

# TBI Code of Conduct

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# Foreword

## TBI: Transparent, Involved and Honest

TBI is a group of affiliated companies that renews, constructs and maintains our built environment in a sustainable way. Our projects are located in the heart of the community and create the physical living environment of the future.

We invest in people and social progress. TBI's unique identity stems not only from its proven social involvement, but also from its approach and conduct. Factors that influence how TBI Companies and people act include their acceptance of responsibility for the quality of the environment, for making society more sustainable, and of the importance of circularity in construction and installation.

In this respect the TBI Code of Conduct forms an essential component. It sets out standards and values that determine the way we think and work based on our core values: Corporate Social Responsibility, acting with due diligence and integrity and taking responsibility. The agreed clear rules contained in the TBI Code of Conduct provide a sound foundation.

Compliance with the TBI Code of Conduct requires an honest and open culture that allows issues to be discussed. Ensuring compliance with the TBI Code of Conduct is the responsibility of us all. Managers in particular should be aware of their function as a role model.

If you witness, or are confronted with, unauthorised or undesirable behaviour, take action: speak up or speak to the other person, don't look away and ensure nobody is excluded. In such cases you can always contact your company's Compliance Officer or your Manager. Your TBI Company's Compliance Officer or Confidential Advisor is also the person to contact if you are confronted with undesirable behaviour towards yourself. If in doubt in a particular situation ask the Compliance Officer, the Confidential Advisor or your Manager for advice.

Compliance with the TBI Code of Conduct does not just happen by itself. However, compliance is essential if we are to achieve our ambition of being an attractive employer for all our current and future employees and, at the same time, the best partner for our clients.

### **Bart van Breukelen**

Chairman of the Executive Board  
TBI Holdings B.V.

# Profile and mission

## Profile

TBI is a group of affiliated companies that renews, constructs and maintains our built living environment in a sustainable way. The Group is hallmarked by its agile network organisation and entrepreneurship. The TBI Companies possess valuable, specialist expertise and experience in the fields of Engineering, Construction & Development and Infrastructure.

## Mission

TBI wants to improve peoples' quality of living, working and mobility by renewing, constructing and maintaining the built environment in a sustainable way. Together with our partners we want to build our country's future, always with the idea that it can always be better, more attractive, smarter, more efficient and more sustainable.

TBI wants to be an attractive employer for all its current and future employees and, at the same time, be the best partner for its clients. With this goal in mind TBI does not just invest in its people but also in social progress. This is how, together, we create the future living environment.

# The TBI code of conduct

The TBI Code of Conduct is an indispensable component of achieving our mission. It sets out standards and values that determine the way we think and work based on our core values of Corporate Social Responsibility, acting with due diligence and responsibility.

## The TBI Code of Conduct applies to:

- the Management Boards and employees of every TBI Company;
- agency employees and other temporary staff;
- freelancers;
- employees of sub-contractors.

The above mentioned are hereafter described as 'Employee(s)'. Every Employee is expected to comply with the TBI Code of Conduct rules, respect the TBI core values and act in accordance with the letter and the spirit of this Code of Conduct.

# Core values

The core values of TBI are:

- Corporate Social Responsibility;
- acting with due diligence and integrity;
- taking responsibility.

In the TBI Code of Conduct these core values have, as far as possible, been translated into specific norms. Deviation from the stipulated standards is possible in exceptional circumstances, but only with the prior consent of the TBI Company's Management Board.

Everyone employed by a TBI Company is expected to show a professional attitude in their dealings with:

- clients;
- suppliers;
- sub-contractors;
- colleagues;
- other stakeholders.

In a nutshell: everyone with whom they come into contact whilst carrying out their job.

This professional attitude is reflected in our taking responsibility for our living and working environment, our passion for expertise and craftsmanship, and by the careful and ethical way we do our job. Our Employees are expressly expected to accept their responsibilities in respect of our stakeholders and our society and to play a connecting role.

# Corporate social responsibility

TBI considers Corporate Social Responsibility to be the conducting of business in an ethical and efficient manner. When performing their tasks and duties Employees must take the interests of others involved into account.

## Compliance with laws and regulations

- Employees should comply with the applicable laws and regulations and refrain from criminal conduct and other actions that are contrary to the law.
- Of particular importance for Employees involved with tenders is that they act strictly in accordance with the applicable Dutch and European procurement legislation and refrain from any conduct that hinders fair competition.
- Employees should not conduct business with people, institutions or companies that do not respect the applicable laws and regulations.

