

# INTERNATIONAL CODE OF CONDUCT

“NO COMPROMISE  
WITH COMPLIANCE”



GROUPE ADP

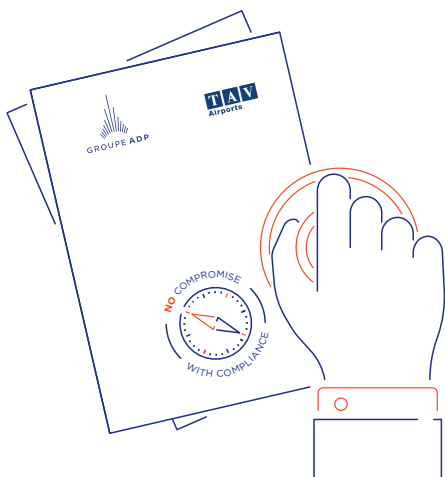


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[international-code-of-conduct.groupeadp.fr](http://international-code-of-conduct.groupeadp.fr)



## HOW TO USE THIS CODE?

The code of conduct provides guidance for all employees of ADP International Perimeter\* and also to our third parties, including suppliers, partners and customers in order to work in an ethical manner and in accordance with the law.

The code of conduct summarizes the “Compliance Intangible Principles” developed in our Ethical and Compliance policy and Anti Bribery/Corruption (ABAC) Guidelines. These detailed Guidelines will be published no later than June 2018.

The code of conduct is not intended to address or anticipate every situation. It provides guidance regarding what is the correct behavior.

Future updates to this first edition will add new rules.

\* ADP International Perimeter includes ADP International headquarters, subsidiaries and shareholdings, offices and joint-ventures, ADP Ingénierie and its subsidiaries, TAV Holding and its subsidiaries.



**For any questions about the code, contact:**

- your line manager
- ADP International Chief Audit - Risk Management - Compliance & Quality Officer
- TAV Head of Internal Audit
- our dedicated e-mail address: [ethic.compliance.international@adp.fr](mailto:ethic.compliance.international@adp.fr)

# EDITORIAL

## **“NO COMPROMISE WITH COMPLIANCE” UNDERLINES THE ZERO-TOLERANCE POLICY WE ARE DETERMINED TO REINFORCE.**

In today’s world, being compliant is no longer just about doing the right thing. It’s about operational excellence, business success and mitigating risks. It’s also about strengthening our license to operate and reinforcing our sustainable leadership in the Airport Industry. To be a leader, we must lead in every field: investment, airport operations, engineering, design and also compliance.

The Industry, ADP International Perimeter\* as a whole – and each of us as individuals – are exposed to Compliance Risk.

Promoting the highest standards in terms of ethics and compliance, not only contributes to the mitigation and efficient management of our own risks but also to those of all customers, business partners and governments with whom we interact. These Compliance standards provide an additional guarantee of professional reliability and fairness in the context of the relationship of trust and mutual respect with our stakeholders.

We do not have to fundamentally change our values. But we do have to move from thinking of compliance as just a company rule to knowing that compliance is an absolutely essential way of being and working for us all, with no exception.

Respecting people, local cultures and rules is our natural way. Our goal is to achieve a state where everyone who works for or with a company within ADP International Perimeter behaves in a fully compliant way, naturally and instinctively, without even needing to think about it.

The slogan of our program – “No compromise with Compliance” – underlines the zero tolerance policy we are determined to reinforce.



\* ADP International Perimeter includes ADP International headquarters, subsidiaries and shareholdings, offices and joint-ventures, ADP Ingénierie and its subsidiaries, TAV Holding and its subsidiaries.

# RIGHTS & RESPONSIBILITIES

## WHAT IS AT STAKE?

International Perimeter of Groupe ADP is **committed to conducting business with integrity**, transparency and ethics, in compliance with the strictest global laws and regulations and with internal policies and guidelines. **Compliance is an essential way of acting** for everyone who works for or with any company of the International Perimeter of ADP, at any given time.

**International perimeter of ADP compliance program has 6 main steps:**

1. “Tone at the top” commitment from leadership and top management
2. Risk assessment
3. Policies & code of conduct
4. Communication & training
5. Monitoring
6. Sanctions

## THE ADP INTERNATIONAL PERIMETER CODE OF CONDUCT

Our code of conduct **defines the foundations of our compliance program**: legal and ethical rules, regulations, business considerations and expected behaviors. We have chosen to design ADP International perimeter compliance program in accordance with the highest international standards and have made them applicable to all of our sites in every country. Regular updates to this code of conduct will add new rules.

## APPLICATION OF THE CODE OF CONDUCT

**Our code of conduct applies to every employee of the international perimeter of Groupe ADP**: entry-level workers and top management, staff at our headquarters **as well as to anyone working on behalf of ADP International perimeter** (sub-contractors, interim employees, etc.).

Our code of conduct also applies to our business partners and our suppliers everywhere in the world. We will consider ending business relationships with companies who do not meet our standards of compliance and ethical behavior; and when feasible, we include compliance benchmarks and boundaries in the terms of our contracts with third parties.

**In short, we expect everyone who works for or with ADP International perimeter to understand and respect our code of conduct.**

## THE RIGHTS & RESPONSIBILITIES OF ADP INTERNATIONAL PERIMETER EMPLOYEES

**All ADP International perimeter employees -including new employees- are expected to know, understand and fully respect our code of conduct.** ADP International perimeter will ensure a training related to Compliance.

The document is always available for consultation at every ADP International perimeter site.

