



Grontmij Code of Conduct



planning connecting
respecting
the future

Introducing our Code of Conduct

Grontmij conducts its business through its employees. Our employees are at the heart of our company. Everyone who works at Grontmij therefore has his or her role in ensuring that, throughout the organisation, we will adhere to a set of ethical values and professional standards and that we demonstrate these in our daily business.

Our Code of Conduct provides you with guidance in how you are expected to act or when you are expected to decide not to act, to ensure integrity in our business. You are obliged to comply with and act in the spirit of the Code of Conduct.

The Code of Conduct contains a further explanation of the fundamental rules of expected behaviour, our Business Principles, and elaborates on the additional rules that govern the behaviour within our company. You will find the text of our Business Principles on our website and intranet.

Your integrity approach

√ Comply with and act in the spirit of the Code of Conduct at all times!

- Check your own behaviour: read the Code of Conduct carefully and where necessary, adapt your behaviour.
- All violations of the Code of Conduct or the related Business Policy and Principles and/or Local Business Guidelines may be sanctioned!

√ Refrain from conduct that could harm Grontmij or our good name

- Think about the consequences for Grontmij if your conduct were to become known to a wider audience, via the newspaper or radio for example.
- If in doubt about how to handle a given situation, ask yourself what a customer or colleague would think of your conduct.

√ Openly discuss any queries regarding business integrity

- You are encouraged to discuss queries regarding Grontmij's Business Policy and Principles, Code of Conduct and/or Local Business Guidelines with your colleagues, superior or the Business or Group Integrity Officer.
- Where colleagues are unaware of certain provisions of the Code of Conduct or interpret these in the wrong way, discuss it with them and help them to act with integrity.

√ Report (suspected) violations

- Procedures are in place to give you the possibility to report a violation of the Code of Conduct or the related Business Policy and Principles and/or Local Business Guidelines.
- Your report will help the management to take appropriate actions against a violation and the person(s) involved and to take measures to avoid repetition of such violation.

Responsibility

Stakeholders

Our customers, business partners and other consultancies

- Treat our customers, business partners and colleagues with respect.
- Listen carefully to our customers' legitimate wishes and do your utmost to help them reaching their business goals. Be loyal to our customers, act professionally and with integrity.
- You are encouraged to participate in initiatives to improve our industry and the way we work.
- Ensure that your action or the lack of acting when action is required doesn't expose Grontmij or the engineering and consulting profession to reputational or other risk.
- Encourage our customers to include requirements on business integrity, environment and society, human rights and labour, and health & safety in their agreements with contractors and suppliers and, where requested, assist with formulating and monitoring compliance with these requirements.

Your colleagues

- Hire, promote and reward your employees based on their qualifications and performance and in accordance with Grontmij's policy for human rights and equal opportunities.
- Do not blacken a (former) colleague's good name or reputation.
- Assume responsibility for your physical and mental health and safety as well as that of your colleagues.
- You are expected to behave in an appropriate manner at all times. This means, amongst other things:
 - Sexual harassment and other kinds of intimidation and harassment are inadmissible.
 - Consuming or being under influence of alcohol or drugs at work and during working hours is strictly forbidden. During business dinners and other business events the use of alcohol, to a reasonable minimum, is allowed.

Financial stakeholders

- Ensure that you are abreast of Grontmij's procedures and tools for financial (project) management and follow these procedures and use these tools.
- Save costs where possible and focus on contributing to our goal to make long-term profit.

Environment and Society

- Promote, where relevant, the importance of assuming responsibility for the environment and society.
- Contribute to improving Grontmij's ecological footprint, e.g. purchase environment friendly equipment and products, reduce waste and the use of energy and water, limit travel and if travelling, consider sustainable transport. Encourage our customers and business partners to do the same.
- Know our customers' environmental and social strategy so that our services support their strategy to the greatest extent.
- Take into account the impacts of our services on the environment and communicate them to our customer or business partner. Discuss any reasonable possibility to enhance the sustainability of a project or to prevent or minimise adverse or harmful side effects of a project on environment and society.

