

Compliance: Always within the lines

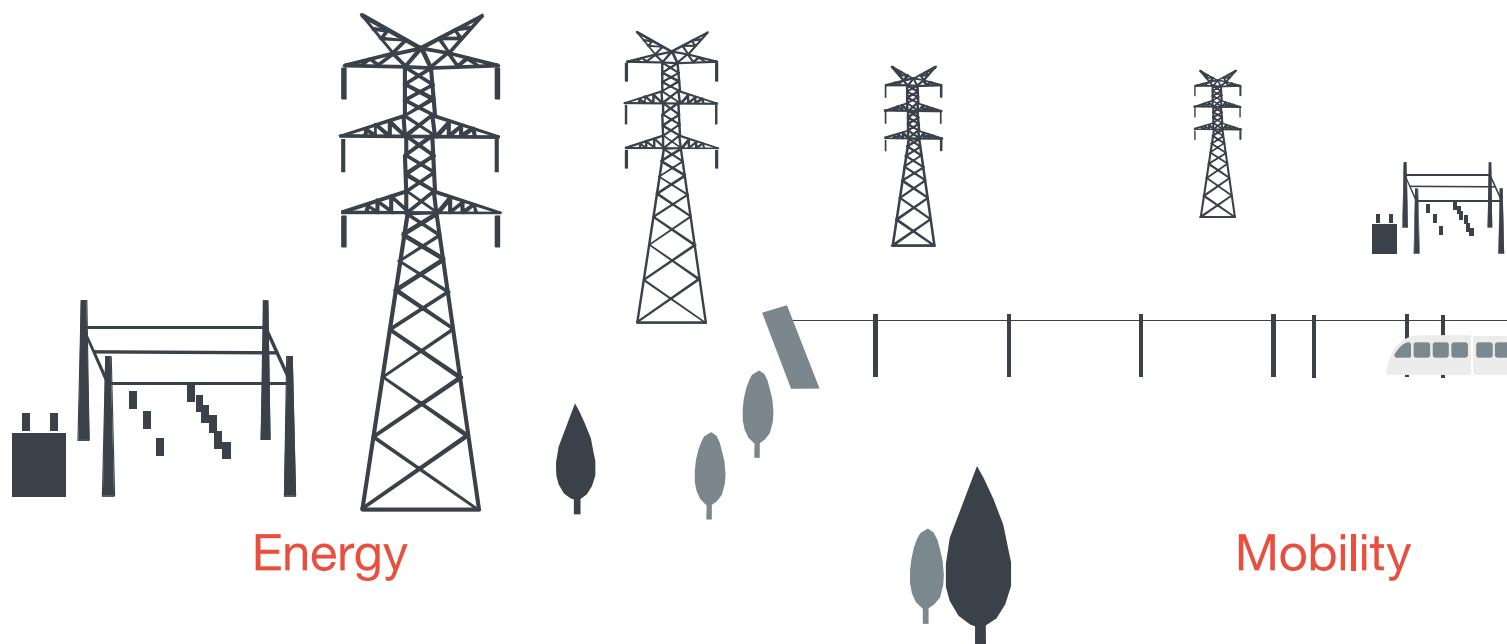


Compliance
Programme



Compliance Manual
Corporate Values & Guidelines for Employees

eqos
Energie



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Profile

With its eight organisations in Europe, EQOS Energie has developed from its foundation in 1920 as a company for electrical and industrial enterprises to become a global player in the energy generation, transmission and application sectors. Local presence and, at the same time, the opportunity of permanently networking resources and technological know-how in wide-ranging disciplines across the entire group has made EQOS Energie Group what it is today. It means that we can focus all our expertise in interdisciplinary solutions for our customers.

And because we all pull together, for many years now EQOS Energie has been supplying efficient answers to the crucial questions of our time: reliable supplying, unlimited communication, sustainable environmental and climate protection, and efficient transport systems. In doing so, we secure the technological edge and prosperity of



our society, also in the longer term. With an intuitive feel, farsightedness and financial caution, we continue to extend this strong position in our portfolio management.

