

GUIDE FOR ETHICAL BUSINESS CONDUCT

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VALUES

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COMPLIANCE

ETHICAL COLLABORATION
ETHICAL COLLABORATION

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LAW

Keolis

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MESSAGE FROM KEOLIS GROUP PRESIDENT AND CEO JEAN-PIERRE FARANDOU



The Keolis Group, like all corporations, is constantly striving to develop, and win business for its transportation and parking divisions. We operate in an increasingly challenging business environment and face harsh competition in all of our markets across the world.

Every Group manager and employee has a specific role to play with respect to ethics, and our Guide for Ethical Business Conduct has been designed to provide the basis of a culture fostering ethical behaviour and responsibility. In this guide, we outline what we consider to be proper conduct and highlight behaviour which is prohibited, either by law or by our vision of ethical business.

All of us, no matter what our function or level in the organisation, are responsible for how we interact with those who constitute the ecosystem in which we do business. Exercising this responsibility is one of the honourable aspects of our role as public service provider.

This guide, which has been designed to be straightforward and practical, will help you to take onboard the ethical conduct that I, as CEO, and our Executive Committee require you to implement.

I ask that you refer to it whenever you are faced with a situation that could put yourself or the Group at risk.

A handwritten signature in black ink, which appears to be 'JPF' followed by a stylized flourish.

FOREWORD

The Guide for Ethical Business Conduct calls upon all Keolis Group employees to adhere to and promote professional ethics in conducting business.

This guide is the main reference document for Group employees and those acting on the Group's behalf, and provides a framework for the principles that underpin our actions. All Group employees are expected to comply with these principles and ensure that they are applied in our teams.

Successfully achieving the goals of this guide requires each individual to exercise their sense of professional responsibility. For any queries on how to apply a particular guideline in a given situation, employees should consult their line manager or the Management within their entity. Employees may also contact the Ethics & Compliance Officer, an Ethics & Compliance Correspondent, or the Legal Affairs Department, as appropriate. Alternatively, they may refer matters to the Ethics Advisor through the Group's professional alert procedure.

The Guide for Ethical Business Conduct is for all employees in all Keolis Group entities. For the purpose of this document, these entities shall be referred to as the 'Group'.

Employees must respect the applicable regulations of the country in which they operate. The Keolis Group Guide for Ethical Business Conduct lays down the minimum rules with which Group employees must comply. If the requirements of local legislation or the internal procedures of a particular entity are more stringent than those set out in this guide, the local laws or internal rules shall apply.

1 PLAYING BY THE RULES OUR COMPLIANCE PROGRAM

Though it may seem obvious, in conducting business, it is up to everyone in the Group to respect any applicable national or international laws or regulations. The same principle applies to any contractual undertakings. All individuals must be aware that many legal fields are increasingly specific and often call for the advice of an expert. Employees should initially seek such advice from their line manager or, beyond a certain level of complexity, from a legal expert. By following this procedure, where necessary, employees shall be able to understand and anticipate the legal risks involved in certain situations.

Today, the Keolis Group continues to expand in France and abroad. In this context, the Group is bound by national legislation, which, in some cases, has been subject to significant changes, and with which it must comply. For this reason, in 2013, the Group introduced a compliance program, entitled 'Konformité', focused on three areas of priority for compliance. These are free and fair competition, personal data protection and the prevention of corruption and fraud.

The main goal of the compliance program is to reinforce, complement and support existing processes introduced in recent years.

The implementation of the compliance program reflects our clear desire as a Group to act appropriately towards our customers, partners, employees and suppliers and establish relationships that comply with Keolis Group business ethics and the law.

The compliance program provides all staff with a clear set of rules and principles, which constitute effective guidelines for conducting business. Making compliance a key focus of our business culture and the approach we take with customers, partners and suppliers - beyond the implementation of the actual program - requires the commitment of all of us in the way we conduct ourselves from day to day.

This program shall be deployed throughout all Group entities. Should local regulations be more restrictive than the rules and principles outlined in the program, additional specific guidelines will be issued by Management in the countries concerned.

The compliance program Konformité provides specific documentation for each of its areas of focus; it is every employee's duty to understand and use these documents.

Selected documents are publicly available on our website www.keolis.com, under 'About Us'. Other practical resources, designed exclusively for Group employees, can be accessed via our Intranet Keo'links, under 'Group'.

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2 INTEGRITY IN BUSINESS OPERATIONS

2.1. FREE AND FAIR COMPETITION

The development of the Keolis Group is built on corporate values and strategy, core skills and specific strengths. This development requires strict respect of free and fair competition, not only to ensure that legal obligations are met, but also - and above all - to ensure that the Group is socially responsible.

The legal and regulatory framework which governs business competition is increasingly stringent, whether in France, Europe, or worldwide, and any breach of this can result in heavy administrative, civil or penal sanctions at both collective and individual levels, with financial repercussions due to penalties or tarnished image.

