

1. OBJECTIVE

The purpose of this document is to establish the principles of anti-bribery conduct with which all Sogea Maroc employees must comply, as well as to define the behaviors prohibited for their potential to lead or be linked, directly or indirectly, to acts of corruption.

This policy thus represents the foundation on which Sogea Maroc's anti-bribery approach is based.

Sogea Maroc is committed to the implementation and continuous improvement of its Anti-bribery Management System (SMAC) to comply with the requirements of the ISO 37001 standard.

2. FRAMEWORK

a. VINCI Group principles, rules and commitments

The VINCI Group has expressed its commitment to the fight against corruption:

- Through the VINCI Ethics and Behavior Charter (see Appendix), which sets out the rules of behavior that each Group employee must adopt. These rules include compliance with applicable regulations and the fight against corruption.
- Through the VINCI Manifesto (see Appendix), whose Commitment No. 2 states that: "Ethical behaviour is key to our contracts and our customer relations. Our companies apply our Code of Ethics and Conduct around the world."
- Through the Anti-corruption Code of Conduct (see Appendix), to which this policy conforms.

These documents represent the common foundation on which Sogea Maroc's Anti-bribery Policy is based.

b. Regulations in force

All of Sogea Maroc's activities must comply with all applicable regulations, which include:

- The international conventions that Morocco has ratified;
- All laws with extraterritorial scope that allow the authorities of these countries to punish acts of corruption committed by individuals and companies outside their borders;
- The national regulations in force (Law, Dahir, etc.).

An exhaustive regulatory watch listing all national and international laws applicable to Sogea Maroc is maintained and regularly updated by the anti-bribery compliance function.

3. DEFINITION OF CORRUPTION

Bribery is offering, promising, giving, accepting or soliciting of an undue advantage of any value (financial or non- financial), directly or indirectly, irrespective of location(s), in violation of applicable laws, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties.

An act of corruption exists even if:

- the person offering the benefit acts through a third party (an intermediary, a commercial agent, a subcontractor, a supplier, a partner, etc.);
- the one receiving the advantage is not the final beneficiary (the beneficiary may be a relative, a third party, etc.);
- the fraudulent action and the granting of the undue advantage do not take place simultaneously (the undue advantage may be anticipated, or granted later);

- If the undue advantage takes forms other than monetary payment (it may be material objects, services to be rendered, benefit of reputation, etc.);
- If the recipient is a public or private sector employee.

a. Active bribery

Is the act of offering or granting any advantage whatsoever to any person to do or refrain from doing any action in the course of their duties.

b. Passive bribery

Is receiving any benefit whatsoever for doing or refraining from doing any action in the course of one's duties.

c. Trading in Influence

Is the act of remunerating a person to use their influence to bring a third party to make a favourable decision.

d. Conflict of Interest

A conflict of interest arises from a situation in which an employee has a personal interest that is likely to affect, or appear to affect, the impartial and objective performance of their official duties. A personal interest includes any benefit to himself or herself or to family, relatives, friends or persons or organizations with whom they has or has had business or political dealings.

In the event of a potential or actual conflict of interest, employees are required to immediately inform their line manager and comply with the internal *conflict of interest management procedure* (see Appendix).

e. Facilitation payment

Illegal or unofficial payment in return for services that the payer would have been legally entitled to receive without such payment. It is generally a relatively small amount paid to a public official or person performing a certification function to ensure or expedite the completion of a routine procedure or necessary action, such as the issuance of a visa or work permit, customs clearance or the installation of a phone line.

4. COMPANY'S ACTIVITY AND SCOPE

Our activity is based on the following professions:

- Concept and design ;
- Hydraulics;
- Civil engineering;
- Engineering structures;
- Building construction ;
- Manufacture of pipes.

The anti-bribery management system (SMAC) applies to all SOGEA MAROC's activities at its head office, construction sites, plant and equipment park. It thus extends to all internal and external personnel working or likely to work within the sites under the responsibility of SOGEA MAROC.

The development of the anti-bribery approach in all of our lines of work is ensured by the strategic priorities set out below:

- Establish a zero tolerance policy towards any behaviour or actions that could lead to fraud or corruption.
- Ensure the deployment of our approach to our business partners
- Raise awareness and train all of our employees on anti-bribery risks.

5. RISKS OF CORRUPTION IN THE COMPANY'S ACTIVITIES

Any employee, in the performance of their duties, may be potentially exposed to a situation where they are at risk of corruption. In order to be able to prevent and mitigate the risks of corruption, it is necessary to be able to identify and report such risks, where appropriate.