Our employees are a crucial asset in the company's success. Excellently trained and highly motivated, they are the lever by which we increase our innovative power – now, and in the future. Our unshakeable faith in the expertise and commitment of our employees is reflected in the increasing quota of work performed by the company itself. It means that we remain flexible, and are best equipped for the challenges of tomorrow's world.

Fields of activity

- Power Switching Plants
- High & Medium Voltage Networks
- Catenary Line Networks
- Transport Networks
- Communication Networks
- Buildings & Industrial Plants
- Power Generation Plants
- Engineering

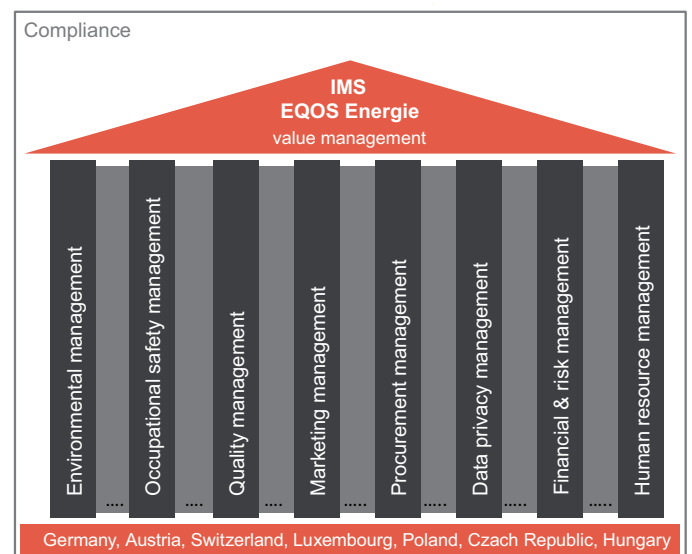


Integrated Management System (IMS)

EQOS Energie views economic success and taking social responsibility as two sides of the same coin. We think and act holistically, and in doing so, aspire to sustainable success in the interest of our customers, employees, partners, stakeholders, society and our environment.

This can only succeed if our core competencies take into account economic and social interests. For instance, by respecting the environment in our operative business, while at the same time keeping in view the health and safety of our employees. We cultivate a distinctive corporate culture underpinned by ethical values and principles of conduct in our daily business. Building on our corporate culture of fairness, tolerance, respect and integrity, this value management (compliance) sets out binding guidelines for the conduct of all organisations and per-

sons constituting EQOS Energie. This code of conduct is a reference and guiding tool for us to constantly act with integrity and honesty, in compliance with the law, in our daily business.