## Compliance with the TBI Code of Conduct

Employees must not engage in any action or conduct that:

- contravenes the rules in this Code of Conduct;
- conflicts with the standard of due care such that a social/public interest<sup>1</sup> is or could be at stake.

## Social responsibility

Employees have a social responsibility and should, therefore, be aware of:

- their responsibility for the quality of the environment;
- making society more sustainable;
- the importance of circular construction and installation.
- In this regard Employees strive for:
  - the most efficient use of our natural resources;
  - circular use of construction and raw materials;
  - the maximum possible limitation of environmental impact.
- Employees endorse the importance of diversity in society and within TBI.

<sup>1</sup> Social/public interest is always at stake if, as a result of an improper act or omission, (i) a legal regulation is violated, (ii) public health is endangered, (iii) peoples' safety is put at risk, (iv) there is a risk of environmental impairment, or (v) the proper functioning of a public service or enterprise is jeopardised.

# Acting with integrity

The integrity of TBI's business is directly related to the conduct of its Employees, who should carry out their duties with integrity.

## Preventing conflicts of interest

Acting with integrity means avoiding conflicts of interest.

To avoid any doubt regarding a possible conflict of interests, Employees may not, without the prior written consent of their Management Board, accept any paid or unpaid additional function or position that (could) conflict with the interests of TBI or a TBI Company. This does not apply for voluntary work or membership of the Board of a sports club or similar association. For the same reason, Management Board Members require the prior written consent of their Supervisory Board. Consent will be refused if an ancillary position is not compatible with the Company's business interests. Improper favouritism in respect of colleagues, friends or family is not allowed.

## Confidentiality

Every Employee is obliged to maintain the confidentiality of all confidential Company information. This also includes information related to clients or other business relations.

## Business gifts

Another important aspect of Employee integrity concerns the giving or receiving of business gifts. Business gifts are generally exchanged to confirm a good relationship that is in the Company's interest. However, any appearance that a business gift has been, or is being, given for the purpose of maintaining a business relationship should be avoided. The aim of giving a business (promotional) gift should never be to affect the recipient's independence or freedom of action. For this reason, gifts in the form of cheques or cash should never be offered or accepted.

If an Employee is offered a promotional gift this is reported to his or her Manager at the Management Team level and/or the Management Board and/or the Compliance Officer. The Compliance Officer's job is to ensure compliance with the TBI Code of Conduct. Permission to accept the gift is then requested. If the value of the offered gift is (estimated to be) over EUR 100 permission is withheld. In such situations the Management Board should report the offer to and request permission to accept it from the Supervisory Board of the relevant TBI Company.

## Participation in non-business activities

Invitations to participate in non-business activities that are received from business relations may only be accepted with the prior written permission of the Employee's Manager at the Management Team level and/or the Management Board and/or the Compliance Officer. This ruling applies regardless of who extended the invitation. In such situations Management Board Members should request permission from the Supervisory Board of the relevant TBI Company.

# Acting with due diligence

Employees are expected to perform their duties with due diligence.

## Keeping accurate records

For every Employee acting with due care and diligence includes the obligation to keep full, accurate and transparent records. All transactions entered into by a TBI Company must be accurately recorded in its administration. The procedures and guidelines of this administration must be transparent and verifiable.

Invoices must comply with applicable laws and regulations in order that others are not disadvantaged. We only work with data that is relevant and correct: data that is not relevant and/or correct will not be used. Employees should not cooperate, directly or indirectly, with the use of fraudulent or (apparently) incorrectly formatted data.

All relevant information related to the TBI Company, its business operations and/or its projects must be provided in a timely manner.

## Careful communication / use of social media

Employees are expected to avoid making any statements or assertions in public or via their participation in social media, such as Facebook, Instagram, Twitter, LinkedIn or suchlike, that may be or are harmful to third parties, to TBI as a group or to the TBI Company by which the Employee in question is employed.

(Unintentional) adverse effects on the professional reputation of TBI as a group, the TBI Companies and/or relevant employees as a result of the use of social media must always be prevented.

An Employee who expresses or otherwise makes public his/her value judgements, such as opinions or points of view, must make it very clear that these judgements have been made in a private capacity and are in no way an expression of the views of TBI.

