



## **CODE OF ETHICS**

Approved by the Board of Directors of CCS JV S.c.a r.l. on  
29<sup>th</sup> May 2020

## TABLE OF CONTENTS

CCS JV CODE OF ETHICS .....	3
1. General principles: sustainability and corporate responsibility .....	4
2. Conduct standards and relations with Stakeholders .....	6
2.1. Ethics, transparency, fairness, professionalism .....	6
2.2. Relations with institutions, associations and local communities .....	7
2.2.1. Authorities and Public Institutions .....	7
2.2.2. Political organisations and trade unions .....	7
2.2.3. Development of local Communities .....	7
2.2.4. Promotion of “non-profit” activities .....	8
2.3. Relations with clients and suppliers .....	8
2.3.1. Clients .....	8
2.3.2. Suppliers and external collaborators .....	9
2.4. Management, employees, and collaborators of CCS JV .....	10
2.4.1. Development and protection of Human Resources .....	10
2.4.2. Knowledge Management .....	11
2.4.3. Company security .....	11
2.4.4. Harassment or mobbing in the workplace .....	12
2.4.5. Abuse of alcohol or drugs and smoking ban .....	12
3. Instruments for implementation of the Code of Ethics .....	13
3.1. Internal control system .....	13
3.1.1. Conflicts of interest .....	14
3.1.2. Transparency of accounting records .....	15
3.2. Health, safety, environment and public safety protection .....	15
3.3. Research, innovation and intellectual property protection .....	16
3.4. Confidentiality .....	16
3.4.1. Protection of business secrets .....	16
3.4.2. Protection of privacy .....	17
3.4.3. Membership in associations, participation in initiatives, events or external meetings .....	17
4. Scope of application and reference structures for Code of Ethics .....	18
4.1. Obligation to know the Code and to report any violation thereof .....	18
4.2. Reference structures and supervision .....	19
4.2.1. Responsible of the Code of Ethics .....	19
4.2.2. Code Promotion Team .....	20
4.3. Code review .....	21
4.4. Contractual value of the Code .....	21

## CCS JV CODE OF ETHICS

### INTRODUCTION

CCS JV S.c.a.r.l. is a joint venture company registered in Italy for the purpose of engineering, procuring and constructing the Total Mozambique Area 1 LNG Project (the “**Project**”).

The joint venture was established for the purpose of the construction of a two train LNG facility in the Rovuma Basin region of northern Mozambique. There are two agreements dated 5 June, 2019 comprising the Project agreements: (1) the “Lump Sum Turnkey Agreement for the Engineering, Procurement and Construction of the Mozambique LNG Trains”; and, (2) the “Project Shared and Support Facilities Agreement” – both by and between TOTAL E&P MOCAMBIQUE AREA 1, LIMITADA and CCS JV S.c.a.r.l. (“**CCS JV**”) (collectively, the “**Agreement**”).

CCS JV<sup>1</sup> consists of the following three shareholders: (1) Mirai Engineering Italy S.r.l. (a Chiyoda Corporation affiliate); (2) McDermott Italia S.r.l. (a McDermott International Inc. affiliate); and, (3) Servizi Energia Italia S.p.A. (a Saipem S.p.A. affiliate) – (collectively, the “**Shareholders**”). Under the Agreement, CCS JV must incorporate the applicable anti-corruption laws, including but not limited to those of the United States of America, the United Kingdom, and the European Union’s treaties and conventions.

Recognizing the complexity of the Project and interests of parties with a legitimate interest in the execution of the Project (“**Stakeholders**”), this Code of Ethics establishes the shared values and responsibilities CCS JV requires, accepts, acknowledges and assumes in furtherance of successful Project execution.

The CCS JV Code of Ethics (“Code” or “Code of Ethics”) was developed to require and ensure compliance with these values and responsibilities by CCS JV’s directors, officers, statutory auditors, managers, employees, contractors, agents and vendors, as well as by all those who operate in Italy and abroad for achieving CCS JV’s objectives (collectively, “CCS JV People”), each operating within its own functions and responsibilities pursuant to legal and contractual provisions governing the relationship with CCS JV. Compliance with the Code further ensures CCS JV’s efficiency, reliability and reputation, which are critical to success of the Project and for improving the social context in which CCS JV operates.

CCS JV shall promote knowledge of the Code among CCS JV People and the other Stakeholders, and evaluate their constructive contribution to the Code’s principles and contents.

CCS JV carefully monitors compliance with the Code by providing suitable instruments

---

<sup>1</sup> “CCS JV” means CCS JV S.c.a.r.l. and its direct and indirect subsidiaries, in Italy and abroad.

and regulatory documents<sup>2</sup> for information, prevention and control purposes. CCSJV provides fairness in all behaviours, and prompt corrective action is taken as and when required. The Compliance Committee of CCS JV performs an oversight function of responsible of the implementation and application of the Code of Ethics (“**Responsible**”).

