



EQUIPMENT - PARTS - SERVICE

BUSINESS CONDUCT GUIDELINES



BIAGROUP.COM

CONTENTS

Foreword from the CEO	3
Scope of application	4
A. Basic Behaviours Requirements.	4
A.1. Behaviour which Complies with Law	4
A.2. Diversity, Inclusion & Equity	4
A.3. Responsibility for the Reputation of BIA	4
A.4. Management, Responsibility and Supervision	4
A.5 Delivering a quality service	5
A.6 Respecting Human Rights	5
B. Treatment of Business Partners and Third Parties	6
B.1. Fair Competition and Anti-Trust Laws	6
B.2. Anti-Corruption: Offering and Granting Advantages	6-7
B.3. Anti-Corruption: Demanding and Accepting Advantages	7
B.4. Political Contributions, Charitable Donations and Sponsoring	7
B.5. Government Procurement	7
B.6. Anti-money Laundering – Anti-financing of terrorism	7
B.7. Respecting economic sanctions - Export and trade controls	8
B.8. Working with Suppliers	8
C. Avoiding Conflicts of Interest	9
C.1. Competing with BIA	9
C.2. Sideline Work	9
C.3. Interests in Third Companies	9
D. Handling of Company Information.	10
D.1. Records and Financial Integrity	10
D.2. Confidentiality	10
D.3. Data Protection and Data Security	10
D.4. Insider Trading Rules	11
E. Handling of Company Property	11
F. Health, Safety & Environmental (HSE) Compliance	12
G. Sustainability	12
H. Alert to the application of the Business Conduct Guidelines - Whistleblowing process	13
Document tracking - Further Information	14
Appendix	15
Conventions and Recommendations of International Organizations	16

FOREWORD FROM THE CEO

Dear Colleagues,

These Business Conduct Guidelines set the foundation of business behavior within BIA. They provide the ethical and legal framework within which we want to maintain successful activities around the world. They contain the basic principles and rules for our conduct within our Company in relation to our external partners and the general public.

These guidelines incorporate new legal requirements and international treaties on human rights, anti-corruption, anti-trust and sustainability intended to strengthen awareness of the law and moral standards as an integral part of our entrepreneurial actions. They set out how we meet our ethical and legal responsibilities as a company and give expression to our BIA Culture.

The key message is that BIA conducts only professional business in accordance with local and international laws & regulations.

I call on all employees to live and breathe the Business Conduct Guidelines.



Vincent BIA
Chief Executive Officer



A. BASIC BEHAVIOR REQUIREMENTS

Scope of Application

These Business Conduct Guidelines apply to all employees and contractors (regardless of function, level, or locations) working for the BIA Group, including all subsidiaries local and abroad.

A.1. Behaviour which Complies with Law

All employees must respect the laws and regulations of the legal systems within which they are operating. Violations of the law must be avoided under all circumstances. Regardless of the sanctions that could be imposed by law, all employees guilty of a violation will be subject to disciplinary consequences because of the violation of their employment duties.

A.2. Diversity, Inclusion & Equity

BIA recognizes that the unique capabilities, talent, life experiences, innovation, knowledge, and individual differences are what form our culture and differentiate us. This is why we will always strive to create a diverse and inclusive workplace where everyone in our team feels welcome, respected and valued as a member of BIA while having access to the same opportunities to grow in our organization.

We will ensure that diversity efforts are applied throughout our business practices including but not limited to the recruitment process, compensation, professional development, career movements, and termination of employment.

We will therefore not tolerate any form of discrimination* or harassment** towards any employee of BIA or external partners.

A.3. Responsibility for the Reputation of BIA

The reputation of BIA is determined by our actions and by the way each and every one of us presents and conducts himself/herself. Illegal or inappropriate behaviour on the part of even a single employee can cause the Company considerable damage.

Every employee should therefore be concerned with maintaining and promoting the good reputation of BIA in the respective country.

A.4. Management, Responsibility and Supervision

The culture of integrity, ethical conduct, compliance in an organization starts at the top. All managers must fulfil their duties of organization and supervision to comply with internal policies and applicable law within their area of responsibility. They remain ultimately responsible and accountable, even if they delegate particular tasks.

