



SUPPLIER CODE OF CONDUCT

PRINCIPLES AND EXPECTATIONS

JANDENUL.COM





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CONFIDENTIAL – EXTERNAL USE SUBJECT TO COMPANY APPROVAL



1 INTRODUCTION

This Supplier Code of Conduct (the “Code”) sets the principles and basic expectations that ALL COMPANIES OF JAN DE NUL GROUP (hereafter, “Jan De Nul Group”) have regarding its hired Suppliers.

Each Supplier is responsible for learning the requirements provided by this Code and operating in accordance with its provisions. Suppliers must stay informed of any changes to this Code and /or to any relevant policies of Jan De Nul Group.

2 SCOPE

For purposes of this Code, Supplier is any person -physical and/or legal – appointed by Jan De Nul Group to provide works, goods and services.

All individuals and corporations considered Suppliers are bound by the provisions of this Code.

3 OUR VALUES AND MISSION

Jan De Nul Group operates on an international level and is a top player in the dredging/reclamation, offshore and civil industries. Due to the sensitive environment in which we carry out these activities, it is important that the following principles guide our behaviour among ourselves and towards our shareholders, partners, customers, intermediaries, agents, and the Jan de Nul Group at large. Likewise, we expect our Suppliers to behave accordingly.

Jan De Nul Group strives to:

- Improve Health and Safety
- Protect Human Rights and contribute to wellbeing of local communities
- Protect the Environment
- Avoid discrimination and corruption
- Maintain quality and a high standard of performance
- Develop and stimulate the talents of personnel
- Conduct business in a professional way, in compliance with applicable laws and regulations while implementing international best practice standards
- Stimulate awareness of and interest in sustainable development

These values are a description of how Jan De Nul Group conducts business and the type of culture that we expect our Suppliers to promote. In that sense, we expect from all our Suppliers:

- A visible commitment to business ethics in all its forms, including the prevention of corruption with public officials.
- Compliance with all laws and regulations that may be applicable.

To comply with Jan De Nul Group’s ethical standards, certain commitments are essential:



3.1 Antibribery and corruption

Jan De Nul Group does not tolerate bribery or corruption in any form. Suppliers and those acting on our behalf are strictly prohibited from, directly or indirectly, promising, offering, authorizing / recommending, giving or transferring anything of value to a Public Official, or any third party to unduly influence a Public Official in order to obtain, retain, maintain or secure an undue advantage for Jan De Nul Group, for the Supplier or for a third party, or to violate applicable laws and regulations which prohibit bribery, extortion or any other inappropriate business conduct.

For the purpose of this Code, anything of value is any of the following:

- Cash and equivalents
- Donations in products
- Gifts, travels, and entertainment
- Travel expenses
- Free products, services, or special discounts
- Any other good of tangible or intangible value

Remember, Public Officials are officials employed by the national, regional or local government, or any other government, any private person acting on behalf of or representing any government, officials, employees of companies in which the government has a shareholding interest (including port consortiums), candidates for political offices, political parties or employees and representatives of international organizations (quasi-international) (such as the United Nations, the World Bank).

We expect Suppliers to refuse to promise, offer, authorize/recommend, or give undue or illegal payments, benefits, rewards, even if such refusal results in the loss of business and commercial opportunities.

Also, our business partners must act in a careful and diligent way in their interaction with private individuals and entities. To this end, we expect that, when concerning Jan de Nul business, they:

- Never offer anything of value when they know for certain that the recipient is not authorized by their employer to receive it.
- Never offer or accept anything of value with the intention to improperly influence a business decision.
- Obtain prior authorization, in writing, from Jan De Nul Group if any gifts or entertainment provided could inappropriately affect or influence a business decision or lead to a breach of an obligation of the recipient towards their employer.

Our hired Suppliers must perform their business activities in accordance with applicable laws, regulations, and standards. The hired Suppliers shall not act in any way in which the Jan De Nul Group's business, integrity and reputation could be negatively affected.

3.2 Gift and entertainment

Our Suppliers must take exceptional care to avoid their actions are interpreted as bribery, especially regarding gifts, hospitality, entertainment, and travel. Making gifts may be misinterpreted or suggest the existence of an improper exchange.



Our Suppliers shall not promise, offer, authorize, recommend, or make any gifts, hospitality, entertainment, or travel on behalf of Jan De Nul Group, without the prior written approval of Jan De Nul Group.

Anything of value offered or given to third parties must be registered and have a legitimate business purpose.

3.3 Conflicts of interest

Conflicts of interest may alter objectivity and impair proper decision-making. The existence of potential or real conflicts may also undermine credibility and good judgement.

Even when the Supplier does not receive an actual benefit, any situation arising from personal relations, activities or situations that may affect or interfere with the Supplier's performance or his/her ability to act objectively would be considered a conflict of interest.

Personal or commercial relations, external business activities and personal investments may become potential conflicts.

