



Grontmij Business Policy and Principles



planning connecting
respecting
the future

Grontmij Business Policy

In our role as a leading sustainable design, engineering and management consultancy we have a responsibility to our stakeholders and our environment. We ensure that we live up to this responsibility and consider this to be part of the integrity of our company.



Our integrity

We consider integrity to be possessing and strictly adhering to a set of ethical values and the highest possible professional standards and we demonstrate this in our daily business.

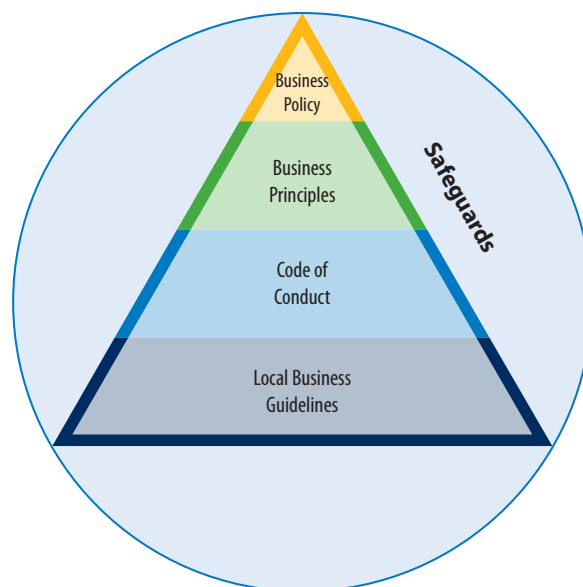
We operate in a responsible manner with due respect to the environment, society, health and safety and the interests of our customers and other stakeholders. We are committed to the delivery of a high quality service. To live up to that commitment, we continuously develop our competences to ensure that we possess the required skills and knowledge to fulfil our responsibilities. Our stakeholders can have confidence in and rely on us because we act with due care and diligence, complying with the law, regulations and agreements, respecting values and standards and communicating and reporting transparently. We provide impartial and credible services. Fairness provides the framework for the way we conduct our business and compete with other consultancies. We work against corruption in all its forms.

De Bilt, the Netherlands
Executive Board of Grontmij N.V.

Introduction to Grontmij's Integrity Management System

With implementing our Grontmij Integrity Management System (GIMS), we aim to embed, integrate and further strengthen the integrity awareness across our organisation.

We chose a broad integrated approach for our GIMS: our principles comprise both ethical values and professional standards. This combination of ethical values and professional standards is vital to gain and maintain the confidence of our stakeholders. A consultancy like Grontmij can only have true added value when having stakeholder confidence.



Our GIMS is built on six principles: Responsibility, Competence, Diligence, Impartiality, Fairness and Anti-Corruption. Apart from Diligence, these principles are derived from the Code of Ethics of the International Federation of Consulting Engineers (FIDIC). We customised FIDIC's Code of Ethics to our company and our business. In addition, our Responsibility follows to a great extent from the ten principles of United Nations Global Compact.

Our Business Policy, Business Principles and Code of Conduct jointly constitute the code of conduct as referred to in the best practice provision II.1.3 of the Netherlands Corporate Governance Code.

During 2011 we implemented our GIMS in the majority of our organisation, e.g. in Belgium, Denmark, Germany, Hungary, the Netherlands, Poland, Sweden, Turkey and the UK & Ireland. We will continue to roll out our GIMS across all of our existing and newly acquired operations

Our GIMS consists of different levels:

- our Business Policy, Business Principles, Code of Conduct and Local Business Guidelines, and
- our Safeguards.

Our Business Policy, Business Principles, Code of Conduct and Local Guidelines

Our Business Policy sets the strategic framework for the behaviour we envisage in our business conduct. The policy is the basis for our Business Principles that contain standards for the way we conduct our business.

Our employees are at the heart of our company and it is through them that we conduct our business. Our Code of Conduct sets the standards which we expect our employees to follow and the behaviour we expect them to adopt, both externally and internally within our company.