All managers bear responsibility for all employees entrusted to them. All managers must be a role model by showing exemplary behaviour in terms of our core values and by abiding to these Business Conduct Guidelines, on a daily basis.

Managers make it clear that compliance is required under all circumstances, at all times by all means. Managers shall also be accessible in case employees wish to raise compliance concerns, ask questions or discuss a professional or personal problem but will not relieve employees of their own responsibilities.

**Discrimination is the unfair or prejudicial treatment of people and groups based on their ethnic backgrounds, cultures, religions, ages, disabilities, races, sexual identity, worldview, gender, political affiliation and any other individual attribute or protected characteristics.*

***Harassment is defined as any ongoing or repeated behaviour which may pressure, intimidate, or offend someone and lead to mental, emotional, or physical suffering. This includes any physical, sexual, verbal, or written harassment.*

A. BASIC BEHAVIOR REQUIREMENTS

A.5 Delivering a quality service

As an equipment distributor, we place our customers' requirements at the centre of our activities, providing all the necessary means to fulfil their needs. To do this, BIA's Quality Management System processes are based on the PDCA (Plan-Do-Check-Act) cycle with an emphasis on performance, legal compliance and a risk-based approach aimed at capturing opportunities whilst ensuring conformity at all stages.

We therefore expect all employees to adhere to the high level of quality when dealing with both internal and especially external customers to avoid any damage to our brand value and reputation.

For more information on our quality commitments, please refer to our Quality Policy.

A.6 Respecting Human Rights

Throughout our business operations and across all our locations, we commit to respect the human rights of our employees, business partners and their workers, and the communities where we operate.

Human rights are universal norms that apply equally to every person, irrespective of where they are in the world, covering such topics as equal opportunities, labour standards, freedom of speech and association, and privacy.

We provide all employees with clear information on human rights. We conduct human rights due diligence to identify, assess, and remedy actual and potential human rights risks in our operations.

To achieve our commitments, we will always:

- Verify the age of all applicants before hiring and ensure the minimum legal working age is respected throughout our operations.
- Refrain from employing people under 18 years old and comply with relevant local laws when employing minors (example for internships) while ensuring they are never placed in risky or hazardous working conditions.

We will not tolerate any form of behaviours that violate human rights such as child labour, forced or bonded labour and human trafficking in ours or our partners' operations.

To achieve our commitments, we will always:

- Never retain any employee identification such as passport or identity documents.
- Comply with, and whenever possible go beyond local laws with respect to working hours, compensation, vacations, and any other working conditions.
- Never tolerate any sort of violence such as physical, verbal and psychological violence at the workplace.
- Immediately take necessary corrective actions to remediate any identified case of human rights abuse in our operations in compliance with all relevant laws.

B. TREATMENT OF BUSINESS PARTNERS AND THIRD PARTIES

B.1 Fair Competition and Anti-Trust Laws

Fair competition permits markets to develop freely. Accordingly, the principle of fairness also applies to competition for market share. Every employee is obliged to abide by the rules of fair competition. Anti-trust evaluation can be difficult, particularly because the rules can differ from country to country and from case to case. In many places, special anti-trust law requirements apply to large companies, prohibiting practices such as:

- **Talking to competitors** about prices, output, capacities, sales, bids, profits, profit margins, costs, methods of distribution or any other parameter that determines or influences the Company's competitive behaviour with the aim to solicit parallel behaviour from the competitor,
- **Entering into an agreement** with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up customers, markets, territories or production programs, or
- **Having any influence** on the resale prices charged by our purchasers or attempt to make them restrict the export or import of goods supplied by.

Moreover, employees may not obtain competitive intelligence by using industrial espionage, bribery, theft or electronic eavesdropping, or communicate knowingly false information about a competitor or its products or services.

B.2 Anti-Corruption: Offering and Granting Advantages

We compete fairly for orders with the quality and the price of our innovative products and services, not by offering improper benefits to others. No employee may directly or indirectly offer, promise, grant or authorize the giving of money or anything else of value to a government official¹ to influence official action or obtain an improper advantage. The same applies to a private commercial counterparty.