The respect of business competition rules is a critical commitment of our Group and to achieve this, we have established a specific fair competition compliance program, based on the following key principles:

- Employees shall not enter into agreements with existing or potential competitors with the aim or effect of distorting free market competition, for example, by agreeing to share markets, by distorting contract bidding procedures, or preventing the entry of new players to the market;
- Employees shall not initiate or be involved in practices that take advantage of a dominant position, with the aim or effect of limiting business initiatives, or impairing the development of competitors through the dissuasive or repressive use of the power held in certain markets;
- Employees shall not collect, share or use information about competitors obtained by illegal or unethical means, nor divulge strategic information concerning the Group's commercial and industrial policy.

In addition to abstaining from these prohibited practices, **respecting the rules of fair competition requires daily vigilance** in all of our business operations and, especially, strict independence in our competitor relations:

- All business undertaken by Group entities, and particularly contract bidding procedures, must be conducted in strict confidentiality and won solely on the basis of merit, through a professional approach;
- Employees must exercise caution in their relations with existing or potential competitors, especially during trade fairs and meetings with trade unions. Moreover, they must refrain from participating in discussions which put themselves or the Group at risk, i.e. it is forbidden to discuss, give, or exchange information with competitors concerning prices, contracts, costs, margins, strategy, customer matters, etc.
- Employees must protect confidential or exclusive information relating to the Group or any of its entities and should not seek to obtain confidential or exclusive information regarding competitors by illegal or unethical means.

To help us to exercise this caution on a daily basis, a series of key guidelines have been set out in practical fact sheets entitled **'Right Attitudes for free and fair competition'**. These highlight what we should and should not do and are part of the compliance program reference documentation:

- Employees must be familiar with and respect the rules and conduct guidelines, which have been designed to encourage everyone to take responsibility for their behaviour;
- For any queries regarding the application of fair competition rules, employees should consult their line manager, the Ethics & Compliance Officer, or alternatively an Ethics & Compliance Correspondent, the Legal Affairs department or the Ethics Advisor.

AVAILABLE DOCUMENTATION:

- Group website www.keolis.com (under 'About Us')
Our Compliance Program - Konformité - for free and fair competition
- Group Intranet Keo'links (under 'Group')
Right Attitudes for free and fair competition

2.2. CONFLICTS OF INTEREST

Keolis Group employees should avoid any act that could lead to a conflict of interest, or be damaging to Group reputation.

All employees have a duty to be loyal and an obligation to act in good faith.

A potential conflict of interest occurs when a person is subject to contradictory interests, at one time. As such, when personal interest is in contradiction with Group interests, an individual could fail to fulfil their duty of loyalty. This is the case whenever there is the possibility of a direct or indirect personal gain influencing or potentially influencing a professional decision. **Employees should therefore avoid any situations in which individual interests could enter into conflict with those of the Group.**

- Employees must not be involved in external activities which are in competition with the Group or which aid competitors.
- Employees must inform their line manager or HR Manager of any potential conflict of interest. They may also consult the Ethics Advisor.
- Employees must not have any direct or indirect personal interest in, nor receive any remuneration or benefit of any nature whatsoever from any enterprise or company, including real-estate investment partnerships, that are listed as being customers, suppliers or subcontractors of Keolis or its entities, nor any company financially tied to the Group, or exercising an activity likely to compete with a subsidiary or holding of the Keolis Group.
- Employees must refuse to hold any position of an advisory, management, executive, administrative or supervisory nature, whether paid or unpaid, in any of the aforementioned enterprises or companies, without the prior written consent of Senior Management. Any employee that acquires an interest in such an enterprise or company, be it through inheritance, bequest or distribution of an estate, must inform their line manager or the Ethics Advisor.
- Employees' business negotiations must be driven solely by Group interests and not by any possible advantages from which they or their personal relations could benefit.

2.3. PREVENTION OF CORRUPTION

The Keolis Group rejects any form of corruption and applies this principle across the board.

All across the world, it is illegal to bribe politicians, elected representatives and civil servants. Courts in countries party to the OECD's Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, may prosecute any physical or legal person that has committed or been accomplice to an act of bribery involving a public official in a country other than their own. In the UK, a law aimed at preventing bribery, entitled the Bribery Act, came into force on 1 July 2011. In relation to the US law, known by its acronym FCPA (Foreign Corrupt Practices Act), it would seem that the UK law is the stricter and more restrictive of the two.

This prevention of bribery concerns not only public officials but anyone who could benefit from such an act as a result of their position, function or relations. While certain legislation focuses only on corruption in the public sector, **the Group's policy for the prevention of corruption is equally strict with regard to the private sector.**

- Group entities and employees must not directly or indirectly (through the intermediary of a supplier, subcontractor, consultant or any other third party acting in its name or on its behalf), propose, offer, or award any advantage, be it monetary or other, to a person in the public or private sector, for that or any another person, with the sole aim of obtaining or maintaining a business transaction; nor may they receive any advantage or favour that infringes regulations. Bribes are strictly prohibited – a bribe being defined as anything of value offered in order to influence a decision.
- On the same basis, group entities and employees must not accept the offer of any person, claiming to have a real or supposed influence on a public or private sector employee, to use their influence to obtain contracts or a favourable decision.
- It is forbidden to give any advantage whatsoever that may be requested by a public official for the performance or arrangement of an administrative procedure or formality under their responsibility and which the Group is entitled to demand through normal legal channels. Facilitation payments are absolutely prohibited.
- Employees are forbidden to request, accept or receive any advantage, be it monetary or other, for their own benefit or that of a member of their entourage, in return for a decision or act carried out while conducting their professional functions, that opposes the Group's principles of independence, objectivity and protection of interests.