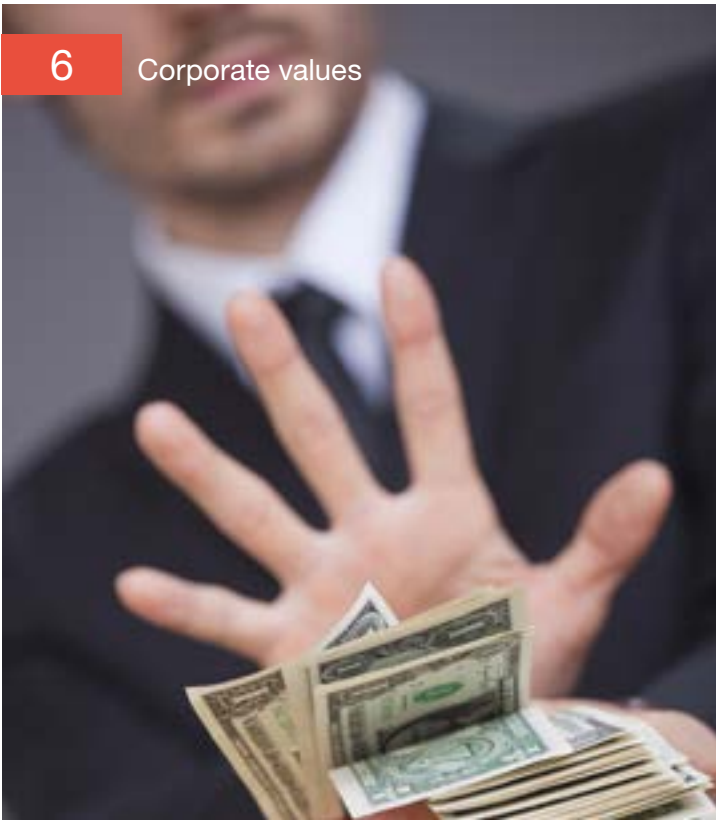




Corporate Values

This value roadmap is underpinned by a common fundamental understanding of socially responsible corporate management, in which we draw on universal ethical values and principles, and in particular on integrity and decency, and respect for human dignity.

We therefore treat our customers, business partners, employees and stakeholders as we would wish to be treated by them. In our dealings with partners, we always endeavour to act with fairness and integrity. Our business conduct is always in harmony with current legislation and the rules of fair competition. As any mixing of private and business interests can lead to a conflict of interests, we reject such conduct on principle. Secondary employment must be approved in advance.



Above suspicion

We deplore corruption and unlawful business practices in any form. Business partners must not be promised, offered or granted any personal advantages. Equally, it is prohibited to receive, request or accept promises of impermissible benefits from business partners.

Unity in diversity

We do not tolerate discrimination of persons in our company, regardless of the nature or reason. By this we understand any form of unjust disadvantage, unfair treatment or harassment of individuals or groups (e.g.) on account of age, ethnic background, disability, world view, religious conviction or sexual orientation.

We CONdemn



Corruption



Discrimination



Strictly confidential

We respect and protect our colleagues' privacy. We treat all information regarding the activities of our company and business partners confidentially. Disclosing information to third parties is always conducted with the utmost caution, and only by prior consent of our business partners and clients. We do not gossip. We make it clear to business partners that we expect similar conduct on their part.

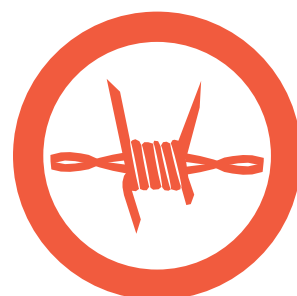


Upholding rights

EQOS Energie Group is committed to observing recognised human rights. We deplore child labour and any form of forced labour, and also demand such of our business partners.



Data abuse



Human rights violations



Above board

We conduct our business with reputable partners who in turn, handle their business legally, and whose financial means derive from lawful sources. All employees must therefore observe the relevant money laundering legislation and internal company processes that are aimed at identifying and preventing suspicious payments.

On your own

The company is committed to conducting its business in compliance with the principles of fair competition. This includes rigorous adherence to cartel legislation and regulations that are aimed at protecting competitors from anti-competitive behaviour.

We CONdemn



Money laundering



Cartels



Fairness first

We treat our colleagues, customers and business associates fairly and with respect.



Honesty is the best policy

Every employee is obliged to act with honesty and undivided loyalty towards the company. Business decisions are taken solely in the best interest of the company, and not in the hope of personal advantage. Employees must avoid any conflict of interests, and even any potential indication of a conflict of interests.

We PROmote



Fairness



Honesty



Freedom of speech

We uphold and protect the right of freedom of speech and expression.

Green approach

We are committed to sustainable environmental protection standards in that we constantly work to improve our carbon footprint. Our company pledges to control, minimise or avoid the environmental pollution it generates.

We PROmote



Freedom of speech



Environmental protection



A strong team

Our teamwork is based on mutual regard. We treat each other as partners, and foster a positive working climate. We are aware that we can seldom tackle complex solutions on our own. So we approach many assignments as a team, and make the most of the personal strong points of each team member.