¹ The term "government official" is defined broadly to include officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and public international organizations. It also includes candidates for political office, political party officials and employees, as well as political parties.

Any offer, promise, grant, or gift must comply with applicable laws and BIA's policies and must not raise an appearance of bad faith or unsuitableness. This means that no such offer, promise, grant, or gift may be made if it could reasonably be understood as an effort to improperly influence a government official or as a bribe to a commercial counterparty to grant BIA a business advantage.

B. TREATMENT OF BUSINESS PARTNERS AND THIRD PARTIES

In addition, employees may not give money or anything of value indirectly (for example, to a consultant, agent, intermediary, business partner or other third party), if the circumstances indicate that all or part of may be directly or indirectly passed on to a government official to influence official action or to a private commercial counterparty in consideration for an unfair advantage in a business transaction.

For that reason, employees responsible for hiring consultants, agents, partners in joint ventures or other business partners must ensure that those third parties understand and will abide by BIA's anti-corruption policies.

Finally, each investment decision made by the Company - whether it is the purchase of a controlling interest in a company or a minority interest, or a joint venture arrangement - must be based on a prior compliance check.

B.3. Anti-Corruption: Demanding and Accepting Advantages

Employees are not permitted to use their jobs to solicit, demand, accept, obtain or be promised advantages. This does not apply to the acceptance of occasional gifts of purely symbolic value. Meals and entertainment may be accepted if reasonable in value and consistent with local customs and practices. Any other gifts, meals or entertainment must be refused.

B.4. Political Contributions, Charitable Donations and Sponsoring

BIA does not make political contributions (donations to politicians, political parties or political organizations). Donation and Sponsoring will be decided at BIA Group level.

B.5. Government Procurement

BIA competes for contracts from government entities and government-owned businesses around the world. In all of BIA's dealings and interactions with governments, we act in a manner that is transparent, honest and accurate, complying with all applicable laws and regulations related to government procurements, including laws prohibiting efforts to improperly influence government officials.

B.6. Anti-money Laundering - Anti-financing of terrorism

It is BIA's objective to conduct business with reputable customers, consultants and business partners who are involved in lawful business activities and whose funds are derived from legitimate sources. We do not facilitate the laundering of money of criminal origin, the financing of terrorism and its proliferation.

All employees must abide by applicable anti-money laundering laws and BIA's internal procedures for accounting and financial principles. To avoid problems in this area, employees must be attentive to and report suspicious behaviour by colleagues, customers, consultants and business partners directly to the respective Compliance hierarchy.

B. TREATMENT OF BUSINESS PARTNERS AND THIRD PARTIES

B.7. Respecting economic sanctions - Export and trade controls

BIA complies with applicable economic sanctions, export and trade controls² and customs laws and regulations in the countries where it does business.

² Export controls generally apply to the transfer of goods, services, hardware, software or technology across certain national borders, including by email.

This may restrict or prohibit business dealings with specified individuals, entities or countries and also may also prohibit the export or import of certain goods or services.

Violations of these laws and regulations may lead to serious penalties, including fines and governmental withdrawal of simplified import and export procedures (interruption of seamless supply chain).

We have policies and processes in place to help ensure none of our businesses or employees engage in a prohibited transaction.

B.8. Working with Suppliers

BIA as a company expects from its suppliers and business partners to share BIA's values and comply with all applicable laws. Furthermore, BIA expects from them to act in accordance with BIA's Business Conduct Guidelines.



C. AVOIDING CONFLICTS OF INTEREST

It is the duty of BIA employees to make business decisions in the best interest of BIA, not based on their own personal interests. Conflicts of interest arise when employees engage in activities or advance personal interests at the expense of BIA's interests.

Employees must inform their supervisor of any personal interest they could possibly have in connection with the execution of their professional duties.

Employees are not permitted to use, for their own personal contracts or orders, companies with which they have business dealings as part of their activities for BIA if they could derive any advantage from the personal contract or order. This is particularly applicable if the employee exercises or is capable of exercising a direct or indirect influence upon whether that company receives a contract from BIA.