- On conducting business, the payment of any illicit commission to a third party (clients, suppliers, subcontractors, consultants, etc.) shall not be tolerated nor is it permitted to accept any such commission from a third party.

It should be remembered that encouraging others to commit acts of corruption, or simply being aware of such acts, is also considered as corruption.

Acts of corruption are punishable by fines and imprisonment for the employees that commit or participate in them. Furthermore, they expose Group entities to the risk of extremely heavy commercial, financial or administrative sanctions. In addition to fines, a company found guilty of corruption may be excluded from public invitations to tender. Finally, the damage to Group image resulting from the revelation of acts of corruption, or the simple fact of being suspected of such action, can be irreversible and considerably harm the confidence of shareholders, clients and suppliers, thereby seriously affecting Group performance.

It is the responsibility of all Group employees to refuse any active or passive attempt at corruption and to alert the Group should they become aware of practices or facts that could be assimilated to corruption, by informing their line manager or by using the Group's professional alert system.

Employees should seek advice from their line manager, an Ethics & Compliance Correspondent, the Ethics & Compliance Officer, the Legal Affairs department or the Ethics Advisor, should they have any queries on how to apply the rules and principles on corruption in a particular situation.

The Group's managers have an even greater responsibility than its other employees in that they are required to be familiar with the anti-corruption laws in force in their country and to actively promote the Group guidelines for the prevention of corruption amongst employees and their teams.

AVAILABLE DOCUMENTATION:

- Group website www.keolis.com (under 'About Us')
Our Compliance Program - Konformité - for the prevention of fraud and corruption
- Group Intranet Keo'links (under 'Group')
Right Attitudes for the prevention of fraud and corruption

2.4. GIFTS AND HOSPITALITY

Gifts and hospitality are considered to be legitimate practices under the Keolis Group's framework.

In our relations with partners – i.e. clients, public or private stakeholders, consultants, suppliers, etc. – we may occasionally offer or receive hospitality or gifts.

In many countries, legislation recognises gifts and hospitality as normal business practices, considering them as signs of courtesy that foster good professional relations. However, anti-corruption laws forbid the giving of gifts, services or other items of value to someone where the aim is to obtain an advantage or influence a business decision or any other action.

All gifts and hospitality must, of course, be carefully considered so as to be appropriate to the circumstances and the beneficiaries.

Such acts must also be legal, reasonable and performed transparently as regards value, frequency and opportunity.

The Group policy is to remain within, and if possible, below the limits of locally accepted norms, in order to leave beneficiaries free to make their own decisions and to act in such a way that the honesty, independence or objectivity of either donor or beneficiary could not be questioned by an outside observer.

- Employees must consult the relevant procedure before offering any gift or hospitality. In particular, the value and frequency of these must not exceed the limits laid down by the relevant procedure. The hierarchical level of those on giving and receiving ends shall also be taken into account.
- Employees must refuse any gift or invitation which has an estimated value exceeding the limit stipulated in the relevant procedure and must notify their line manager. As a general rule, employees should not accept any gift or invitation that would be difficult to justify to their employees, hierarchy, entourage or family.

AVAILABLE DOCUMENTATION:

- Group Intranet Keo'links (under 'Group')
Keolis Group instruction for gifts & hospitality

2.5. SPONSORSHIP AND CHARITABLE CONTRIBUTIONS

Group entities are actively involved in the local community and are often requested to take part in initiatives involving sponsorship or charitable contributions.

It should be remembered that the direct or indirect funding of projects, foundations, or educational, social, environmental, charitable, humanitarian or sporting associations, in the form of sponsorship or donations is only possible in accordance with Group procedures.

- Under no circumstances should sponsorship or charitable contributions be promised, proposed or given in exchange for an advantage such as a favourable decision or an unjustified competitive advantage.
- Unless the sponsorship or charitable contribution is a conscious Group choice, any commitment involving sponsorship or charitable contributions should be exclusively in response to direct or written requests from the entities wishing to enrol the support of the Keolis Group. All requests must be justified and concern apolitical causes.
- Sponsorship activities and donations are expected to be recorded in the budget at their exact or estimated value and discussed during annual budgetary sessions. Recording them in the budget does not constitute a definitive authorisation. As for all expenses, agreements pertaining to sponsorship or charitable contributions are governed by rules of engagement set out in the relevant procedure.
- Special caution should be exercised with respect to requests for sponsorship or charitable contributions received at certain periods. In the situations outlined below, agreements for sponsorship or charitable contributions require prior authorisation from the Group Communication department during the stated periods:
 - ➔ Contract bidding procedures: six months preceding the issue of the specifications document and six months following the signature of the contract;
 - ➔ Local elections: in accordance with the local regulations in force or, if none exist, in the year preceding any major municipal or national elections.