Human rights and Labour

- Abstain from any involvement in breaching human rights and act in accordance with Grontmij's policy for human rights and equal opportunities. Examples of human rights are security of person, freedom from slavery and servitude, freedom from torture or cruel, inhuman or degrading treatment or punishment.
- Promote, where relevant, internationally proclaimed human rights, paying special attention when working in countries where respecting human rights is not self-evident.
- When working in countries where respecting human rights is not self-evident or where your work will be applied in such countries, pay special attention that the advice you give or the work method you prescribe does not increase the chances of using forced, compulsory or child labour.

Health and Safety

- Stay informed of and comply with Grontmij's, our customers' and regulatory health and safety requirements and instructions.
- Design and manage out health and safety hazards for those involved in the projects you work on and encourage our customers and business partners to do the same.
- Take into account the health and safety impacts of your services and communicate them to our customer.
- Suggest any reasonable possibility to prevent or minimise adverse or harmful side effects on or to enhance the health and safety of those involved in a project.

Competence

Knowledge

- Seek the assistance of colleagues for areas out with your own field of expertise or discipline. These could be technical aspects, but also financial, legal or other issues. Where required to seize business opportunities or to collect the necessary knowledge, consider requesting cross-border support from colleagues abroad.
- Ensure that you are abreast of the latest developments in your discipline, both in technology, legislation and in customer requirements. Share your knowledge, best practices and experience with your colleagues.
- Seek new knowledge from customers, colleagues, educational institutions, research environments, trade associations, (internal and external) professional networks, etc.
- Stay up to date with Grontmij's affairs.

Expertise

- Refrain from offering and performing services if you are not trained and competent to perform them and there is no assistance available from colleagues or third parties with the required competence.
- Engage the right person for the job. Focus on having all required competences and experience represented in a project team to ensure meeting customer and project requirements.
- If Grontmij does not possess the required resources and expertise and it cannot be provided to Grontmij by third parties, this must be communicated clearly and timely to our customer.

Management systems and other tools

- Always work in accordance with governing markets and business practices and standards and with the Grontmij management system, that apply to you and the project you work on.
- Suggest, initiate and contribute to the development and improvement of the existing management systems, e.g. concerning quality, risk, health & safety, environment.
- Stay informed and read the company's staff manual guides, scientific handbooks, policies, instructions and all other documents that are relevant to perform your work in a proper way.

Customer requirements and expectations

- Collect information on our customers and share this information with your colleagues.
- Take time for and insist on understanding our customer's situation, challenges and needs and take these into account when drafting the offer and the agreement for rendering your services.
- Be open and honest in your dialogue with our customers and stakeholders and point out potential problems, possible risks, alternative solutions and the consequences of decisions or lack of decisions.
- Challenge our customer's assumptions, preconditions and ideas for solutions in a constructive and respectful manner to achieve the best possible result.
- Monitor our customer's requirements and expectations during the project and continuously evaluate our customer's level of satisfaction with the project execution and rendered services.

Diligence

Laws and regulations

- Comply with laws and regulations, including procurement and competition law and regulations, and deliver compatible solutions for our customers. In that respect, identify for each project the applicable relevant laws, regulations and authority requirements. Where required, engage a company or external lawyer.
- Support our customers in complying with laws, regulations and authority requirements. Ensure that the necessary licences, permits or other authorisations required by law or authorities are applied for in time and obtained prior to starting the activities requiring the authorisation.
- Strictly comply with internal regulations, procedures, codes and guidelines. Act in accordance with both the letter and the spirit of these rules: they can not be comprehensive, so if a certain case is not provided for explicitly, you are expected to act in line with the intention and purpose of the rules.

Risks

- Perform risk assessments where relevant and take measures to prevent or limit the assessed risks and advise our customers or business relations to take such measures. Communicate clearly on the consequences of not taking action or making decisions in time. Risks that cannot be prevented or limited should be foreseen or insured.
- Engage the person responsible for insurance matters prior to accepting a commission, unless it is covered sufficiently under an existing insurance policy.