The Code is a requirement for all those with relations with CCS JV. Each such “CCS JV People” is expected to read this Code promptly upon receipt. In addition to the ethical guidelines included in this Code, each Covered Person must comply with all applicable legal requirements. Those who violate the law, this Code, or other ethical standards are subject to disciplinary action, up to and including dismissal and termination of employment or, if a third party, termination of contract or services. If a CCS JV People has a question about the concepts in this Code, they should contact the Responsible.

## **1. General principles: sustainability and corporate responsibility**

Compliance with Applicable Laws, regulations, statutory provisions, governance codes, ethical integrity and fairness, is a constant commitment and duty of all CCS JV People and characterizes the conduct of CCS JV’s entire organisation.

CCS JV’s activities shall be carried out in a transparent, honest and fair way, and in compliance with applicable laws, regulations and applicable policies and procedures and competition rules.

CCS JV shall maintain and strengthen a governance system consistent with international standards and able to deal with the complex situations in which CCS JV operates and challenges facing sustainable development.

CCS JV shall continue to employ systematic ways to involve Stakeholders, fostering discussion on sustainability and corporate responsibility.

In conducting both its activities as an international company and those with its partners, CCS JV promotes the protection and promotion of human rights, inalienable and fundamental prerogatives of human beings and basis for the establishment of societies founded on principles of equality, solidarity, repudiation of war, and for the protection of civil and political rights, of social, economic and cultural rights and the “third-generation rights” (self-determination right, right to peace, right to development and to the protection of the environment).

No form of discrimination, corruption, forced or child labour is tolerated. Particular attention is paid to the acknowledgement and safeguarding of the dignity, freedom and equality of human beings, to protection of labour and of the freedom of trade union association, of health, safety, the environment and biodiversity, as well as the set of values and principles concerning transparency, energy efficiency and sustainable

---

<sup>2</sup> “Regulatory documents” are documents that regulate policies, processes and specific issues/aspects of company interest, with the objective of ensuring uniformity of conduct, as well as pursuing compliance objectives, describing tasks and/or responsibilities of the organisation structures involved in the regulated processes, the management and control procedures and the information flows.

development, in accordance with International Institutions and Conventions.

In this regard, CCS JV operates in compliance with the international provisions of the Universal Declaration of Human Rights of the United Nations and the following conventions:

- the *Convention on the protection of the European Communities' financial interests* (Brussels, 26 July 1995) and relevant first Protocol (Dublin, 27 September 1996);
- the *Convention on the fight against corruption involving officials of the European communities or officials of Member States of the European Union* (Brussels, 26 May 1997);
- the *OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions* (Paris, 17 December 1997);
- the fundamental *Conventions of ILO-International Labour Organization* (18 June 1998).

CCS JV supports the provisions of the national legislation most advanced on the front of the fight against corporate crime and, in particular, the controls and the mechanisms of prevention and control considered and/or referred to within the legal provisions, including:

- the *Foreign Corrupt Practices Act*, adopted by the U.S. Government on 19 December 1977 (as subsequently integrated and modified by the *International Anti-Bribery Act of 1988*);
- the Italian *Legislative Decree 231 of 8 June 2001*;
- the *Bribery Act 2010*, adopted by the UK Government on 8 April 2010 and its supporting legislation, including the *2010 Federal Sentencing Guidelines Manual & Supplement*, issued by the United States Sentencing Commission on 1 November 2010;
- the *Modern Slavery Act 2015* (London, 26 March 2015);
- the *French law No. 2016-1691 of 9 December 2016*, also known as *Sapin 2*.

All CCS JV People, without any distinction or exception whatsoever, must adhere to the principles and contents of the Code in all actions and behaviours in the context of their functions and tasks, remaining vigilant and aware that compliance with the Code is a fundamental requirement for the quality of their working and professional performance. Relationships between and among CCS JV People, at all levels, shall be characterized by lawfulness, honesty, fairness, cooperation, loyalty and mutual respect.

The belief of acting in favour or to the advantage of CCS JV can never justify – not even in part – any behaviour conflicting with the principles and contents of the Code.

## **2. Conduct standards and relations with Stakeholders**

### **2.1. Ethics, transparency, fairness, professionalism**

In its business relations, no matter how significant they are, CCS JV is inspired by and complies with the principles of lawfulness, loyalty, fairness, efficiency and openness to the market.