“The Keolis Group does not finance political activity.”

Regardless of whether or not local legislation allows companies to pay contributions to a political party, the direct or indirect funding of political parties, foundations or political associations by any Group entity is strictly forbidden.

In France, payments connected to apprenticeship tax must only be made to educational establishments or associations with which the Group has an established placement scheme.

Employees may invest in local political and civic life in a private capacity; however, Group assets may not be used for personal activities, especially for political ends. Employees should also ensure a clear boundary between their private life and their assignments within the Group to avoid any conflicts of interest.

“Sponsorship activities should help build the Keolis Group’s corporate image.”

The aim of sponsorship is to promote the desired corporate image by associating Group entities with third-party events or organisations. The purchase of services (such as tickets for sporting events) should not be considered as sponsorship and should respect the ‘Keolis Group Instruction for gifts and hospitality’.

“Charitable contributions should demonstrate the Keolis Group’s corporate social responsibility.”

Charitable contributions are performed in the Group’s name and should have a connection with Group activities and values.

Sponsorship and charitable contributions are permitted provided that they respect the following conditions:

- Compliance with local legislation;
- Compliance with the Keolis Group Procedure for sponsorship and charitable contributions’;
- Transparency as regards their pertinence, their circumstances and their appearance in accounting records;
- A prior written contractual agreement has been established;
- Amounts are reasonable and appropriate given the beneficiary and the purpose of the initiative.

Prior to taking any decision that commits the Group, employees should consult their line manager, an Ethics & Compliance Correspondent, the Ethics & Compliance Officer, or the Group Communication department with any queries on how to apply the rules and principles on sponsorship and charitable contributions.

AVAILABLE DOCUMENTATION:

- Group Intranet Keo'links (under 'Group')
Keolis Group procedure for sponsorship and charitable contributions.

2.6. WORKING WITH BUSINESS CONSULTANTS

As part of its international expansion, the Keolis Group is constantly seeking new geographical zones and as a result may call upon business consultants to assist the Group with this development. Business consultants may be entrusted with economic or market intelligence assignments, to identify development projects, or to provide specific, identified services.

Strict internal procedures apply to Group relations with business consultants to avoid potentially illicit practices and the risks that these may bring.

- Business consultants shall be subject to a methodical and documented selection process before any contractual relation can be established with Group entities.
- Services provided to the Group shall be outlined in detail, in a written agreement, and regularly documented and reviewed by the persons in charge.
- Payments for services rendered shall be made against submitted invoices and approved according to the rules set out in the Group's internal procedures.

AVAILABLE DOCUMENTATION:

- Group Intranet Keo'links (under 'Group')
Keolis Group procedure for dealing with consultants for international business.

2.7. PREVENTION OF FRAUD

The Keolis Group refuses any form of fraud.

The Keolis Group refuses any form of fraud and shall take an intransigent approach in the event of proven cases of fraud.

As a general rule, fraud is defined as any intentional act performed by an employee and/or a third party in order to obtain an illegitimate advantage or to avoid a legal obligation, via an illicit process. In practice, fraud most commonly takes the form of falsification of documents, embezzlement of funds or Group assets, the issue of false information, or incorrect financial reporting. Fraud can be committed against the Group by its employees or a third party seeking to procure unjustified advantages.

Perpetrators of fraud expose themselves to disciplinary action which may go as far as dismissal. Furthermore, the Group may be obliged by law to notify the competent authorities.

Fraudulent practices are punishable criminal offences in the eyes of the law and are sanctioned by fines or prison sentences.

- The Group expects all employees to be extremely vigilant in protecting the Group's assets and use them solely in the Group's interests. Any professional tools made available to them must be used in accordance with the rules set out in the relevant charters and procedures.
- The Group encourages dialogue between employees and their hierarchy. Any employee who is aware, or who suspects that fraudulent activities have taken place must alert their line manager. For confidentiality reasons, matters may be referred to the Keolis Ethics Advisor.
- The Group's managers have an even greater responsibility than its other employees in that they are required to actively promote the Group's guidelines for the prevention of fraud amongst employees and their teams. They must inform their hierarchy of presumed or proven cases of fraud identified within their scope of responsibility, according to the rules set out in the Group's procedures.

2.8. SINCERITY AND ACCURACY OF BUSINESS AND FINANCIAL INFORMATION

Within the Keolis Group, we must ensure, in a transparent way, that all the business and financial information that we compile and communicate is sincere and accurate.

The Group undertakes to provide sincere and pertinent information to its shareholders, on a regular basis.

