

# Code of Business Conduct and Ethics

**HTH039web**

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*Instruction - Part of the OIP  
process documentation:***HR002**

## 1. Framework

This Procedure establishes the basic framework for standards of business ethics guiding the conduct of all people working in or for OIP, whether they are employee or working as consultant, subcontractor, advisor, temporary or any other form of collaboration connected to OIP. This second group is described as representatives.

The purpose of these standards is to maintain compliance with applicable laws and regulations as well as to enhance proper conduct of the business activities.

General Guidelines:

- Conducting business in a legal, proper and ethical manner.
- Refraining from any insider trading and/or misuse of insider information.
- Complying with the ethics' procedures regarding procurement and tenders of our customers' countries.
- Preventing potential conflicts of interest, including nepotism.
- Separating political and work related activities.

OIP will require its employees and representatives to act in accordance with acceptable business ethics procedures, as summarized in this procedure, and in accordance with all applicable rules and regulations.

This procedure will also be implemented during the employee recruitment process and in hiring representatives, and through ongoing internal training.

## 2. Abbreviations and definitions

### **Company**

OIP N.V.

### **Ethics**

A set of values and principles that moderate behavior.

### **Ethics Officer**

The individual designated as responsible for coordinating ethics related activities in OIP NV.

### **GM**

OIP's General Manager.

### **LC**

Legal counsel who oversees the Company's legal affairs.

### **3. Responsibilities**

#### **3.1. Ethics**

##### **3.1.1. Appointment of an Ethics Officer**

OIP appointed an Ethics Officer to oversee ethics compliance within its organization.

OIPs Ethics Officer, in coordination with the LC, is responsible to assure compliance of this Procedure with any applicable local laws and regulations and for administrating ethics compliance activity and training at OIP.

##### **3.1.2. Handling of Specific Matters**

Any OIP employee or representative who becomes aware of suspected ethical misconduct by another employee or representative should bring the matter to the immediate attention of the Ethics Officer, who shall in turn activate OIPs GM together with the LC.

Individuals involved in reporting and handling an ethics related matter will take all reasonable measures to ensure that it is dealt with discreetly.

The OIPs GM together with the LC, as applicable, will review all matters referred to it and recommend a specific course of action.

Any specific sanctions regarding an employee or representative will be subject to approval by OIPs GM.

All minutes and recommendations of the OIPs GM together with the LC, shall be duly documented, filed and maintained by OIPs Ethics Officer.

### 3.1.3. Awareness and Training

Steps will be taken by OIP to enhance its employees' and representatives' awareness of requirements of this procedure and the importance of business ethics compliance.

These steps will include review and updating of this procedure on a regular basis to ensure compliance with applicable laws, regulations and business standards.

In addition, training regarding business ethics of both currently employed and new personnel will be conducted.

Applicable business ethics rules will be brought to the attention of Company representatives who are not employed by the Company by those responsible for managing such representatives on behalf of the Company.

### 3.1.4. Training in the Recruitment Process

This procedure will be included in any "New Employee Kit" that is distributed to new employees joining OIP.

Employees hired for potentially sensitive positions from an ethics standpoint (e.g. purchasing, marketing, sales, finance, program management and general management), will be referred to the Ethics Officer/LC for a briefing on ethics matters, and will sign their acknowledgement that they have read and understood this procedure.

Recruitment of employees and consultants who were previously affiliated with OIPs customers, suppliers or competitors, will be carried out in accordance with relevant regulations and measures to avoid possible conflicts of interest (see also the "Nepotism" section).

### 3.1.5. Ongoing Employee Training

Employees in potentially ethics sensitive positions will undergo ongoing ethics training and refresher courses by the Ethics Officer/LC on a periodic basis.

Employees being sent abroad for an extended period of time will contact the Ethics Officer/LC prior to departure, for an appropriate briefing.

Any employee in need of clarification with respect to any business ethics issue should contact the Ethics Officer/LC.

## 4. Method

### 4.1. Insider Trading

#### **Inside Information.**

"Inside information" refers to information having either of the following characteristics:

- Significant information – information that may influence a share price or an investment decision of a typical investor with respect to trading in securities. (Examples include, among others, information regarding mergers and acquisitions, sales of businesses, establishment of new entities, changes in dividends, changes in profit, changes in management or control, new products and markets, awards of major contracts or threats of major claims).
- Non-publicized information – information that has not been released to the public. Information is no longer considered Inside Information if it has been released to a stock exchange, provided that sufficient time has elapsed (usually one day) since its release to the stock exchange to enable it to become public knowledge.

#### **Inside Person**

"Inside Person" refers to any individual, whether or not employed by or representing OIP, who has Inside Information.