Healthy safe work climate

Safeguarding employees' health is one of the main goals of the company's entrepreneurial activities. We protect our workforce from danger to body and soul through active occupational and health care. However, occupational safety is also the personal responsibility of each employee, by avoiding potential dangers through pre-emptive, cautious and safety-conscious behaviour, and by immediately notifying the responsible manager of any shortcomings in occupational safety.



Team work



Healthcare



Whistleblower protection

We do not tolerate any repressive action against employees, who draw attention to breaches of our value management system. The particulars of persons supplying information are handled with discretion in specially designed processes.

One image

Every employee influences our company's public image. We use one consistent corporate logo. We use standardised templates to support our corporate processes and introduce ourselves over the phone with the full company name: EQOS Energie.

We PROmote



Whistleblowers



Corporate Identity



Guidelines & standards of conduct

All group board members, CEOs, management teams and employees are pledged to observing the value roadmap and standards of conduct. All employees must familiarise themselves with the content of our guidelines, know and act according to them, for this value roadmap with its standards of conduct constitutes the basis for our day-to-day work. The management bears a particular responsibility for communicating and implementing this value roadmap and standards of conduct.

Breaches of the value roadmap

Breaches of value-oriented corporate principles damage our company. All employees must therefore pledge to report to the relevant instances any non-observance, disregard or infringement of laws and guidelines that come to their notice.

Handling of company property

We treat company property with same care as if it were our own. All company employees seek to protect corporate assets, to treat them with care and consideration, and not to use them improperly or without permission, or to appropriate them for their own purposes.

Violations

In the case of any abuse of the law, value roadmap, standards of conduct or other corporate rules, employees must reckon on action under labour law and disciplinary consequences. Such violations may also result in consequences under criminal and liability law.



Bestowal of gifts



Permissible, no need for approval: promotional and token gifts of little value.

- Invoices must be issued to EQOS Energie with address.
- Reference value: < 50.- €, in total at most 100.- € per person annually.
- Token must be identifiable as gift (logo imprint, card etc.).
- Name and company of gift recipient must be noted.
- No customer list need be submitted for small items up to 10.- €.
- Deductible business expenditure.
- Full pre-tax deduction.



Subject to permission: gifts of greater value compliant with EQOS Energie guidelines.

- Reference: 50.- to 100.- € (approved by superior).
- Gifts worth more than 100.- €: must be approved by compliance officer.
- Prior permission with name and company of the recipient from relevant superior required.
- Invoices (till receipts not sufficient!) must be issued to EQOS Energie with address.
- Token must be made identifiable as gift from EQOS Energie.
- Not business expenditure.
- No pre-tax deduction.



Not permissible: by any manner or means.

- Monetary tokens of any kind (cash, bank transfers, loans, unjustified credits).
- All other gifts that are not compliant with the aforementioned EQOS Energie guidelines.
- This also applies to benefits or advantages of any kind.

More: Anti-Corruption Directive

Acceptance of gifts



Permissible, no need for approval: promotional and token gifts of little value.

- Maximum value per gift: 50.- €.
- Maximum value of gifts received from a business partner per year: 100.- €.



Subject to permission: gifts of greater value.

- Individual value > 50.- €.
- Total value of gifts received from a business partner 100.- € per year.
- Permission required from relevant superior, compulsory documentation.
- Gifts worth more than 100.- €: approval required from CCO.



Not permissible: by any manner or means.

- Monetary tokens of any nature, benefits in kind.
(use of company property, enjoyment of preferential rates).
- Requesting gifts, all other gifts and preferential rates that are not compliant with the aforementioned EQOS Energie guidelines.

More: Anti-Corruption Directive

Hospitality by/through business partner



Permissible, no need for approval: ordinary business meals.

- Business relevance must exist.
- Reference: < 50.- €
- Nature and scope must be compliant with customary local business practice.
- When the invitation is voluntary, and not in anticipation of a return service/preferential treatment.
- When reimbursing hospitality costs, the guest's name and company must be specified.



Subject to permission: hospitality with no business relevance.