Any action, transaction and negotiation performed and, generally, the conduct of CCS JV People in the performance of their duties is inspired by the highest principles of lawfulness, fairness, completeness of information and legitimacy, both in form and substance, as well as the recording, clarity and truthfulness of all accounting records, in compliance with the applicable laws in force and regulatory documents.

All CCS JV's activities shall be performed with the utmost care and professional skill, with the duty to provide skills and expertise appropriate to the tasks assigned, and to act so as to protect CCS JV's image and reputation. CCS JV's objectives, as well as the proposal and implementation of projects, investments and actions, shall be aimed at improving the company's assets, management, technological and information level in the long term, and at creating value and welfare for all Stakeholders.

Bribes, illegitimate favours, collusion, requests for personal or career benefits for oneself or others, either directly or through third parties, are prohibited without any exception.

To pay or offer, directly or indirectly, money and material benefits and other advantages of any kind to third parties, whether representatives of governments, public officers and public servants or private employees, in order to influence or remunerate the actions of their office is prohibited.

Commercial courtesy, such as small gifts or forms of hospitality, is permitted only when it serves a legitimate business purpose, value is in accordance with the CCS JV policies on entertainment and gifts, and when it does not compromise the integrity and reputation of CCS JV, the Client or any other party, and is not likely to be construed by an impartial observer as aimed at obtaining undue advantage. In any case, this type of expense shall always be pre-approved in writing by the person in the position identified by the regulatory documents and properly documented in accordance with the CCS JV policies on entertainment and gifts.

Cash gifts or their equivalent from individuals or companies that have or plan to have business relations with CCS JV shall not be accepted. Anyone who receives proposals of gifts or special treatment or hospitality that cannot be considered for legitimate business purposes of value set out in the applicable CCS JV policies, or requests therefore by third parties, shall refuse them and immediately inform their direct superior, or the body they belong to, as well as the Responsible.

CCS JV shall inform all third parties about the commitments and obligations provided for in the Code, require third parties to respect the principles of the Code relevant to

their activities and take proper internal action and if the matter is within its own competence, external action if a third party fails to comply with the Code.

## **2.2. Relations with institutions, associations and local communities**

CCS JV encourages dialogue with Institutions and with organized associations of civil society in all the countries where it operates.

### **2.2.1. Authorities and Public Institutions**

CCS JV, through its people, actively and fully cooperates with the authorities.

CCS JV People, as well as the external collaborators whose actions may somehow be attributed to CCS JV, shall demonstrate conduct towards the public administration characterized by fairness and traceability. These relations shall be exclusively handled by the relevant functions and positions, in compliance with approved plans and regulatory documents.

The functions of the subsidiaries concerned shall coordinate with the relevant CCS JV structure for a preliminary assessment of the quality of the initiatives to be adopted and for the sharing, implementing and monitoring of these actions.

It is forbidden to make, induce, encourage or tolerate false statements to Authorities.

### **2.2.2. Political organisations and trade unions**

CCS JV does not make direct or indirect contributions, in whatever form, to political parties, movements, committees, political organisations, or to their representatives and candidates. Direct or indirect contributions may be made to trade unions and their representatives, to the extent this is provided for by mandatory legislative requirements or applicable collective labour contracts<sup>3</sup>.

### **2.2.3. Development of local Communities**

CCS JV is committed to actively contribute to promoting the quality of life, the socio-economic development of the communities where CCS JV operates and to the development of their human resources and capabilities, while conducting its business activities according to standards that are compatible with fair commercial practices.

CCS JV's activities are carried out in the awareness of the social responsibility that CCS JV has towards all its Stakeholders and, in particular, the local communities in which it operates, in the belief that the capacity for dialogue and interaction with civil society constitutes an important asset for CCS JV and the Project. CCS JV respects

---

<sup>3</sup> Potential contributions in favour of supranational sea trade unions shall be explicitly approved by the manager of the Corporate Human Resources, Organisation and Services function.

the cultural, economic and social rights of the local communities in which it operates and undertakes to contribute, as far as possible, to their exercise, with particular reference to the right to adequate nutrition, drinking water, the highest achievable level of physical and mental health, decent dwellings, education, abstaining from actions that may hinder or prevent the exercise of such rights.

CCS JV promotes fairness in the dissemination of the information addressed to local communities, with particular reference to the topics that they are most interested in. Forms of continuous and informed consultation are also promoted, through the relevant CCS JV structures, in order to take into due consideration the legitimate expectations of local communities in conceiving and conducting company activities and in order to promote a proper redistribution of the profits deriving from such activities.

CCS JV, therefore, shall promote the knowledge of its company values and principles, at every level of its organisation, also by instituting the appropriate regulatory documents, and to protect the rights of local communities, with particular reference to their culture, institutions, ties and lifestyles.