This definition covers, among others, managers and employees at all levels, major stockholders, subcontractors and consultants, who possess Inside Information whether provided to them in trust or otherwise obtained.

#### **Insider Trading**

"Insider Trading", if applicable, involves making use of Inside Information through activities such as the following:

- Selling or buying shares, either directly or indirectly, if the person performing the transaction is in possession of Inside Information.
- Providing Inside Information, or hinting or providing any opinion on a matter to another person when there is a basis to suspect the recipient:
  - (1) Has no appropriate business reason to receive such information.
  - (2) Will perform securities transactions as a result of such information.
  - (3) Will make use of the information for purposes other than for use as permitted by OIP's GM.
  - (4) Will convey the information to others without the prior written permission of the OIP's GM.
- Buying or selling securities of another company or providing Inside Information or a hint or opinion with respect to the securities of the other company, if Inside Information relating to that company is in the possession of the person performing the securities transaction.

#### 4.1.1. Treatment of Inside Information

All information obtained in the course of employment and/or in representing OIP NV is potentially Inside Information.

Inside Information may not be disclosed to any outside party, unless specific advanced approval has been received from authorized OIP personnel. Any documents containing Inside Information should be treated in accordance with the general OIP requirements regarding document security and confidentiality.

#### 4.1.2. Penalties

By law, any instance in which an Inside Person trades in securities, or assists or collaborates with a third party to purchase or sell shares, exercise stock options and/or engage in similar transactions, within a period of time of up to three months prior to the Inside Information being publicized, may create a presumption of Insider Trading.

The law imposes strict penalties for violations of Insider Trading rules. In addition to penalties against the applicable employee/representative, the laws include the possibility of penalties to OIP and its managers, including managers of its subsidiaries, if found negligent.

#### 4.1.3. Prior Consultation

Directors, officers and other employees with Inside Information who want to engage in transactions involving OIP's securities, or the securities of another company with a business connection to OIP NV, may wish to consult with the Chief Compliance Officer or with OIP's Legal Department in advance to verify that such transaction does not run a risk of being viewed as Insider Trading.

### **4.2. *Procurement Integrity and Tender Regulations***

#### **Source Selection Information.**

Information contained in proposals, responses to requests for information, customer evaluation materials and other information evaluated or utilized by a customer decision maker in a procurement selection process.

#### 4.2.1. General

OIP relations in procurement processes with customers, suppliers, competitors, government employees and agencies is based on proper conduct, fair competition and conformance to relevant laws and regulations.

#### 4.2.2. Belgian Government Related Procurements

The general principals governing procurement processes and tender regulations in Belgium are governed by the Act of June 15, 2006, that has implemented also the rules applicable for tenders in the EU market.

#### 4.2.3. US Government Related Procurements

The procurement integrity regulations of the US Government, as provided in the Federal

Acquisition Regulations ("FAR"), place special emphasis on ethical aspects of suppliers' relations with government procurement personnel.

The objectives of these regulations are to:

- Prevent improper use of Source Selection Information (see definition above) and classified information.
- Define improper procurement related activities.
- Establish penalties for violation of procurement rules.
- Prohibit offers of employment to government personnel involved in procurement processes.

US procurement integrity regulations prohibit improper disclosure or use of source selection information both by government personnel and by suppliers.

Also, offers of personal benefits to government employees are prohibited, and limitations are imposed on the recruitment of government employees for positions related to matters that the employee had previously dealt with in his/her government capacity.

Proposals submitted in connection with US Government procurements also must comply with Truth in Negotiation rules, which require accurate, complete and updated disclosure of proposal pricing information.

### **4.3. Personal Benefits**

Definition of Personal Benefit: Any type of benefit that is provided or received by an individual in the course of the Company's business that is not appropriately approved.

#### **4.3.1. General**

Offering, providing or receiving Personal Benefits may influence judgments relating to business decisions resulting in unfair, prejudiced or inappropriate business conduct.

Personal Benefits may include gifts, payments, kick-backs, loans, donations, provisions of services, use of infrastructure, personal favors, and offers of employment or other items of value, made directly or indirectly.

The Personal Benefit may be provided or offered to an individual who has direct business conduct with OIP as well as someone with a relationship to such individual.

Except as specifically provided in this Procedure, offering, providing or receiving Personal Benefits relating to the conduct of OIP business is strictly prohibited.

It is also forbidden for any employee, whether in the Finance Department, Human Resources Department or otherwise, to make payments or provide consideration of any kind that is not in accordance with applicable Procedures and which is not made in order to achieve proper business goals of OIP.