Agreements

- Keep a record of agreements and amendments thereof in writing. If you orally discuss an important issue with our customer or business partner, confirm the content of your discussion in writing. Work in accordance with the agreements made.
- Include in the agreement clear and mutually aligned service descriptions and provisions. Ensure that there is a mutual understanding of the agreed terms and conditions between Grontmij and its contracting party and between you and your contact person, to avoid misunderstanding, deception and discussion on the rights and obligations under the agreement. State clearly your considerations and assumptions, to increase the chances of proper understanding of your work or the agreement.
- Others, colleagues or third parties, must be able to understand the agreements made and all transactions must be identifiable and traceable and comply with the written agreement.
- Do your utmost to agree with our customers and other contracting parties to limit Grontmij's professional liability and risks to the extent reasonably acceptable.
- Anticipate and inform our customer if you envisage additional work, extra costs or delays. Make sure to agree in writing or to get approval on how to handle such a situation, prior to performing the additional work, incurring the extra costs or exceeding a deadline.
- Follow the rules for the delegation of authority and get the required authorisations prior to acting, distributing reports, letters or other documents and negotiating or entering into agreements.

Communication

- Should you communicate about Grontmij, your work or colleagues, our customers or business partners either during working hours or in your own time, irrespective of the means of communication you use, communicate honestly, respectfully and professionally, refrain from harming Grontmij or others and do not use these means of communication to bring personal issues to the attention. Comply with the applicable communication policies or guidelines.
- Agree with our customers and business partners the ways and means of communication of each project or business relation. Where certain means or ways of communication are required, such as in tender procedures, follow these requirements strictly.

Recording, reporting and billing

- Keep proper accounts of the projects you work on and record working hours and incurred costs properly and in accordance with applicable procedures, to ensure that the accounts give a true picture of the state of affairs.
- Be honest about your work and the (results of) projects you work on; in case of errors, serious difficulties with customers, lack of profitability or losses on a project, or any other relevant matter, inform your superior without delay.
- Bill the rendered services in time and in accordance with the written agreements made; do not bill services not rendered or prior to rendering them, unless it explicitly states that it regards an advance payment.

Claiming expenses

- Be honest when claiming expenses. Claim expenses only for business-related costs that are actually made; the receipts shall be submitted in evidence thereof. Limit business-related costs to a reasonable minimum. Agree with your superior if you are allowed to claim expenses for business-related costs and if so, to what extent. Claiming expenses for non business-related costs is strictly prohibited.

Confidentiality

- Keep Grontmij and customer information confidential where the information may reasonably be considered to be or is designated as confidential. Even when no non-disclosure agreement is in place, you are obliged to keep sensitive information confidential.
- Sensitive information should only be accessed on a need-to-know basis by the project team or the employees who need it for the performance of their duties. Do not access or use Grontmij or customer information that is not intended for your access or use.
- Where appropriate, discuss with our customer the necessity of entering into a non-disclosure agreement and its provisions regarding customer information, data or documents and comply with such agreement.
- Consult with our customers whether they agree with Grontmij using their project for commercial reasons, e.g. in a press release, publications, case studies or presentations at an event.
- Considering the nature of the confidentiality obligation, this continues to apply when your employment at Grontmij ends.
- Should you possess inside or other sensitive information, such as the possibility of winning a large project, maintain its confidentiality and do not use it to execute a transaction in securities, e.g. Grontmij shares, or recommend such transactions to others. Strictly adhere to the Insider Trading Regulations.
- Should you, following your position or employment, have access to information on other employees, e.g. their salary or other personal data, only make use of that access to the extent required for professional reasons and keep the information confidential.

Grontmij and customer assets and resources

- Use Grontmij and customer assets and resources, e.g. cars, computers, telephones, projectors, photocopiers, paper and other office supplies, with care and for appropriate purposes. Use them solely to achieve the business objectives of Grontmij or our customer. They may not be used privately, unless it is agreed in your terms of employment or you have the authorisation from your superior.