A conflict can take the form of a business relationship with, or an interest in, a competitor or customer of BIA, or participation in sideline activities that prevent employees from being able to fulfil their responsibilities at BIA. It is important that all employees recognize and avoid conflicts of interest, or even the appearance of a conflict of interest, as they conduct their professional activities.

C.1 Competing with BIA

An employee may not operate or assist another company that competes with BIA or engage in any competing activities.

C.2 Sideline Work

Employees may not engage in sideline work that competes with BIA. Before employees may engage in other sideline work for remuneration, they must notify BIA and seek written permission. Occasional writing activities, lectures, and comparable occasional activities are not considered sideline work. Permission will not be granted if it is detrimental to the interests of BIA. Previously granted permission may be revoked on these grounds as well.

C.3 Interests in Third Companies

Employees who directly or indirectly hold or acquire a stake in a competitor company must disclose this fact to their personnel department. Employees who directly or indirectly hold or acquire an interest in a BIA business partner or a company in which BIA has ownership shares also have to disclose this fact to the personnel department responsible, if they have dealings with the business partner or company in the course of their official duties or if they will hold a position in that company. For shares in listed companies, this applies only if the interest exceeds 5% of total equity.

Once an interest in a third company has been disclosed, the Company may take suitable measures to eliminate any conflict of interest.

D. HANDLING OF COMPANY INFORMATION

D.1. Records and Financial Integrity

Open and effective communication requires accurate and truthful reporting. This applies equally to relationships with investors, employees, customers and business partners, as well as with the public and all governmental offices.

BIA is also required to maintain sound processes and controls so that transactions are executed according to management's authorization. BIA must also prevent and detect unauthorized use of BIA assets. All BIA employees are required to make sure that the BIA books and records they create or are otherwise responsible for are:

- complete,
- accurate,
- honestly reflect each transaction or expenditure, and
- are timely and in accordance with applicable accounting rules and standards.

whether or not the information will be included in a public filing or provided to a government agency. Such books and records include all data, certifications and other written materials provided for financial reporting and disclosure purposes as well as materials collected for other purposes. These also include internal expense records (such as expense account reports).

D.2. Confidentiality

Confidentiality must be maintained with regard to BIA's internal confidential or proprietary information that has not been made known to the public.

Non-public information from or concerning suppliers, customers, employees, agents, consultants and other third parties must also be protected in accordance with legal and contractual requirements.

Confidential or proprietary information may include, in particular:

- details concerning a company's organization and equipment, prices, sales, profits, markets, customers, and other matters of business,
- information on manufacturing or research and development,
- information related to clients' intellectual property, and
- internal reporting figures.

The obligation to maintain confidentiality extends beyond the termination of the relevant relationship, since the disclosure of confidential information could cause harm to BIA's business, clients or customers no matter when it is disclosed.

D.3. Data Protection and Security

Access to the Intranet and Internet, worldwide electronic information exchange and dialogue, and electronic business dealings are all crucial to the effectiveness of each and every one of us, and for the success of the business as a whole. However, the advantages of electronic communication are tied to risks in terms of personal privacy protection and data security.

D. HANDLING OF COMPANY INFORMATION

Effective foresight with regard to these risks is an important component of information technology management, the leadership function, and also the behaviour of each individual.

Personal data may only be collected, processed, or used insofar as it is necessary for pre-determined, clear, and legitimate purposes. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting it. High standards must be ensured with regard to data quality and technical protection against unauthorized access.

The use of the data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking, and deletion of information. In some jurisdictions (such as the European Union) there are strict laws and regulations pertaining to the collection and use of personal data, including data on others, such as customers or business partners.

All employees must abide by such laws, to the extent they are applicable, to protect the privacy of others.

D.4. Insider Trading Rules

People who have inside information³ about BIA or another company, such as a customer, supplier or joint venture partner whose securities are admitted to trading on a stock exchange or an organized securities market, are not allowed to trade in these companies' securities or in financial instruments the prices of which depend directly or indirectly on these companies' securities (insider securities).

³ Inside information is any specific information which is not public knowledge relating to BIA or such other issuer of insider securities, which, if it became publicly known, would likely have a significant effect on the price of the insider security.