Everyone at Keolis produces information regarding the Group, its clients, employees, business partners and suppliers. We must ensure that this business information is **sincere and accurate** and is not subject to confidentiality agreements. Documents concerning the Group must be managed with the utmost care and to the best of our knowledge.

- All employees must ensure that they are familiar with and respect all legal, contractual and internal guidelines on the compilation and upkeep of business reports in their area of responsibility.
- Employees must not produce or divulge documents that could be misleading for the reader.
- Employees must ensure that confidential business information (including backed up files) is kept in a safe place and that this information is not divulged unduly.

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3 RELATIONS WITH BUSINESS PARTNERS AND SUPPLIERS

3.1. WORKING WITH BUSINESS CONSULTANTS

The Keolis Group takes great care in selecting its business partners, expecting them to share Group values and abide by the law.

- **Ethical working relationship:** relations with business partners are based on a working relationship, conducted in an ethical way:
 - At the Keolis Group, we only work with business partners whose values and behaviour comply with our principles.
 - Keolis expects its business partners to abide by the law, especially with anti-corruption laws and legislation concerning fair competition.
 - Keolis employees are required to make partners aware of the Group's Guide for Ethical Business Conduct and compliance program Konformité, and ensure that partners operate according to principles that match our own values and commitments.
- **Selecting partners:** group employees shall apply the relevant procedures when selecting business partners. For certain large-scale projects, this selection requires a special commitment procedure to be implemented.

3.2. WORKING WITH SUPPLIERS

The Keolis Group Purchasing Charter sets out rules and principles of good conduct for relations with Group suppliers. These include:

- **Compliance with applicable national and international laws and regulations;** particularly with respect to basic rights (prevention of child labour and discrimination, regulations on health, safety and environmental protection).
- **Fair competition in contract bidding procedures,** with constant concern for equity and integrity.
- **Objective of cost-effective performance** based on total cost of ownership (namely incorporating product or service quality, price, respect for deadlines, social aspects, environmental protection) and the absence of conflicts of interest.
- **Development of firm yet cordial and mutually beneficial relations** driven by a constant aim for competitiveness.

In accordance with the commitments of the Group – Keolis having signed the UITP Sustainable Development Charter and the UN Global Compact – all employees involved in purchasing must promote sustainable development amongst their partners. While continuing to pursue economic objectives, the importance of social and environmental criteria is being gradually strengthened in Keolis specifications and consultation documents, and in all documents transmitted to suppliers.

Finally, as a general rule, all employees are expected to comply with the guidelines set out in the Group's Guide for Ethical Business Conduct, particularly those relating to gifts and hospitality, conflicts of interest and protection of confidential data.

AVAILABLE DOCUMENTATION:

- Group website www.keolis.com (under 'About Us')
 - Group Intranet Keo'links (under 'Group')
- Keolis Group Purchasing Charter*

4 PROTECTING GROUP AND THIRD-PARTY INTERESTS

4.1. PROTECTING CONFIDENTIAL INFORMATION

It is essential to protect confidential information concerning the Group and its staff, transport authority clients, travel customers, shareholders, business partners, suppliers, and service providers.

In particular, the following must be considered as confidential:

- **Know-how**, information covered by industrial secrecy, patents, software, and all other solutions developed by the Group;
- Information relating to **business and market strategy**, especially in the context of new and existing contract bids, expansion plans and, more generally, development projects;
- Information given by transport authority clients, travel customers, partners, shareholders, suppliers and business service providers, that the Group has committed to not disclose;
- Information relating to the Group's recruitment and pay policies and, more generally, to its organisational strategy;
- **All personal data**, especially concerning Group employees, customers, partners, suppliers and business service providers.

Employees must take and ensure the implementation of appropriate and optimal measures to protect confidential information, including, in particular, the following:

- Before disclosing any confidential information, partners, suppliers and business service providers must be made to sign non-disclosure agreements in order to protect information that could be communicated under specific projects; employees should ensure that such agreements are fully implemented.
- Employees must respect non-disclosure agreements signed by the Group to ensure the confidentiality of the information and activities of its transport authority clients, travel customers, partners, shareholders, suppliers and business service providers.
- Then initiating any project, (IT projects in particular), it is essential to ensure the ability of service providers, through a performance obligation, to meet commitments regarding confidentiality, security, integrity and partitioning of Keolis data, whether hosted or passing through the network of these third parties. Service providers must also provide the Group with sufficient guarantees regarding the aforementioned requirements.

In addition to these measures, employees must:

- Abstain from discussing confidential information in public;
- Exercise caution when working outside of the Group's premises (telephone conversations, information visible on computer screens, etc.);
- Ensure, when at the office or elsewhere, that they do not provide access to confidential documents to people for whom they are not intended;
- Abstain, when participating in forums or social networks on the Internet, from disclosing confidential Group information or from speaking on behalf of the Group without prior authorisation;
- At the end of their work contract, return all confidential information in their possession and fulfil any commitments regarding confidentiality.

