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CODE OF ETHICS

TELTSAS

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FOREWORD

In application of the intergovernmental agreement stipulated on 30 January 2012 between France and Italy, Tunnel Euralpin Lyon Turin SAS (hereinafter “TELT” or the “Company”) has been entrusted with the design, construction and management of the cross-border section of the new railway line between Lyon and Turin, an important European project financed by the Italian and French states, as well as by the European Union.

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Aware of its mission of general interest and of the public nature of the resources placed at its disposal and, therefore, of the duty of irreproachability that is incumbent upon it in terms of integrity, impartiality and efficiency, TELT has decided to adopt the present Code of Ethics, a reference document of the company’s values that guides its actions, inspires its choices and sets out the ethical principles in the rules of conduct of every person concerned (hereinafter, the “Code of Ethics”).

The Code of Ethics, approved by the Board of Directors, and attached to the Company’s internal regulations, consists of four parts:

- Object, scope and legal value of the Code of Ethics
- Ethical principles
- Rules of Conduct
- Implementation of the Code of Ethics and monitoring of its application.

1. OBJECT, SCOPE AND LEGAL VALUE

1.1 Object

TELT's ethics are based on the fundamental principles of dignity, honesty and impartiality, as well as on the principles promulgated under the auspices of the United Nations within the framework of the "Global Compact" initiative, of which TELT has been a member since November 2015, in particular with regard to respect for the environment.¹

The Code of Ethics does not supersede international treaties and laws and regulations applicable to TELT. Nor does it replace the various internal regulations of the company, the internal regulations of its statutory bodies (Board of Directors, Contracts committee, Permanent Control Service) and the Contracts Regulations.

It specifies the material implications of the fundamental ethical principles to which the company adheres and aims to guide the decision-making and behaviour of its personnel and managers.

The fundamental ethical principles together constitute the collective values of the company.

In view of the project of public interest entrusted to TELT and the resulting obligation of the company to ensure the proper use of public funds, strict adherence to the ethical principles, in particular with regard to the awarding of public contracts, is a duty in the common interest. Indeed, any violation of such rules would cause not only moral and material damage to the persons/institutions comprising the injured party but would also become a source of discredit for the entire TELT company.

1.2 Scope

The Code of Ethics applies to the personnel of TELT (directors and employees, whether permanent and temporary) as well as third parties who have a relationship with TELT (hereinafter "external collaborators").

1.3 Legal value for members of the statutory bodies of TELT

The members of the company's statutory bodies must be familiar with the dispositions of the Code of Ethics. These integrate the general principles of ethics contained in the Code of Ethics into their respective regulations and adhere to them.

1.4 Legal contractual value for TELT personnel

Each member of TELT's personnel has a duty to know and comply with the provisions of the Code of Ethics, which is part of the employer-employee relationship. TELT's continuing relationship of trust with its personnel depends on their compliance with the principles and rules of conduct of the Code of Ethics.

TELT will not tolerate any violation of the principles and rules set forth in the Code of Ethics. Any failure by an employee to comply with these rules would constitute misconduct and, as such, could be subject to

¹ The Global Compact, announced by the Secretary-General of the United Nations, Kofi Annan, during the World Economic Forum held in January 1999 in Davos, Switzerland, and officially launched at UN Headquarters in July 2000, calls on companies and public bodies to adopt ten universal principles, on human rights, labour standards and the environment, as well as on the fight against corruption, in the spirit of "responsible and sustainable development".

appropriate disciplinary and legal sanctions and actions in accordance with the law applicable to the employee concerned.

Such sanctions could, in particular, in accordance with applicable law, take the form of dismissal for gross misconduct and claims for damages.

1.5 Contractual and legal value for third parties

The duty to be familiar and comply with the provisions of the Code of Ethics also applies to third parties who have or wish to have a relationship with TELT.

Contracts concluded by TELT since the adoption of the present Code of Ethics contain a clause whereby the counterparty affirms that it is familiar with the content of the present Code of Ethics and undertakes to comply with it and to have its employees and subcontractors comply with it in the performance of the contract and, more generally, in their relations with TELT. This clause foresees the application of sanctions in case of violation of the rules of the Code of Ethics and, in particular, the possibility to terminate the contract in case of serious non-compliance, as well as the payment of compensation for any damages caused, in cases where TELT might have suffered a prejudice.

Candidates for the award of contracts with the Company are informed of their obligation to comply with the Code of Ethics by means of a special mention inserted in the invitation to tender or in the company's consultation file.

2. ETHICAL PRINCIPALS

TELT bases its ethics on the principles of human dignity, integrity, honesty, impartiality, sustainable development and respect for the environment.

Furthermore, TELT has committed itself, as a member of the United Nations "Global Compact", to respect and ensure that its personnel and third parties who have or wish to have dealings with it respect ten principles relating to human rights, labour standards, the environment and the fight against corruption, set out as follows:

Human Rights

Principle N°1: Promote and respect the protection of international law with regard to human rights;

Principle N°2: Ensure no complicity in human rights abuses.

Labour standards

Principle N°3: Respect freedom of association and recognize the right to collective bargaining.

Principle N°4: Reject all forms of forced or compulsory labour.

Principle N°5: Reject child labour.

Principle N°6: Eliminate discrimination in employment and in the workplace.

Environment

Principle N°7: Adopt a precautionary principle when faced with environmental problems.

Principle N°8: Promote greater environmental responsibility.

Principle N°9: Encourage the development and dissemination of environmentally friendly technologies.

Anti-Corruption

Principle N°10: Combat corruption in all its forms, including extortion and bribery.

2.1 Individual dignity

Each person shall, in his or her actions and conduct, demonstrate education, good judgment and respect for others. This is a necessary condition for the establishment and development of constructive relationships within TELT and with external stakeholders.

Everyone at TELT shall be committed to preventing and deterring any act of harassment, whether moral or physical. Harassment is any action that has the object or effect of degrading the working conditions of the person subjected to it and that is such as to threaten that person's rights or dignity, affect his or her physical or mental health or compromise his or her professional future.

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The Company prohibits any work being done for it whilst under the influence of alcohol, drugs or similar substances.

In the context of respecting the principles of fairness and equality between individuals, any form of discrimination is prohibited on the basis of age, sex, health, disability, physical condition, race or nationality, political opinions, sexual orientation and religious beliefs.

The ethical principle of the dignity of the individual is embodied in Principles 1 and 2 of the United Nations Global Compact.

2.2 Integrity and honesty

Each person must fulfill his or her professional obligations with probity, integrity, uprightness and honesty. Compliance with these requirements implies, in particular, attention to respect for the truth, as well as a commitment to the proper use of the Company's assets and resources.

2.2.1 *Disinterested and upright conduct*

By joining the United Nations Global Compact, the Company has committed itself to pay the utmost attention to the issue of the fight against corruption and impartiality in the exercise of its mission.

Staff and third parties ("external collaborators" may not – directly or indirectly – seek or accept from public or private parties, nor pay or promise to public or private parties, any type of benefit (sum of money, invitations, employment, promises, recommendations, favours, etc.), for themselves or others, whatever the relative value, as a counterpart for an action or abstention that falls directly or indirectly within the scope of their competence or the use of their influence, real or supposed, on a decision-making process of the Company.

So-called "minor gifts" are exceptionally authorized, exclusively if they come from persons or entities with whom there is no contractual relationship, not even potential, and if they are of modest value, and made occasionally within the scope of courtesy and international custom. In addition, they must meet the following conditions:

- Be authorized by any applicable legislation;
- Not be solicited by the recipient;
- Be occasional;
- Not give rise to a feeling of discomfort if publicly disclosed;

- Be made in a strictly professional setting;
- Where its nature permits, a gift received must be shared within the Company;

For the purposes of this article, gifts to be received and other benefits of modest value mean, as a guide, those of a value not exceeding € 100, even cumulatively on an annual basis.

They are to be declared to one's superior. Receiving them at home is forbidden.

Any other form of gift or benefit is prohibited and must be refused. In cases of doubt, the Ethics Committee must be consulted.

All TELT suppliers and providers of services shall be made aware of the Company's policy regarding the prevention of corruption. 7

All gifts must be reported to the Ethics Officer.