E. HANDLING OF COMPANY PROPERTY

There are many devices and pieces of equipment in BIA offices and workshops, such as telephones, copying machines, computers, software, Internet/ Intranet, machines and other tools, including e-mail and answering machine systems. These are only to be used for Company business and not for personal gain. Exceptions, and payment if applicable, can be agreed upon locally with the direct supervisor.

Please refer to the local work contract for further details on this matter.

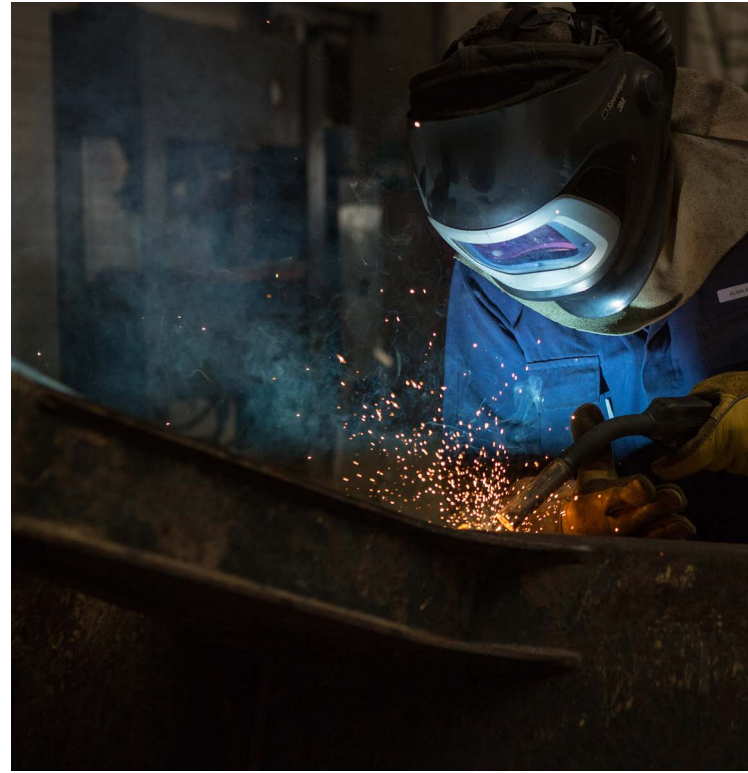


F. HEALTH, SAFETY & ENVIRONMENTAL (HSE) COMPLIANCE

The health & safety of our team and contractors will continue to be one of our top priorities. Same goes for protecting the environment and conserving natural resources which remain prime concerns for BIA. We will always strive to respect and whenever possible go beyond what is required by the law to minimise potential adverse impacts of our operations.

We expect all employees and contractors working for BIA to strictly adhere to all our HSE rules.

For more information on our Health, Safety & Environmental commitments, please refer to our HSE Policy.



G. SUSTAINABILITY

We are fully conscious that the future depends on us being responsible today. This is why BIA wants to make sustainability real by having a positive impact on the people of our team, the environment surrounding us and the communities where we operate. We will relentlessly pursue our journey of becoming a sustainable company by integrating the Sustainable Development Goals at the heart of our management philosophy when looking for direction.

For more information on our strong sustainability commitments, please refer to our Sustainability Policy.

H. ALERT TO THE APPLICATION OF THE BUSINESS CONDUCT GUIDELINES - WHISTLEBLOWING PROCESS

An alert is oral or written communication of “information” (including reasonable suspicion) about actual or potential “violations” (acts or omissions) which concern the respect and application of the present Business Conduct Guidelines. Each employee and contractor are invited to raise any alert as soon as they identify it in order to avoid significant repercussions which can end in legal disputes and tarnish BIA’s reputation.

BIA has put at the disposition of all employees and contractors a single, formal and confidential channel **to report an alert: ethics@biagroup.com**. This channel is also available for third parties to report any form of malpractice they notice at BIA’s premises or about BIA’s employees and contractors conduct according to the present Business Conduct Guidelines.

To guarantee the confidentiality and protection of the whistleblower, only four persons have access to this channel within BIA: the CEO, the CFO, the CHRO, the Group HSE & Sustainability Manager. Eventually, they can designate a fifth person internal or external to BIA (“an investigation lead”) to investigate the alert and provide recommendations.