Use of internet, email and other Grontmij information and communication systems

- You are responsible to ensure that you use Grontmij's information and communication systems in an appropriate way. This includes use of personal IT systems such as a Grontmij PC/laptop.
- Occasional private use of internet, email or any of our other systems is solely allowed if the use is appropriate and does not interfere with your productivity or the productivity of your colleagues.
- Inappropriate use includes but is not limited to accessing or distributing discriminatory, offensive, threatening, obscene or pornographic information, gambling, gaming or listening to music.
In case of suspicion of inappropriate use or other use in conflict with the rules stated above, Grontmij is allowed to monitor and check your use of our systems.

Copyrights

- Before using or copying other parties' work, designs, ideas, solutions, etc, check whether you are allowed to use it and when you are, make reference to the owner or inventor.
- Do not copy or transfer software without having obtained prior confirmation that you are allowed to do so pursuant to the applicable license agreements.
- Download data, including articles, books, pictures, etc., only for professional reasons and when you are allowed to do so pursuant to applicable IT and communication procedures. Where it costs, get prior approval of your superior.

Impartiality

Grontmij's impartiality is vital to our business. Our impartiality could be at risk where interests are not aligned, i.e. a conflict of interest.

Conflict of interest

- A conflict of interest is a situation that has the appearance or potential to undermine your or Grontmij's impartiality because of the possibility of a clash between your personal interest and a professional interest or between different professional interests.
- Often, a conflict of interest is not a problem, provided all parties are aware of the multiple interests involved. Therefore, be honest from the start to prevent situations in which your or Grontmij's impartiality may be challenged.
- If a conflict of interest involving our customer or business partner exists, agree with your superior upon the way and timing of informing our customer or business partner.
- Your own interest might conflict with Grontmij's interest, e.g. if you have not enough work and you would like to offer your services under a certain price level, which would cause a loss for Grontmij. In such event, put Grontmij's interests first and agree with your superior the appropriate mode of action.
- Should you or any of our colleagues be involved in different roles or consecutive phases of a project, then there is the risk of (appearance of) partiality or conflicting interests. It can result in Grontmij having more information than competitors (because of involvement in a preceding project phase) or that we have to assess the work of colleagues. In that event, inform your superior and agree the appropriate mode of action.

Extra duties

- You are encouraged to be involved in the local community. Should you consider accepting paid or unpaid extra duties, that you carry out in addition to your work at Grontmij and that will be carried out (partly) during working hours or that could jeopardise your or Grontmij's independence or that could otherwise conflict with your employment at Grontmij, such as a board membership, obtain prior permission from your superior.
- Be transparent about duties you perform or positions you fulfil, especially when you are in different roles that may conflict or could easily be regarded as conflicting, to ensure that others can take these into account when negotiating or working with you. For example when you are a board member of an association that is considering commissioning Grontmij.
- You are prohibited from competing with Grontmij, e.g. by doing business in the same business as Grontmij does, unless you are allowed to do so pursuant to Grontmij's prior written approval.
- Should you feel that your independence is at risk, for example because our customer asks you for a favour, e.g. a sponsorship, or someone puts heavy pressure on you, inform your superior right away. Sponsoring is only allowed after prior approval from the management.
- Pay special attention to your independence when you are involved in a procurement or tender process, when you are negotiating an agreement or when you are charged with the construction supervision or responsible for the approval of invoices or acceptance of works. Under such circumstances, chances are greater that parties may try to influence your judgement or that parties will assume that your judgement has been affected.
- Ancillary interests, such as e.g. pleasing a customer to increase the chance of winning a new project or safeguarding your chances of getting a bonus, may not influence your work.

Separate personal and professional life

- Keep your personal and professional life separate as far as possible. Should they mix, e.g. because you know or get to know a customer or business partner personally, then, as the occasion arises, be transparent on whether you are acting professionally or personally.
- Should you know or suspect that others, colleagues or external parties, doubt your impartiality, discuss the matter openly.

