

CODE OF CONDUCT

Anti-Corruption

AÉROPORTS DE LA CÔTE D'AZUR



AÉROPORTS
DE LA CÔTE D'AZUR



Message from the Chairman

In 2017, France strengthened its legislative arsenal to fight against corruption more than ever. Aéroports de la Côte d'Azur has made this fight its own, developing multiple initiatives to operate in perfect transparency and with complete integrity.

Our Group owes this to its region, as it counts for something among the most important local employers. It is an example which can only be virtuous. In the same way, it is owed to its employees, whose remarkable involvement in the daily life of the company deserves strict ethics and the loyalty of all. Finally, it is owed to all of its partners, suppliers, customers and institutions, from whom we would not be able to demand a level of integrity that we would not apply ourselves first.

We are delighted to confirm that since its launch, our anti-corruption Code of Conduct has never been undermined. But we are not resting on our laurels - we are continuing to be demand more from ourselves. How? By insisting even more on the cherished values of our Group: fighting against all forms of harassment, for non-discrimination and for free competition... and always using exemplary behaviour as our guideline. They are the key to a more serene and fair world. Our performance in our operations and the defence of these values will only grow. Our satisfaction and pride too.

Franck Goldnadel
Chairman of the Board

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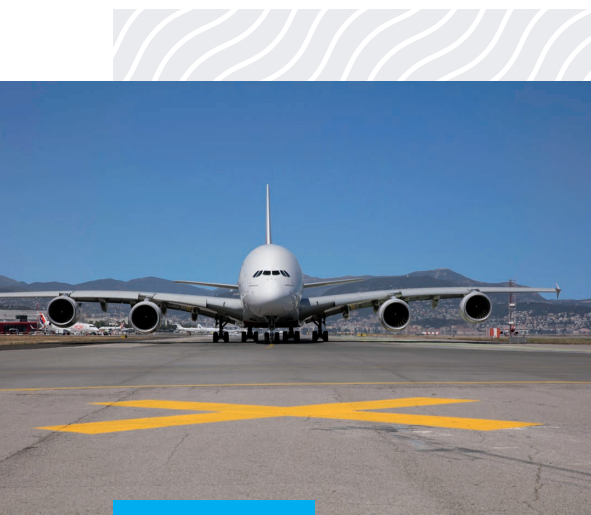
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1. INTRODUCTION

PRINCIPLES

Aéroports de la Côte d'Azur is committed to preventing and combating illegal activities, in order to comply with the laws and regulations, and with the ethical values of the Mundys Group.

In line with the values and ambitions of Aéroports de la Côte d'Azur, this Code of Conduct gives everyone the information and reference points they need for their professional role.



Our ethical principles can be broken down into 5 key points:

- Act in conformity with the regulations
- Demonstrate loyalty, honesty and exemplary qualities
- Protect the heritage of Aéroports de la Côte d'Azur
- Foster a culture of integrity and transparency
- Respect others by fighting in particular against harassment and discrimination

This code presents and illustrates the different types of behaviours expected of all employees.

In no circumstances can the conviction of acting in the company's interests even partly justify behaviours that go against the provisions of the relevant legislation and this Code of Conduct.

SCOPE

This Code of Conduct applies to all employees of the company and to external providers acting in the name and on behalf of Aéroports de la Côte d'Azur (subcontractors, temporary workers, external or occasional collaborators, etc.).

Aéroports de la Côte d'Azur requires its commercial partners and suppliers around the world to respect the terms of this Code, and reserves the right to end its commercial relationship with any company that does not respect its rules of compliance and ethics.

This Code is an integral part of the company's Internal Regulations. It may be revised.

CODE OF CONDUCT VIOLATIONS AND SANCTIONS

Employees can be held personally responsible for non-compliance with the rules and may face sanctions (including criminal sanctions) in accordance with the applicable legislation. Non-compliance with the Code of Conduct is punishable by sanctions in accordance with the Internal Regulations.

CONTACTS IN THE EVENT OF QUESTIONS

The Code and the internal policies of Aéroports de la Côte d'Azur provide advice for numerous situations. However, it is not possible to anticipate all the problems or questions that employees may face. Aéroports de la Côte d'Azur expects its employees to show discernment in their everyday actions and encourages them to seek advice if they have any doubts.

For any questions about appropriate conduct, or about the application or interpretation of the Code, employees should contact:

- Their immediate superior
- The Aéroports de la Côte d'Azur Compliance officer: deontologue@cote-azur.aeroport.fr

2. COMBATING CORRUPTION AND INFLUENCE PEDDLING

Aéroports de la Côte d'Azur applies a zero-tolerance policy regarding all forms of corruption and is committed to respecting all the international and national laws on illegal payments.