**Disregard of code of conduct cannot and will not be excused by claiming ignorance, or by stating that a colleague or manager gave an order to do so.** If ever any ADP International perimeter employee is concerned that our code of conduct is not being respected, **he or she must speak up**: first to the **line manager and then to the managing director**. Alternatively, if an employee wishes, he can speak directly to **the ADP International perimeter compliance team** by sending an e-mail to:

[ethic.compliance.international@adp.fr](mailto:ethic.compliance.international@adp.fr)

Our goal is to achieve a state where everyone who works for or with ADP International perimeter behaves in a fully compliant way, naturally and instinctively.

## THE RIGHTS & RESPONSIBILITIES OF ADP INTERNATIONAL PERIMETER MANAGERS

**ADP International Perimeter managers transmit the right tone from the top, delivering consistent and clear messages. They lead by example, with both their words and their behavior.**

Our managers understand that being compliant is no longer just about doing the right thing. It's also about mitigating risks, ensuring operational excellence, and ultimately being financially successful, which is why they lead by example, with irreproachable behavior.

Managers are both accountable to and responsible for their teams. They must do everything to create a fully compliant workplace. They must ensure all team members understand the way that our code of conduct guides their work. Managers are not in charge of training their teams, but they are expected to accompany the team members through the training process. **Managers must also ensure that their teams feel free to speak out about concerns or code violations without repercussions or retaliations**, and they must deal with any issues that are raised by team members swiftly and completely.

## DEVIATIONS & SANCTIONS

For ADP International Perimeter employees, **deviations of compliance** are ranked from 1 to 4. **Sanctions, if any**, will be handled on a case by case basis and according to the disciplinary rules of the company to which the employee is belonging.

# THE ROLE OF THE COMPLIANCE FUNCTION

**A common compliance program applies to all companies of ADP international perimeter.**

**An independent function oversees and administers this Compliance program.**

The ADP International Perimeter compliance function is part of the scope of responsibility of the Audit, Compliance, Risk Management and Quality department of ADP International which is headed by Christian Laveau as Chief Audit, Risk Management, Compliance and Quality Officer.

— **The ADP International perimeter compliance function's main mission is to pilot and monitor the compliance process** within ADP International perimeter according to Groupe ADP requirements, the Compliance & Ethics Policy and the 6 milestones of the ADP International Perimeter compliance program.

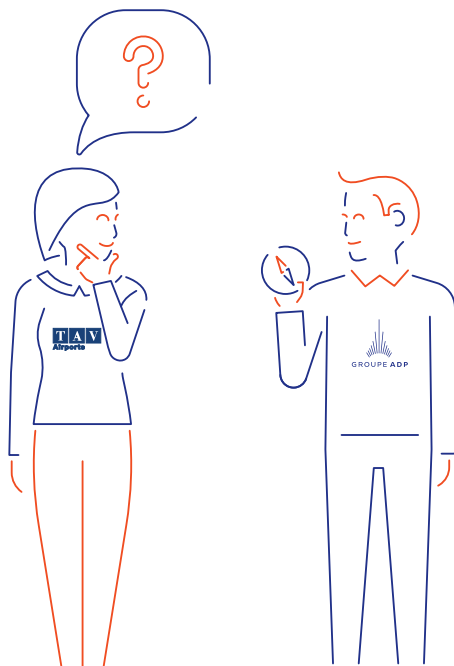
**It deploys the ADP international perimeter compliance program** within ADP International perimeter at a corporate, affiliate or JV level.

It guarantees that compliance guidelines are implemented and respected.

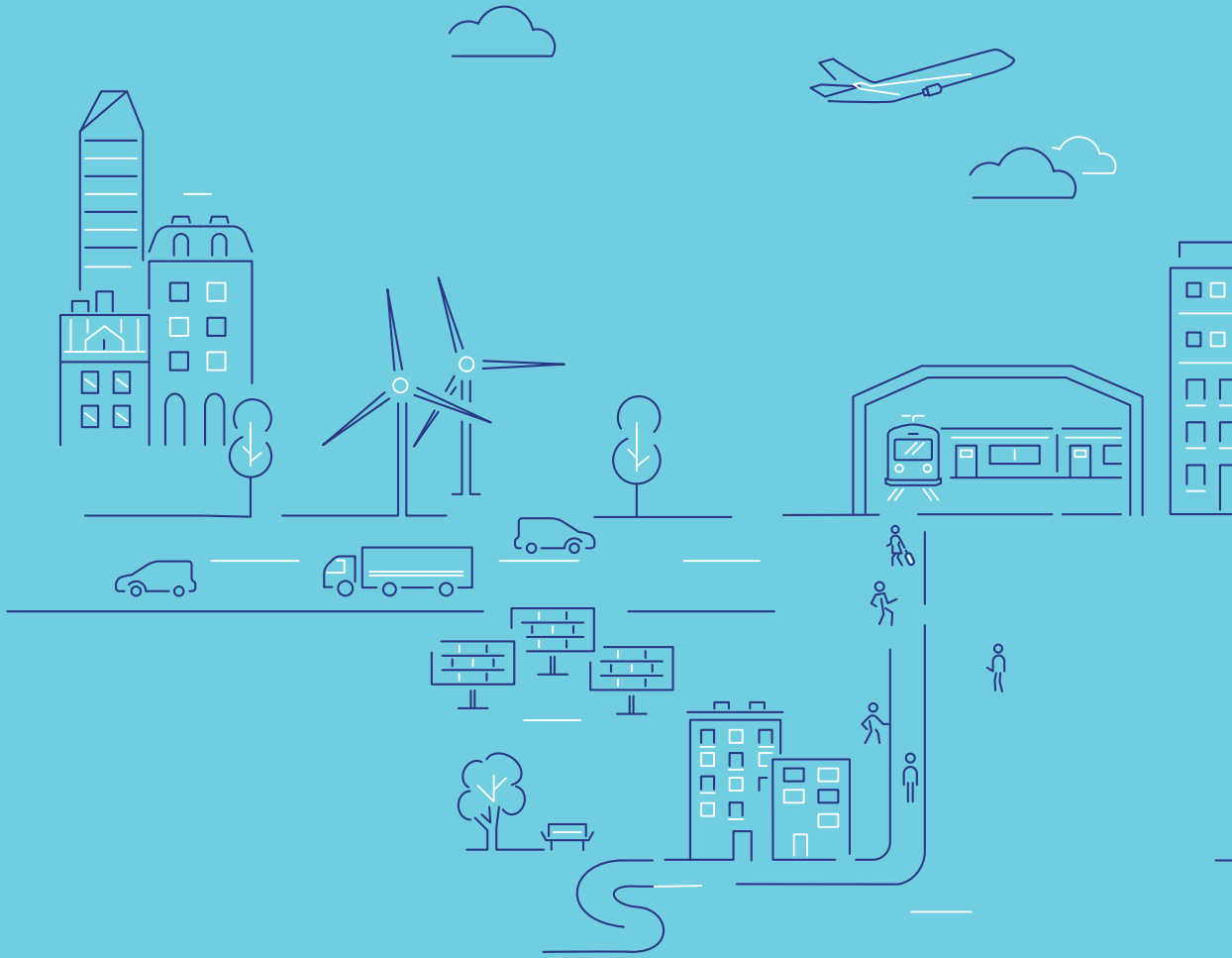
The ADP International perimeter compliance function also **acts as a permanent compliance help desk for any questions related to compliance.**