4.2. INTELLECTUAL AND/OR INDUSTRIAL PROPERTY

It is essential to ensure the validity and the protection of all intellectual and industrial property rights belonging to Keolis Group, in particular those linked to intellectual works, brands and patents. The intellectual or industrial property rights of our clients, competitors, business partners and suppliers must also be respected.

Employees must take care not to jeopardise any item of intellectual or industrial property belonging to the Group or its clients, whether this be legally protected or not, both for the duration of their work contract and after leaving the Group.

When working with a service provider, it is important to anticipate what will happen to any item of intellectual or industrial property created as part of the contract in question, and to ensure that contracts include the necessary clauses.

AVAILABLE DOCUMENTATION:

- Group Intranet Keo'links (under 'Communication - our Brand')
Keolis Group procedure on 'Brands, trade names and domain names'

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5 COMPLIANCE WITH IT RULES

5.1. RIGHTS AND OBLIGATIONS WITH RESPECT TO ICTS

Access to the IT resources of Keolis SA is subject to the User Charter for Keolis SA Information Systems, last updated in February 2012.

The Charter outlines users' duties and responsibilities in order to ensure the **proper and loyal use of data and information technologies**. It applies to all Keolis Group employees, at all levels of the organisation, as well as to any third parties performing services for the Keolis Group and having been granted with access to Keolis Group IT resources.

The protection of data and Information Systems is every employee's responsibility.

All Keolis Group operations and know-how are more and more dependent on Information Systems and communication networks featuring an ever-increasing level of digitisation and complexity. This dependence creates and heightens the risk of data confidentiality, the integrity of processed data, or access to Information Systems being undermined.

There are a growing number of potential threats which are increasingly varied and complex. They include errors, malicious acts (intrusion, theft, virus, fraud, etc.) and accidents (fire, flood, etc.), and any of which could disrupt access to resources that are crucial to the Group's daily activities. Other possible consequences include the disclosure of confidential information, the destruction or alteration of data, and damage to the Group's reputation and image.

- Every employee concerned must be familiar with and apply the User Charter for Keolis SA Information Systems
- **All employees, in all circumstances requiring the use of Information Systems and communication networks, must abide by the relevant laws and regulations**, under which the following practices are forbidden:
 - Counterfeiting of brands and copies of commercial software for any use whatsoever,
 - Failure to respect copyright,
 - Illegal downloading and/or provision of protected works,
 - Failure to respect regulations relating to files containing personal data.
- All employees must make rational and loyal use of the resources to which they have access, so as not to disrupt their proper functioning and prevent their misuse for illicit or non-professional purposes;
- Everyone in the Group must ensure the integrity and confidentiality of any files or software entrusted to them.
- For any queries, employees should contact their line manager or the Director of Information Systems.

“**Keolis Group entities must implement a User Charter for their own IT Resources, in accordance with the relevant Group instructions.**”

AVAILABLE DOCUMENTATION:

- Group Intranet Keo'links (under 'Group')
User Charter for Keolis SA Information Systems

5.2. PERSONAL DATA PROTECTION

The Keolis Group undertakes to protect and carefully manage all personal data collected while performing its activities. This commitment is outlined in a specific section of the compliance program Konformité, the basic principles of which are the following:

- Compliance with rules on the end uses of processed data, the relevance of collected data, security, confidentiality and duration of data conservation, and individual rights:
 - Personal data shall be collected and processed solely for specific and legitimate uses.
 - Only information that is relevant and necessary to target objectives shall be processed.
 - All files shall be kept for a precise and systematically defined duration, based on their purpose.
 - Should personal data be collected digitally, individuals shall be clearly informed of the objectives sought, the mandatory or optional nature of their answers, the recipients of the data and the means of exercising their legal rights (right to access, modify, cancel and remove personal data).
 - The necessary declarations for the processing of information containing personal data shall be made to the competent authorities.
- Any data processing operation implemented by the Group and involving personal data must comply by design with applicable regulations. Information Systems security rules must be respected from the design of the data processing operation:
 - When initiating any project, (IT projects in particular), it is essential to ensure the ability of service providers, through a performance obligation, to meet commitments regarding confidentiality, security, integrity and partitioning of Keolis data, whether hosted or passing through the network of these third parties.
- Personal data may only be consulted or used by persons authorised to do so by their functions and this solely where the operation is justified by an identified and legitimate professional reason.
- Any plans to use, disclose, transfer or share personal data with a third party require prior consent from Management and approval from the Data Privacy Officer.

- All IT administrators must be familiar with, understand and apply the Keolis SA Network Administrators' Charter. As per the terms of this charter, IT administrators must, as regards personal data, implement the level of security stipulated in the relevant Group rules:
 - Information system user rights must be appropriate to their functions.
 - The password policy in place must be sufficiently resilient.
 - Workstations must be secure.
 - Supervisory mechanisms must be deployed for Information Systems and the network.
 - Rules regarding data storage and back-up must be established and applied.
 - Security of physical access to Group premises must be taken into consideration.

A Data Privacy Officer has been designated within the Group to ensure the implementation of the personal data aspects of the compliance program.