In the context of the TBI Code of Conduct the following basic principles regarding the use of social media have been agreed:

- the Employee himself or herself is responsible for the content he/she publishes on social media;
- the Employee views his/her presence on social media as comparable to a (social) occasion or meeting point during/at which friends, colleagues, managers, clients, potential clients and other important stakeholders could also be present;
- the Employee is free to join in and discuss the latest developments on social media, but restricts himself/herself to his/her function and/or field of expertise and/or facts;
- the Employee realises that he/she is or could also be seen as an expert and/or representative of the TBI Company;



- the Employee is careful regarding what is said; everything said on the internet is there to be found worldwide and until the end of days. It is wise to be very careful regarding your own, and third parties' privacy and confidentiality;
- the Employee is as helpful as possible by answering simple questions or by redirecting to another appropriate contact.
- the Employee indicates, if needed, that he/she is not acting as a spokesperson of TBI.

## Handling personal data carefully

Applicable laws and regulations stipulate stringent requirements in respect of the processing of personal data. Every Employee has a duty of care when handling personal data and must only process such data if this is necessary for a clear and lawful purpose.

To prevent any leakage of personal data Employees must only work with the products and ICT services made available by or via TBI. Employees must also follow the instructions and directions provided by TBI regarding the safe use of these products and services.

Every Employee has a duty to report a (potential) data breach as quickly as possible (at the latest within 24 hours) to the TBI Data Breach Hotline (Meldpunt Datalekken). This hotline can be reached 24 hours a day, seven days a week on telephone number 010 -2908572.

## Being cautious with company information

The careful handling of its business information is essential for TBI's business operations. To protect this information as well as possible every TBI Company ensures that organisational and technical control measures are implemented and data protection instructions and directions are issued to every Employee. Every Employee must follow these instructions and directions and thus ensure work is carried out securely, anti virus software is used correctly and regular back-ups are made.

## Careful use of company assets

All Employees must take proper care of the Company assets that are made available to them so they can carry out their duties. These assets include vehicles, mobile telephones, construction and office materials and tools. Employees should never leave Company assets unattended. If necessary, measures should be taken to prevent theft or loss. Employees should report any damage to, or loss of, Company materials to their Manager as soon as possible. The Company's materials and assets are intended solely for the purpose of carrying out the TBI Company's business activities.

# Taking responsibility

Employees of the TBI Companies should be aware that the way they perform their duties could affect the interests of other stakeholders

## Responsibility towards the shareholder

TBI's shareholder - Stichting TBI (TBI Foundation) – must be able to rely on the activities of the TBI Companies being carried out on the basis of good corporate governance. Employees should be aware that they make a contribution not only towards the Company's profit but also towards social interests, such as improvements to the environment and social sustainability. Insufficient profitability jeopardises the continuity of TBI and its subsidiaries. And if social interests are not supported there will be no social progress, which would be harmful for the physical living environment. Profitability and social involvement are closely related for TBI.

## Responsibility towards clients

The clients of TBI Companies must be able to depend on the knowledge and skills of the TBI Employees. This means Employees must not only maintain a professional attitude towards clients, they should also do their utmost to ensure the products and services ordered by a client are supplied as agreed and at a good price-quality ratio. During the execution of an assignment the client should be notified of all relevant developments accurately and in good time. Both order acquisition and order execution take place within a pure and professional relationship.

## Responsibility towards suppliers

Suppliers are essential for the products and services of TBI Companies because suppliers play an important role in terms of quality and delivery or execution time. This is why working with suppliers demands an extra level of responsibility and care from Employees. Supplier selection is based entirely on considerations in accordance with market standards. The factors that determine the stability of the relationship with a supplier are added-value, quality, competitiveness and reliability.

## Responsibility towards each other

Employees also have a clear and direct responsibility towards each other. By deploying their knowledge and skills Employees do not only serve TBI interests, they also serve their own interests and those of their colleagues. Communication with and between Employees should be open and honest. Undesirable behaviour, such as (sexual) intimidation, harassment (exclusion, ignoring, ridiculing), aggression and violence, discrimination (on any basis including gender, race, religion or sexual orientation), is not tolerated. Everyone is equal.

Any Employee who is confronted with undesirable behaviour can contact the Compliance Officer or an/the (external) Confidential Advisor of the relevant TBI Company. In the case of undesirable behaviour the Employee must be able to report in a safe environment.