Our Business Principles and Code of Conduct are integrated within and implemented by our daily operational procedures. As ethical values and professional standards may vary between countries, local management may consider it necessary to set additional rules that must be adhered to within their country. In this respect, local management lays down Local Business Guidelines within the framework of our Business Policy, Business Principles and Code of Conduct.

Our Safeguards

We provide our Business Policy, Business Principles, Code of Conduct and Local Business Guidelines with the necessary safeguards, to embed them within our organisation. We have the following integrated approach:

Monitoring regions, industries and business relations

We continuously monitor our regions, industries and business relations to safeguard our integrity. This monitoring is part of day-to-day management decisions on our participation in tenders and involvement in projects. If we consider our integrity at risk or if we feel that a customer or business relation does not adhere to the principles that we consider fundamental, we will seriously consider our involvement and act prudently.

Pursuant to our purchase and procurement procedures, we do our utmost to make our business relations, subcontractors and suppliers adhere to a set of universal ethical values.

Transparency, Awareness and Open dialogue

We provide transparency and clarity in what we construe to be integrity. Whilst there will always be differences in opinion on the definition of integrity, we aim to find ways where all parties - according to their and our definition - act with integrity.

We promote open dialogue on integrity within our company. We provide all our employees with easy access to all related documents and with awareness training. The extent and form of training depends on the position of the employee.

We regularly discuss our integrity with employees and encourage them to expose any lack of clarity in the wording or the application of our Business Principles, Code of Conduct or Local Business Guidelines.

Business Integrity Officer

In each Grontmij country or region, a Business Integrity Officer is appointed by the Country Managing Director. The Business Integrity Officer may be involved by employees in integrity related matters. The Business Integrity Officer is responsible for recording and investigating reported suspected incidents and for monitoring whether appropriate actions are taken to sanction or prevent repetition.

The Group Integrity Officer, who is appointed by the Executive Board, has the same role as the Business Integrity Officer on group level. Moreover, the Group Integrity Officer is responsible for ensuring that throughout the whole group lessons are learned from occurred incidents.

A Group Integrity Committee, chaired by the Group Integrity Officer, is installed at group level and shall act as a sounding board for the Group Integrity Officer.

Regular review

Our Business Policy and Principles, Code of Conduct and Local Business Guidelines are subject to regular review, update and improvement. The Group Integrity Officer performs an annual review and updates and improves the relevant documents according to developments in the area of business integrity and input from the Business Integrity Officers.

Upholding Integrity

There are often more ways than one to act with integrity and what constitutes appropriate behaviour depends highly on the circumstances of the case. Therefore we have set rules governing who employees may approach and what they should do when they are in doubt whether certain behaviour is appropriate or if they suspect or know of a violation of our Business Policy and Principles, Code of Conduct and Local Business Guidelines. The rules apply in matters of their own behaviour or that of colleagues, customers or business partners.

In addition, these rules provide sanctions following violations of our Business Policy and Principles, Code of Conduct and Local Business Guidelines: Should inappropriate behaviour occur, then the appropriate action will be taken to prevent repetition of that behaviour.

Whistleblowing Procedure

Our Whistleblowing Procedure is open to all our employees and can be followed if whistleblowing is considered the most appropriate way to bring a matter to the attention of senior management.

Executive Board's power

The Executive Board has the power to amend or supplement the Business Principles and Code of Conduct as required and in the unlikely event of two or more of our principles being in conflict in a specific case they will make a decision regarding how we shall uphold our Business Policy.