As an indication, a few types of risks that employees may be confronted with:

- Seek to promote the obtaining of a contract or a deal.
- Seek to be in a privileged situation (favourable pre-qualification rules, award criteria, contractual mechanisms).
- Seek to obtain favourable decisions (deadline extensions, extra work, quantity validations, amendments, claims, disputed acceptance, etc.).

As not all risk situations can be dealt with exhaustively, employees must address any questions on the application or interpretation of the policy to their line managers or to the referents designated by the company.

6. FORMS OF CORRUPTION

The undue advantage promised and/or granted in exchange for the corrupt act may take several forms, which include (but are not limited to):

- Monetary payment;
- Gifts (luxury items, hospital fees, school fees for children, etc.) ;
- Coverage of miscellaneous expenses;
- Promise of employment / internship immediately or in the future;
- Hospitality expenses (leisure trips, invitations of relatives, excessive cost invitations) ;
- Corporate philanthropy or sponsorship actions with benefits for the decision-maker.

7. RULES OF CONDUCT

Sogea Maroc applies the principle of "zero tolerance" in terms of corruption and trading in influence to all its activities and all its employees.

No employee may thus directly or indirectly grant to or receive from a third party undue advantages, of any nature whatsoever and by any means whatsoever, in order to obtain or maintain a business transaction or preferential treatment.

Therefore, under no circumstances may an employee, for themselves or for a third party, or a third party on behalf of the employee:

- Give, promise to give or offer a payment, cash donation, commission, gift, trip, invitation or any other form of gratuity, with the expectation or hope that an undue advantage will be derived, or to reward an undue advantage already granted;
- Accepting or soliciting a payment, cash donation, commission, gift, trip, invitation or any other form of gratuity from a third party for which it is known or suspected that they expect an undue advantage in return for it;

- Make any form of facilitation payment to a public official, agent or intermediary to facilitate or expedite a routine procedure;
- Using a service provider without having carried out reasonable due diligence beforehand, ensuring the integrity of the service provider, the legitimacy of the contract to be concluded and the adequacy of the payment with the service provided.

8. MEASURES TO PREVENT AND COMBAT CORRUPTION

a. Gift Policy

Gifts and invitations are meant to show esteem or gratitude in a general way. They are indeed vectors for the creation, maintenance or development of business relationships that are useful for our activities.

They should not be perceived as a reward in exchange for a service provided to the company (for example, becoming the recipient of a contract).

By its value or frequency, the gift/invitation must not make one doubt:

- The honesty of the giver;
- Nor the impartiality of the one who receives it;
- Nor inspire suspicion of any kind, including conflict of interest;
- Nor interpretable as concealing an act of corruption.

To protect employees from unfounded suspicions, illicit solicitations or possible risks of corruption, Sogea Maroc has defined a "gifts and invitations" policy (see Appendix) which establishes the framework for offering/receiving gifts and invitations.

Before offering or accepting a gift, meal, invitation or other benefit, all employees must ensure that they act in accordance with this policy.

b. Due Diligence

Sogea Maroc deploys and maintains a third party assessment procedure, including customers, providers, suppliers and subcontractors. The partners of first rank and/or judged as presenting more than a low risk are subject to reasonable diligence, defined in the Purchasing Procedure.

c. Control of corporate philanthropy or sponsorship actions

- Any contribution of corporate philanthropy or sponsorship must be authorized in advance by the general management;
- Political contributions are prohibited;
- Any donation/contribution/sponsorship project must be communicated by the concerned employee to their superior and must be relayed to one of the committees deciding on projects/donations:
 - AOS
 - Civic actions
 - ISSA
- Donations/contributions/sponsorships should be avoided when the company is about to enter into a contract with the applicant's entity;
- Any donation/contribution/sponsorship should be formalized and documented;
- Any donation/contribution/sponsorship must be evaluated and followed up by the concerned employee with their line manager and the committee (AOS/Civic Actions/ISSA) in charge of following up the action;

- Any donation/contribution/sponsorship must be clearly and accurately recorded in the company's financial statements.