Within the framework of their respective responsibilities, CCS JV People shall participate in the creation of individual initiatives in compliance with CCS JV's policies and intervention programs, implement them according to criteria of objectivity and fairness and support them as an integral part of CCS JV's objectives.

#### **2.2.4. Promotion of “non-profit” activities**

The philanthropic activity of CCS JV is in line with its vision and focus on sustainable development.

Therefore, CCS JV shall foster, support, and promote among its people its “non-profit” activities, which demonstrate CCS JV's commitment to contributing to meeting the needs of those communities where it operates.

### **2.3. Relations with clients and suppliers**

#### **2.3.1. Clients**

CCS JV pursues its business success in markets by offering quality goods and services under competitive conditions while respecting the rules protecting fair competition.

CCS JV shall respect the right of clients not to receive goods harmful to their health and physical integrity and to receive complete information on the goods offered to them.



CCS JV acknowledges that the esteem of those requesting goods or services is of primary importance for success in business. Business policies are aimed at ensuring the quality of goods and services, safety and compliance with the precautionary principle. Therefore, CCS JV People shall:

- comply with regulatory documents concerning the management of relations with clients;
- supply, with efficiency and courtesy, within the limits set by the contractual conditions, high-quality goods and services meeting the reasonable expectations and needs of clients; and,
- supply accurate and exhaustive information on goods and services and be truthful in advertisements or other kinds of communication, so that clients can make informed decisions.

### **2.3.2. Suppliers and external collaborators**

CCS JV undertakes to seek suppliers and external collaborators with suitable professionalism and commitment to sharing the principles and contents of the Code and to promoting the establishment of long-lasting relations for the progressive improvement of performances while protecting and promoting the principles and contents of the Code.

In relationships regarding tenders, procurement and, generally, the supply of goods and/or services and of external collaborations (including consultants, agents, etc.), CCS JV People shall:

- comply with regulatory documents concerning selection and relations with suppliers and external collaborators and abstain from excluding any supplier meeting requirements from bidding for CCS JV's orders; adopt appropriate and objective selection methods, based on established, transparent criteria;
- secure the cooperation of suppliers and external collaborators in guaranteeing the continuous satisfaction of CCS JV's clients to an extent appropriate to their legitimate expectations, in terms of quality, costs and delivery times;
- use – as much as possible, in compliance with the laws in force and the criteria for the legality of transactions with related parties -- goods and services supplied by CCS JV companies at arm's length and market conditions;
- state in contracts the Code acknowledgement and the obligation to comply with the principles contained therein, including audit requirements;
- comply with, and demand compliance with, the conditions contained in contracts;
- maintain a frank and open dialogue with suppliers and external collaborators in line with good commercial practice; promptly inform their direct superiors, the CCS JV Compliance Officer and the Responsible, about any possible violations of the Code; and
- immediately inform the relevant CCS JV functions of any serious issue with a particular supplier or external collaborator, in order to evaluate possible consequences for CCS JV

The remuneration due shall be proportionate only to the services to be specified in the contract; payments cannot be made to any party other than the counterparty of the contract or in a third country different from the country of the parties or the country where the contract has to be performed<sup>4</sup>.

## **2.4. Management, employees, and collaborators of CCS JV**

### **2.4.1. Development and protection of Human Resources**

People are a key element in the life of a company. The dedication and professionalism of management and employees are fundamental values and conditions for achieving CCS JV's objectives.

CCS JV is committed to developing the abilities and skills of management and employees so that their energy and creativity can have full expression for the fulfilment of their potential, and to protecting working conditions as regards both mental and physical health of the workforce and their dignity. Undue pressure or discomfort is not allowed, while appropriate working conditions promoting development of personality and professionalism are fostered.

CCS JV will offer in compliance with applicable legal and contractual provisions, equal opportunities to all its employees, making sure that each of them receives fair statutory and wage treatment exclusively based only on merit and expertise, without discrimination of any kind.

Competent functions shall:

- all CCS JV Personnel will be evaluated against objective ability and performance criteria;
- select, hire, train, compensate and manage human resources without discrimination of any kind; and,
- create a working environment where personal characteristics or beliefs do not give rise to discrimination, providing a peaceful environment to all CCS JV People.

CCS JV wishes CCS JV People, at every level, to cooperate in maintaining a climate of common respect for a person's dignity, honour and reputation. CCS JV shall act to prevent offensive, discriminatory or abusive interpersonal behaviour.

Conduct outside the workplace that is particularly offensive to public opinion is also deemed relevant in

---

<sup>4</sup> For the purposes of the ban, countries are not considered third countries if a company/organisation, a counterparty of CCS JV, has established there its central treasury department and/or if it has established, fully or partly, offices or operating units that are functional and necessary for the execution of the contract, provided in each case that all further control measures set out in internal regulatory documents on selecting partners and making payments are implemented

this regard.

