



# Code of Conduct Policy

## Scaldis SMC

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## 1 INTRODUCTION

The **SCALDIS Code of Conduct Policy** is a set of rules on how to deal with clients, subcontractors, agents, local authorities, competitors etc.

It describes the expected behavior both from the company as its managers and employees regarding matters such as compliance with regulations, bribery, accepting gifts, price setting, confidential information and more.

Compliance with the **Scaldis Code of Conduct Policy** is a personal obligation to every person employed by Scaldis.

## 2 COMPANY'S OBLIGATIONS

### 2.1 Compliance with all local legislation

Legislation in all countries is different, based on the local legislative structure and local customs. It is the task of everyone within SCALDIS to adapt to and to comply with the local legislation that is of mandatory nature.

The applying rules and regulations in the country of work will be reviewed by the Project Team and QA-HSES Department during the project preparation phase, and a compliance check will be executed before commencing the project.

If there are any remaining questions it is best to consult the Legal Department and/or the General Manager.

### 2.2 Permit restrictions

SCALDIS complies with the legislation of the countries where it works and has to obtain the necessary permits and has to respect the conditions imposed by them.

### 2.3 Public Procurement law

To ensure that the Company complies with regulations on public procurement law, all employees involved in the performance of work under governmental contracts are to be adequately informed and sufficiently trained in the policies and practices relating to government contracting.

### 2.4 Labour and social security laws

SCALDIS agrees at all times with the labor and social security laws of the places where it operates.

## **2.5 Import and export regulations**

SCALDIS must comply with the import and export regulations in the countries where it is working and international economic sanctions laws and regulations have to be respected.

## **2.6 Dealing with business partners: due diligence check**

While international business relationships are useful in the conduct of the Company's business, they must also be adequately subject to the Company's control in order to protect the Company's assets against unauthorized use or the creation of any unwanted liabilities.

Also, the Company may be held accountable for actions taken by agents and others on its behalf. Thus, the Company Code of Conduct Policy requires that selection of other parties with whom the Company will join in international business relationships must be subject to appropriate management control and investigation.

All proposed agreements establishing or amending such relationships must be carefully reviewed by legal, financial and management personnel prior to signing the agreement.

## **2.7 Corporate law requirements**

Rules and regulations concerning corporate law are to be strictly followed.

## **2.8 Bookkeeping, accounting and taxation**

Applicable laws and company policy require the company to keep books and records that accurately and fairly reflect its transactions and the dispositions of its assets in conformity with the applicable legislation. In addition, the Company must maintain a system of internal accounting controls that will ensure the reliability and adequacy of its books and records. Failure to meet such requirements may constitute a violation of law.

The company has therefore organized a system of internal audit that is subject to external controls as prescribed by law.

### 3 EMPLOYEE'S OBLIGATIONS

#### 3.1 Anti-bribery / anti corruption

Bribery includes the influencing of people or being influenced by advantages, financial or other, to obtain a decision that is favorable in the course of business. In most countries, this is a serious offence, prohibited by law, that can and will be prosecuted.

#### 3.2 Antitrust laws

The **SCALDIS Code of Conduct Policy** does not tolerate any business activity that violates antitrust laws that apply to the Company's business. Company policy requires that no employee shall

- enter into any understanding, agreement, plan or scheme, express or implied, formal or informal, with any competitor in regard to prices, terms or conditions of sale or service, production, distribution, territories or customers;
- exchange or discuss with a competitor prices, terms or conditions of sale or service, or any other competitive information;
- engage in any other conduct which violates any of the antitrust laws.

In case of doubt, everyone within the organization should seek guidance from the Legal Department, as antitrust legislation can be a complicated matter.