— The TAV compliance function ' main mission is to ensure that **the ADP International Perimeter compliance program is fully understood**, and Compliance & Ethics Policy and Compliance guidelines **are deployed, implemented and respected** in TAV entities. He also acts as a **permanent advisor for compliance topics** within TAV perimeter. Altuğ Koraltan as TAV Holding Head of Internal Audit is in charge of this TAV compliance function.

**If in doubt about any compliance related issue, contact the international compliance team:** [ethic.compliance.international@adp.fr](mailto:ethic.compliance.international@adp.fr)



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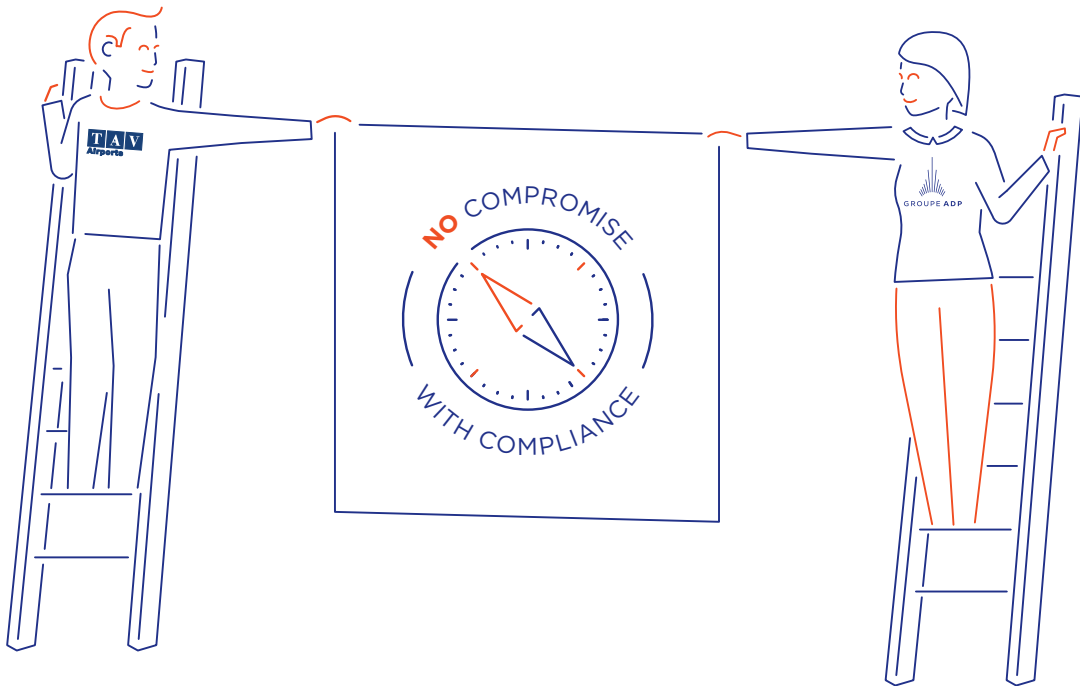
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# ANTI-BRIBERY & ANTI-CORRUPTION

## PAY A BRIBE? PAY THE PRICE.

Bribery consists of, directly or indirectly, offering, paying, promising to pay, give, or authorizing the giving or payment of any money or anything of value to anybody (foreign official or private person) for the purpose of influencing any act or decision of this person in his or her capacity.



### DO

- ◆ Conduct daily operations with openness, fairness and honesty, adhering to ADP International Perimeter’s standards of doing business;
- ◆ report cases of corruption you might come across or suspect in your daily business operations to your manager, local compliance manager or to the corporate compliance team.

### RISKY SITUATION

- ◆ Working in countries which are located in a high bribery and corruption risk area according to transparency international annual corruption perceptions index ([www.transparency.org](http://www.transparency.org));
- ◆ dealing directly or indirectly with government officials, whose significant influence, could lead to higher corruption risk;
- ◆ dealing with individuals instead of a company or a corporation.

### DON'T

- ◆ Offer or receive money, gifts, kickbacks, commissions or anything of value;
- ◆ improperly win business or gain a contract;
- ◆ permit an agent, representative or other third-party acting for ADP International, ADP Ingenierie or TAV to bribe anyone.

#### IS IT COMPLIANT?

An ADP International Perimeter employee considers making payments to Customs Service Officials in order to obtain a Transport Importation Permit.