Political engagement

- When you are representing Grontmij or acting in your capacity of a Grontmij employee, you are not allowed to make contributions to political parties or organisations nor participate in their political activities.
- You are of course allowed to participate in events organised by political organisations as long as it has a business purpose and concerns our area of expertise. Where there is a fine line between our business or area of expertise and the political agenda, be careful with your statements: stick to our business and expertise and refrain from political statements as much as possible.
- Grontmij is not politically engaged and therefore in business relations refrain from expressing your personal political preference or engagement.

Fairness

Fair competition

- Do not compete with other consultancies in an unfair way.
- Examples of unfair competition are the spreading of false information about the quality of another consultancy's services or trying to convince a customer to breach an agreement that was previously closed with another consultant.
- Should you have more information on a project or a customer than other consultancies when competing, e.g. because Grontmij was involved in an earlier stage of the project or because we have commissioned a former employee of the customer, be transparent about it.
- Do not intentionally damage others' business or reputation. Do not blacken another consultancy's good name or reputation. When communicating about other consultancies and their services, do it with respect.
- Use fair methods only to win work, also in cases where you feel that an offer is unjustifiably rejected or that another consultancy won work in conflict with the principle of fairness. If that occurs, then report it to your superior to decide what actions shall be taken to try to reverse the decision made.
- In the event that our customer asks Grontmij to take over another consultancy's assignment, inform your superior to decide whether Grontmij can accept the assignment and how to handle the situation.
- Try to convince our customer to handle the termination of the other consultancy's assignment in a professional manner.

Assessment of work

- When asked to assess others' work, do your utmost to engage all parties involved to enable you to make an objective assessment based on all relevant circumstances and information.
- Lay down the assessment in writing in a professional and respectful way, substantiating your judgement with the relevant facts and circumstances. Do not let secondary interests affect your judgement.
- Should Grontmij's work be assessed by another consultancy, or should your work be assessed by a colleague, cooperate in the best possible manner. Take responsibility for and be honest about your work, decisions, actions or lack of actions. Provide the requested information and explanation, unless not relevant or confidential.

Anti-corruption

Gifts and entertainment

Gifts

- Relation gifts are exchanged to reinforce a good relationship. You should always avoid that offering or receiving a gift is or could easily be seen as being in exchange for a certain service. A gift should therefore never affect the independence or freedom of the recipient and should not be offered or accepted if there is the risk of the perception or effect of inappropriate influence.
- Relation gifts must remain within reasonable bounds, whether they are offered or accepted, taking into account the position of both the person offering and receiving. They should be offered or accepted only if considered a gesture from one firm to another. Never ask for gifts or invitations. In no event offer or accept cash or cheques. When offering, try to give a gift with the Grontmij logo.
- The following rules of thumb apply for offering or accepting gifts. Do not offer or accept gifts, if:
 - you are at the time involved in the preparation or evaluation of a tender or negotiating an agreement, where it regards an offer by or to the involved client or contracting party;
 - you are charged with the construction supervision or responsible for the approval of invoices or acceptance of works, where it regards an offer by or to the involved contractor or consultancies;
 - the offer is made for the purpose of influencing decision making;
 - it is being done secretly;
 - it is considered unreasonable in terms of frequency;
 - the value of it is excessive compared to the giver's or receiver's financial situation or the circumstances under which it is given;
 - there is no (potential) meaningful business relationship with the concerned party.

Entertainment and events

- In general, you are allowed to participate in professional events, study tours and the like, when in whole or partially paid by customers or business partners. The above rules of thumb for offering or accepting gifts apply equally for invitations to business or (non-)professional events or entertainment. When assessing whether the value of an invitation is excessive, take into account the total value of the arrangement, including free travel, accommodation and meals.
- If the event is considered excessive or there is no business or academic relevance at all, you may participate at your own cost provided there is no risk (of appearance) of inappropriate influence on yourself or the concerned party and your superior approved it.
- Agree with your superior whether you may offer or accept a gift or accept or make invitations to entertainment and other (non-) business activities and if so, to what extent.
- Comply with relevant tax laws and regulations. Ensure that offering or accepting gifts or invitations to entertainment does not result in Grontmij being obliged to pay taxes to amounts exceeding the reasonable limits.