2.2.2 Respect for the truth and prevention of false documents

Personnel and third parties ("external collaborators") shall refrain from any alteration of the truth, in any form whatsoever. In particular, it is forbidden to predate documents (contracts, invoices, order forms, etc.) and more generally to add any incorrect references in them.

2.2.3 Protection, use and maintenance of company assets and information

Personnel and third parties ("external collaborators") have the duty to protect and preserve the assets and resources of the Company, both tangible and intangible, as well as to use such assets and resources, including computer data and information both of an accounting and non-accounting nature, in an appropriate manner and exclusively for the execution of the mission for which TELT has entrusted them. It is prohibited to use TELT's assets and resources for purposes incompatible with the corporate interest.

In particular, the authorization of expenditure or the use of the company's assets and resources that are incompatible with the company interest include those:

- for purposes of personal interest;
- for purposes contrary to the law (such as, for example, corruption, influence peddling, forgery and falsification, participation in any kind of criminal organization);
- for purposes unrelated to the Company's object or interest (such as, for example: the payment of remuneration that is disproportionate to the duties performed in the Company or to the services rendered to the Company, the undertaking or making of extravagant or disproportionate disbursements or expenses).

Any expenditure or use of the Company's assets and resources must be tracked, documented and justified.

The omission, falsification and/or negligence in the processing of information - both of an accounting and non-accounting nature – contained in reports and documents produced by the Company, whether of internal or external relevance, also constitute a use incompatible with the interests of the Company.

In general, therefore, anyone involved in the process of producing data and information must scrupulously adhere to the principles of completeness, correctness, transparency and accuracy.

2.3 Impartiality

Decisions taken by the company staff in the exercise of their functions must be based on objective motivations, consistent with the interests of TELT and appropriate to the purposes pursued by the company.

In particular, the awarding of contracts by the Company shall respect the principles of impartiality in the awarding procedures and equal treatment of candidates.

Every decision taken must be duly traced, so that at any time it is possible to verify both the elaboration process and the authorization process.

2.3.1 Conflicts of interest

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TELT personnel and external collaborators are obliged to prevent, or immediately eliminate, any conflicts of interest in which they are or could be involved in any decision or position taken by TELT.

Any situation of interference, including a potential one, between the mission entrusted by TELT to one of the above-mentioned persons and the private interest of the same subject, when the said situation is of such a nature as to influence or have the appearance of influencing the independent, impartial and objective exercise of his/her functions, constitutes a conflict of interest within the meaning of this Code.

Pursuant to the previous paragraph, private interest is, in particular, characterised by the existence of family or emotional ties, of a moral, economic or any other personal interest, including when relating to the exercise of other public or private functions or offices.

By way of example and without limitation, the following situations constitute conflicts of interest:

- economic and financial interests of the staff, or of persons in a family or emotional relationship with them, in the activities of suppliers, customers and competitors;
- use of one's position in the Company or of information acquired in the course of one's work in such a way as to create a conflict between one's personal interests and the interests of the Company;
- carrying out work activities of any kind, on behalf of customers, suppliers or competitors.

Also by way of example, no member of staff or third parties ("outside contractors") shall participate in an investigation or decision-making process when a member of his or her family or close associate exercises a function in the entity over whose rights TELT's investigation or decision might have an influence.

Any of these subjects who believes he/she is, or may be, in a situation of conflict of interest must, in particular:

- if he/she occupies a hierarchical position, refer to his or her superior, who, in consultation, or on his or her own initiative, will assess the advisability of entrusting the file, the preparation or the processing of the decision to another person under his or her authority.
- in the event that he/she has received a delegated power of signature, refrain from using it;
- if he/she is a member of a governing body, refrain from participating in it and from taking decisions;
- if he/she exercises powers that have been assigned to him or her, he/she must arrange to be replaced by a delegate, to whom he/she shall refrain from giving instructions and over whom he/she shall exercise no influence.

In case of doubt as to the measures to be implemented to prevent or put an end to a possible conflict of interest, the Ethics Committee may be consulted at any time to obtain its opinion, preferably through the Ethics Officer.

Any serious deviation from these principles is liable to give rise to disciplinary and legal action by the Company.

In any case, any remunerated collaboration of TELT staff with third parties, whether as consultant or employee, must be authorized in advance by the Personnel Manager.

2.4 Respect for the Environment

The environment is a shared collective heritage. Any action or behaviour - in violation of laws, regulations and procedures - that entails the risk of harming the environment and its resources is prohibited and liable to disciplinary and legal action.

TELT is committed to promoting a culture within the company and with its external suppliers in which environmental protection is accepted as a central feature of its activities.

TELT undertakes to request from contractors full respect of the environmental regulations and full compliance with the dispositions set out by the environmental protection authorities for the entire duration of the works for the realization of the infrastructure, during the approval phase of the project or during the works, as well as the restoration of the site areas (fixed, mobile, temporary...) at the end of the works, in order to restore the territory and return the environment as close as possible to the initial conditions, in compliance with the European principle of "avoiding, reducing or compensating" any environmental impact.

The Company also undertakes to supervise and carry out environmental controls and audits in order to verify the implementation of the above by its contractors.

In all areas of its activity, finally, TELT undertakes to:

- use processes, technologies and materials that allow for a reduction in the consumption of natural resources and have the lowest environmental impact;
- limit the production of waste through its reuse, where possible;
- involve and motivate all staff, both internal and external contractors, through training and information on environmental issues.

2.5 Health and Safety at Work

TELT is committed to the scrupulous observance of the regulations in force and to implementing a continuous improvement of health and safety through specific procedures and controls on their implementation. Pursuant to Article 1.5 of this Code, TELT draws attention to this issue with respect to the companies and consultants it uses.

The protection of the health of staff and the care of working conditions are values TELT makes its own, pursuing these objectives in the full safeguarding of privacy, through prevention, health monitoring and the respect of hygienic norms.

For the purposes of occupational safety and health, the paragraph concerning the consumption of alcohol and drugs referred to in point 2.1 is here recalled.

All staff, each with regard to his/her role and responsibility, shall participate in the management of safety and health protection for themselves, colleagues, employees and third parties.

3. RULES OF CONDUCT

In all circumstances, staff and third parties (“outside contractors”) shall comply with international, national and local regulations, as well as TELT’s rules of professional ethics and internal regulations relating to their activities.

3.1 General regulations

The above-mentioned persons undertake to perform their duties within the Company using the skills derived from their professional background and to assume the responsibilities inherent to the position they occupy, endeavouring in all their decisions or actions, to serve the interests of TELT in compliance with the legal provisions, the internal procedures, the Code of Ethics and the contractual obligations.

It is primarily the responsibility of TELT’s executives and employees with managerial functions, within the scope of their functions, to put into practice the principles and rules of the Code of Ethics and in particular to:

- adopt an exemplary conduct strictly in accordance with the provisions of the Code of Ethics;
- develop awareness of the Code of Ethics by directing employees and consultants to comply with its principles and rules on a daily basis;
- ensure that collaborators and consultants consider the Code of Ethics as an integral part of their professionalism and the quality of the work required and expected;
- provide clarification in the event of uncertainties regarding the interpretation and application of the law, internal procedures and the Code of Ethics;
- ensure that the persons to whom the Code applies do not and are not placed in situations that expose them (or may expose them) to a risk of illegal or in any case unethical conduct;
- inform their superior without delay of reports of violations (attempted violations or actual violations) of legal, procedural and ethical rules by collaborators and consultants (both internal and external);
- Encourage and/or apply corrective measures if the situation so requires;
- prevent any retaliatory measures against any employee or consultant who, without any defamatory intentions, reports illegal and/or unethical behaviour or acts.

Each collaborator or consultant undertakes to:

- adopt an exemplary conduct in the performance of their duties with respect to the company’s mission;
- know and respect the principles and rules of conduct of the Code of Ethics, as well as the internal procedures governing the performance of the Company’s activities;
- refer to their managers in case of uncertainty regarding the content and application of the law, internal procedures and the Code of Ethics;
- consider the Code of Ethics to be an integral part of their professionalism and the quality of the work they do;
- not subject colleagues to situations that expose them (or might expose them) to a risk of illegal or unethical behaviour.

3.2 Duty of Confidentiality and Discretion

TELT considers confidentiality and discretion to be essential conditions for the conduct of its mission.