AVAILABLE DOCUMENTATION:

- Group website www.keolis.com (under 'About Us')
Our Compliance Program - Konformité - for the protection of personal data
- Group Intranet Keo'links (under 'Group')
Right Attitudes for the protection of personal data

6

ETHICS & COMPLIANCE ORGANISATION

6.1. THE SUPERVISORY BOARD'S AUDIT & DEONTOLOGY COMMITTEE

The Audit and Deontology Committee role is to assist the supervisory board of GROUPE KEOLIS SAS and within it, it must ensure the proper implementation of a risk management system for the Keolis group, providing assurance that all of its implemented means ensure that operations are realised and optimised in compliance with the laws and regulations applicable to the Group and each of its activities.

As such, the Audit and Deontology Committee is kept informed of any measures implemented by Keolis Group Management in the field of business ethics. The Audit and Deontology Committee officially endorsed the Group's Ethics & Compliance policy during its session of 26 February 2013.

6.2. THE INTERNAL ETHICS & COMPLIANCE COMMITTEE

The Ethics & Compliance Committee is an internal committee, comprised of employees appointed by the Group's Executive Committee and representing all aspects of the company, corporate functions and operational divisions in France and abroad.

The role of the Ethics & Compliance Committee is to define and promote ethics and compliance within the Group. It is the Committee's duty to be aware of and deal with any issue concerning ethical business conduct and compliance with regulations in all of the areas covered by the compliance program. This includes:

- Making any recommendations to the Executive Committee that it may have regarding the ethics & compliance policy;
- Identifying and proposing changes or additions to the Group's ethics and compliance reference documents;
- Identifying and proposing priority actions as regards the deployment and development of the compliance program, particularly at international level;
- Collectively leading the compliance program;
- Remaining up to date with feedback provided by the Ethics & Compliance Officer and making suggestions accordingly;
- Ensuring the coherence between compliance objectives and actions and the financial and human resources allocated to the functioning of the compliance program as estimated by the Ethics & Compliance Officer and approved by the Executive Committee.

The functioning of the Ethics & Compliance Committee is governed by a specific set of internal rules.

The role of the Ethics & Compliance Officer in the Committee involves:

- Recommending Group-wide compliance rules and procedures to the Ethics & Compliance Committee and subsequently ensuring that they are implemented and respected;
- Advising Group Management and employees;
- Participating in the design of training programs;
- Establishing an annual report for the Ethics & Compliance Committee.



To contact the Ethics & Compliance Officer, please use the following email address:

ethiqueconformite@keolis.com

6.3. ETHICS & COMPLIANCE CORRESPONDENTS

Ethics & Compliance correspondents are appointed from within the Group's Finance network, by the Executive Committee.

Their main tasks are as follows:

- To help distribute the compliance program reference documents and encourage the adoption of an ethical business and compliance culture within their entity, network or zone, ensuring, where necessary, that the different versions of the compliance tools for different countries comply with the Group's instructions;
- To direct managers and employees to the appropriate contact persons, should they have any queries as to how to conduct themselves in a given situation or should they suspect inappropriate conduct;
- To help identify, alongside the Management of their entity, network or zone, any shortfalls and malfunctions that could facilitate individual acts that could harm the interests of the Keolis Group.
- To contact, where necessary, the Ethics & Compliance Officer or the Director of Internal Group Audits regarding any problems encountered in relation to the compliance program;
- To discuss any problems encountered as well as existing or proposed good practice, with the Ethics & Compliance Officer and the network of Ethics & Compliance Correspondents;
- To produce any information requested by the Ethics & Compliance Officer to allow feedback on the implementation of the compliance program.

AVAILABLE DOCUMENTATION:

→ The Group Intranet Keo'links (under 'Group')

Memo on the organisation and functioning of the Keolis Group Ethics & Compliance Organisation.

Internal rules of the Ethics & Compliance Committee

Composition of the Ethics & Compliance Committee

Network of Ethics & Compliance Correspondents

6.4. THE DATA PRIVACY OFFICER

A **Data Privacy Officer** is appointed within the Group to protect personal data. S/he reports to the **Ethics & Compliance Officer**. The Data Privacy Officer intervenes, in an appropriate and timely manner, whenever issues regarding personal data protection arise within the Group and its entities.



To contact the Data Privacy Officer, please use the following address:
delegueprotectiondesdonnees@keolis.com

6.5. THE ETHICS ADVISOR

The role of the Ethics Advisor is to prevent risks of an ethical nature, embody our ethical values, both internally and externally, and to act as consultant and adviser for the Group's employees. The Ethics Advisor is bound by professional confidentiality and this obligation is embodied in an explicit contractual commitment.

The **Ethics Advisor** reports directly to the Group CEO and his work is assessed by the Group Supervisory Board's Audit and Deontology Committee. He has unrestricted access to all documents and files, including those on the Group's employees and audit reports. He may also meet freely with members of the Group's Supervisory Board and Board of Directors, line managers and any other Keolis employee.

