particular abstain from mentioning the Company's name or that of any of its Employees, unless duly authorised to do so.

To the full extent permitted by the applicable law, the Company reserves the right to check and examine the way in which its property is used by its employees; it may therefore inspect all e-mails, data and files saved on the terminals on its network within the limits of the rights granted to employees in this regard.

TRANSPARENCY AND INTERNAL CONTROL

Every Employee must participate in the continuous

improvement of the risk management system and facilitate the identification of the primary cause of dysfunctions.

Each person will contribute with care and diligence to the surveys, reviews and audits carried out as part of the internal control process with a concern for transparency and honesty so that any major suspicion or weakness can be identified and corrected.

The operations and transactions carried out by the Company are recorded in a true and fair way in each company's accounts, in accordance with current regulations and the internal procedures. Any Employee entering accounting records must do so accurately and honestly, and ensure that documents exist corresponding to each entry.

Any transfer of funds requires particular vigilance, in particular with regard to the identity of the recipient and the reason for the transfer.

Any hindrance of the correct performance of controls and audits, whether these are carried out by internal departments or the statutory auditors, as well as any concealment of information in this respect are prohibited and would constitute serious breaches of this Code of Conduct.

The Company's financial data form the basis of the Company's conduct of its business and the fulfilment of its obligations towards the different stakeholders.

All the financial data must therefore be correct and compliant with the Company's accounting standards.

5. CAREFUL SELECTION OF THIRD PARTIES



USE OF INTERMEDIARIES

The Company only uses intermediaries such as commercial agents, consultants or business developers when they are able to provide a useful service, based on specific professional expertise, which the Company cannot perform with its own resources.

This of course excludes the use of any intermediary to carry out operations that are against the law.

The Company must ensure that such persons do not compromise the Company by committing illegal acts.

To this effect, Employees will ensure:

- that they select their partners with discernment, taking into account their competence and their reputation, in particular with regard to business ethics;
- that they define precisely the services expected of these partners and the corresponding remuneration;
- that they check the existence and extent of services and whether the remuneration is consistent with the services provided.

COMMERCIAL ACTION – RELATIONS WITH CUSTOMERS AND SUPPLIERS

Each Employee must adhere in all circumstances to the highest standards of honesty and sincerity in his/her relations with suppliers and customers, in particular as regards the nature, quality, quantity

and composition of the products and services proposed.

Free competition is important and must be preserved in the Company's interests.

The Company treats all its customers and suppliers honestly and fairly, regardless of their size and conditions.

The Company abides by the specific rules that govern public procurement contracts.

The Company can only benefit from fair and open competition.

Employees will carry out all sales operations and make all purchases in line with the principle of fair competition refraining from engaging in cartels or anti-competitive practices, in particular in connection with public invitations to tender.

As competition law is complex and subject to change, and given that administrative, criminal and civil penalties may be inflicted, Employees should consult the legal or purchasing departments if they have any doubts or questions.

Employees will refrain from offering or granting to third parties or having third parties offer or grant them accommodations, favours or advantages, financial or otherwise.

In particular the promise of the giving of gifts or free services are excluded, unless these are usual acts of courtesy or hospitality or symbolic or minimal gifts (cf. II. Integrity in business relations – 2. Gifts and Invitations). Every employee has a duty to ensure he/she complies with the Company's anti-

corruption policy. Likewise, suppliers, customers, consultants, service providers and, more generally, any third party working on behalf of the Company have a duty to inform it, by any means, if they find themselves in a situation that could expose them to a risk of corruption (cf. II. Integrity in business relations – 1. Fight against corruption, trading in influence and facilitating payments).

THE RULES APPLICABLE TO NEGOTIATIONS WITH SUPPLIERS

The contracting authority may negotiate with candidates that have submitted a tender. This is a possibility and not an obligation. The use of negotiation, for an amended procedure contract:

- favours competition
- allows the tender that is the most competitive and the best suited to the requirements to be selected, thereby guaranteeing the correct use of public funds

The interest of negotiating is two-fold:

- to obtain a financial gain
- to improve the quality of the tender in comparison with the expectations of the specifications

The negotiation must be conducted methodically in order to:

- guarantee equal treatment
- ensure the procedure remains transparent

The traceability of the negotiation with the tenderers is important

- Transmission of a list of questions sent to all

the tenderers

- Use of a negotiation report
- Negotiation comparison grid to facilitate the final choice of tenderer

The aim is to:

- Prove that all the tenderers were invited to negotiate on the same criteria and under identical conditions
- To improve the consistency of the tender with questions enabling tenders to be compared

The fact negotiation is to be used must be expressly mentioned in the official notice when the invitation to tender is first issued and published. 3 cases may arise:

- The decision to use negotiation has been announced: Obligation to do it unreservedly
- It was not planned: Impossible to negotiate
- The possibility of negotiating was mentioned: No obligation to do it

It will be obligatory to negotiate with all the tenderers unless the invitation to tender specifies that negotiations will only be held with a limited number. After the negotiations, it is necessary to rank the final offers applying the initial criteria of the invitation to tender. It is possible to negotiate on quality, deadlines, quantity and price.