In compliance with applicable laws and regulations, TELT is committed to protect information concerning staff and third parties (“outside contractors”), produced and obtained in the course of business relations, to avoid any improper use and to guarantee the privacy of the persons concerned.

Reciprocally, and unless otherwise explicitly agreed by the Company, each of the aforementioned subjects is required not to disclose information, documents and data of a confidential nature obtained in the exercise of their functions or which are connected with them. The obligation to safeguard confidentiality, diligently safeguard and monitor the information, documents and data currently or previously held by each person in the course of their work is a professional duty which must be fulfilled both during the contractual relationship and after the termination of that relationship. Consequently, it is forbidden for the above-mentioned persons to disclose or bring information, documents or data of a confidential nature outside their place of work, except for reasons strictly relating to the missions to be carried out for the Company, and within the limits of the latter.

The requirement of confidentiality may be formalized or specified by specific contractual clauses or by the stipulation of confidentiality agreements.

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3.3 Relations with staff

TELT recognizes the centrality of the human resources in the conviction that the main factor of success of any company is the professional contribution of the people working in it, within a framework of loyalty and mutual trust. TELT is committed to developing the skills and competence of its staff, pursuing a policy based on equal opportunities and merit, considering professionalism a guarantee for the entire community and a determining condition for achieving its objectives. Therefore, the research, selection, hiring and career development of personnel are undertaken with objective evaluations of the quality of work, without any discrimination.

TELT's staff management assures equal opportunities for all, guaranteeing fair treatment based on merit without any form of discrimination. Staff are employed under regular employment contracts and no irregular employment is tolerated.

TELT is also committed to protecting the moral integrity of its staff, avoiding that they be subjected to unlawful conditioning or undue hardship. For this reason, the Company strives to prevent and oppose any attitude or behaviour that is discriminatory or harmful to the person, his/her convictions and preferences.

3.4 Relations with European, national and local public administrations

In relations with the aforementioned public administrations, staff and third parties (“outside contractors”) must carry out their missions in compliance with the principles of probity, integrity and impartiality defined in article 2 of the Code of Ethics.

In particular, the performance of their missions shall not give rise to the granting of any benefit, favour or gift of any kind, unless authorized by the competent representatives of the Company and strictly in accordance with the object and interest of the latter.

Such relations with public administrations must give rise to regular written reports forwarded to the hierarchical authority.

It is in the general interest and in the interest of truth to ensure full and complete cooperation with the judicial authorities. Certain persons within the company are responsible for ensuring relations with the judicial authorities. Any request for information and documentation from the judicial authorities must be forwarded to the above-mentioned employees without delay.

3.5 Media Relations

Relations with the media are maintained by the persons appointed for this purpose. All requests for information and documentation from the media must be forwarded to the persons in charge of such relations.

It is forbidden for staff and third parties (“outside contractors”) to make statements or communicate data without prior express authorization from the Company.

In the general interest and in that of TELT, it is necessary to contribute to the correctness and completeness of public information and, in this way, to bring clarity to the public debate.

3.6 Relations with Private Entities

3.6.1 Political and Trade Union Organizations

TELT respects the commitments of its managers and employees who participate in public life as citizens. However, the Company intends to maintain an attitude of political neutrality. TELT staff shall, therefore:

- Exercise their freedom of opinion and political activity outside their contract of employment, at their own expense and solely in their own personal capacity;
- Refrain from morally binding the Company in such activities.

Any relations established in the name of and on behalf of the Company with parties, movements, committees and any other political or trade union organisation, are exclusively maintained by the personnel in charge of that task, who must in all circumstances act in accordance with the principles of probity, integrity and impartiality, as defined in article 2 of the Code of Ethics.

Without prejudice to compliance with any legal obligations, staff and third parties (“outside contractors”) shall not recommend or decide the payment of any contribution by the Company, whether direct or indirect, in any form whatsoever, to parties, movements, committees and political and trade union organizations, their representatives and candidates.

3.6.2 Organizations acting for illegal purposes

TELT, its staff and third parties (“outside contractors”) do not decide or advocate the granting of any form of direct or indirect financing or remuneration emanating from the Company, and do not favour in any way groups, associations or individuals acting for illicit purposes.

3.7 Relations with external supervisory and monitoring bodies

TELT, its staff and third parties (“outside contractors”) are committed to complete transparency with respect to external supervisory and monitoring bodies. They facilitate the proper execution of their tasks. They do not conceal or improperly withhold information or documents which the external supervisory and monitoring bodies require to be disclosed within the scope of their legal competencies.

3.8 Specific rules for the awarding and execution of contracts

For the purpose of the proper use of public funds, and in view of the public interest inherent in its mission, TELT is careful to observe the principles of impartiality and transparency in the awarding of its contracts,

the equal treatment of candidates and freedom of access to public procurement. In this respect, TELT observes the procedures promulgated by EU directives, national law and TELT's own applicable regulations.

3.8.1 Prohibition of Favouritism

In addition to compliance with the rules for the awarding of contracts, staff and third parties ("outside contractors") shall refrain from any conduct, action or abstention that could directly or indirectly favour a candidate in an awarding procedure.

In particular, it is forbidden to:

- advise only certain companies of the Company's intention to hold a tender procedure in the near future or of the imminence of the advertising for a tender procedure;
- communicate confidential information concerning the award of a contractor, more generally, TELT's present or future requirements;
- establish an irregular or reductive estimate of TELT's requirements or an irregular breakdown of such requirements for the sole purpose of evading the applicable awards rules;
- establish criteria for the selection of applications or bids the effect of which is to eliminate some candidates or favour others, without objective justification for meeting the Company's needs;
- enter into a dialogue with a company concerning the procedure for the award of a contract outside the framework strictly defined by the regulations governing the award of contracts by TELT (competitive dialogue, negotiation, ...) or outside the procedure specified in the consultation file of the companies;
- maintain applications or offers, whether mandatory or optional, formalized or not, from candidates that should be excluded in implementation of the applicable rules in a bidding process;
- stipulate clauses that should have been the subject of a new contract, concluded after implementation of a procedure for advertising the notice and call for tenders, under the applicable rules.

All TELT parties involved in contract award procedures must proceed with diligence, impartiality and objectivity, without seeking to benefit or disadvantage any candidate.

3.8.2. Combating Covert Deals

Within the scope of their duties, TELT's staff and third parties ("outside contractors") and, in particular, those involved in the context of the awarding of Contracts, shall act diligently to disclose any understandings between economic operators, in connection with the awarding of TELT's contracts. The notion of a cartel covers any agreement between companies, any decision by an association of companies and any concerted practice, the object or effect of which is to prevent, restrict or distort competition.

The above-mentioned subjects must report any suspicious behaviour in this regard to the staff responsible for the correct execution of contract awarding procedures and, if necessary, to the Ethics Committee, preferably through the Ethics Officer, and in particular:

- economic operators present in more than one capacity in the same awarding procedure (multiple subcontracting, co-contracting, ...);
- suspicious similarities between tenders;
- evidence of exchanges of information or meetings between candidates during an award procedure.

When suspicions are sufficiently established, legal representatives shall refer the matter to the competent state authorities, without prejudice to TELT's right to take legal action to obtain compensation.

In addition, the persons responsible for adjudication of a tender shall examine the possibility of excluding candidates who are suspected of participating in a hidden covenant from the awards procedure, in accordance with the applicable rules.

4. APPLICATION AND MONITORING MECHANISMS

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TELT's monitoring mechanisms

TELT has at its disposal a monitoring mechanism aimed at guaranteeing the effectiveness and efficiency of its management and at preventing illegal or unethical actions. This mechanism is already established at statutory level with the provision, in application of the Franco-Italian agreement of 30 January 2012, in addition to the Board of Directors of the Company, of the Contracts Commission and the permanent monitoring service, as internal control bodies of the Company, to which are added the Audit Committee and the Ethics Committee.

TELT's General Management has also adopted an organizational model capable of ensuring adequate management and control of the risks associated with the processes/activities necessary for the fulfilment of its mission.

More generally, with awareness initiatives and training activities, TELT at every level develops a culture of collective and individual responsibility based on respect for the law and ethics. It encourages a positive attitude and a strong awareness of monitoring. All staff, each within the scope of their duties, starting with the Managers and Process owners, are both part of and responsible for the definition and proper functioning of the internal monitoring system.