Company employees must not engage in any form of corruption, active or passive, in their dealings with both private individuals and public officials.

CORRUPTION

Corruption is a criminal offence committed by any person who solicits or accepts an undue advantage, in order to carry out or not carry out an action that falls within the scope of their duties. Corruption can take numerous forms, such as influence peddling and/or facilitation payments. It can be disguised via various mechanisms, such as gifts, invitations, donations, etc.

- Corruption is **public** when it involves a public official⁽¹⁾. It is **private** when it involves a person in the private sector.
- Corruption can be **direct** or **indirect** (carried by a third party acting in the name or on behalf of companies or individuals).
- **Active** corruption is giving, offering or promising an undue advantage. **Passive** corruption is requesting or accepting an undue advantage.



INFLUENCE PEDDLING

Influence peddling is a form of corruption. It is an abuse of (real or apparent) influence that involves giving, offering or promising to give an advantage to a person, in exchange for an undue advantage, an honour, a job, a contract or any other favourable decision from a private individual, an authority, or a public body.

IN PRACTICE

EMPLOYEES MUST:

Show loyalty, honesty and exemplary conduct in their day-to-day activities, as well as applying the principles of the Aéroports de la Côte d'Azur Code of Conduct.

EMPLOYEES MUST NOT:

- Solicit or offer money, gifts or invitations in order to obtain an undue advantage for Aéroports de la Côte d'Azur.
- Promise, offer or accept any advantage in order to influence the beneficiary's behaviour.
- Accept or offer cash payments.

SCENARIOS

- **RISK SCENARIO 1:** A public official incites an employee of Aéroports de la Côte d'Azur to choose a certain provider, in return for an authorisation required by the airport.

HOW SHOULD THE EMPLOYEE REACT?

This situation is a form of public corruption. The employee should refuse. They should follow the usual purchasing procedure, with a competitive tender process between several possible providers.

- **RISK SCENARIO 2:** During a compliance check for environmental standards, an employee of Aéroports de la Côte d'Azur pays a bribe to a representative of the inspection authority, to persuade them to renew the authorisation.

HOW SHOULD THE EMPLOYEE REACT?

This situation is a form of public corruption. The employee must not offer money in order to obtain an undue advantage. Offering, accepting or promising a bribe is strictly prohibited.

(1) A "public official" is a person in a position of public authority, who has a public service mission or holds an elected public office, for himself/herself or others.



GIFTS AND INVITATIONS

A **gift** is any kind of advantage given by a person as a sign of appreciation or goodwill, with nothing expected in return.

An **invitation** can relate to any form of entertainment (meals, accommodation, shows, concerts, sports events, etc.).

In the context of Aéroports de la Côte d'Azur's activities, gifts and invitations given as signs of courtesy and hospitality help to develop and maintain business relationships. However, it is important to be careful about their value, frequency and beneficiaries, to ensure they will not be interpreted as corruption (see the Aéroports de la Côte d'Azur gifts and invitations procedure).

IN PRACTICE

EMPLOYEES MUST:

- Follow the Aéroports de la Côte d'Azur gifts and invitations procedure.
 - Be careful about the context of gifts and invitations, and about the meaning that may be attached to them.
- Receiving a gift or invitation should not entail any expectations in return.

EMPLOYEES MUST NOT OFFER OR ACCEPT:

- Donations in the form of cash or cash equivalents.
- Gifts if they are solicited or conditional.
- Gifts or invitations in order to obtain an undue advantage.
- Gifts and invitations that are considered excessive and/or that are given frequently, as defined in the Aéroports de la Côte d'Azur gifts and invitations procedure.

SCENARIOS

- **RISK SCENARIO 1:** A supplier invites an employee of Aéroports de la Côte d'Azur out for dinner at a restaurant, during the tender phase of a contract, in order to influence their decision.

HOW SHOULD THE EMPLOYEE REACT? Employees must not accept gifts and/or invitations from suppliers or providers during tendering periods. However, employees do have the right to accept restaurant invitations in order to maintain good business relationships, provided they respect the Aéroports de la Côte d'Azur gifts and invitations procedure.

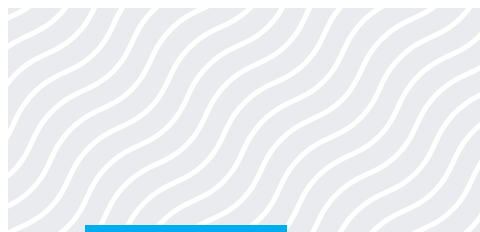
- **RISK SCENARIO 2:** When organising an event at the airport, an employee of Aéroports de la Côte d'Azur offers gifts / invitations to a police official, in return for an authorisation.