#### 3.3 Conflict of interests /gifts

The **SCALDIS Code of Conduct Policy** prohibits conflicts between the interests of its employees on the one hand and the Company on the other, e.g. when an employee:

- Obtains a significant financial or other beneficial interest in one of the Company's suppliers, customers or competitors without first notifying the Company and obtaining written approval from the General Manager;
- Engages in a significant personal business transaction involving the Company, unless such transaction has first been approved in writing by the General Manager;
- Accepts money, gifts of other than nominal value, excessive hospitality, loans, guarantees of obligations or other special treatment from any supplier (including financial institutions), customer or competitor of the Company (however loans from lending institutions at prevailing interest rates are excluded);
- Participates in any sale, lease or gift of Company property without obtaining written approval from the General Manager;
- Learns of a business opportunity through the Company and discloses it to a third party or takes the opportunity personally, without first offering it to the Company;
- Uses corporate property, information, or position for personal gain; or
- Competes with the Company.

SCALDIS Managers or Employees can not accept any gifts from suppliers, clients or other third parties. Any acquired gifts will be collected and equally divided amongst all personnel by means of an impartial lottery.

### 3.4 Protection of proprietary information

Company Managers and Employees often learn confidential or proprietary information about the Company or its customers. The Code of Conduct Policy prohibits Managers or Employees from disclosing or using confidential or proprietary information outside the Company or for personal gain, either during or after employment, without proper written Company authorization to do so. An unauthorized disclosure could be harmful to the Company or a customer and/or helpful to a competitor.

### 3.5 Respect for company assets

SCALDIS Managers or Employees are bound to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste of Company assets by Managers or Employees are prohibited since such actions and conduct have a direct and negative impact on the Company's profitability. Company assets shall only be used for the legitimate business purposes of the Company.

### 3.6 Anti discrimination

The **SCALDIS Code of Conduct Policy** prohibits unlawful discrimination against employees, shareholders, managers, employees, customers or suppliers because of race, color, age, sex, sexual orientation, religion or national origin. All persons shall be treated equally, with dignity and respect.

### 3.7 Quality Health Safety Environment Security (QA-HSES)

Quality, Health, Safety and Environment are important values promoted by SCALDIS. The SCALDIS QA-HSES Department has a vast program that should direct every person working for SCALDIS in all operations, at all times. To maintain the Company's valuable reputation, compliance with our quality processes and safety requirements is essential. A complete overview can be found in the document **Management System Manual**.

Managers and Employees are expected to perform their Company related work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. The use of alcohol, illegal drugs or controlled substances during working hours will not be tolerated. An overview can be found in the document **Alcohol and Drugs Policy**.

Protection of the environment and the prevention of pollution are primary goals of SCALDIS. SCALDIS gives special attention to working methods and equipment that serve that goal. The Company expects its Officers, Managers and Employees to follow all applicable environmental laws and regulations. A complete overview can be found in the document **Environmental Manual**.

#### 4 RESPONSIBILITIES

- HR will be responsible for pre-employment screening , inserting relevant clauses in employment contracts.
- QA-HSES remains responsible for compliance with ISO 9001, ISO14001 and OHSAS 18001/ ISO 45001 systems and development of relevant procedures.
- The Project Team and QA-HSES Department remain responsible for the implementation of all relevant laws and regulations during project activities.
- The Legal Department and General Manager provide guidance and advice with respect of legal matters.

#### 5 PUBLICATION

The **SCALDIS Code of Conduct Policy** is published to all Employees .

#### 6 MONITORING AND SANCTIONING

If something is unclear or appears to be inconsistent with the **SCALDIS Code of Conduct Policy** it is best to discuss the matter first with the Legal Department or General Manager. They will most probably be able to explain the context and to reply to your question.

Sanctions for infractions of the **SCALDIS Code of Conduct Policy** are to be determined by the General Manger and HR.

#### 7 CONSTANT IMPROVEMENT

The **SCALDIS Code of Conduct Policy** will have to be updated on regular intervals (minimum once per year). The basis for updating can be investigation results, risk analysis, evolutions in legislation, a.o. All suggestions and remarks for improvement are welcome.



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General Manager

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