4.2 Monitoring the application of the Code of Ethics

4.2.1 *Responsibilities*

Staff and third parties ("outside contractors") are obliged to comply with the provisions of the Code of Ethics, to adopt a legally compliant behaviour in all circumstances of their professional behaviour, to verify the appropriateness of their decisions, actions, abstentions and recommendations, with respect to the applicable laws and regulations, as well as the rules of TELT, and in particular those provided for in the Code of Ethics.

For assistance in matters to do with ethics or the Code of Ethics, the above-mentioned persons should contact the CSE/RPI, the ethics contact or the Ethics Committee.

If the above-named persons are informed of illegal actions or violations of the rules of the Code of Ethics by a person other than the above-named persons, they are obliged to inform their direct or indirect supervisor, TELT's human resources representative, the ethics contact or the Ethics Committee in a timely manner so that the latter can provide relevant advice or take the appropriate decision. Confidentiality regarding the identity of the registrant is guaranteed, without prejudice to legal obligations.

4.2.2 *Hierarchical Control*

TELT's managers shall ensure that the applicable laws and regulations as well as TELT's internal rules – and in particular, the Code of Ethics – be applied by the departments under their authority and shall provide them with assistance and advice in this respect.

In addition to the cases in which the opinion of the Ethics Committee is requested in application of the Code of Ethics and, in particular, of Article 2.3.1 thereof, any person with hierarchical authority may consult the Ethics Committee for its opinion on any difficulty encountered in the exercise of his/her duties, preferably through the Ethics Officer.

4.3 The Ethics Committee

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The composition of the Ethics Committee is specified in its internal regulations; it is made up of at least four members of the Board of Directors, two of whom are appointed by the French side and two by the Italian side. Independent in the exercise of their duties, the members of the Ethics Committee may not receive instructions from the Executive Board.

The Director of Internal Audit is the Company's ethics contact, with the task of supporting the Ethics Committee in the exercise of its missions and assisting it in its relations with TELT's services. The members of the Board of Directors, the Chairman of the Contracts Commission, the Chairman of the Permanent monitoring service and the Ethics Committee are informed of his appointment.

The missions of the Ethics Committee are to:

- provide, by means of consultative opinions, clarification on the content and application of the Code of Ethics;
- validate the operational methods by means of which it is possible for each person to communicate information on possible breaches of the Code of Ethics;
- examine the information received by carrying out the necessary checks for the adoption of appropriate measures;
- protect persons who report misconduct from possible retaliation or reprisals;
- propose communication and training programmes for staff aimed at improving their knowledge of the objectives and content of the Code of Ethics;
- suggest updates and improvements to the Code of Ethics, according to the evolution of TELT's needs and the regulatory framework applicable to its missions and the risks it has to face;
- ratify any updates to the Code of Ethics, proposed for the approval of the Board of Directors;
- recommend any action or improvement in the field of ethics with regard to TELT or third parties;

informing the Board of Directors annually of its activities, including with regard to the feedback made to the authors of alerts, without prejudice to any legal obligations;

- close and archive files relating to alerts through TELT's Ethics Officer.

In the exercise of its functions, the Ethics Committee interprets the Code of Ethics taking into account the French and Italian legal, regulatory and social framework and the particular context in which the Company operates.

The Ethics Committee is vested with all authority necessary for the exercise of its functions, and has, upon request, the operational support of TELT's services (contacting employees directly, accessing necessary documentation, going to one of the Company's sites, consulting auditors and any third party, initiating an audit by means of Internal Audit, using the services of external experts, ...). In the event of doubts concerning TELT's contractual, accounting and non-accounting activities, the Ethics Committee invites

the Chairman of the Contract Committee and the Chairman of the Permanent Monitoring Service to participate in the discussion in an advisory capacity, or to be represented.

4.4 The Ethics Officer

The Company has an “Ethics Officer”, who is the point of contact for the Company as a whole on ethical matters. His appointment is approved by the Ethics Committee and brought to the attention of the entire Company and of the monitoring bodies. He/she has the necessary skills and independence to contribute to the implementation of and compliance with the provisions of the Code of Ethics, to assist the Ethics Committee in carrying out its mission, to collect any request or information from staff and to provide the Management with any useful contribution or alerts in the field of ethics.

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4.5 The whistleblowing mechanism

A whistleblowing mechanism is made available to employees within TELT in order to report, in a disinterested manner and in good faith, any facts of which they have become personally aware and which fall within the scope of the present Code. This mechanism is intended for cases in which the information referred to in Article 4.2.1 of the present Code of Ethics, transmitted by an employee to his hierarchical superior, presents difficulties or does not seem to lead to any result. In such a case, the employee may apply directly in writing to the ethics contact as a priority matter, or otherwise to the Ethics Committee. The confidentiality of the whistleblower's identity is guaranteed, without prejudice to legal obligations.

The use of the whistleblowing mechanism, specified in Annex 1, must be initiated in compliance with the applicable rules and regulations. TELT is committed to ensuring that no employee suffers discrimination in any form whatsoever as a result of exercising the whistleblower's right. The proper use of the mechanism, even if the facts alleged prove to be inaccurate or lead to no conclusion, will not render the author liable to any disciplinary sanction; in contrast, any improper use of the mechanism will render the person responsible liable to disciplinary sanctions or even legal action.

4.6 Consultation of the Ethics Committee

Any member of staff or third party (“outside contractors”) who has uncertainties regarding the application of the articles of the Code of Ethics to his or her situation and the conduct to be adopted in the event of difficulties relating to the relevant provisions, may consult the Ethics Committee, preferably through the Ethics Officer. All alerts are dealt with by the Ethics Committee following its own investigations or those of the Ethics Officer.

4.7 Publication of the Code of Ethics

The Code of Ethics is brought to the attention of the public, in particular through publication on the TELT website.

It is among the documents handed out to each member of staff or third party (“outside contractors”), as well as to the members of the corporate bodies.

ANNEX 1
Whistleblowing Procedure

Purpose of the procedure

With this procedure, **Tunnel Euralpin Lyon Turin SAS** (hereinafter also TELT SAS or the “Company”) intends to regulate the procedures for making and managing whistleblowing reports, sent or transmitted by any person, including anonymously, concerning alleged irregularities or offences of which it has become aware.

More specifically, the purpose of this procedure is, on the one hand, to describe and regulate the process of reporting alleged irregularities or offences, providing the whistleblower with clear operating instructions on the subject, content, recipients and means of transmission of the reports, as well as on the forms of protection provided by the Company in accordance with national legislation; on the other hand, to regulate the means of ascertaining the validity and grounds for the reports in order to take appropriate corrective and disciplinary action, if necessary.

Sources of legislation on whistleblowing

- a) The French legislative provisions are contained in:
 - Loi n° 2016-1691 du 9 décembre 2016 relative à la transparence, à la lutte contre la corruption et à la modernisation de la vie économique, dite Sapin 2, articles 6 à 16;
 - Décret n° 2017-564 du 19 avril 2017 relatif aux procédures de signalements émis par les lanceurs d’alerte au sein des personnes morales de droit public ou de droit privé ou des administrations de l’État;
 - Circulaire du 31 janvier 2018 du ministère de la Justice relative à la présentation et la mise en œuvre des dispositions pénales prévues par la loi n° 2016-1691 du 9 décembre 2016 relative à la transparence, à la lutte contre la corruption et la modernisation de la vie économique.
- b) While the main Italian regulatory provision on whistleblowing applicable to the reality of TELT SAS is contained in Legge 30 novembre 2017, n. 179, which entered into force on 29 December 2017, on “Disposizioni per la tutela degli autori di segnalazioni di reati o irregolarità di cui siano venuti a conoscenza nell’ambito di un rapporto di lavoro pubblico o privato” (“Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship”)
- c) EU Directive 2019/1937 of 23 October 2019, which must be incorporated by member states by 31 December 2021.

Recipients of the procedure

The “Recipients” of this procedure are:

- a) the top management and the members of the corporate bodies of TELT SAS;
- b) the employees of TELT SAS
- c) partners, suppliers and lenders, consultants and outside contractors

Recipients who become aware of facts that may potentially be the subject of an alert, are invited to make a report promptly by means of the procedures described below, refraining from undertaking independent initiatives of analysis and/or investigation.