Conduct constituting physical or moral violence is always forbidden, with no exception.

#### **2.4.2. Knowledge Management**

CCS JV promotes the culture and the initiatives aimed at disseminating knowledge within its structures, and at highlighting the values, principles, behaviours and contributions in terms of innovation of professional families in connection with the development of business activities and CCS JV's sustainable growth.

CCS JV shall offer tools for interaction among the members of professional families, and working groups, as well as for coordination and access to know-how, and shall promote initiatives for the growth, dissemination and systematization of knowledge relating to the core competences of its organisational structures and aimed at defining a reference framework suitable for guaranteeing operating consistency.

All CCS JV People shall actively contribute to the Knowledge Management processes for the activities within their area of competence, to optimize the system for sharing and disseminating knowledge among the individuals.

#### **2.4.3. Company security**

CCS JV engages in the study, development and implementation of strategies, policies and operational plans aimed at preventing and overcoming any intentional or unintentional behaviour that may cause direct or indirect damage to CCS JV People and/or to the tangible and intangible resources of CCS JV. Preventive and defensive measures, aimed at minimizing the need for an active response – always in proportion to the attack – to threats to people and assets, are favoured.

All CCS JV People shall actively contribute to maintaining an optimal company security standard, abstaining from unlawful or dangerous behaviour, and reporting any activity carried out by third parties to the detriment of CCS JV's assets or human resources to their direct superior or the body they belong to, as well as to the relevant CCS JV structure.

In any case, requiring particular attention to be paid to personal safety, CCS JV People shall strictly follow the indications in this regard supplied by CCS JV, abstaining from behaviour that may endanger their own safety or the safety of others, promptly reporting to their direct superior any danger to their own safety or to the safety of third- parties.

#### **2.4.4. Harassment or mobbing in the workplace**

CCS JV supports initiatives aimed at implementing working methods to increase welfare in the organisation.

CCS JV demands that there shall be no harassment or conducts that may be interpreted as mobbing in personal working relationships either inside or outside the company. Such behaviour includes:

- the creation of an intimidating, hostile, isolating or in any case discriminatory environment for individual employees or groups of employees;
- unjustified interference in the execution of work duties by others;
- the placing of obstacles in the way of the work prospects of others merely for reasons of personal competitiveness on their own behalf or on behalf of other employees.

Any form of violence or harassment, either sexual harassment or harassment based on personal and cultural diversity, is forbidden. Such behaviour includes:

- subordinating decisions affecting the recipient's working life to the acceptance of sexual attentions, or personal and cultural diversity;
- obtaining sexual attentions taking advantage of one's position;
- proposing private interpersonal relations despite the recipient's explicit or reasonably clear distaste;
- referring to disabilities and physical or psychic impairment, or to forms of cultural, religious or sexual diversity.

#### **2.4.5. Abuse of alcohol or drugs and smoking ban**

All CCS JV People shall personally contribute to promoting and maintaining a climate of common respect in the workplace; particular attention is paid to respect of others' feelings.

CCS JV will, therefore, consider those who work under the effect of alcohol or drugs, or substances with similar effect, during the performance of their work activities and in the workplace, as being aware of the risk they cause. Chronic addiction to such substances, when it affects work performance, shall be considered similar to the aforementioned events in terms of contractual consequences; CCS JV is committed to favouring social action in this field as provided for by employment contracts.

It is forbidden to:

- hold, consume, offer or give for whatever reason, unlawful drugs or other substances with

- similar effect, at work and in the workplace;
- smoke in the workplace. CCS JV supports voluntary initiatives addressed to smokers to help them quit smoking and, in identifying possible smoking areas, shall take into particular consideration the position of those suffering physical discomfort from exposure to smoke in the workplace shared with smokers and requesting to be protected from “second-hand smoke” in their place of work. Designated smoking areas will be provided which will be located at least five metres away from building entrances, windows or walkways to prevent non-smokers from the exposure to second-hand smoke.

### **3. Instruments for implementation of the Code of Ethics**

#### **3.1. Internal control system**

CCS JV shall promote and maintain an adequate internal control system, i.e. all the necessary or useful tools for addressing, managing and checking activities in C C S J V , aimed at ensuring compliance with applicable laws and regulatory documents, protecting CCS JV assets, efficiently managing activities and providing precise and complete accounting and financial information.

The responsibility for implementing an effective internal control system is shared at every level of CCS JV's organisational structure; therefore, all CCS JV People, according to their functions and responsibilities, shall define and actively participate in the correct functioning of the internal control system.