HOW SHOULD THE EMPLOYEE REACT? Employees must not offer gifts and/or invitations in order to obtain an undue advantage.

DONATIONS, SPONSORSHIPS AND POLITICAL CONTRIBUTIONS

Aéroports de la Côte d'Azur has created a foundation under the aegis of the Fondation de France. Any donation request must therefore be addressed to this Foundation. When the request is outside the scope of the Foundation's objective, it must be made in accordance with the Aéroports de la Côte d'Azur "Donations, partnerships and sponsorship" procedure.

- Through its **donation** and **sponsorship** operations, Aéroports de la Côte d'Azur seeks to provide financial or material support for social, cultural or sports projects and actions.
 - When making a donation, the objective is charitable (nothing is expected in return).
 - When providing sponsorship, the objective is to enhance the image of Aéroports de la Côte d'Azur. In return, the beneficiary entity agrees to promote the company. The benefit received in return must be proportionate to the funding.
- Aéroports de la Côte d'Azur does not fund political activities.



IN PRACTICE

EMPLOYEES MUST:

- Follow the Aéroports de la Côte d'Azur Donations, partnerships and sponsorship procedure.
- Check that the agreed service is real / that the funds provided are correctly used.
- Ensure that the benefit in return for sponsorship is proportionate.

EMPLOYEES MUST NOT:

- Sponsor an event in the hopes of obtaining something, such as getting a contract signed.
- Make political contributions in the name of Aéroports de la Côte d'Azur.

SCENARIOS

- **RISK SCENARIO 1:** An employee of Aéroports de la Côte d'Azur is asked by a company to sponsor a cultural activity, in return for obtaining a new contract.

HOW SHOULD THE EMPLOYEE REACT? The employee must refuse. This situation can be seen as corruption.

- **RISK SCENARIO 2:** An airline asks an employee of Aéroports de la Côte d'Azur to cover all or part of the costs for an event or a marketing campaign despite there being no official motivating policy, in return for giving Nice an increased seat offer.

HOW SHOULD THE EMPLOYEE REACT? The employee must refuse. This situation can be seen as corruption. The employee must follow the Aéroports de la Côte d'Azur Donations, partnerships and sponsorship Procedure.





CONFLICTS OF INTEREST

A conflict of interest refers to a conflict between the roles of ACA employees and their private interests, which could influence the way they perform their duties.

In other words, the conflict of interest may potentially compromise employee neutrality and impartiality when performing their duties due to their personal interests, thereby hindering the effective performance of their duties.

Decisions taken in a context of conflict of interest raise doubts about the quality of those decisions, but also about the integrity of the person who took them, and may result in the company being found liable. Therefore, any private interest that may conflict with the interests of ACA must be reported to the relevant department and the Compliance officer to assess the situation (see the Aéroports de la Côte d'Azur conflict of interest management procedure).

IN PRACTICE

EMPLOYEES MUST:

- Identify any actual, apparent or potential conflicts of interest and inform the relevant department and the Compliance officer in writing
- Obtain the opinion of the relevant department and the Compliance officer in writing before becoming involved in any decision-making process related to the declared conflict of interest
- In general, refrain from holding a position, function or financial interest, or withdraw any current or future interest, in any organisation that is a competitor, customer, supplier or business partner of ACA, where the functions performed within the company allow them to influence the relationship.

EMPLOYEES MUST NOT:

- Use their position within ACA, or information obtained in this context, for their own personal gain or that of their family and relatives
- Be involved in ACA's decision-making when it concerns an entity in which they or a member of their family has a private interest
- Intentionally place themselves in a situation where there is a conflict of interest and participate in meetings or decisions concerning matters where there is the conflict of interest
- Work systematically or even abusively with a supplier because of close ties with that supplier
- Engage in a professional activity or hold a significant financial interest in a competitor, customer, supplier or business partner of ACA.

SCENARIOS

- **RISK SITUATION 1:** A family member of an ACA employee works for a company that is bidding for a contract put out to tender by ACA. The ACA employee is a buyer, project manager or specifier for the same contract.

HOW SHOULD THE EMPLOYEE RESPOND?

The employee must inform their line manager. The employee will be asked to withdraw from the purchasing process in favour of another employee in order to avoid any conflict of interest in selecting the company.

- **RISK SITUATION 2 :** The son of a current ACA employee, who has just graduated from the École Nationale de l'Aviation Civile (French National Civil Aviation School), is applying for a position at ACA.