The whistleblowing alert

“Whistleblowing” means any report submitted in order to protect the integrity of the Company, concerning offences, unlawful conduct or violations of the Code of Ethics, of the internal procedures adopted by the Company or of the external rules in any case applicable to the Company,

based on precise and consistent facts, of which the Recipients have become aware by reason of their functions.

Admissibility and content of alerts

- Alerts must be made in good faith and in a disinterested manner; whistleblowing does not give rise to any remuneration or gratification;
- The whistleblower must have personal knowledge of the facts or deeds reported;
- Even if the alerts are sent anonymously, the circumstances of time and place in which the event occurred, the description of the event, the personal details or other elements that make it possible to identify the person to whom the facts reported are attributed, must be clear.
- It is also useful to attach documents that may provide evidence to substantiate the facts reported, as well as the indication of persons who may help to substantiate what is reported as much as possible;
- Alerts must be made in a spirit of responsibility, be of interest to the common good, and fall within the types of non-compliance for which the system has been implemented;
- Alerts based on mere suspicions or rumours or containing information that the reporter knows to be false are not worthy of further examination.
- Anonymous alerts without elements enabling their author to be identified shall, if delivered by the means described in the following paragraph, be taken into consideration only if they contain adequately detailed elements relating to particularly serious facts.

Reporting procedures

Reports must be addressed to the Ethics Officer appointed within the Company, or to the Ethics Committee. The Ethics Officer may be contacted verbally or by telephone for alerts made orally or for hand delivery of the alert, which may also be sent by ordinary mail, preferably by registered letter with acknowledgement of receipt using the attached form (annex a) sent to the following addresses:

For the Ethics Officer

• 

For the Ethics Committee

• 

In order to benefit from the guarantee of confidentiality and in view of the confidential registration of the alert by the Ethics Officer, the alert must be placed in two closed envelopes: the first with the identification data of the reporting person; the second with the alert, so as to separate the identification data of the reporting person from the alert itself. Both should then be placed in a third sealed envelope marked “Reserved for the Ethics Officer” on the outside. These reports shall be acquired in the general protocol by scanning and recording only the outer envelope, which will then be transmitted without delay to the Ethics Officer. A procedure using IT tools will be activated as soon as a suitable IT platform has been acquired, so as to convey any alerts to the Ethics Officer by means of a fully automated procedure. This will be communicated in good time.

Acknowledgement of receipt

Once the alert has been received, the ethics contact will notify the whistleblower:

- of the receipt of the alert within seven days of receipt by the Ethics Officer;
- where appropriate, the further elements that need to be provided in order to proceed with the processing of the alert;
- the manner in which the whistleblower will be informed of the outcome of the alert, including the deadline for processing it, which must be more than three months from receipt of the report.

Confidential handling of alerts

The Ethics Officer shall be responsible for handling and verifying, in advance, the validity of the circumstances set out in the alert, in accordance with the principles of impartiality and confidentiality, undertaking any activity deemed appropriate, including the personal hearing of the whistleblower and of any other person who may be able to report on the facts noted. The Ethics Officer is required to abstain from any assessment in the event of any conflict of interest; in this case, he/she shall refrain from dealing with the matter and shall refer it to the Ethics Committee.

In particular, as part of the preliminary examination, the Ethics Officer will ensure that the whistleblower has acted in accordance with the conditions laid down by the regulations in force and in compliance with the TELT procedure. If this is not the case, the whistleblower will be informed promptly.

In this case, the ethics office may ask the whistleblower to provide additional elements before proceeding to examine the alert. The formulas used to describe the nature of the facts reported during the processing of the alert make it appear to be well-founded by adducing evidence and bearing witness to facts and not on the basis of suspicions or hypotheses.

Within the framework of the processing of the alert, the Ethics Officer may proceed with all the investigations he/she deems necessary in order to verify the well-founded nature or otherwise of the alert. The Ethics Officer may - in strict compliance with the obligations of confidentiality - involve any collaborator or hierarchical superior whose intervention is necessary for the verification or processing of the alert.

- If the Ethics Officer considers that a longer period than the announced one be necessary, he/she shall inform the whistleblower thereof, indicating the current status of the processing of the alert.
- Throughout the procedure, the processing of the alert shall be carried out in accordance with the relevant regulations in force in Italy and France. The Ethics Officer may refer certain alerts to the Ethics Committee for an opinion.

Conclusion of the procedure

Where, following the preliminary analyses, useful and sufficient elements emerge or can in any case be deduced to assess the alert as being well-founded, the subsequent phase of specific analyses will be initiated, namely:

- a) initiate the specific analyses by making use, if deemed appropriate, of the competent structures of the Company or of external experts and experts;
- b) agree with the management responsible for the SO concerned by the report, as to the "action plan" necessary for the removal of the monitoring weaknesses detected;
- c) agree with the Legal Department any initiatives to be taken to protect the Company's interests (e.g. legal or disciplinary actions, or involve, if necessary, administrative bodies or independent authorities with supervisory and monitoring functions);

d) request, if possible, the initiation of disciplinary proceedings against the whistleblower, in the case of alerts in which the whistleblower's bad faith and/or purely defamatory intent are established, possibly also confirmed by the unfounded nature of the alert itself.

If there is no outcome, the elements - whatever the support - which make it possible to identify the whistleblower and the persons involved shall be deleted within a period of two months.

For other whistleblowing alerts, in order to ensure their management and traceability and the related activities, the Ethics Officer shall archive all supporting documentation for a period of two years from the closure of the report.

Any personal and sensitive data contained in the report, including those relating to the identity of the whistleblower or other individuals, shall be processed in compliance with the rules for the protection of personal data and the relevant policy adopted by the Company.

The whistleblower and the persons involved shall be informed of the conclusion of the procedure, and if applicable, of its outcome.

The Ethics Officer regularly informs the TELT Ethics Committee, at least in the context of his/her annual report, of the alerts received and how they are being handled, in compliance with the rules of confidentiality.

Confidentiality and prohibition of retaliation and/or discriminatory measures

TELT SAS assures the acceptance, in the manner described above, of all alerts having the above-mentioned characteristics, even if, as mentioned, they are made anonymously.

The whistleblower is entitled to the protection of the confidentiality of his identity, referring not only to his name, but also to all the elements of the alert, including the documentation attached thereto, to the extent that their disclosure, even indirectly, may allow the identification of the whistleblower. The processing of such elements should therefore be treated with the utmost caution, starting with the obscuring of the data if, for investigative reasons, other persons need to be informed of them.

It is the duty of the Ethics Officer or the Ethics Committee to guarantee the confidentiality of the whistleblower right from the moment the alert is received, in order also to avoid the risk of retaliation and/or discrimination against the whistleblower. The Ethics Officer or the Ethics Committee (whichever of the two has received the alert from the whistleblower) shall be bound by a strengthened and formalised confidentiality commitment with respect to the identity of the whistleblower and of the reported person.

Without prejudice to the notifying party's rights under Articles 15 et seq. of Regulation (EU) 2016/679, the alert and the attached documents may not be viewed or copied by any applicant.

With the exception of cases in which there is a liability for libel and slander under the provisions of criminal law or the Civil Code, as well as cases in which anonymity is not enforceable by law (such as, for example, criminal, tax or administrative investigations, inspections by supervisory bodies), the identity of the person making the alert shall in any case be protected in every phase following the notification of the alert; therefore, with the exceptions mentioned above, the identity of the person making the report cannot be disclosed without his/her express consent.

As regards, in particular, disciplinary proceedings, the identity of the person making the alert may be disclosed to the head of the department in charge of disciplinary proceedings and/or to the accused only in cases where:

- there is the express consent of the notifier;
- or if the disciplinary charge is based solely on the alert and knowledge of the identity of the reporter is absolutely essential for the accused's defence, as requested and justified in writing

by the latter. In such circumstances, it is up to the head of the corporate SO in charge of disciplinary proceedings to assess the request made by the interested party and whether the condition of absolute indispensability of knowledge of the name of the whistleblower for the purposes of the defence be met. If he considers it justified, the head of the SO shall submit a reasoned request to the Ethics Officer, containing a clear and precise statement of the reasons why knowledge of the identity of the whistleblower be indispensable.