This prohibition does not prevent provision or receipt of the following items if properly recorded in the OIP books:

- Reasonable hospitality expenses and/or presents or souvenirs of nominal value, offered as part of the accepted business practice in the country in which are offered.
- Company "Give Away" items provided in accordance with common practice.

#### 4.3.2. Offering or Providing Personal Benefits

Unless specifically authorized pursuant to this procedure, employees and representatives of the Company are prohibited from offering or providing Personal Benefits to persons affiliated with customers, end-users, suppliers and other business partners.

Both OIP policy and applicable regulations prohibit offering Personal Benefits in order to influence customer decisions in the context of marketing, proposals, ongoing contract management and contact with customer representatives.

This includes offers of employment to individuals in a position to influence customer decisions, directly or indirectly.

#### 4.3.3. Receiving Personal Benefits

In order to prevent the possibility or inference of improper influence on business decisions, Company employees and other representatives are prohibited from receiving Personal Benefits except as specifically provided below.

This applies particularly in the areas of purchasing, recruitment and business cooperation.

A Company employee or representative who is offered a Personal Benefit will promptly politely decline to receive it, explaining to the offering party that this is contrary to the Company's procedures.

The employee will promptly notify his/her supervisor or the Ethics Officer of the offer.

Receipt of give-away items is permitted if the item carries the name/logo of the giver and has nominal value only.

A Company employee or representative, who receives a Personal Benefit, will promptly notify his/her supervisor and solicit advice as to how to return it in a non-offensive manner.

Any Company employee learning of an offer of Personal Benefit to another employee or representative should advise the receiving employee/representative to comply with this procedure.

If the receiving employee/representative fails to do so, the other employee must report this immediately to the receiving employee/representative's supervisor.

Further business dealings with a person or entity that has offered a Personal Benefit to a Company employee or representative is subject to the approval of a member of corporate management and/or a manager of a business division, after it has been ascertained, following consultations with the Chief Compliance Officer and the LC.

It must be explained to the individual or entity who offered the personal benefit, that it is forbidden by company's procedures and that it was a one-time misunderstanding.

#### **4.4. Avoiding Conflicts of Interest**

##### **Conflict of Interest:**

Any activity or action, whether taken directly or indirectly, that currently or potentially is contrary to or interferes with an interest or interests of the Company.

##### **4.4.1. General**

In performing Company related functions, Company employees and representatives will avoid Conflicts of Interest (see definition above).

Company employees and representatives will take all appropriate measures to avoid entering into situations of potential or actual Conflicts of Interest, whether directly or indirectly (such as through relatives and others).

If it is unclear whether or not a Conflict of Interest exists, the employee or representative should refer the matter to his or her Ethics Officer for guidance.

##### **4.4.2. Examples**

In addition to matters referred to elsewhere in this procedure the following are examples of Conflicts of Interest:

- (1) Ownership, in full or in part, by a Company employee (or a member of his/her family) of the business of a Company supplier, customer or competitor (other than minor interests in a publicly traded company) can be a conflict of interest. As a general rule, a passive investment would not likely be considered improper if it: (1) is in publicly traded shares; (2) represents less than 1% of the outstanding equity of the organization in question; and (3) represents less than 5% of your net worth. Other interests also may not be improper, depending on the circumstances.
- (2) With respect to Company employees involved in purchasing decisions – involvement in transactions (other than those of the Company) or investments related to the selling entity.
- (3) Any business relationship outside the Company of a Company employee with a supplier, service provider, customer or competitor.
- (4) Use of the Company's funds, infrastructure, employees, know-how or any other resources, for personal purposes.
- (5) Use of the Company's outside auditors for activities in addition to their audit function, without the prior approval of the Audit Committee of the Company's Board of Directors.
- (6) Nepotism (see "Nepotism" section below) or offering or facilitating employment or other form of business relationship to or with any person for reasons other than the benefit of the Company.
- (7) Exploiting for your personal advantage, opportunities that are discovered through the use of company property, information or position, unless all required approvals are obtained. Similarly, you may not compete with the Company directly.



- (8) Hiring decisions based on personal considerations. In order to avoid this, hiring persons previously employed by organizations that have a business affiliation with the Company should be reviewed in advance with the Human Resources Department and the General Counsel in order to avoid inappropriate or improper situations. Such organizations include independent auditors, other service providers, subcontractors, customers, end users and competitors.

#### **4.5. Nepotism**

##### **Nepotism**

Favoritism in employment or promotion to individuals who have family relationships with other OIP employees or representatives, thus creating the potential for conflict of interest.

##### **Senior Officer**

A member of OIPs Board of Directors, OIPs GM and any person within two reporting levels of the OIP GM.

##### **Relatives**

A spouse, child, sibling, aunt, uncle, niece, nephew or a spouse of such person.