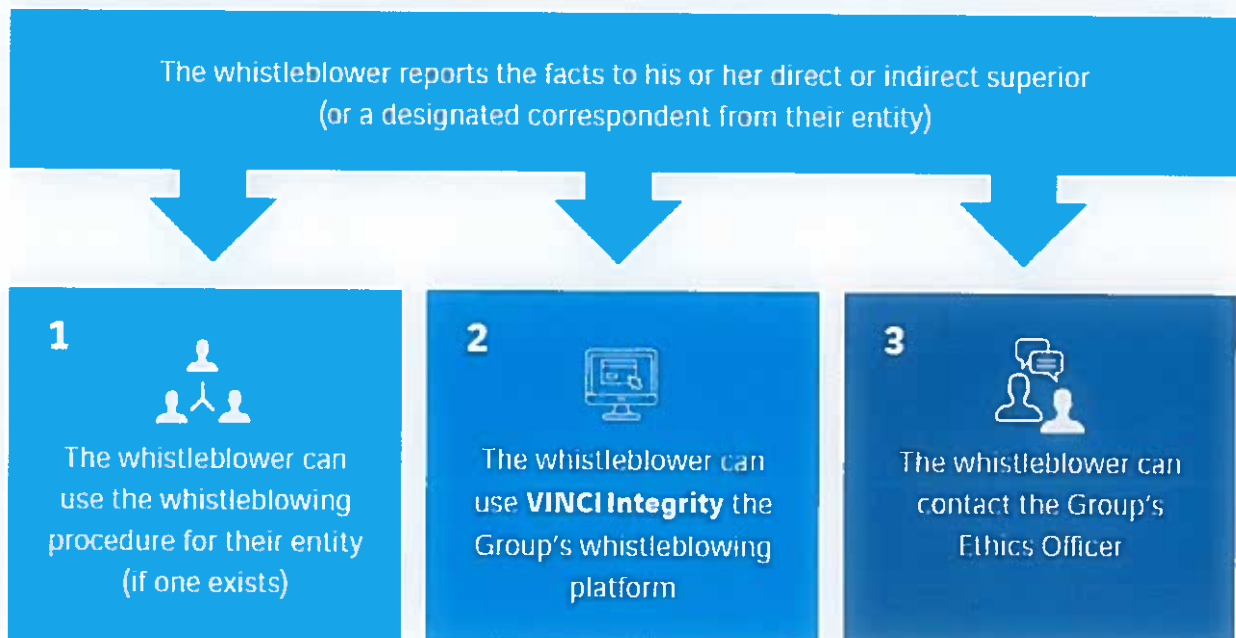
d. Awareness raising and training

An anti-bribery training plan, including e-learning modules and classroom-based anti-bribery training sessions, is drawn up and deployed to staff in line with the anti-bribery risks corresponding to each function.

All employees will have access to anti-bribery documentation via Sharepoint. Awareness-raising sessions on the various aspects of corruption prevention are to be conducted.

e. Whistleblowing system

Sogea Maroc deploys the Vinci Group's whistleblowing system (see Appendix). The whistle-blower can thus contact the group's ethics officer, or use the whistleblowing platform made available on the website <https://www.vinci-integrity.com/>.



No employee may be sanctioned or be subjected to a discriminatory measure for having made a whistleblowing report in a disinterested manner and in good faith through the whistleblowing system.

f. Risk Mapping

Sogea Maroc is setting up a corruption risk map, which is regularly updated in order to :

- Meet the risk assessment requirements of all laws, conventions, standards (ISO 37001) and international anti-bribery regulations
- Make an exhaustive review of the different types of corruption risks (inherited, shared, competitive, regulatory ...).
- Calculate objective risks and gross and net/residual operational risks
- Evaluate the effectiveness of existing corruption prevention mechanisms

9. POLICY IMPLEMENTATION

a. Anti-bribery compliance function

An anti-bribery compliance function is designated by the Management Board, guaranteeing its independence and authority in the performance of its duties. These consist of :

- Supervising the design and implementation of the anti-bribery management system;
- Providing advice and recommendations to staff on the anti-bribery management system and on issues related to corruption;
- Ensure that the anti-bribery management system complies with the requirements of ISO 37001 and applicable laws;
- Ensuring and relaying the monitoring of the performance of the anti-bribery management system to management and other compliance functions, as appropriate.

b. Anti-bribery system management

The deployment and monitoring of the anti-bribery management system is led by the Anti-Bribery Compliance Team, which is chaired by the Anti-Bribery Compliance function and appointed by the Management Board.

The effectiveness of the system is reviewed annually by this team and the Management Board.

The Anti-Bribery Compliance Team conducts revisions and updates to this policy, with validation by the general management.

c. Disciplinary measures – sanctions

Any action taken in violation of this Anti-bribery Policy may result in disciplinary action and prosecution, as appropriate.

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

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

In addition, any action taken in violation of applicable laws and regulations regarding the fight against corruption is also likely to result in criminal sanctions for the employee concerned and criminal sanctions for their employer (examples: financial sanction, imprisonment, exclusion from public contracts).