When acting in this capacity the (external) Confidential Advisor will also treat the information provided as confidential.

## Responsibility for a safe and healthy work environment

Employees are expected to contribute towards ensuring a healthy and safe working environment. Any unsafe work situation should immediately be remedied (if or to the extent this is possible) and reported to the relevant Manager and/or construction site Foreman. Strict adherence to the rules, instructions and/or mutual agreements related to safety, health and the environment is expected from every Employee.

## Responsibility when using medicines; ban on alcohol and drugs

Any Employee who has been prescribed medication that (may) affect behaviour or the ability to react must report this to the Company Doctor of the relevant TBI Company. This also applies for medicines for which it is reasonable to assume that the use may affect behaviour and/or responsiveness. Whether the use of the medicine in question will or could limit the Employee's functioning must be discussed with the Company Doctor. If functioning limitations are possible the Employee must report this to his or her Manager or Management Board.

Using, being under the influence of and being in possession of alcohol and/or soft or hard drugs, or comparable substances with comparable effects, are prohibited. This applies for the workplace or construction site and during working hours, including rest periods and while travelling to or from the workplace or construction site. If a violation of this ban is suspected the Employee concerned will be asked to undergo a test administered by or on behalf of the Company Doctor, or the Company Doctor may be involved in some other way. If the Employee is under the influence, or there is a reasonable suspicion that this is the case, the Employee can always and immediately be removed from the workplace or construction site for safety reasons.

# TBI company compliance officers

## The compliance officer's appointment and independent position

A Compliance Officer, tasked with ensuring compliance with this Code of Conduct, is appointed by the Management Board of every TBI Company, with the prior approval of its Supervisory Board. A Management Board Member may not be appointed as Compliance Officer.

When fulfilling the supervisory role the Compliance Officer takes the stipulations contained in the TBI Code of Conduct into account and works independently: no instructions regarding carrying out the supervisory tasks are received from the Management Board.

The Compliance Officer may contact the Head of Legal Affairs of TBI Holdings B.V., who also acts as the External Compliance Officer at TBI. This could be the case if the Compliance Officer is of the opinion that a request or instruction to conduct an investigation received from the Management Board is based on improper grounds or is otherwise contrary to the Code of Conduct. The Compliance Officer reports the relevant request or instruction to the External Compliance Officer following the External Compliance Officer's reporting procedure.

## Compliance officer's advisory role and position of trust

The Compliance Officer offers the Management Board solicited and unsolicited advice regarding the application of the TBI Code of Conduct. This also applies for behaviours that, although not mentioned explicitly in the Code of Conduct, may be contrary to the spirit of the Code. This could, for example be the case if the behaviour (potentially) violates the core values of acting with due care and integrity and accepting Corporate Social Responsibility.

Employees may contact the Compliance Officer for advice or an explanation at any time, for example if they have doubts regarding whether an intended action or conduct is permitted. The Compliance Officer is also a confidential point of contact for every Employee. If an Employee is concerned about something related to a possible breach of integrity and/or undesirable or inappropriate conduct, he or she may also contact the Compliance Officer and request a confidential discussion.

## Integrity programme

A so-called integrity programme is followed in every TBI Company. The aim of this programme is to ensure Employees are, and remain, fully familiar with the content and scope of the Code of Conduct and to promote compliance with the Code.

The Compliance Officer is responsible for the implementation of the integrity programme and Employees are obliged to participate in the programme.

## Reports to the management board and supervisory board

The Compliance Officer reports to the Management Board and Supervisory Board of his or her TBI Company on a regular basis. The reporting takes place at least once a year and covers:

- the received requests for explanations;
- the requests for permission;
- the received reports of suspected violations;
- the number of and nature of identified violations.

# External compliance officer at TBI

## Advice

There are circumstances in which an Employee needs advice from the External Compliance Officer. This could be the case if:

- the Employee suspects a wrongdoing has taken place;
- a report from an Employee to the Compliance Officer of a TBI Company did not lead to the suspected wrongdoing being remedied within a reasonable period of time;
- the circumstances are so exceptional that the Employee involved cannot reasonably be required to report the wrongdoing to the Compliance Officer of his or her TBI Company.