CCS JV promotes the dissemination, at every level of its organisation, of policies and regulatory documents characterized by awareness of the existence of controls and by the adoption of an informed and voluntary control-oriented mentality; consequently, CCS JV's management in the first place and all CCS JV People, in any case, shall contribute to and participate in CCS JV's internal control system and, with a positive attitude, involve its collaborators in this respect.

Each employee shall be held responsible for the tangible and intangible C C S J V assets relevant to his/her job; no employee can make, or let others make, improper use of the assets allocated and the resources of CCS JV.

Any practices and behaviours linked to the perpetration or the participation in the perpetration of fraud are forbidden without any exception.

Control and supervisory bodies, the Internal Audit function and the auditing firms appointed shall have full access to all data, documents and information needed to perform their activities.

### 3.1.1. Conflicts of interest

CCS JV acknowledges and respects the right of CCS JV People to take part in investment, business and other activities other than the activities performed in the interest of CCS JV, provided that such activities are permitted by law and compatible with their obligations towards CCS JV. CCS JV adopts regulatory documents to ensure the transparency and substantive and procedural accuracy of transactions in which a director or a statutory auditor has an interest and transactions with related parties.

CCS JV's management and employees shall avoid and report any conflict of interests between personal and family economic activities and their tasks within CCS JV.

In particular, all managers and employees shall report any specific situations and activities in which they, or, to their knowledge, their spouse, relatives and relatives in law within the 4th degree of kinship or co-habitants have an economic and financial interests (owner or shareholder) in the context of suppliers, clients, competitors, third parties, or corresponding controlling companies or subsidiaries, and notify whether they perform CCS JV administration or control or management functions therein.

Conflicts of interest also result from the following situations:

- use of one's position in CCS JV, or information, or business opportunities acquired during one's work, to one's undue benefit or the undue benefit of third parties;
- the performing of any type of work for suppliers, sub-suppliers and competitors by employees and/or their relatives.

CCS JV's management and employees shall avoid any situation and activity where a conflict with CCS JV's interests may arise, or which can interfere with their ability to make impartial decisions in the best interest of CCS JV and in full accordance with the principles and contents of the Code, or in general with their ability to fully comply with their functions and responsibilities.

Any situation that may constitute or give rise to a conflict of interest shall be immediately reported in writing to one's direct superior or to the body they belong to. Employees shall also, and in any case, inform in writing the competent Human Resources Manager and the Responsible.

The party involved shall promptly cease to take part in the operational/decision-making process.

The direct superior or the body, after hearing the opinion of the competent Human Resources and the CCS JV Compliance Officer:

- ascertains the existence of the conflict and identifies the operational solutions that may ensure, in the specific case, transparency and fairness of behaviours in

the performance of activities;

- sends to those involved the necessary directions in writing, and copies thereof to the relevant Human Resources, and to the Responsible;
- files the documentation received and forwarded.

### **3.1.2. Transparency of accounting records**

Accounting transparency is based on the use of true, accurate and complete information as the basis for the corresponding book entries. All members of company bodies, manager or employee shall work, within their own field of competence, to ensure the operational events are properly and timely recorded in the accounting books.

It is forbidden to behave in a way that may adversely affect the transparency and traceability of the information within financial statements.

For each transaction, the proper supporting evidence shall be stored to allow:

- easy and timely accounting entries;
- identification of different levels of responsibility, as well as of task distribution and segregation;
- accurate representation of the transaction to avoid the potential for material or interpretative errors.

Each record shall reflect exactly what is shown by the supporting evidence. All CCS JV People shall ensure that the documentation can be easily traced and filed according to logical criteria.

CCS JV People who become aware of any omissions, forgery, negligence in accounting or in the documents on which accounting is based, shall bring the facts to the attention of their direct superior and to the body they belong to, and to the Responsible.

### **3.2. Health, safety, environment and public safety protection**

CCS JV's activities shall be carried out in compliance with applicable worker health and safety, environmental and public safety protection agreements, international standards and laws, regulations, administrative practices and applicable national laws of the countries where it operates.

CCS JV actively contributes to the promotion of scientific and technological development aimed at protecting the environment and natural resources. The operative management of such activities shall be carried out according to advanced criteria for the protection of the environment and energy efficiency, with the aim of creating better working conditions and protecting the health and safety of employees as well as the environment.

Within their areas of responsibility, CCS JV People shall actively participate in the process of risk prevention, environmental protection, public safety and health protection for themselves and for their colleagues and third parties.

### **3.3. Research, innovation and intellectual property protection**

CCS JV promotes research and innovation activities by management and employees, within their functions and responsibilities. The intellectual assets generated and owned through such activities are an important and fundamental heritage of CCS JV.