In any case, the processing of the personal data of the persons involved and/or mentioned in the alerts made pursuant to the present procedure shall take place, insofar as compatible, in compliance with the laws in force and the corporate procedures for the protection of personal data.

TELTSAS shall not permit or tolerate any act of retaliation or discrimination against the person making the report, whether direct or indirect, affecting working conditions for reasons directly or indirectly connected with the alert. Retaliatory and/or discriminatory measures include all unjustified disciplinary actions and any other form of retaliation leading to a downgrade in working conditions.

Breach of the obligation of confidentiality or the performance of retaliatory or discriminatory acts against the whistleblower is a source of disciplinary liability, without prejudice to any other form of liability provided for by law.

Any form of retaliation or discrimination affecting the working conditions of those who cooperate in the activities of verifying the validity of the report is also prohibited.

Any person who believes he/she has suffered discrimination as a result of his/her having reported an offence or irregularity shall inform, in detail, the Ethics Officer who, in the event of a positive finding, shall report the alleged discrimination to the competent structures, functions or bodies.

Without prejudice to the above, any abuse of this procedure, such as reports that prove to be unfounded, manifestly opportunistic and/or made with malice or gross negligence (so-called “Alerts in bad faith”), shall in all cases result in liability.

Protection of the person reported

Persons who have been reported are entitled to protection of the confidentiality of their identity in order to avoid prejudicial consequences, even if only of a reputational nature, within the working context in which the reported person is employed.

The alert in itself is not sufficient to initiate any disciplinary proceedings against the reported person.

If, following the concrete findings made as a result of the alert, it is decided to proceed with the investigation, the reported person may be contacted and will be given the opportunity to provide any necessary clarification and to express his/her opinions on the real or presumed truthfulness of the facts; he/she may access such data and request their amendment or deletion if they are inaccurate. He/she may not, under any circumstances, obtain the identity of the whistleblower from the Company.

The protection of a reported person shall apply without prejudice to legal provisions imposing the obligation to communicate the name of the reported person suspected of being responsible for the violation (e.g. requests by judicial authorities).

The rights of persons involved in an alert

Anyone involved in an alert is informed under Article 14 EU Reg 2016/679 (GDPR) by the ethics office of the recording of data concerning him or her and of the facts that are being noted, if necessary, following the adoption of precautionary measures.

Within the meaning of Article 14 EU Reg 2016/679 (GDPR), the data subject should be informed of the processing “*within a reasonable period after obtaining the personal data, but at the latest*

within one month”. Considering, however, that in some cases informing the person against whom an alert has been filed at an early stage may prejudice the proper conduct of the procedure, such information will be appropriately limited and/or postponed in accordance with Article 14(5)(b) GDPR which provides for an exception to the obligation to inform insofar as it risks making impossible or seriously prejudicing the achievement of the purposes of the investigation.

Publication

This procedure shall be brought to the attention of all staff by email.

This notice and the “Form for reporting misconduct” (annex a)), as well as the information made pursuant to Article 13 of Regulation (EU) 2016/679 supplementing these instructions (annex b)) are published on the Intranet and on the Company’s website

FORM FOR REPORTING MISCONDUCT

To the Ethics Officer of TELT SAS

To the Ethics Committee of TELT SAS

In accordance with the Company's Whistleblowing Procedure, please note that anonymous reports will only be considered if they are substantiated and made responsibly and in good faith.

The completion of this part of the alert is NOT obligatory.

Please enter your contact details:

YES NO

Details of the notifier	
(The details entered will be treated in such a way as to protect the confidentiality of the identity of the notifier throughout the entire procedure for which TELT SAS is responsible)	
Name	
Surname	
What is your relationship with the company (Employee, Supplier/service provider, Consultant, Outside contractor, Other)	
Current Organisational structure and workplace	
Telephone	
Email	
Other contact numbers	

If the alert has already been communicated to other parties (your superior, employer...) fill in the following table:

Person	Date of notification	Result of notification
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	

If not, specify why no other parties were informed:

Have you already sent an alert via any other channel than this one?

YES NO

If yes, how?

Data and information concerning the Illicit Conduct Alert

What kind of non-compliance/violation do you wish to report?	
In which worksite did the event occur?	
How did you become aware of the incident?	
What is your level of involvement in the incident?	
Date/Period in which the event occurred	
Physical location where the event occurred	
Do you believe that the event or its effects have ended or are still continuing?	
Person who committed the action: Name, surname, position (several names may be entered)	
Other persons involved, if any	
Companies involved, if any	
Indicate who benefited from the fact	
Who was damaged by the event	
In your opinion, may we contact the party you believe has been harmed by the event to ask for further information?	
Contact details of the injured party	
Other persons, if any, who can add information concerning the event (Name, surname, position, contact details)	
Could you estimate the economic dimension of the operation relating to the event?	
Have you mentioned the incident to anyone else?	
Could you provide documents to support the notification?	

Detailed description of the incident

Please attach any accompanying documentation to the alert (in addition to this form).

The undersigned notifier is aware of the responsibilities and civil and criminal consequences provided for in the event of false statements and/or the drafting or use of false documents.

I confirm that I have read the information regarding the processing of personal data pursuant to Article 13 of Regulation (EU) 2016/679 - GDPR.

(place) _____, (date) _____

Signature

INFORMATION CONCERNING THE PROCESSING OF WHISTLEBLOWING ALERTS pursuant to Art. 13 of Regulation (EU) No 2016/679 2016/679

WHY THIS INFORMATION

Pursuant to Regulation (EU) 2016/679 (hereinafter the “Regulation”), this form outlines the methods and all information relating to the processing of personal data of the interested parties in the management of the whistleblowing mechanism.

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DATA CONTROLLER

The Data Controller is Tunnel Euralpin Lyon Turin SAS (hereinafter TELT SAS), with registered office in Bourget du Lac (France), Savoie Technolac - Bâtiment "Homère", 13 allée du Lac de Constance and operational headquarters and General Management in Turin (Italy) via P. Borsellino n.17/b, - IT-10138 Turin - Tel. 011 5579221 e-mail: segreteria@telt-sas.com, pec: telt-sas@pec.it

CATEGORY OF PERSONAL DATA

Pursuant to and for the purposes of the provisions of Article 13 of Regulation (EU) 2016/679 concerning the protection of personal data (hereinafter also “GDPR”), we inform you that the personal data processed by us for the “Whistleblowing Management Procedure” will be, where provided, your data/personal details, e-mail address/telephone number strictly as required to verify the validity of the Alert and to allow its processing.

PURPOSE OF PROCESSING

Your personal details will be processed for the purposes related to the management of alerts of alleged irregularities or unlawful acts of which you have become aware in the context of your employment relationship, in accordance with the provisions contained in the “Whistleblowing Management Procedure”.

LEGAL BASIS OF THE PROCESSING

The legal basis for the processing of your personal details provided in connection with alerts of alleged irregularities or offences which have come to your attention in the course of your employment, in accordance with the “Whistleblowing Management Procedure” is – for data subjects resident in Italy – the legitimate interest of the data controller in acquiring relevant information about any offences committed and affecting various profiles of the Company (pursuant to Article 6(f) GDPR). For data subjects residing in France – the fulfilment of a legal obligation to which the data controller is subject (ex art.6 lett. c) in relation to the regulatory provisions of Loi n° 2016-1691 du 9 décembre 2016 and Décret n° 2017-564 du 19 avril 2017.

With reference to the “special” data referred to in Article 9 of the GDPR, the legal basis must be deemed to be that provided for in Article 9(2)(f), and namely the verification, exercise or defence of legal claims, it being understood that, for certain aspects linked to the employment relationship, the legal basis may be found in letter b) of the same provision.

The provision of your personal data is not compulsory, but refusal to provide them may make it impossible or extremely difficult to ascertain whether the alert is well-founded, in cases where said alert is not detailed, based on precise and consistent elements, does not concern verifiable facts and/or does not contain all the elements necessary to carry out the aforementioned assessment.

HOW WE PROCESS AND KEEP YOUR DETAILS SECURE

The processing of your details will be based on principles of correctness, lawfulness and transparency and may also be carried out using automated methods for storing, managing and transmitting them. The processing will be carried out using suitable instruments for assuring security and confidentiality through the use of procedures designed to avoid the risk of loss, unauthorised access, unlawful use and dissemination.