In some cases, the whistleblower can choose to report an alert in an oral communication (meeting or phone call, or video-conference call). The whistleblower can establish a direct contact with, the CEO, the CFO, the CHRO or the Group HSE & Sustainability Manager using their office phone line or their business emails.

All alerts made in good faith will be:

- **acknowledged for receipt within 7 working days,**
- **treated with utmost confidentiality,**
- **investigated in a diligent way,**
- **provided with feed-back to the whistleblower within a delay of maximum 3 months (allowing for proper investigation),**

- **provided with adequate recommendations, corrective and preventive measures to be implemented,**
- **compliant with the GDPR; All documentation will be kept confidential to the extent permitted by law.**
- **closed by the CEO, once the alert is investigated and recommendations, corrective and preventive measures put in place.**

No reprisal of any kind against whistleblowers will be tolerated.

This channel is dedicated to the application of the Business Conduct Guidelines and does not replace existing system and process (such as any local HR or Grievance Procedure) in place to report issues not limited to the following:

- Any issue in collective performance reported by a client. This is managed by the Project & Contract Manager according to the Terms & Conditions of the business contract.
- Any issue in individual performance. This is managed collegially by the Management and HR according to the Performance Management Process.
- Any psycho-social risks. This can be reported to the Local HSE or to the Local HR representatives and managed by the Group HSE Manager or the CHRO together with the CEO.

DOCUMENT TRACKING & FURTHER INFORMATION

The first edition of the Business Conduct Guidelines (BCG) is dated 2014. Since 2014, each BIA Employees receive as part of their onboarding a copy of the BCG which they counter-signed and which is included in their employee file.

These Business Conduct Guidelines are reviewed regularly to ensure it is up to date with relevant regulations and BIA's requirements. These Business Conduct Guidelines does not prevail any legal (inter-)national requirements at any time.

A training module about the Business Conduct Guidelines is available to all BIA employees and contractors through the internal Learning Management System; This training module is included as mandatory in each BIA employees and contractors training path, it also contains a test quiz (with a pass rate of 100%) and a self-certification for signature to acknowledge reception, understanding and compliance with the Business Conduct Guidelines.

While we tried our best to list the most important ethical issues for us, the principles in this Business Conduct Guidelines are not intended to be exhaustive. These principles will not address each and every situation an employee faces during his employment at BIA. We expect everyone to make use of good judgement and use the Business Conduct Guidelines, along with our core values as guidance.



APPENDIX



CONVENTIONS AND RECOMMENDATIONS OF INTERNATIONAL ORGANIZATIONS

In addition to the laws and regulations of individual countries, there are a number of Conventions and Recommendations from international organizations which are noteworthy. Although these documents are primarily addressed to Member States and not directly to companies, they nevertheless function as important guidelines for the conduct of multinational companies and their employees. BIA supports the requirements of these conventions and recommendations.

BIA is also committed to embracing, supporting and enacting, within its further sphere of influence, the set of core values in the areas of human rights, labour standards, the environment, and anti-corruption included therein as an integral part of its business strategy and operations.

BIA expects from its employees, suppliers and business partners around the globe to recognize and apply particularly the standards of the:

- Universal Declaration of Human Rights (1948) and European Convention for the Protection of Human Rights and Fundamental Freedoms (1950)
- The Foreign Corrupt Practices Act (FCPA), enacted in 1977, known primarily for two of its main provisions, one that addresses accounting transparency requirements under the Securities Exchange Act of 1934 and another concerning bribery of foreign officials.
- UK anti-bribery act
- African Union Convention on Preventing & Combating Corruption (2003)
- ILO (International Labor Organization) Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy (1977) and ILO Declaration on Fundamental Principles and Rights at work (1998) (specially with following issues: elimination of child labour, abolition of forced labour, prohibition of discrimination, freedom of association and right to collective bargaining)
- OECD Guidelines for Multinational Enterprises (2000)
- “Agenda 21” on Sustainable Development (final document of the basic UN-conference on environment and development, Rio de Janeiro (1992)
- UN Convention against corruption (2005)



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