Research and innovation focus in particular on the promotion of goods, instruments, processes and behaviours supporting energy efficiency, reduction of environmental impact, attention to health and safety of employees, clients and local communities where CCS JV operates, and in general sustainability of business activities.

Within their functions and responsibilities, CCS JV People shall actively transfer to CCS JV and contribute to managing intellectual property to allow for its development, protection and enhancement.

### **3.4. Confidentiality**

#### **3.4.1. Protection of business secrets**

CCS JV's activities constantly require the acquisition, storage, processing, communication and dissemination of information, documents and other data regarding negotiations, administrative proceedings, financial transactions, and know-how (contracts, deeds, reports, notes, studies, drawings, pictures, software, etc.) that may not be disclosed to outside CCS JV pursuant to contractual agreements, or whose inopportune or untimely disclosure may be detrimental to the interest of CCS JV.

Without prejudice to the transparency of the activities carried out and to the information obligations imposed by the provisions in force, CCS JV People shall ensure the confidentiality required by the circumstances for each piece of information they have acquired because of their tasks.

All information, knowledge and data acquired or processed during working activities or because of tasks at CCS JV belong to CCS JV, and may not be used, shared or disclosed without specific authorization of the direct superior in compliance with the specific regulatory documents.



### **3.4.2. Protection of privacy**

CCS JV is committed to protecting the information on CCS JV People and third parties, generated or obtained inside CCS JV or in the conduct of CCS JV's business, and to avoiding improper use of such information.

CCS JV will ensure that the processing of personal data within its structures respects fundamental rights and freedoms, as well as the dignity of the parties concerned, as provided for by the applicable laws.

Personal data shall be processed in a lawful and fair way and the data collected and stored is only what is necessary for certain, explicit and lawful purposes. Data shall be stored for a period of time no longer than necessary for the purposes of collection.

CCS JV shall also adopt suitable preventive safety measures for all databases that store and keep personal data, to avoid any risks of destruction and losses or unauthorized access or processing without consent.

CCS JV's People shall:

- obtain and process only data that are necessary and suited to the aims of their work and responsibilities;
- obtain and process such data only within specified regulatory documents, and store said data in a way that prevents unauthorized parties from having access to it;
- represent and order data in a way to ensure that any party with access authorization may easily get an outline thereof which is as accurate, exhaustive and truthful as possible;
- disclose such data pursuant to specific regulatory documents or subject to the express authorization by their direct superior and, in any case, only after having checked that such data may be disclosed, also making reference to absolute or relative constraints concerning third parties bound to CCS JV by a relation of whatever nature and, if applicable, after having obtained their consent.

### **3.4.3. Membership in associations, participation in initiatives, events or external meetings**

Membership in associations, participation in initiatives, events or external meetings are supported by CCS JV if compatible with the working or professional activity provided. Membership and participation considered as such are:

- membership in associations, participation in conferences, workshops, seminars, courses;

- writing articles, papers and publications in general;
- participation in public events in general.

In this regard, CCS JV's management and employees in charge of explaining, or disclosing data or information on CCS JV's objectives, aims, performance and opinions, shall not only comply with the regulatory documents on market abuse, but also obtain the necessary authorization from their direct superior for the lines of action to be followed and the texts and reports drawn up, as well as to agree on contents with the competent CCS JV structure.

#### **4. Scope of application and reference structures for Code of Ethics**

The principles and contents of the Code apply to CCS JV People and activities.

The representatives indicated by CCS JV in the company bodies of partially owned companies, in consortia and in joint ventures promote the principles and contents of the Code within their own respective fields of competence.

Directors and managers shall be the first to implement the principles and contents of the Code, assuming responsibility for them both inside and outside CCS JV and enhancing trust, cohesion and team spirit. They shall also provide, with their behaviour, an example for their subordinates, to induce them to comply with the Code and make questions and suggestions on specific provisions.

To achieve full compliance with the Code, anyone of CCS JV People may apply, even directly, to or the Responsible.

##### **4.1. Obligation to know the Code and to report any violation thereof**

The Code is made available to all employees on the company Intranet and on the Document Management System and to all users - not just CCS JV's employees - on the CCS JV's website.

All CCS JV People are expected to know the principles and contents of the Code as well as the reference regulatory documents governing their own functions and responsibilities.

All CCS JV People shall:

- refrain from any conduct contrary to such principles, contents and regulatory documents;
- carefully select, as long as within their field of competence, their collaborators and ensure they fully comply with the Code;
- require any third parties in a business relationship with CCS JV to confirm that

they are aware of the Code and adheres to their own Code that embodies similar principles and values;

- immediately report to their direct superior or to the body they belong to, and to the Responsible, any observations of their own or information supplied by Stakeholders concerning potential violations or requests of violations of the Code; reports of potential violations shall be forwarded according to the procedures specified in the specific regulatory documents by the Audit and Risk Committee, the Board of Statutory Auditors and the Compliance Committee of CCS JV;
- cooperate with the Responsible and with the functions entrusted by the applicable regulatory documents to establish potential violations;
- adopt prompt corrective measures whenever necessary and, in any case, prevent any type of retaliation.