- Hospitality with no directly identifiable business relevance.
- Reference: 50.- to 100.- € (approved by superior).
- Hospitality costs < 100.- €: must be approved by compliance officer.
- Approval must be sought in advance.
- Compulsory documentation of guest's name, name of company and address.
- The aforementioned guidelines also apply to the acceptance of invitations.



Not permissible: Exceptional permission by Compliance Officer required!

- Hospitality that is contradictory to the aforementioned EQOS Energie guidelines (extravagant, very expensive business meals, e.g. > 100.- €).
- Attendance by invitation at such very expensive business meals.
- Requesting invitations of any kind.

More: Anti-Corruption Directive

Invitations to events



Permissible, no need for approval:

- Events with direct business relevance obvious to all (e.g. trade shows).
- Reference: < 50.- €
- Invitation may only apply to event as such, not to travel, hotel or fringe events.
- In the case of attendance at expense of a business partner: compulsory documentation.



Subject to permission:

- Events with indirect business relevance or non-business elements.
- Reference: 50.- to 100.- € (approved by superior).
- Hospitality costs < 100.- €: must be approved by compliance officer.
- e.g. fostering relations by visiting a sports venue together.
- e.g. elaborate fringe events accompanying a trade show invitation.
- Approval must be sought in advance. Compulsory documentation.



Not permissible:

Exceptional permission by Compliance Officer required!

- All invitations to events that are not compliant with EQOS Energie guidelines (e.g. travel of a largely holiday character, > 100.- €).
- Requests for invitations to events.
- Acceptance of tokens or benefits of any kind at events.

More: Anti-Corruption Directive

Conduct towards holders of public office



Not permissible: by any manner or means.

- Tangible and intangible tokens of any kind to employees or officers of public bodies or their families are strictly prohibited.
- Tokens of any kind to political parties, representatives thereof, mandate holders and candidates for political office are also strictly prohibited.
- Avoid any suspicion that holders of public office should be influenced in any unlawful manner.

More: Anti-Corruption Directive

Environmental protection



Our approach:

- We use office material like paper, toner and writing utensils responsibly and effectively.
- On completing assembly projects, we leave construction sites as we found them when we began work.
- We are committed to sustainable environmental protection standards in that we constantly work to improve our carbon footprint.
- We adhere to a well-thought-out disposal concept in our offices and on our construction sites.

More: Integrated Management Systems (IMS) Manual

Privacy & IT security



Our approach:

- We do not disclose confidential company information to external parties or former colleagues.
- We protect employees' particulars.
- We adhere to the company guidelines.
- We save company data in the corporate network.

More: IT Guidelines



Unacceptable and prohibited:

- Use of software not procured by the company on company computers.
- Disclosing our employees' particulars without permission.
- Saving company data on private data carriers.
- Saving private video, image and music files on company computers.
- Accessing pornographic or illegal Internet websites.
- Operating private computers in the corporate network.
- Circulating statements damaging to the company's reputation in the Internet.

Consistent corporate identity



Our approach:

- There is only one valid corporate logo for the entire EQOS Energie Group.

More: Corporate Identity (CI) Manual

Cartels

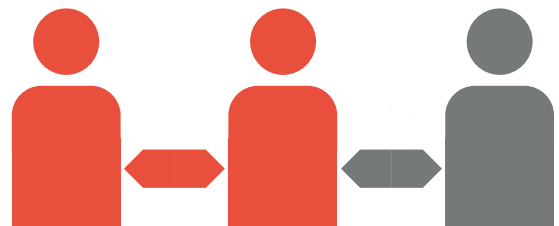


Not permissible: by any manner or means.

- No agreements may be concluded with any competitors that suppress competition, limit business with suppliers and divide up customers, markets, regions or production.
- Discussing with competitors on the subject of prices, production volumes, production capacities, sales, bids, profits, profit margins and other parameters aimed at achieving parallel conduct by competitors is prohibited.
- Arrangements and agreements that restrict the freedom to fix resell prices, and that contain preferential treatment clauses or exclusivity agreements, and agreements relinquishing competition are prohibited.