PROCESSING AUTHORISATIONS

The details provided by you are subject to processing by the “Persons in charge of the processing of personal data” of TELT SAS in accordance with the procedures established by the “Data Controller” and in compliance with

current legislation [Regulation (EU) No 20016/679], guaranteeing the principles of lawfulness, correctness and relevance.

Processing authorisations are monitored by the “Data Protection Officer” (DPO), who can be reached at the following address: Tunnel Euralpin Lyon Turin SAS - Data Protection Officer, via P. Borsellino, 17/b, IT-10138, Turin, Tel. 011 5579221, int. 228 e-mail:dpo@telt-sas.com.

RECIPIENTS/CATEGORIES OF RECIPIENTS OF PERSONAL DATA

The recipient of your personal details is the Ethics Officer who, in accordance with the provisions of current legislation and the “Whistleblowing Management Procedure” adopted by the Company, is required to ensure the confidentiality of the identity of the Whistleblower.

During the phase of ascertaining whether the alert is well-founded, where necessary for the performance of investigative activities resulting from the characteristics of the investigations to be carried out, your personal details may be forwarded to the Company’s Ethics Committee. In such a case, those who have been involved in the case by the Ethics Officer shall be subject to the same duties of conduct aimed at ensuring the confidentiality of the identity of the whistleblower.

Your personal details may be disclosed to the head of the corporate SO macro who is in charge of disciplinary proceedings and/or to the accused person only in cases in which:

- there is your express consent;
- or if the disciplinary charge is based solely on the alert and knowledge of the identity of the reporter is absolutely essential for the accused’s defence.

If necessary, your personal data may also be disclosed to third parties (e.g. judicial authorities, investigative bodies, etc.).

In any event, your personal data will not be disseminated.

TRANSFER OF DATA TO NON-EU COUNTRIES

No transfer of personal details collected in non-EU countries is envisaged.

PERIOD OF CONSERVATION OF COLLECTED DATA

The personal data collected for the purposes set out above will be conserved by us for the time necessary to ascertain whether the Alert is well-founded and, where applicable, to take the consequent disciplinary measures and/or to settle any disputes that may arise as a result of the said Alert.

Subsequently, these data will be destroyed (right to be forgotten) or made anonymous (pseudonymisation) if necessary, for statistical or historical purposes.

RIGHTS OF THE DATA SUBJECT

In relation to the aforementioned processing, you, as a Notifying Party, have the right to obtain access to your personal details and the rectification or erasure of the same or the restriction of the processing concerning them or to object to the processing (Articles 15 et seq. of Regulation (EU) 2016/679) from TELT SAS in the cases provided for. The appropriate application for the exercise of your rights, within the limits of their compatibility with the whistleblowing legislation, must be submitted to the Data Protection Officer or directly to the Data Controller by sending an email to dpo@telt-sas.com or by mail to the address of the company’s registered office.

Turin _____

TUNNEL EURALPIN LYON TURIN SAS

ANNEX 2

Sustainability and Integrity covenant of the Lyon-Turin Companies

Introduction

The Lyon-Turin is a unique project, not only for its technological complexity but also and above all for its economic, political and symbolic significance.

Aware of the relevance of its mission, TELT has committed itself to upholding the highest ethical and professional standards that correspond to its core values, Quality System, Code of Ethics and the Ten Principles of the United Nations Global Compact to which it has adhered since 2015.

Through this covenant, the "Lyon-Turin companies" build a solid identity, based on the principles of sustainable development, and share with TELT the awareness of the important mission that has been entrusted to it. The present "covenant", integrated into the Code of Ethics, encapsulates the practical principles of this commitment, which lies not only in the contractual terms but first and foremost in each company's pride in participating in the creation of a virtuous circle without precedent, to be imitated and spread in other works and in other contexts.

TELT would like to thank each link in its chain of suppliers for their cooperation and is available to answer any questions they may have on this subject, which should be sent to info@teltsas.com.

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From TELT to the Lyon-Turin companies: a single identity

Adherence to the Global Compact is a fundamental part of the Integrated Quality Management System (for which TELT is certified via ISO 9001 Quality, ISO 27001 Information Security, ISO 14001 Environment and ISO 45001 Worker Safety) which in turn is reflected in TELT's policies.

The "Lyon-Turin Companies Sustainability covenant" was created within the framework of this system and in the context of TELT's main areas of sustainability focus: **Environment, People, Value Creation, Anti-Corruption and Integrity**. TELT's core values cascade through all participating companies and inspire processes, decisions and best practices. Each core value is supported by action statements and specific behaviours that unite TELT and the Lyon-Turin companies in a single corporate identity.

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1 Environment

- Proactivity
- Quality, innovation and eco-sustainability
- Resource Awareness

2 People

- Universal rights always guaranteed
- Respect and development of Human Resources
- Safety First Goal
- Privacy as a right

3 Value Creation

- Quality and attention of relations with TELT
- Relationship with the Territory

4 Anti-Corruption and Integrity

- A procedure always governed by the law
- Exemplary behaviour
- A culture of Anti-Corruption
- Whistleblowing

TELT reserves the right to update these guidelines from time to time to reflect better any changes in the regulatory or business environment

1. Environment

The Lyon-Turin companies are aware of their effect on the environment and are committed to preserving natural resources for future generations. They are committed to working with greater care for living species and, in addition to complying with TELT's environmental policy, to putting in place all possible means to comply with the principles of the 2030 Agenda.

1.1 Proactivity

In the environmental field especially, the construction of a complex project such as the Lyon-Turin requires a commitment from its constructors that cannot be satisfied with mere compliance.

The companies involved in the Lyon-Turin project have a proactive attitude to introducing procedures in their work that can help reduce emissions and the consumption of natural resources.

Through this covenant they also undertake to:

- develop and use technologies and practices that can optimise processes and reduce energy and water consumption;
- activate all possible solutions to use "clean" and renewable energies, both in their own company and in the chain of subcontractors;
- participate in TELT's Life Cycling Cost monitoring process, providing measurement data even beyond the statutory environmental monitoring guidelines, in line with the indications provided by the contract manager.

TELT is in turn committed to providing the Lyon-Turin companies with adequate information and awareness-raising tools for their employees and contractors.

1.2 Quality, Innovation and Sustainability

Quality, safety of works/products/services and eco-sustainable planning: TELT has embodied the pursuit of the highest standards of quality and safety by implementing and maintaining an Integrated Quality Management System in accordance with the ISO 9001 international standard. The Lyon-Turin companies share and align themselves with this approach, accepting its principles and commitments, with the common goal of maximising quality and ensuring high levels of innovation. In this sense, the pursuit of technological development must be continuous and take place in collaboration with the local communities in which the company operates, emphasising the paradigm of open innovation, which aims to create extensive research networks in a common effort to create a system and generate positive value for all the companies involved. Eco-sustainability is a primary choice in the main processes of the Lyon-Turin companies and TELT is at their disposal to identify areas of optimisation and support improvement initiatives.

1.3 Careful use of resources

TELT considers the commitment to the United Nations 2030 Sustainable Development Goals as a key driver of economic development to be fundamental to the realization of the infrastructure it is responsible for. The Lyon-Turin companies commit to:

- sustainably managing their water waste from product processing and service provision;
- investing, as far as possible, in clean energy sources, such as solar, wind or thermal energy, focusing on technologies that reduce the consumption of electricity and fossil fuels, and implementing projects that contribute to providing energy to disadvantaged local communities;
- promoting environmentally friendly industrial processes by incorporating small and medium-sized enterprises into its value chain;
- progressively encouraging the use of recyclable and biodegradable materials in its production processes;
- using a fleet of construction site vehicles/vehicles with a low environmental impact, in line with the most recent regulations on polluting emissions in the case of fossil fuel vehicles;
- reducing the contamination of oceans and seas resulting from its activities;
- reducing the impact of production activities on ecosystems and habitats, respecting the environmental regulations of the countries in which they operate and integrating the conservation of biological diversity into its business strategies.

2

People

The Lyon-Turin companies choose their employees according to professional criteria and believe in the value of people.