CCS JV People are not allowed to conduct personal investigations, nor to exchange information, except to their direct superiors, or to their structure, and to the Responsible. If, after notifying a supposed violation, any of CCS JV People feels that he or she has been subject to retaliation, then he or she may directly apply to and/or Responsible.

#### **4.2. Reference structures and supervision**

CCS JV is committed to ensuring, also by appointing the and Responsible:

- the widest dissemination of the principles and contents of the Code among CCS JV People and the other Stakeholders, providing all possible tools to understand and clarify the interpretation and implementation of the Code, as well as to update the Code as required to meet the evolving civil sensitivities and relevant laws;
- the assessment concerning any notice of violation of the principles and contents of the Code or the reference regulatory documents; an objective evaluation of the facts and, if necessary, the adoption of appropriate disciplinary measures; that no one may suffer any retaliation whatsoever for having provided information on potential violations of the Code or of relevant regulatory documents.

##### **4.2.1. Responsible of the Code of Ethics**

The Code of Ethics is, among other things, a general, mandatory principle of the organisation, management and control Model adopted by CCS JV according to the Italian provision on the administrative liability of legal entities deriving from offences contained in Legislative Decree No. 231, June 8, 2001.

CCS JV assigns the functions of Responsible to the Compliance Committee established pursuant to said Model. Each direct or indirect subsidiary, in Italy and abroad, entrusts the function of Responsible to its own compliance committee or other equivalent body by formal deed of the competent company body.

The Responsible is entrusted with the task of:

- promoting the implementation of the Code and the issue of reference regulatory documents; reporting and proposing to the –Board of Directors of CCS JV initiatives useful for greater dissemination and knowledge of the Code, also in order to prevent any recurrences of ascertained violations;
- promoting specific communication and training programs for CCS JV's management and employees;
- investigating reports of potential violation of the Code by initiating appropriate investigations; taking action, also at the request of CCS JV People, if it is reported that violations of the Code have not been properly dealt with or that there have been retaliation against the person who reports the violation;
- notifying the relevant structures of the results of investigations for the adoption of possible penalties; informing the competent of the results of investigations for the adoption of the necessary measures.

Moreover, the Responsible of CCS JV submits to the Audit and Risk Committee and the Board of Statutory Auditors of CCS JV, as well as to the Chairman of CCS JV, which informs the Board of Directors of CCS JV, a half-yearly report on the implementation and possible need for updating the Code.

For the performance of its tasks, the Responsible of CCS JV avails itself of the Compliance Officer, Human Resources Manager and the Internal Audit function. The Technical Secretariat is also responsible for starting and maintaining an adequate reporting and communication flow to and from the Responsible of the subsidiaries.

To facilitate the reporting flow, CCS JV has set up specific channels of communication indicated in the Procedure “Reports, also anonymous, received by CCS JV in Italy and abroad” published on CCS JV's Intranet and Internet websites and be accessible to all CCS JV People and all users of the website.

CCS JV will also set up its own “dedicated channels” to encourage the notification flow of reports:

#### **4.2.2. Code Promotion Team**

To promote the knowledge and facilitate the implementation of the Code, CCS JV Compliance Officer reporting to the Responsible of CCS JV has been tasked to

make available within CCS JV all possible instruments for understanding and clarifying the interpretation and the implementation of the Code.

The CCS JV Compliance Officer is appointed by the –Board of Directors of CCS JV and the Responsible.

#### **4.3. Code review**

The review of the Code is approved by the Board of Directors of CCS JV, upon proposal of the Chairman of the Board, after hearing the opinion of the CCS JV Compliance Officers, Compliance Committee, Audit and Risk Committee and the Board of Statutory Auditors of CCS JV.

The proposal is made taking into consideration the Stakeholders' evaluation with reference to the principles and contents of the Code, promoting their active contribution and the notification of any deficiency. The CCS JV Compliance Committee will recommend to the Board of Directors any changes or revisions that are appropriate to this Code from time to time.

#### **4.4. Contractual value of the Code**

Respect of the Code's rules is an essential part of the contractual obligations of all CCS JV People pursuant to and in accordance with applicable law.

Any violation of the Code's principles and content may be considered a violation of the primary obligations included in the work contract or disciplinary misconduct, with the consequences specified by the law with regard to the continuation of the employment relationship, and may cause the payment of damages for any loss resulting from the violation.