More: Cartel Directive

Conflict of interest



Our approach:

- Employees must avoid any conflict of interests, and even any potential indication of a conflict of interests.
- During employment no employee may take part in activities that constitute competition for the company, or support any company that competes directly or indirectly with their company.
- Any employee who holds or acquires, directly or indirectly, a stake in the company of a customer, supplier, service provider or other business associate of their company, must notify such immediately to the responsible HR department and to their superior.

More: Conflict of Interest Directive

Fairness



Our approach:

- We are polite to one another.
- We respect the opinions of our fellows.
- We are open, and pursue good honest relations with others.
- We always behave properly.
- We treat everyone equally.



Unacceptable and prohibited:

- We do not speak badly of others, and certainly do not so behind their backs.
- We do not practice favouritism.



Money laundering



Our approach:

- We adhere to all bookkeeping, recording and financial reporting duties that apply for cash payments and other payments in connection with transactions.
- We notify the Compliance Officer of any suspicious behaviour.

Internal/external communication



Our approach:

- We promote and protect freedom of expression.
- We discuss problems with the person in question, and not with third parties.
- We do not discuss internal company affairs in social networks.
- We use the mailbox function of our business partners to communicate our issues, and avoid repeated calls.
- We treat customers and colleagues with respect, and even in exceptional circumstances, we do not forget our good manners.



So please no:

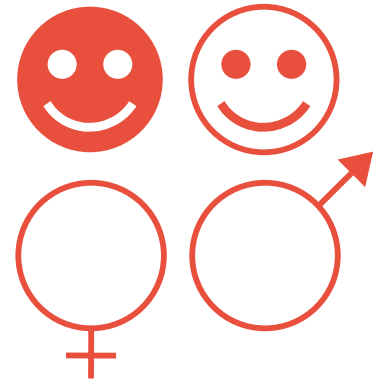
- Insults, an insulting tone of voice, personal criticism, shouting or physical aggression are absolutely taboo.
- We do not “bang” down receivers or cut people off.
- We do not send emails indiscriminately, but to selected addressees.

Afterword

The honest merchant

The picture of the honest merchant can be traced back to the Middle Ages. In those days honesty was classed along with skills of a more practical nature like writing, arithmetic and the pursuit of profit; however virtues like tolerance, love of peace and cultivation of the arts also contributed to long term business success. Finally, centuries ago, merchants were mostly also itinerant. They were often regarded with askance. Many traders were even treated with suspicion as fraudsters. Travelling merchants could only win trust and faith in their integrity from trading partners by proving their worth as honest individuals. Committed to professional ethics and strict principles in the conduct of their business,

Discrimination



Our approach:

- We work as a team with colleagues of all colours, nationalities and origin, of all ages, gender, ethnic background, religion and world view.
- We actively foster gender equality in working relations between employees and companies in determining remuneration, voluntary social contributions, continuous education, promotions and also in the termination of the employment relationship.
- We actively support colleagues exposed to exclusion.



Not permissible:

- We do not tolerate discrimination. By this we understand any form of unjustified discrimination, unfair treatment and harassment of a sexual or other nature.

merchants also assumed responsibility for their native countries. The picture of the honest merchant has evolved continuously since the early modern period up to the present day, by simply adapting to the prevailing economic situation. This led to the addition of values like responsibility towards consumers, employees, investors, the public, the social market economy system, the state and the environment. Unchanged at heart, it not only serves today as a general principle for business people, but also for companies – like EQOS Energie.

Whistleblowing

Employees who know, or have good reason to believe that laws or regulations, this Code of Conduct or other internal rules have been breached, should bring the matter to attention over the in-company whistleblower system (<https://www.bkms-system.net/eqos-energie>) or inform the **Compliance Officer**.

If desired, notifications can be passed on anonymously over the whistleblower system. Insofar as no clues to the identity of the whistleblower are supplied, the BKMS® system technically protects the person's anonymity. Breaches should be notified regardless of the position of the person responsible for them. All notifications will be examined immediately. Corrective action will be taken as necessary.

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