#### What should ADP International Perimeter employee do?

This situation is a direct way to corrupt customs officials. The employee shall not pay any bribe to customs.



# FACILITATION PAYMENT

## OFFICIAL PAYMENT, NO FACILITATION PAYMENT.

Facilitation payments are a type of corruption. They are aimed at persuading government officials to perform functions or services, which they are already obliged to perform as part of their governmental responsibilities.

They are “unofficial” small cash payments made, directly or indirectly to a low ranking government official with the objective to facilitate, expedite or guarantee the correct proceeding and performance of a routine administrative process.



### DO

- ◆ Ensure that ADP International Perimeter third parties (suppliers, customers and commercial intermediaries) do not make facilitation payments on ADP International Perimeter’s behalf;
- ◆ in a context of threat, violence or loss of liberty, facilitation payments are allowed. In this case:
  - document and precisely record any facilitation payments made;
  - promptly inform your direct line manager.

### RISKY SITUATION

- ◆ Dealing directly or indirectly with government officials such as border customs officials, police officers;
- ◆ facing a routine process such as visas, Temporary Importation Permit’s (TIP), permits, licenses;
- ◆ being requested to pay a cash amount without any official justification.

### DON'T

- ◆ Accept or give any facilitation payment to a government official unless one’s life is in danger.

#### IS IT COMPLIANT?

An ADP International perimeter company has all necessary certifications and permits to import its products in a foreign country. Three days is the usual timing to cross the boarder. A customs officer offers to speed up the customs check but requests valuable spare parts to do so.

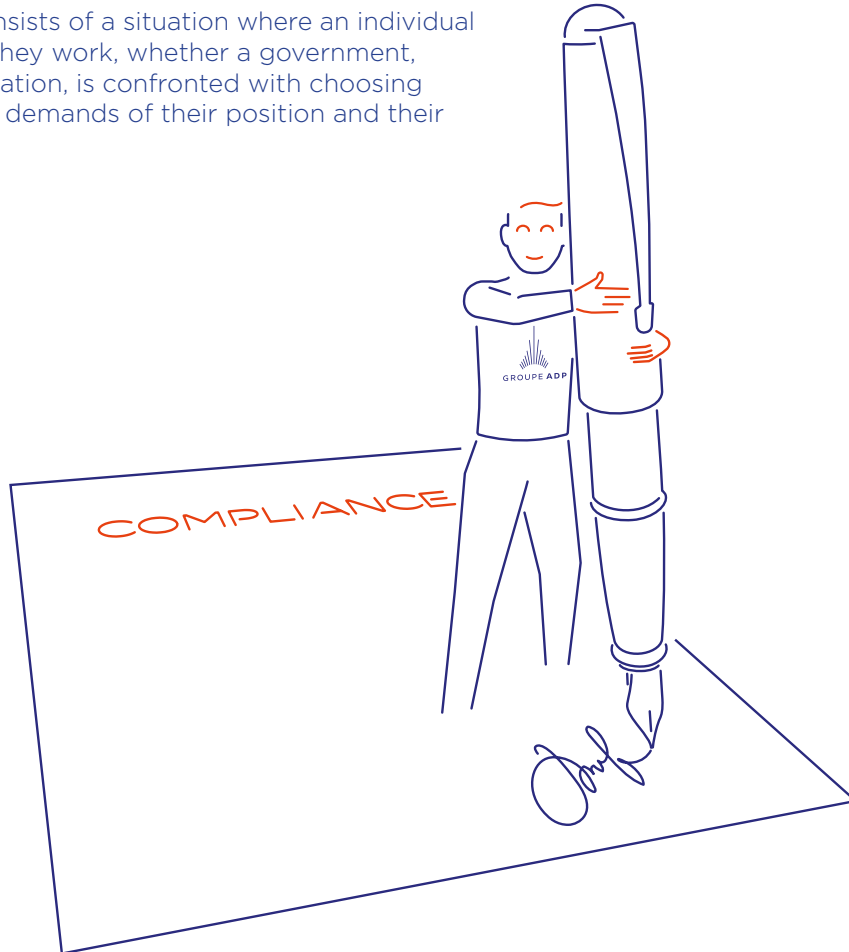
#### What should ADP International Perimeter employee do?

ADP International Perimeter employee shall not accept the request. Facilitation payments can be anything of value, like spare parts. The payment would be made for routine governmental actions and this could be seen as facilitation payment.

# CONFLICTS OF INTEREST

## FAIR PLAY, THE ONLY WAY.

A conflict of interest consists of a situation where an individual or the entity for which they work, whether a government, business or civil organization, is confronted with choosing between the duties and demands of their position and their own private interest.



### DO

- ◆ Complete annually the ABAC – annual Conflicts of Interest statement and update it if necessary;
- ◆ be transparent and report any identified case or potential conflict of interest situation to your local compliance manager or to the corporate compliance team.

### RISKY SITUATION

- ◆ Having a financial interest with an existing or potential competitor, customer or supplier of ADP International Perimeter.

### DON'T

- ◆ Dissimulate or hide any conflict of interest.


<p><b>IS IT A CONFLICT OF INTEREST?</b></p> <p>During a tender process for the selection of a supplier by a major company, an employee of the company, a close friend of a purchase manager working in the International Perimeter of Groupe ADP, offers to provide competitors' answers and confidential bid information.</p> <p>In return, this employee asks ADP International Perimeter Purchase manager for the payment of his honeymoon in India.</p>	<p><b>What should ADP International Perimeter employee do?</b></p> <p>ADP International Perimeter employee shall not accept this offer.</p> <p>He or she shall declare his conflict of interest through the ABAC – Conflicts of Interest Annual Statement and update it if needed.</p>
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# GIFTS AND BUSINESS COURTESIES

## GIVING DOES NOT MEAN BUYING.

Providing gifts or business courtesies consists of, directly or indirectly, offering, soliciting or paying presents, advantages, gratifications (such as goodies, goods, assets or any other form of gratuities) to a third party, or business partner (including government official).