2.1 Universal rights always guaranteed

The public promoter TELT operates in territories where the quality of life is very high and the companies contracted for the work not only have to know and apply all the regulations concerning respect for workers, minimum wages and discrimination, but they must also be promoters of the principal guidelines for the respect of the universal rights of workers (as expressed in the International Declaration of Human Rights and the Declaration of the International Labour Organisation).

- Only job-related requirements of the individual should guide recruitment, and respect for differences such as race, religion, age, gender, gender identity or expression, sexual orientation, nationality, social or ethnic origin, marital status, pregnancy, disability, health status, political affiliation, or trade union membership is always guaranteed.
- Where the State in which the company operates promotes the hiring of certain disadvantaged categories, the Lyon-Turin companies adhere to the provisions and promote the integration of people in the company by monitoring the working climate and environment.

2.2 Respect for and development of Human Resources

The enhancement of the individuals working on the Lyon-Turin is fundamental for the successful realisation of the project. For this reason, TELT invites its suppliers to:

- offer their employees training to improve their skills;
- establish a welfare policy, where possible, that increases the well-being of the worker and his family, for example through benefits such as health insurance, meal vouchers, leisure policies, etc.;
- create a healthy working environment, where negative events which may harm the personal life of employees (such as discriminatory behaviour between colleagues or, in the most serious cases, bullying and violence, both physical and mental), are excluded above all else.

The freedom of staff freely to join or refrain from joining workers' organisations of their choice and to take part in collective bargaining as permitted by law is one of the inalienable rights that the Lyon-Turin companies must scrupulously observe.

TELT also strongly encourages all suppliers to pay their staff an appropriate salary that takes into account the actual cost of living in the country in which they operate.

2.3 Participation in the Safety First objective

TELT considers compliance with safety standards and guidelines to be an indispensable minimum standard, but this is not in itself sufficient for a project such as the Lyon-Turin. In order to achieve the objective of "zero deaths" and "zero accidents" at the construction sites (and in the other TELT workplaces), the suppliers are required to use all instruments made available to them by TELT to avoid even minor accidents at the construction sites or in the performance of a service, by implementing a systematic information/training campaign, periodically verifying the level of training of a "statistically" significant number of workers and implementing control procedures and state-of-the-art safety systems, as well as periodic emergency management tests at the construction sites.

The Lyon-Turin companies also keep a watchful eye on their staff to avoid the use of recreational drugs/pharmacological substances and alcohol on the construction sites, which could have serious consequences on attention and therefore on safety. For this reason, and generally out of a sense of responsibility towards their employees, the Lyon-Turin companies promote a culture aimed at contrasting the abuse of these substances outside their staff's working life as well.

2.4 Privacy as a right

The Lyon-Turin companies protect the personal privacy of their employees even beyond compliance with applicable data privacy laws. Likewise, they secure the data of the project against unauthorised access and use in

line with the guidelines provided by the customer and shall not reuse them without TELT's prior consent. They acknowledge that any use, sharing or retention of personal data must be supported by consent or a compelling legitimate business purpose and in accordance with the terms and conditions agreed with TELT. The Lyon-Turin companies also agree on the importance of respectful and professional use of social media by their employees and do their utmost to avoid publishing content that promotes behaviour not in line with the values expressed in this covenant.

2. Value Creation

The Lyon-Turin companies are constantly seeking to improve their products and services and are aware of the economic value generated by their expenditure. Business strategies must therefore be oriented towards long-term development, through investment not only in assets but also in people, information systems and internal processes.

3.1 Quality and correctness of relations with TELT

Once a contract has been awarded, the Lyon-Turin companies enter a circuit based on quality and sustainability. Therefore, in addition to not using production processes other than those identified in the contract signed by TELT without prior approval, they undertake at all times to maintain the same quality standards as declared in the offer that led to the award of the contract and to improve them, if possible, through a process control system. In accordance with the signed contract, the client may initiate audits exploring compliance with the policies of the Integrated Quality Management System and the standards for which TELT is certified (for ISO 9001 Quality, ISO 27001 Information Security, ISO 14001 Environment and ISO 45001 Worker Safety); however, the Lyon-Turin companies are also willing to report any critical issues with respect to their adherence to these guidelines to the client even prior to the TELT audit, thus demonstrating proactivity and involvement in TELT's mission.

3.1 Relationship with the territory

The Lyon-Turin companies are aware that the construction sites and services of the Lyon-Turin base tunnel can be a positive driving force for the economy of the nations and in particular of the regions where the project is located. For this reason, like TELT, they collaborate with the Démarche Grand Chantier in France and the Patto per il Territorio in Italy even beyond the dispositions already contained in the contract, in particular with regard to the accommodation of the workers, the recruitment of the workforce (also including persons belonging to social classes defined as "disadvantaged"), and possible collaborations with the local chain of small companies and craftsmen.

In the same way, and in order that the Lyon-Turin companies may act in a truly virtuous circle, they respect the importance of the quality of life of the citizens of the territories affected by the project and respond proactively to the promotion of this value by all the entities involved (municipalities, regions and TELT itself).

4 Anti-corruption and legality

The Lyon-Turin companies are fully committed to UN Principle X, stating *Companies are committed to fighting corruption in all its forms, including extortion and bribery.*

4.1 A process always governed by law

The focus on compliance with the law is always very high and represents a framework that TELT considers essential: the Lyon-Turin companies are not only aware of and comply with competition laws wherever they operate, but also promote them throughout their supplier chain. Another aspect at the heart of this dual activity of compliance and monitoring is the flow of money, which in addition to always being tracked by TELT must also be controlled by all companies working on the project, in whatever capacity. The Lyon-Turin companies are united in their fight to ensure that the project is carried out without mafias, without crime and without violence of any form or degree.

4.2 Exemplary behaviour

The Lyon-Turin companies represent an example to be emulated in terms of anti-corruption and ethics. From the smallest detail, such as the close observance of Article 2.2.1. of the TELT Code of Ethics to which reference is also made here, to the policies, practices and information disseminated within the company, the Lyon-Turin companies will always be above suspicion and provide employees and suppliers with all possible tools to build

transparent and always ethically impeccable companies.

4.3 Whistleblowing

The protection of the “Whistleblower” is fundamental for the companies of the Lyon-Turin not only through their compliance with the rules but also because they feel invested with the power to shed light on the activities pertaining to the project and even more they feel they must exercise the right/duty to “reflect light” through the whistleblowing mechanism. Pursuant to Loi 2016-1691 of 9 December 2016 known as the *Loi Sapin II* which applies to TELT as being an entity governed by French law, and having taken note of Article 54-bis, of Italian Legislative Decree 165/2001, TELT has an alert mechanism for behaviour that may reflect attempts at corruption or other unlawful acts. In line with this approach adopted by the client, the Lyon-Turin companies therefore encourage a culture of transparency within their own organisations and in the subcontracting chain and are required to report suspected violations of these rules by any subcontractors. Any alert may be made anonymously to the company Ethics Officer in conformity with the manner specified in the procedure attached to the Code of Ethics.

TELT protects suppliers and their employees from any form of retaliation for making such alerts and guarantees maximum confidentiality.

A concrete covenant: direct dialogue with TELT

The Lyon-Turin companies are actively involved in the process triggered by this covenant and maintain a dialogue with TELT to find suitable means of implementation. TELT may also verify the supplier's compliance with the guidelines expressed in the covenant. These checks are carried out at the request of the Person Responsible for the Contract and in the case of the works with the prior agreement of the Operational Site Manager. Audits may be conducted during normal business hours, annually, and TELT shall provide written notice of its intentions to conduct such an audit within the preceding 15 days. TELT shall carry out the audits in such a way that they occur without interruption of operations. TELT employees in charge of the audits will submit appropriate confidentiality agreements to suppliers prior to the verifications. For the purposes of this audit, the supplier shall provide TELT's auditors with appropriate access to relevant information on policies and procedures. TELT will notify its supplier if any doubt is identified after the audit and the parties may agree to a meeting to discuss such doubts.

Attached documents

- TELT's Integrated Quality Management System policies
- Universal Declaration of Human Rights:

<http://www.un.org/en/universal-declaration-human-rights/index.html>

Declaration by the International Labour Organisation on fundamental principles and rights in the workplace:

<http://www.ilo.org/declaration/lang--en/index.htm>