##### **4.5.1. General**

In order to avoid Nepotism (see definition above) and prevent Conflicts of Interest in the hiring, promotion and termination of Company employees, the following ground rules apply throughout the Company.

##### **4.5.2. Prohibitions on Hiring**

No Relative (see definitions above) of a Company employee or a Senior Officer will be eligible for hiring for a position within the Company.

Exception to this is the temporary employment of related school students in the frame of a holiday or student job.

##### **4.5.3. Conflicts of interest**

Recruitment of a new employee will be based only on the employee's qualifications, without any discrimination or impartiality.

Recruitment/replacement of Company employees' family members will be handled according to the Anti-Nepotism Policy attached to the procedure "Temporary and Fixed employment".

In order to avoid potential conflict of interests in recruiting an employee who has worked for or is related to someone who may have a potential influence on the Company's business, in Belgium or abroad (e.g. a government/military official, customer/supplier), during the recruitment process a candidate will be asked whether he/she has such relations. If such a relationship is indicated, then as a condition to making an employment offer, the HR Manager must obtain written approval of a member of the Legal Department that there is no conflict of interest relating to the recruitment. A copy of the approval will be maintained in the recruitment file.

## **4.6. *Work-Related Political Activities***

### **Political Activities:**

An action taken in support of political candidates, parties or positions, including a public expression of political support, distribution or posting of political material during work time and/or on work premises or properties and/or with the connotation that the activity has a connection to the Company.

#### **4.6.1. General**

As an organization whose customers and end-users are often government entities, the Company's policy is to refrain from Political Activity (see definition above) by or on behalf of the Company.

Therefore, Political Activity conducted during work hours, using Company resources or in any way linked to the Company, is strictly prohibited.

#### **4.6.2. Political Donations**

Politically-related donations by or on behalf of any Company entity are prohibited, unless in exceptional circumstances as may be approved by OIPs GM.

#### **4.6.3. Individual Political Activities**

Company employees and representatives are free to engage in politically-related activities outside of and unconnected to their work with the Company, provided that due care is taken not to associate the Company in any way with those activities.

#### **4.6.4. Political Office**

Company employees may not run for or serve in a political office at the national or state level while they are employed with the Company.

Belgian Company employees are by law free to hiring or run for a political office at the local level without the approval of OIPs GM. The employee, who accepts a political mandate or office on local level, will however consult with the General Manager on the possible consequences on the labor relationship who will also consult with The LC. If such a political office creates a conflict of interest, the Company may terminate the labor contract of the employee with payment of the legally due severance pay.

## ANNEX 1

### "Whistle-Blower" Process

#### **1 Introduction**

The Company is adopting this "Whistle-blower" process as part of our ongoing efforts to ensure compliance with applicable legal requirements and business ethics policies. The purpose of this process is to encourage employees to report, in a non-threatening and non-retaliatory manner, suspected legal or ethical violations. The Company's Code of Business Conduct and Ethics (the "Code") requires our directors, officers, employees and representatives to maintain ethical standards in the course of performing activities relating to the Company. The Code also requires cooperation in helping to maintain and enforce those standards.

#### **2 Reporting Concerns or Complaints**

Taking action to prevent ethical problems is a critical part of our ethics policy. If you observe any conduct that you suspect may be illegal or in violation of the Code, you should report your concerns. You are encouraged to provide relevant information relating to such suspicions, without regard to the position held by the suspected offender. This includes, among other matters described in the Code, any suspected violations of our standards for financial reporting and internal controls.

In order to be better able to respond to any information, we would prefer that you identify yourself and give us your telephone number and other contact information when you make your report. However, we will accept anonymous reports if you so choose.

#### **3 Confidentiality**

All notices, reports and information received under this process will be treated in a confidential manner. Every reasonable effort will be made to handle the matter with discretion and to protect the identity of those who make reports as well as those who are being investigated. However, if necessary to conduct a proper review or to comply with legal requirements, our Audit Committee, independent accountants or others may become involved in the review process.

Also, if it becomes apparent that there has been a violation of law the appropriate authorities will be notified.

#### **4 Retaliation**

The Company's policy is to protect anyone who in good faith:

- (1) Reports a possible violation of law or the Code,
- (2) Reports any other concerns regarding questionable practices, or
- (3) Assists in the investigation of a reported violation.

This is the case whether or not it turns out that the report is mistaken.

Retaliation in any form against someone who takes such actions will not be tolerated. Any act of retaliation should be reported immediately and will be investigated.

## 5 Questions

If you have any questions about the Whistle-blower process or other issues relating to the Code or other related policies and procedures of the Company, please feel free to contact our Ethics Officer as indicated above.

<b>Document Management</b>	
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