### GIFT AND BUSINESS COURTESY DASHBOARD

GIFT			
<b>RECEIVED</b> Acceptable	nature Christmas and New Year's Eve cards, wine or champagne, chocolates, flowers, arts and sports invitation, clothing accessory, end of year food basket	amount 150 USD per ADP International Perimeter employee received from the same third party	frequency Once a year from the same third party
<b>OFFERED</b> Acceptable	nature Christmas and New Year's Eve cards, wine or champagne, chocolates, flowers, arts and sports invitation, clothing accessory, end of year food basket	amount 150 USD from the same ADP International Perimeter employee to the same third party	frequency Once a year to the same third party
HOSPITALITY			
<b>RECEIVED</b> Acceptable	nature Invitation to breakfast, or dinner for networking purpose or related to discussions	amount Meals 150 USD per ADP International Perimeter employee from the third party  Entertainment 150 USD per ADP International Perimeter employee from the third party	frequency 3 times per year from the same third party  3 times per year from the same third party
<b>OFFERED</b> Acceptable	nature Invitation to breakfast, or dinner for networking purpose or related to discussions  Transportation (taxi, car with driver ADP or TAV) and (hotel, guest house) Site/platforms visit.	amount Meals 150 USD from the same ADP International employee to the same third party  Entertainment 150 USD from the same ADP International employee to the same third party	frequency 3 times per year to the same third party  3 times per year to the same third party
<b>GIFT &amp; HOSPITALITY FORBIDDEN</b> 	<ul style="list-style-type: none"> <li>— Gifts or hospitality granted in a period of bid or tender process, contract renewal.</li> <li>— Gifts and/or hospitality for the friends, relatives or family members of the invitee. Business related dinner or lunch between ADP International Perimeter representatives and customers accompanied by their partners is acceptable.</li> <li>— Car rental when the business partner or third party is not travelling with any ADP International Perimeter representatives.</li> <li>— For purchase and procurement employees, gifts received from third parties are forbidden.</li> </ul>		

# GIFTS AND BUSINESS COURTESIES

**GIVING DOES NOT MEAN BUYING.**



**DO**

- ◆ Refer to the gifts and business courtesies dash board of nature, amount and frequency above, before making a gift or a business courtesy;
- ◆ give or receive gifts and hospitality without the expectation of an action or a decision in exchange.

**RISKY SITUATION**

- ◆ Giving or receiving a huge gift or a lavish business courtesy;
- ◆ giving or receiving gifts or business courtesies on a recurrent basis (daily or monthly);
- ◆ giving or receiving gifts or business courtesy that can be seen or construed as a kickback, bribe, payoff or violation of any law or other ADP International Perimeter guidelines;
- ◆ receiving gifts or business courtesy where a return for something else is solicited especially during a bid/tender period.

**DON'T**

- ◆ Offer gifts or business courtesies that could be seen as a “preferential” treatment especially during a bid period;
- ◆ offer gifts or business courtesies that could be seen as a lavish or having a vested interest.

**IS IT COMPLIANT?**

For the Christmas holiday, an ADP International Perimeter employee would like to send chocolate boxes to a client. The box has a value of 50 USD.

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**What should ADP International Perimeter employee do?**

ADP International Perimeter employee can send this gift as it is not exceeding the 150 USD threshold and as the chocolate boxes are a kind of courtesy that ADP International Perimeter allows.

# CHARITABLE CONTRIBUTIONS DONATIONS & SPONSORING

## GIVING DOES NOT MEAN BUYING.

Donations and charitable contributions consist of offering or paying some company funds or anything of value to a government official (public entities, etc.) or a private party (association, non-profit organizations, etc.) for charitable purposes and/or to benefit a cause without expecting or requesting anything in return, specifically business advantage. Contrary to any commercial activity, there is no profit expected by ADP International Perimeter when granting a donation or a charitable contribution: the only aim of such actions is to contribute to local development and to help communities.

Sponsorships are payments of money, or the giving of something of value, such as a fee or a contribution in connection with the Organization, and/or implementation of an event or some type of advertising or publicity media associated with an event (such as having the Groupe ADP or TAV logotype in some way displayed).

Not only donations, charitable contributions and sponsorships take the form of money, they can also include company assets (equipment, stocks, IT material, etc.).



### DO

- ◆ Refer to the Charitable Contributions, Donations or Sponsoring guidelines before making a donation;
- ◆ respect the specific approval flow according to the amount mentioned in the dedicated guidelines;
- ◆ put in place a contract that describes:
  - the amount granted;
  - the objectives of funds/items of value granted (detail of use);
  - the fact that this is an act of pure generosity and that nothing in return is either requested or expected by ADP International Perimeter or the beneficiary;
- ◆ fill out the ABAC - Charitable Contributions and Donations declaration.

### RISKY SITUATION

- ◆ Giving donations to an organization without any background check;
- ◆ giving a donation without any supporting contract;
- ◆ giving donations to a questionable organization (unknown or individual organization).

### DON'T

- ◆ Make donations to individuals instead of organizations;
- ◆ make donations while expecting or requesting anything in return, specifically a business advantage.

#### IS IT COMPLIANT?

An ADP International Perimeter employee wants to offer educational materials to a government to contribute to local development and to help communities.

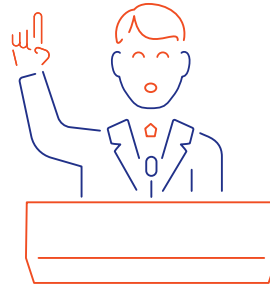
#### What should ADP International Perimeter employee do?