In order to identify and assess conflicts of interests, Suppliers shall disclose all actual or potential conflicts of interest they may have with Jan De Nul Group, related to:

- Personal and / or commercial relations with clients, Suppliers, business partners, Public Officials, relatives of Public Officials and employees with whom they work and / or support.
- External activities related to the Supplier's roles and responsibilities within Jan De Nul Group.

All possible conflict of interests shall be reported to whoever oversees the Supplier's relationship within Jan De Nul Group.

3.4 Donations and political contributions

Suppliers shall not make political contributions or provide gifts or donations to Public Officials, or relatives of Public Officials, on behalf of Jan De Nul Group or as company representatives, without Jan De Nul Group's prior written approval. Detailed records shall always be provided in support of expenses.

Suppliers must not express their political opinions as if they were those of Jan De Nul Group.

3.5 Public tenders or bids

Suppliers shall be especially careful when assisting Jan De Nul Group in private and public bids or tenders and when negotiating to obtain agreements in favour of Jan De Nul Group.



3.6 Books and records

Jan De Nul Group encourages Suppliers to maintain accurate books and records in relation to the performance of their activities and requires them to deliver reports to Jan De Nul Group, when requested.

Jan De Nul Group shall have reasonable access, at any time, to a Supplier's records related to services rendered on behalf of Jan De Nul Group.

3.7 Confidentiality

During the course of Jan De Nul Group's commercial activities, Suppliers may have access to confidential information. Jan De Nul Group and all Suppliers have the duty and responsibility to protect confidential information belonging to Jan De Nul Group, or its business partners, or its clients, or any other information received as Suppliers of Jan De Nul Group. Likewise, Jan De Nul Group and its Suppliers shall manage confidential information in a responsible manner.

Confidential information is any information, fact, or commercial operation, documented or orally provided, belonging to Jan De Nul Group, its business partners, its clients, or its Suppliers that is not of public knowledge.

Confidential information includes, among others, the following (even if the Supplier was involved in its development):

- Business plans, projects, or strategies
- Non-public financial information
- Price lists, customer lists and processes
- Non-public information, whichever its nature

Jan De Nul Group and its hired Suppliers shall preserve the information's confidentiality and non-disclosure. Jan De Nul Group forbids the use of confidential information to obtain a personal advantage.

3.8 Work environment

Jan De Nul Group encourages a positive, safe, and healthy work environment that fosters respect and inclusion among employees. This includes an environment free from harassment and intimidation, where all employees are valued and empowered to succeed.

Suppliers must comply with all applicable laws regarding discrimination, employment practices, harassment, and retaliation.

Jan De Nul Group actively encourages Suppliers to adopt diversity in their own business practices.

3.9 Work conditions, safety and security

Suppliers shall comply with all applicable laws and regulations regarding safety, security, and labour.



Suppliers shall provide a non-violent and safe work environment, free from threats or intimidation or physical harm to employees, which prevents accidents and minimizes exposure to health risks.

3.10 Applicable laws

Jan De Nul Group is committed to complying with all laws, including tax and social security laws. Suppliers shall comply with the applicable laws and regulations in the performance of their services, and with all and any binding condition arising from the licenses, registrations, permits and/or approvals required by the local legislation.

Suppliers shall not facilitate or participate in activities of clients or other business partners associated to Jan De Nul Group, which intend to infringe laws or that may avoid the payment of taxes or conceal information from authorities.

Suppliers shall adopt reasonable prevention procedures and shall be alert to detect all unusual or suspicious activities that may seek to hide facts, proceeds and / or assets from the applicable authorities.

4 CONTACTS AND ADDITIONAL INFORMATION

Jan De Nul Group encourages its Suppliers to raise any concerns they may have and expects Suppliers to report any concern or suspicion of a breach of this Code to Jan De Nul Group's Compliance Department.

Jan De Nul Group strictly prohibits retaliation by its employees against any person, including Suppliers, who report, in good faith, a known violation or suspected breach of this policy, Jan De Nul Group's relevant policies, the Code of Conduct and any applicable law or regulation.



LETTER OF COMMITMENT

City of, [●]

Messrs.

[●]

ADDRESS

Re. Commitment to Supplier Code of Conduct

Dear Sir or Madam,

As Supplier of Jan De Nul Group, I hereby confirm that I have received a true copy of Jan De Nul Group's Supplier Code of Conduct (the "Code") and acknowledge my commitment to read and internalize this Code and all other relevant policies of Jan De Nul Group, as well as attending all trainings given by Jan De Nul Group and/or its business partners, as may be applicable. I will cooperate in any due diligence audit with the purpose of checking our compliance with this Supplier Code of Conduct.

I acknowledge that any change to the Code or any of its relevant policies will be feasibly communicated to me. Thus, I agree to review both the Code and any of its relevant policies which I may be subject to, on a regular basis.

Sincerely,

Signature: _____

Name: _____

National Identification Number: _____