WHAT SHOULD THE EMPLOYEE DO?

The employee must inform the Human Resources department in charge of recruitment. His son may only be recruited on objective criteria, following the usual recruitment process, after approval by management and notifying the Compliance officer.

EVALUATING THE INTEGRITY OF STAKEHOLDERS

Aéroports de la Côte d’Azur’s stakeholders are natural or legal persons with whom the company interacts for the purposes of its activities. In certain cases, some of these stakeholders may present a particular risk of corruption.

Preliminary controls and checks need to be carried out, in order to confirm the good reputation and integrity of the natural or legal persons with whom Aéroports de la Côte d’Azur interacts.

Examples of stakeholders include: commercial partners, suppliers, sub-contractors, service providers, agents, customers, intermediaries, etc.



RESPECTING FREE COMPETITION

Open and undistorted competition guarantees healthy and loyal commercial relationships. Thus, the relationships that Aéroports de la Côte d’Azur enters into with its various commercial partners (suppliers, customers, outlets, etc.) are founded on principles of transparency and non-discrimination, which, in particular, requires us to treat different candidates and contributors in the same market equally.



IN PRACTICE

EMPLOYEES MUST:

- Justify the use of the chosen commercial partners, suppliers, service providers or agents.
- Carry out due diligence checks on integrity wherever necessary, in accordance with Aéroports de la Côte d’Azur’s stakeholder evaluation procedure.
- Act fairly with our partners by transmitting the same information to each of them.

EMPLOYEES MUST NOT:

- Start a business relationship in the name of Aéroports de la Côte d’Azur in an isolated manner, without informing the people responsible.
- Do business with stakeholders considered to be “risky” without first carrying out the necessary controls and checks.

SCENARIOS

- **RISK SCENARIO 1:** During a tendering process, a construction company offers to do work on an Aéroports de la Côte d’Azur employee’s home for free, in order to obtain a contract.

HOW SHOULD THE EMPLOYEE REACT? The employee should refuse. This situation can be seen as direct private corruption.

- **RISK SCENARIO 2:** An Aéroports de la Côte d’Azur employee plans to choose a friend’s company to carry out construction work on the airport, without a competitive tender process.

HOW SHOULD THE EMPLOYEE REACT? The employee should follow the usual purchasing procedure, consulting several companies. They should also mention their connection with this provider to the Compliance officer (procedure for the management of conflicts of interest).



ACCOUNTING RECORDS / INTERNAL AUDITING

The company's transactions are recorded in the accounts in a sincere and faithful manner, according to the current regulations and Aéroports de la Côte d'Azur's procedures.

Combating corruption and fraud is one of the themes of the standards for risk management and internal auditing.

Accounting checks include all the verifications on financial information arising from the company's activities (invoices, receipt slips, payments, etc.).

IN PRACTICE

EMPLOYEES MUST:

- Respect Aéroports de la Côte d'Azur's procedures and the authorised levels of approval.
- Provide transparent and complete information to the accounting department.
- Provide all the supporting documents for a transaction to the accounting department.

EMPLOYEES MUST NOT:

- Hide information from or fail to provide information to the accounting department.
- Provide false supporting documents for a transaction.



3. THE WHISTLEBLOWING PROCEDURE

IN PRACTICE

Aéroports de la Côte d'Azur allows individuals – whistleblowers – who, in the course of their professional activities, have obtained information relating to events that have occurred or are very likely to occur within ACA to report this information via the following emails: deontologue@cote-azur.aeroport.fr and/or alerteRH@cote-azur.aeroport.fr

These reports concern:

- A breach of the ACA Code of Conduct, the Mundys Code of Ethics or Anti-corruption Policy
- A crime, offence, threat or harm to the public interest
- A clear violation or attempt to conceal a violation of an international commitment duly ratified or approved by France, a unilateral act of an international organisation taken on the basis of such a commitment, or European Union law
- A clear violation or attempt to conceal a violation of a law or regulation
- A serious violation of human rights and fundamental freedoms, the health and safety of individuals, or the environment resulting from ACA's operations.

The identity of the whistleblower and that of the person or persons implicated will be treated as confidential.

Any employee who makes a report in good faith and without self-interest, i.e. with the sincere belief that their statement is accurate, will be protected against any form of retaliation. However, whistleblowers who misuse the system by making a report in bad faith, for example by deliberately communicating false or inaccurate information with malicious intent, will be subject to disciplinary action and legal proceedings.

For further information on ACA's whistleblowing system, a detailed procedure is available on Echodoc, on the intranet and on the company's website.