Considering that educational materials are a kind of donation allowed by ADP International Perimeter, the employee could make this donation after having completed the declaration form.

# POLITICAL CONTRIBUTION

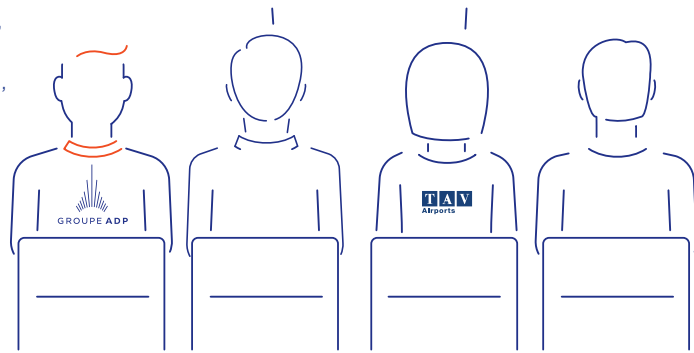
## GIVING DOES NOT MEAN BUYING.

Political contributions consist of offering or paying anything of value on behalf of ADP International Perimeter to a candidate, a politician, a political campaign, a political party, an elected official or any affiliated organization, during elections, referendums, or political party activities or organization.



Anything of value can be defined as:

- **monetary items:** funds, cash, etc;
- **non-monetary items:** i.e., food, beverages, corporate resources (e.g. office supplies, printing services, furniture and equipment, employees' working).



### DO

- ◆ Employee's political involvement shall:
  - always be personal, remaining outside the normal hour working time and during their private time;
  - systematically exclude any reference to ADP International Perimeter;
  - not lead to any confusion, be directly or indirectly, or linked to the employee position at ADP International Perimeter.
- ◆ employee's political contributions shall:
  - use its own money, funds, assets and resources;
  - shall be mindful of Groupe ADP, ADP International or TAV 's reputation and the perception of the public, other corporations as well as regulators, among others, shall perceive their actions.

### RISKY SITUATION

- ◆ When an employee is involved in unauthorized lobbying activities;
- ◆ when a ADP International Perimeter employee's in a high level position has a member of his/her family associated with a political function.

#### IS IT COMPLIANT?

An ADP International Perimeter employee goes to a fundraising dinner for a political candidate whom he knows could take decision favorable to ADP International Perimeter if elected.

#### What should ADP International Perimeter employee do?

ADP International Perimeter employee can attend political fundraising events as individual. He or she do so without using ADP International Perimeter's assets or funds. e.g.: the employee shall not ask for the reimbursement of the dinner through expense claims because it would be considered as a political contribution.

### DON'T

- ◆ Give political contributions whatever their nature (direct or indirect) on behalf of ADP International Perimeter;
- ◆ give political contributions wherever they could occur (any country where ADP International Perimeter operates or elsewhere in the world) on behalf of ADP International Perimeter;
- ◆ give political contributions whatever the form they take (contributions to political parties, committees, or any of their representatives on behalf of ADP International Perimeter).

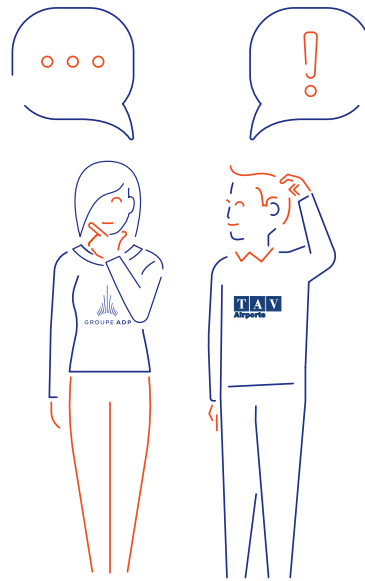
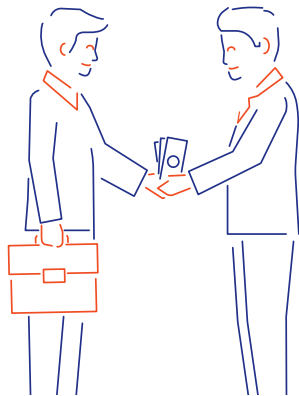
# COMMERCIAL INTERMEDIARIES

## AVOID COMMERCIAL INTERMEDIARIES IF YOU CAN. IF YOU CANNOT, CHOOSE THEM WELL.

A commercial intermediary or commercial agent is a company used by ADP International Perimeter in order to extend or develop a local network, provide local business intelligence and develop new business opportunities in a country or limited area.

The commercial intermediary receives a commission for the services actually provided.

The commercial intermediary is acting on behalf of Groupe ADP and might therefore legally expose the company in case of non-compliance or Bribery.



### DO

- ◆ Justify properly the use of a Commercial intermediary;
- ◆ engage commercial intermediaries through an agreement signed by a person legally authorized to sign a valid contract before any services are rendered;
- ◆ make a payment after the service rendered by bank account transfer, not in cash.



### RISKY SITUATION

- ◆ Paying a flat payment instead of a percentage of the contract;
- ◆ making a cash payment;
- ◆ having no contract between Groupe ADP and the commercial intermediary;
- ◆ getting a huge percentage of remuneration compared to the fair market price;
- ◆ paying the commercial intermediary before receiving the payment from the final customer;
- ◆ working with a government entity as Commercial Intermediary;
- ◆ working with a current or a former ADP International Perimeter employee as a commercial intermediary.



### DON'T

- ◆ Make a cash payment to your commercial intermediary;
- ◆ let your commercial intermediary acting or taking decisions on your behalf without regular checks and controls.