Spouse, children, family or friends

- Where it regards the receiver's spouse, children, family or friends, they may only be offered or accept gifts or be invited to events or accept invitations if it is not considered excessive, taking into consideration all relevant circumstances, such as the given culture, the position of both the person offering and receiving and the mutual expectations. Beware that in general, gifts to relatives and friends and their participation in events shall have no business purpose.

Purchases

- Purchases on behalf of Grontmij may not result in certain personal benefits for your self. Do not purchase or purchase more for the purpose of getting additional personal benefits. Should the best option for Grontmij come with certain benefits, be open about it and share these fairly with your colleagues.

Agents and facilitation payments

- Agents, commissioners and other intermediaries may be commissioned only after their background is checked and considered appropriate. Remuneration paid to them must be proportionate to the services provided and in accordance with local written laws, the made agreement and tax regulations. Parts of the remuneration paid may not be passed on by the agent as bribes of any governmental official or other parties; the latter prohibition must be explicitly provided for in the agreement closed with the agent.
- Facilitation payments are (in general small) payments made in kind or in cash with the purpose of expediting or facilitating the performance by a public official of a routine governmental action, to which one is entitled without such payments, and not to obtain or retain business or any other undue advantage. You are not allowed to make such payments.

Bribery

- Bribery is offering, promising or giving any payment, gift or other advantage directly or indirectly to any public official or private customer as undue consideration to influence his action or decision.
- Do not, in any event, accept or pay bribes.

Extortion and blackmail

- Extortion is threatening any public official or private customer or business partner, his family or property to influence his action or decision.
- Do not, in any event, blackmail or use other forms of extortion.
- Avoid the risk of perception of the use of extortion. Beware that in certain circumstances there is a fine line between extortion and normal business behaviour when for example negotiating. E.g. when you try to convince a sub-consultant to offer their services for less in exchange for more work in the near future.
- Do not succumb to blackmail or extortion by our customer, business relations or colleagues.

Presentation of data and facts

- Do not forge or alter a signature. Do not copy and reuse a signature or use an electronic signature, unless you are authorised to do so.
- Do not backdate data or documents; always put the date of actual signing on the relevant document.
- Represent data, facts, project references or qualifications in an honest way, including the relevant information giving a complete and correct overview, e.g. when trying to meet selection and award criteria or terms of contract.
- Do not state or imply that you rendered services that you have not (yet) rendered.
- Act honestly and trustworthy when rendering your services, taking into account all relevant data and facts. Should a colleague or customer request or propose not to take into account relevant or available data or facts, then expressly state in your advice or report what is not taken into account and the consequences thereof.
- Under all circumstances it is strictly prohibited to misrepresent or to secretly not take into account relevant data or facts. Do not intentionally leave out information if it will lead other parties to interpret your services in a better, wrong or different way than they would by knowing the information.

Free competition and procurement regulation

- Refrain from hindering free competition in any form.
- Price-fixing agreements, cartel arrangements, such as agreements with competitors on (not) bidding, pricing, market sharing, and other forms of manipulation of offer, procurement or tender processes are illegal, irrespective whether these arrangements are made in writing or orally.
- Do not split contracts or projects, or advise others to do so, for the purpose of artificially evading procurement laws or regulations.
- Do not deliberately mislead public bodies or engage in wasting or misusing public monies.

Inquiries

- If any legitimately constituted investigative authority (such as competition authorities, public prosecution service or police) makes inquiry into the administration of any contract, the course of events in a project or any other matter, inform your superior and the country managing director immediately and discuss the extent to and the way in which it shall be cooperated.
- Cooperate, should Grontmij or an (forensic) examiner engaged by Grontmij for this purpose make inquiries into your actions or omissions in case of reasonable grounds for suspicion of violation of the Business Principles, Code of Conduct or Local Business Guidelines.