The negotiation may not serve as a pretext for modifying the main characteristics of the contract such as its object or the criteria selecting tenders and tenderers. It may not lead the buyer to abandon the application of one of the criteria included in tendering regulations.

The negotiation process requires that the parties respect the industrial secrets connected to the tenderers' know-how. The negotiation process may not be used to disseminate to all the tenderers an innovative solution imagined by one of them.

As these phases are particularly sensitive, contacts with the suppliers involved have to be kept to the strict minimum necessary to the operations in progress.



III. INTEGRITY WITH REGARD TO SEPD AND PROTECTION OF INFORMATION

1. INTEGRITY



The Company's reputation must be a priority for all Employees. In this respect, we must collectively take account of the Company's interests in our external activities and commitments.

Employees' conduct must be loyal and inspired by the Company's interests in all circumstances.

Its development and long-term survival depend on the quality of its image and the reputation of its services. Everyone must refrain from denigrating the Company - and its Employees - in particular on the new communication tools available on the internet, as indicated below.

The Company's Employees will pay particular attention to the protection and profitability of the investments made by the shareholders. The satisfaction of customers is an essential objective of the Company. We can only win and maintain the trust of our customers if their rights are respected and if care is taken at all times to make only commitments that can be kept.

Outside the Company, Employees must not engage in any activity liable to interfere with their responsibilities within the Company or enter into

conflict in any other way with the Company's interests.

If they are not sure if they can engage in a given activity, Employees must consult their manager or the Ethics Referee.

The following duties and activities in any company, third party or external entity may only be taken on after being authorised first by the Ethics Committee:

- member of a board of directors, supervisory board or other comparable body
- management post
- salaried employee or adviser in another company

The authorisation will be revoked if the position or activity is liable to come into conflict with the Company's interests or the responsibilities of other Employees. Unless the Company has asked or authorised an employee to take on a specific post or engage in a specific activity, employees will carry on their external duties and activities at their own expense and risk and on their own time only.

2. INFORMATION AND COMMUNICATION



The Company protects its own confidential information and respects the confidential information of others.

The Company attaches great importance to the quality of its information and takes care to ensure that its communication is transparent and reliable, in particular with regard to its shareholders and the public.

The good management of the Company requires that everyone, whatever his/her level of intervention, ensure the greatest rigour in the quality and accuracy of the information s/ she issues with the authorisation of the Board of Directors and the top management.

Confidential information corresponds to information that has not (yet) been disclosed to the public and whose disclosure could damage the Company's interests. This includes business secrets, commercial plans, lists of potential customers, development plans, databases, files, information on salaries, unpublished financial data as well as any other undisclosed data and, more generally, all the information declared as such by the Company's representatives.

The good management of the Company requires that everyone, whatever his/her level of intervention, ensure the greatest rigour in the quality and accuracy of the information s/ she transmits inside the Company.

An Employee must not disclose outside the

Company the confidential information of which s/ he is in possession as a result of his/her position or duties or incidentally due to his/her belonging to the Company, unless this is required by law or authorised by the General Management. Third parties working on behalf of the Company are subject to the same obligation.

In addition an Employee may not disclose confidential information to Employees of the Company who are not authorised to know it.

Information relating to results, forecasts and other financial information, acquisitions and disposals, commercial offers, services or know-how as well as to human resources must be considered as strictly confidential.

Relations with the media, investors, financial analysts and public bodies are a matter for the General Management. Employees are therefore prohibited from speaking in the media in the Company's name, unless authorised to do so in advance by the General Management.

In the event of third parties (consultants, service providers, suppliers or customers) sharing confidential information with the Company, such information must be treated with the same care as the Company's confidential information. Similarly, Employees must protect any confidential information they have acquired in the course of their previous jobs or through the third parties mentioned above.

Employees must strive to be vigilant at all times during conversations in public places (trains, restaurants, etc.).



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