#### IS IT COMPLIANT?

ADP International Perimeter mandates a commercial intermediary to support the company during contract negotiations and bidding. The commercial intermediary invoices ADP for "additional costs", explaining that this was necessary to ensure the successful course of the bidding process.

#### What should ADP International Perimeter employee do?

The Groupe ADP Perimeter employee shall not pay any invoices related to "additional costs" without ensuring the reality of the services rendered.

# ECONOMIC SANCTIONS

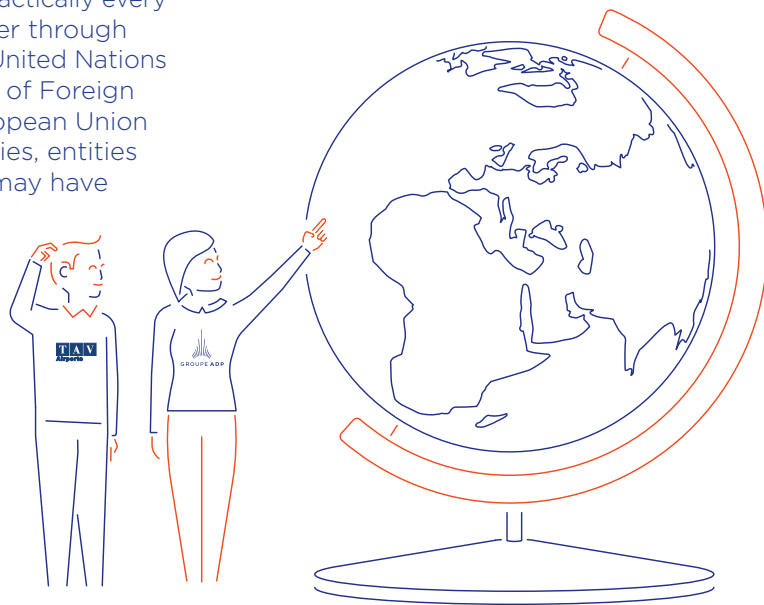
## DON'T BAN YOURSELF BY NOT RESPECTING A BAN.

Economic sanctions are penalties which are applied by one group of countries on another country, group of countries, entity or even individuals. They are a political instrument of a diplomatic or economic nature which seeks to bring about a change in activities or policies, such as violations of international laws or human rights, or policies that do not respect the rule of law or democratic principles.

Applicable economic sanctions impact practically every international business transaction - either through international organizations, such as the United Nations (UN), United States (U.S.) and its Office of Foreign Assets Control (OFAC) program or European Union (EU) organisms - as they restrict countries, entities and individuals with whom companies may have businesses.

As Groupe ADP is operating worldwide, it is conducting its operations with the highest ethical standards in terms of economic sanctions requirements.

Failing to comply with economic sanctions can result in serious consequences for Groupe ADP and individuals including large monetary fines, imprisonment, or a complete ban from receiving, for instance, any U.S. or EU trade.



### DO

- ◆ Systematically perform an economic sanctions screening on any Business Partners;
- ◆ remember that US economic sanctions apply to U.S. citizens, residents, persons located in the U.S. or U.S. companies physically located outside the country, as well as to any non-U.S. person or company who has access to U.S. goods, technology, software or components, or that deal with restricted countries, entities and individuals;
- ◆ maintain truthful and complete documentation and records of all transactions subject to specific processes due to economic sanctions for a minimum period of 10 years.

### RISKY SITUATION

- ◆ All potential business opportunities and new developing areas, transportation to countries under economic sanctions and transportation of individuals that relate to countries under economic sanctions.

### DON'T

- ◆ Enter in any business relationship with third parties who are identified as part of economic sanctions;
- ◆ all third parties identified on an economic sanctions list shall not be accepted as partners of ADP International Perimeter in any business relationship.

#### IS IT COMPLIANT?

A non-U.S. resident Business Development Executive who is involved on a Cuba related project is travelling to the United States. He is considering while arrived in New York participating to a phone call in order to provide assistance in the sale of a Cuban-origin product by phone to a Cuba-based project.

#### What should ADP International Perimeter employee do?

In compliance with US TWEA Act, a non-U.S. resident Business Development Executive shall never while on other business in New York provide assistance in the sale of a Cuban-origin product by phone to a Cuba-based project. The penalties for a violation of the TWEA Act include a term of imprisonment of not more than ten years and a fine of up to \$1 million for each violation.



# BUSINESS PARTNERS COMPLIANCE DUE DILIGENCE

**BE SURE OF YOUR BUSINESS PARTNERS, CHOOSE THEM WELL.**

“Business partner” is defined as any party associated with another party in the pursuit of business. Business partners are divided into five categories: customers, suppliers, third parties, Government representatives, JV and participations;

Groupe ADP and TAV are committed to managing their business with a consistent set of values that represent the highest standards of quality, integrity, excellence, and compliance with laws and regulations. ADP International Perimeter seeks to develop relationships with business partners that share similar values and conduct business in an ethical manner. Accordingly, ADP International Perimeter considers of paramount importance the oversight of business partners’ interaction, specifically business partners working on behalf of ADP International Perimeter.



## DO

- ◆ Assess systematically your Business Partners :
  - by understanding the risk exposure linked to business partners;
  - by developing and deploying tools and techniques such as Compliance due diligence process to allow you to have the best evaluation of the level of compliance of your potential business partners before working with them;
  - by mitigating the non-compliance risk arising from the interactions with business partners.
- ◆ systematically consult several providers before selecting one and ensure regular competitive bidding.

## RISKY SITUATION

- ◆ Working with a third party in a risky country without having completed a compliance and reputational check;
- ◆ entering in a Joint Venture with a new partner without performing previously a compliance check of the new Partner, its shareholders and main executives.

## DON'T

- ◆ Work with a Business Partners without performing, previously a Compliance check;
- ◆ rely only on trust when managing your business relation with a business partner and remember that trust does not avoid control.