## Reporting

An Employee may report a suspected wrongdoing to the Head of Legal Affairs of TBI Holdings B.V., in their capacity as the External Compliance Officer at TBI. This is particularly important if there is a reasonable suspicion that misconduct for which a TBI Company is responsible is taking place and could jeopardise the interest(s) of an Employee, a group of Employees, the TBI Group, a TBI Company, or the public.

The procedure for reporting to the External Compliance Officer at TBI has the same rules and guarantees as the procedure and working method followed by the TBI Company Compliance Officers.

# Reporting a suspected code of conduct violation

## Reporting to the compliance officer; confidential investigation and position of reporting person

The Compliance Officer must be notified if an Employee has reasonable grounds to suspect that the following is at stake:

- the interest of an Employee or Employees;
- the interest of a TBI Company;
- the interest of the TBI group of companies;
- the public interest.

The Compliance Officer treats the report as confidential. This also includes ensuring the identity of the reporting Employee is not, in principle, disclosed to others. Such disclosure will only take place if the Employee concerned has no objections, or if as a result of or in connection with the investigation disclosure is unavoidable or necessary. The Compliance Officer will ensure the reporting Employee understands the importance of mutual confidentiality and will ask the Employee not to disclose anything about the report.

An Employee who, with due observance of the provisions of this Code of Conduct, has reported (suspected) wrongdoing will not be disadvantaged in any way as a result.

## Reporting to the confidential adviser

An Employee can also discuss undesirable or inappropriate inter-person behaviour with the Company's Confidential Adviser. The Confidential Adviser will treat all information as confidential. The information will only be passed on to the Compliance Officer if the Employee also agrees. In this context the Employee also has the option of reporting anonymously – the Confidential Adviser submits the report and acts as a mediator between the Employee and the Compliance Officer.

## Imposing sanctions; on the advice of the compliance officer

A Compliance Office who detects a Code of Conduct violation by an Employee may advise the Management Board of the company concerned to impose a sanction on the Employee. The sanction(s) imposed can be of a disciplinary and/or employment law nature depending on the nature and seriousness of the violation. If a Management Board Member violates the TBI Code of Conduct rules, the Compliance Officer advises the Supervisory Board of the TBI Company concerned.

The Compliance Office is not authorised to impose a sanction for violating the rules set out in this Code of Conduct; only the Management Board or Supervisory Board of the TBI Company concerned has that authority. If as a result of a serious suspicion that activities that violate this Code of Conduct have taken place the Compliance Officer has started an investigation, the Management Board or Supervisory Board may implement interim measures pending the result of the Compliance Officer's investigation.

## **Compliance officer's working method after receiving a report**

The Compliance Officer function is a position of trust. The investigation of a Code of Conduct violation, or of other matters brought to the attention of the Compliance Officer, is carried out with the greatest possible care and diligence. In general the Compliance Officer should fulfil his or her duties in such a way that trust in the Compliance Officer is not jeopardised.

The Compliance Officer keeps a written record of every reported suspected violation this record is submitted to the reporting Employee for verification of its accuracy.

On receiving a report of a suspected Code of Conduct violation the Compliance Officer immediately begins an investigation. A complaint from an Employee or a third party may also result in the Company's Management Board asking the Compliance Officer to investigate compliance with the Code of Conduct. The Compliance officer will treat such a request as a report of a suspected violation. All Company Employees, including Management Board Members, are obliged to fully cooperate with such an investigation.

The Compliance Officer must treat all relevant data as confidential.

In the context of the investigation the Compliance Officer interviews the Employee suspected of violating the Code of Conduct. The Compliance Officer is aware of this Employee's position and will in principle not make his/her identity known to third parties during the course of the investigation. This Employee can also be assured he or she will be treated with due diligence by the Compliance Officer.

On completion of the investigation the Compliance Officer records the outcome in a report to the Management Board. The Compliance Officer strives to have recorded the results of the investigation in writing in a report as soon as possible, but no later than six (6) weeks after receiving the initial notification. The report is submitted to the Management Board and/or Supervisory Board of the TBI Company concerned and records how the matter has been resolved as well as advice regarding the penalty that should be imposed on the Employee who committed the offence. If the Employee concerned is a Management Board Member the Compliance Officer reports to the Supervisory Board. The conclusion of the report and the Compliance Officer's advice are shared with the notifying Employee.



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HOLLANDIA

WIL JE WETEN WAAR IK NAARTOE GA?  
Volg mij op Facebook.com/Twentefanalen

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# TBI Code of Conduct

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