Grontmij Business Principles

Responsibility

Stakeholders

- Grontmij will act within the legitimate interests of our customers and our industry and treat them with a spirit of cooperation and proper respect
- We value our business partners and form reliable cooperative relationships with them
- We adhere to the principle of equal treatment of our employees in relation to recruitment, employment and termination of employment. We commit to maintain a healthy and safe working environment for our employees and provide an open minded and transparent work culture
- We safeguard our company's healthy financial position and our creditors' interests whilst working to making long-term profit and safeguarding shareholders' investments

Environment and Society

- We support a precautionary approach to environmental challenges and work to increase environmental responsibility and awareness
- We undertake initiatives to continuously improve our environmental performance
- We promote innovation in sustainable technologies and solutions that prevent or minimise adverse effects on the environment and society and seek to implement these wherever we can

Human rights and Labour

- We support and respect the protection of internationally proclaimed human rights
- We support the elimination of forced and compulsory work and child labour
- We uphold the freedom of association and the effective recognition of the right to collective bargaining

Health and Safety

- We regard our responsibilities towards health and safety as critical to all our operations and support our customers and business partners to do the same
- We ensure health and safety hazards and risks are mitigated in our services and, where they remain, are communicated to the relevant parties by the appropriate means

Competence

- Grontmij will offer our services only when appropriate competences and resources are available to fulfil our responsibilities
- We exercise due care, skill and diligence in carrying out our services
- We devote our time and resources to ensure that we maintain and advance our skills and knowledge at levels consistent with developments in customer requirements, technology and legislation
- We develop a common understanding with our customers on the scope, content and effects of our services and the terms for their provision and we do our utmost, in a manner consistent with the agreements made, to deliver services that meet our customers' requirements and expectations

Diligence

- Grontmij complies with applicable national and international laws and regulations and delivers compatible solutions for our customers
- We are committed to internal control and risk management practices and where appropriate, we shall seek adequate professional indemnity or other relevant insurance cover
- We keep accurate records of agreements, performed services and conducted transactions, communicate in a professional and respectful way and report in a timely, transparent, honest and trustworthy manner
- We maintain the confidentiality of all information acquired in the performance of or relating to our services where it may reasonably be considered to be or is designated as confidential, unless disclosure is required by law, and we use this information only insofar as is necessary to accommodate the customer's interests
- We use the assets and resources provided to us by our customer with care and will use them in a manner consistent with agreements made solely to accommodate the customer's goals
- We respect copyrights and other third party intellectual property rights

Impartiality

- Grontmij avoids circumstances that prejudice our independent and impartial judgement, advice or decision
- We inform our customers and business partners of potential conflicts of interests and consult together with them on appropriate actions, for example if we are engaged in different roles or consecutive phases of a project
- We will not mix professional and personal interests and will prevent our employees from prejudicing our independence
- As a company we do not make financial contributions to political parties or organisations nor do we participate in their political activities

Fairness

- Grontmij competes with other consultancies on the basis of fair principles and will not intentionally negatively impact others' business or reputation
- We do not attempt to take over assignments already awarded to other consultancies or otherwise seek work by methods incompatible with the principle of fairness and governing procurement regulations and we strive for full openness should our customer request us to take over other consultancies' assignments
- We act objectively when assessing the work performed by other consultancies, where feasible engage with all parties involved and we will cooperate in the best possible manner when our work is being assessed by others

Anti-corruption

- Grontmij will not offer, promise or give nor accept or receive, either directly or indirectly, any payment, gift, remuneration, contribution or other advantage of any kind that in perception or in effect seeks to inappropriately affect the impartial judgement, process of selection, compensation, decision or work of others or ourselves
- We will not tolerate the payment and receipt of bribes on our behalf and we will maintain adequate procedures designed to prevent bribery
- We do not engage in blackmail or other forms of extortion and do not succumb to extortion by other parties
- We do not engage in the misrepresentation of data, facts, project references or qualifications nor will we disregard them to meet selection criteria, award criteria or terms of contract during project execution or the diversion of funds from a project, to otherwise obtain business advantage or to lead to a desired result or advice, that would have been different if the data or facts would have been rightly represented and taken into account
- We do not initiate or participate in hindering free competition and abstain from forbidden price-fixing agreements, cartel arrangements and other forms of manipulation of offer, procurement or tender processes
- We will cooperate fully with any legitimately constituted investigative authority which makes inquiry into the administration of any contract