The Ethics Advisor is an independent moral authority who:

- Is recognised for his integrity and his power of discernment;
- Is fully familiar with ethics law and regulations;
- Is conversant with the Group's policies, organisation and procedures, and the risks which the Group is liable to encounter.
- Listens and advises attentively and objectively;
- Is competent to manage conflict situations.

His terms of reference include the following activities:

- playing an advisory role to all the Group's employees;
- Helping to explain and then implementing and promoting the ethics policy;
- Deployment within the Group and its subsidiaries, particularly for the purpose of defining training plans;
- Advising senior management;
- Helping to protect the company from any deviation from its ethics policy and protect it through a policy of prevention, control and investigation;
- Submission of an annual report to the Group Supervisory Board's Audit, and Deontology Committee on any infringements and on the promotion of the ethics policy.



The Ethics Advisor can be contacted via the following e-mail address:
deontologue@keolis.com

REGULATION RESPONSABILITY
VALUES ETHICAL COLLABORATION
COMPLIANCE PREVENTION LAW
INTEGRITY

7 PROFESSIONAL ALERT

If doubt exists as to the application of particular rules of conduct to a given situation, all employees are expected to refer to their own line manager or the company director in the unit in which the staff member is employed.

It is the responsibility of a line manager or of company directors to help employees to solve the problems they may face. In the event of uncertainty, the Group Ethics and Compliance Officer or the Ethics Advisor may be consulted.

The employee may also use the Group's alert procedure by referring to the Ethics Advisor whose e-mail address is deontologue@keolis.com. In accordance with the terms of the User Charter for Keolis SA Information Systems, this address is protected and accessible solely by the Ethics Advisor.

The alert procedure is only applicable to matters related to competition, finance, accounting, banking, anti-corruption and anti-discrimination.

Any data which does not fall within the scope of the alert procedure will be immediately destroyed by the Ethics Advisor. In exceptional circumstances, such data may be transferred to the relevant people within the hierarchy of the company in question if the company's interests or the physical or moral well-being of its employees are at risk.

The use of the alert procedure is optional. It must be used in exceptional circumstances where approaching line management or using alert procedures provided for by law or the control procedures already in place in the Group or the company concerned might not work.

The person who emits the alert must identify him or herself. His/her identity will remain strictly confidential. The consultation of the Ethics Advisor, and the interviews he may subsequently conduct, are also protected by absolute confidentiality, in particular from the Group management and the immediate entourage of the people concerned.

Only facts, data and information set out in an objective manner will be taken into consideration. They must have a direct link to the areas which fall within the scope of the alert procedure and be strictly necessary for the means of the verification process.

Any investigations conducted by the Ethics Advisor are based on the assumption that the persons he interviews are acting in good faith.

If, on completion of the investigation procedure, the Ethics Advisor decides to follow up an alert, the persons involved are informed as a matter of priority. In such an event, the Ethics Advisor submits a report to senior management together with all the original documents. Any action taken as a result is governed by the relevant legal provisions and the Group's rules and procedures, particularly as regards compliance with internal regulations.

Reports submitted by the Ethics Advisor guarantee the anonymity of the employees who have consulted him and of any other persons involved.

The Ethics Advisor may not reveal to any third party the content of any requests or alerts received without first consulting the persons concerned, who in such circumstances, are allowed sufficient time to explain and defend themselves.

In event of a transgression serious enough to warrant disciplinary or legal action, this must be conducted with strict respect for the rights of the persons concerned and the relevant internal rules and procedures. Whatever the circumstances, these persons have the right to be heard by the Ethics Advisor beforehand. They may also be informed and be given a copy of all their personal information placed at the disposal of the Ethics Advisor.

The use of the professional alert procedure by an employee in good faith cannot be used as a basis for disciplinary action.

Any person cited in an alert is informed of the data relating to him/her as soon as it is recorded. The person can access it and request its amendment or deletion if it is inexact, unclear or outdated. The person cited in an alert may under no circumstances obtain the identity of the person who emits the alert.

Alerts submitted to the Ethics Advisor are systematically destroyed by him two months after completion of the investigation if the alert does not result in disciplinary or legal action being taken; and otherwise, at the end of the procedure.

CONTACTS

ETHICS & COMPLIANCE OFFICER

 ethiqueconformite@keolis.com

 Keolis
Ethics & Compliance Officer
9, rue de Caumartin
75009 Paris

ETHICS ADVISOR

 deontologue@keolis.com

 Keolis
Ethics Advisor
9 rue de Caumartin
75009 Paris

DATA PRIVACY OFFICER

 delegueprotectiondesdonnees@keolis.com

 Keolis
Data Privacy Officer
9 rue de Caumartin
75009 Paris

VALUES

COMPLIANCE

ETHICAL COLLABORATION

RESPONSABILITY

PREVENTION

INTEGRITY

REGULATION

LAW

Keolis

www.keolis.com

9, rue de Caumartin – 75320 Paris Cedex 09

Tel: +33 (0)1 71 18 00 00 – Fax: +33 (0)1 71 18 00 01