### IS IT COMPLIANT?

ADP International Perimeter has chosen a local financial partner and construction partner in a risky country and has entered into a tendering process for the concession of an Airport in the above mentioned country.

### What should ADP International Perimeter employee do?

ADP International Perimeter shall launch a background check and reputational/compliance study on both partners before signing the partnership in order to identify potential red flag.

# GLOSSARY



# GLOSSARY

## **ANTI-BRIBERY AND CORRUPTION (ABAC)**

It includes all elements of risk assessment and risk monitoring related to corruption and bribery.

## **ASSET MISAPPROPRIATION**

This includes both the theft and the voluntary misuse of company assets. It can be related to: cash, inventory and all other assets (accounts receivable, fixed assets as well as any IT data related to the company organization or its business partners e.g., client or supplier technical information, confidential information etc.).

## **ADP INTERNATIONAL PERIMETER**

ADP International Perimeter includes ADP International headquarters, subsidiaries and shareholdings, offices and joint-ventures, ADP Ingénierie and its subsidiaries, TAV Holding and its subsidiaries.

## **COMMERCIAL INTERMEDIARY OR AGENT**

A commercial intermediary/agent is a company used by ADP International Perimeter in order to extend or develop a local network, provide local business intelligence and develop new business opportunities in a country or limited area.

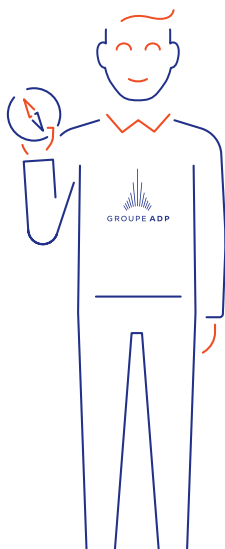
The agent receives a commission for the services actually provided.



# GLOSSARY

## COMPLIANCE

Compliance requires employees to abide by laws and regulations as well as by ADP International Perimeter self-regulatory procedures & policies, internal directives and ethical principles. Business partners and third parties are strongly encouraged to adopt ADP International Perimeter compliance standards.



## CORRUPTION

Corruption is an offer, payment, promise to pay, give, or authorizing the giving or payment of any money or anything of value to anybody (foreign official or private person) for the purpose of influencing any act or decision of this person in his or her capacity.

Bribery is an act of giving (or having the intent to give or authorizing such a payment) directly by a company employees or indirectly by a third party intermediary to obtain or retain business or gain an improper advantage. Bribery is the most common type of corruption.

- Illegal gratuities are something of value given to an employee to reward a decision after it has been made rather than influence it before the decision is made. This offense is similar to bribery except that an illegal gratuity does not require proof of intent to influence the employee's decision-making.
- Economic extortion means obtaining money, property, or services from a person, entity, or institution, having been induced by wrongful use or threatened or forced by fear.

## FACILITATION PAYMENTS

These are payments aimed to persuade governmental officials to perform functions or services which they are already obliged to perform as part of their governmental responsibilities:

- under the UK Bribery Act, facilitation payments are prohibited;
- under the Foreign Corrupt Practices Act, the facilitating payments exception applies only when a payment is made to further "routine governmental action" that involves non-discretionary acts.

Examples of "routine governmental action" include processing visas, providing police protection or mail services, and supplying utilities like phone services, power, and water.

# GLOSSARY

## FRAUDULENT STATEMENTS

Financial statements fraud is defined as deliberate misstatements or omissions of amounts or disclosures of financial statements to deceive financial statements users, particularly investors and creditors. It may involve for example the falsification or alteration of material financial records; the deliberate misapplication of accounting principles; the misrepresentations of transactions, the intentional omissions of disclosure, etc.

Non-financial statements fraud is defined as a voluntary misstatements or omissions of any information (HR, market information, etc.) which is disclosed publicly with the intention to mislead the reader.

## HARASSMENT

Harassment is defined as repeated acts (including written and verbal language) by an individual, that are intended to, or that result in, degrading another individual's working conditions and therefore causing causing degradation to their rights at work dignity, mental or physical health, on professional evolution.

## JOINT VENTURE

JV refer to a contractual business arrangement between two or more parties where they agree to pool their resources for the purpose of accomplishing a specific task (project or any other business activity), during a period of time. The goals of the JV and the mutual responsibilities of the parties are defined on the JV agreement. Depending on the legal framework, JV may not always be considered as a legal entity/person.

## THIRD PARTY

A third party or intermediary refer to any external service providers who act on behalf of the Company or in the name of the company with third parties.

Intermediaries can be customs agents, business finders/developers, consultants, travel agents, tax advisers, law firms, external auditors, brokers, etc.



**Pay a bribe?  
Pay the price.**

**Official payment,  
no facilitation payment.**

**Fair play,  
the only way.**

**Giving does not  
mean buying.**

**Avoid commercial  
intermediaries if you can.  
If you cannot, choose them well.**

**Don't ban yourself  
by not respecting a ban.**

**Be sure of your business partners,  
choose them well.**



## FOLLOW THE RULES

Companies of ADP International Perimeter are committed to doing business with integrity, transparency and ethics. It means working to respect all relevant laws, regulations and our own policies.

The journey to NO COMPROMISE WITH COMPLIANCE has started. Everyone has a part to play: employees, managers, partners, clients. One person can make a small change happen.

Together, we can all make a big change.

NO COMPROMISE WITH COMPLIANCE is good for everyone.



**For any questions about the code, contact:**

- your line manager
- ADP International Chief Audit - Risk Management - Compliance & Quality Officer
- TAV Head of Internal Audit
- our dedicated e-mail address:  
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**GROUPE ADP**

For any questions about compliance issue  
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