



Konformité

Prevention of corruption and
influence peddling

**PROCEDURE FOR THE ASSESSMENT
AND MANAGEMENT OF RELATIONS
WITH THIRD PARTIES**

April 2020

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FACT SHEET		
TITLE	Keolis Group Procedure	
SUBJECT	Assessment and management of Third Parties	
APPROVAL		
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Introduction

The development of the Keolis Group, both in France and internationally, reflects our wish to share a culture of ethical behaviour and responsibility, expressed in our Anti-corruption Code of Conduct which each employee should be aware of and conform to.

Our conception of ethical business conduct must be observed by all Group Entities and their employees, in particular through the organisation of the function expressed in the Keolis Group Policy on the Compliance Function, but also shared by Third Parties (as defined in point 1.2 below) with whom we work or wish to work.

We expect our Third Parties, whether customers, suppliers and service providers or partners in JV or consortia, to act with integrity and abide by all the laws and regulations in force.

In accordance with the recommendations of international bodies and considering the legislation with which we must comply, notably in France (the so-called Sapin 2 Act), the United Kingdom and the United States, our own approach should be one of extreme vigilance, exercised in the three key phases of our relations with Third Parties as defined by this Procedure: assessment, contract conclusion and contract implementation.

Consequently, we ask employees who make commitments on behalf of their Entity through business relationships with Third Parties, to respect the rules set out by this Procedure, whose effective deployment aims to meet several goals:

- Guarantee that the Keolis Group complies with national and international standards and legislation;
- Guard against the risk of bribery and influence peddling inherent to relations with Third Parties;
- Protect Keolis and **its employees** from any illegal activities undertaken by a Third Party with which they are in a business relationship;
- Guarantee the uniformity and consistency of treatment of Third Parties in all the companies in the Group.

Through their actions, behaviour and where applicable, their decisions, every employee who entertains a relationship with a Third Party incurs their own liability and that of their Entity in the event that legal regulations and the rules of this Procedure are not observed.

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1. General provisions

1.1. Purpose of the Procedure

This Procedure replaces, with effect from 1 May 2020, (i) the Group Policy “Relations with Business Partners” and (ii) the Group Procedure “Business Partners”.

The employees and Entities of the Group are in relation with many Third Parties (customers, service providers, intermediaries, etc.) in a range of contexts, both in France and in all countries in which the Group operates.

Relations with Third Parties are crucial to ensure the satisfactory progress of business. However, every relation with a Third Party brings with it a certain number of risks connected with their profile, their ability to deliver the expected services (costs, timeframes and quality), but also risks relating to probity.

Thus, if they pay insufficient regard to the integrity of Third Parties with which they are in a relationship, Entities run the risk of finding themselves involved, either directly or indirectly, in breaches of ethical business conduct.

The risk, which also applies to employees, can be of a legal, commercial, financial and reputation-related nature.

Many anti-bribery regulations require the deployment of a Third Party assessment system to ensure that they offer appropriate guarantees in terms of integrity. Such is the case with the Foreign Corrupt Practice Act from the US, the UK Bribery Act or the French legislation arising from the Act of Parliament of 9 December 2016 (known as “Sapin 2”).

The aim is that all Keolis Group Entities implement a harmonised, reliable and consistent Third Party assessment process with deployment in two stages.

In the first stage, the purpose of this Procedure is to define the principles, the framework, the perimeter and the means through which Third Parties must be assessed in the parent companies GROUPE KEOLIS S.A.S. and Keolis S.A., hereafter, referred to in isolation or as a whole as “Keolis”. To the extent that this procedure applies in particular to cases sponsored by the Group Entities concerned by Group governance rules (CDE and CDIS), the said Entities must abide by it with respect to the cases in question.

In the second stage of implementation, the Procedure will be completed by Group Guidelines setting out the means by which Group Entities must introduce a similar Procedure on their own perimeter, including cases which are not subject to Group governance rules.

Judicial authorities may at any time demand proof that appropriate due diligence has been conducted. Inability to produce such proof may lead to heavy criminal penalties (substantial fines and/or imprisonment). for non-compliant individuals and legal entities.

1.2. Third Parties concerned by the Procedure

a. General Principles

The Procedure applies to all Third Parties with which Keolis is in a business relationship or is planning to enter into such a relationship.

The term “Third Parties” encompasses any external individual or entity with which Keolis entertains a relationship through a contract or a financial connection.

The Procedure thus relates to relations with public or private Third Parties, defined in Appendix 1, including but not limited to:

- Commercial intermediaries, (notably business consultants)
- Suppliers and service providers (services other than intellectual)
- Intellectual service providers
- Subcontractors
- Private and public sector clients
- Third parties and partners in particular in PPPs, JVs or Consortia
- Acquisition targets under the auspices of a merger or acquisition
- Entities or bodies receiving corporate patronage or sponsorship revenue

b. Specific indicators

In addition to factors relating to the geographical location, several items must be taken into consideration to determine the appropriate level of diligence.

These items vary according to the profile of the Third Party and must therefore be adapted to circumstances.

For the purposes of this Procedure, the following indicators should be considered:

- The business sector of the Third Party
- The nature and purpose of the relationship between Keolis and the Third Party
- The past history of the relationship between Keolis and the Third Party
- The level of commitment, in particular financial, of the Third Party and the length of the relationship
- Any relationships with public officials or politically exposed persons (hereafter also referred to as ‘PEP’) who, on an international level, are considered as exposed to “higher risks” of money laundering.

Indeed, any relationship with a public official presents a heightened risk of bribery or influence peddling, also with higher sanctions in the event of liability being incurred, both for firms and for individuals. It is therefore important to identify the links and interactions that the Third Party may have with public officials, both on a structural level (shareholders, senior executives, etc.) and in the execution of the service or more generally in its relationship with Keolis. The presence of PEPs within the Third Party or in its environment constitutes a risk factor that should be considered during the assessment process.

Two categories of people can be considered as PEPs:

- People who exercise, or who previously exercised up to a year ago, political, judicial or administrative responsibilities on behalf of a state or an international organisation, together with their family members (married or civil partner, children and parents).
- People closely associated with PEPs, in particular in a company or legal structure (trust) or through a close business relationship (commercial or economic).

Accordingly, any existing, past or possible link with a public administration entity / public official or a PEP must be considered carefully given the high exposure of this type of Third Party to corruption and their power of influence over the project or the contract.

1.3. Field of application of the Procedure

The Procedure applies to all employees of Keolis S.A. and GROUPE KEOLIS S.A.S, and in particular to all employees working on bids, developments, acquisition and partnership projects, operational staff and their line managers who supervise development activities and operations, liable to enter into or be in a business relationship or conduct operations with Third Parties.

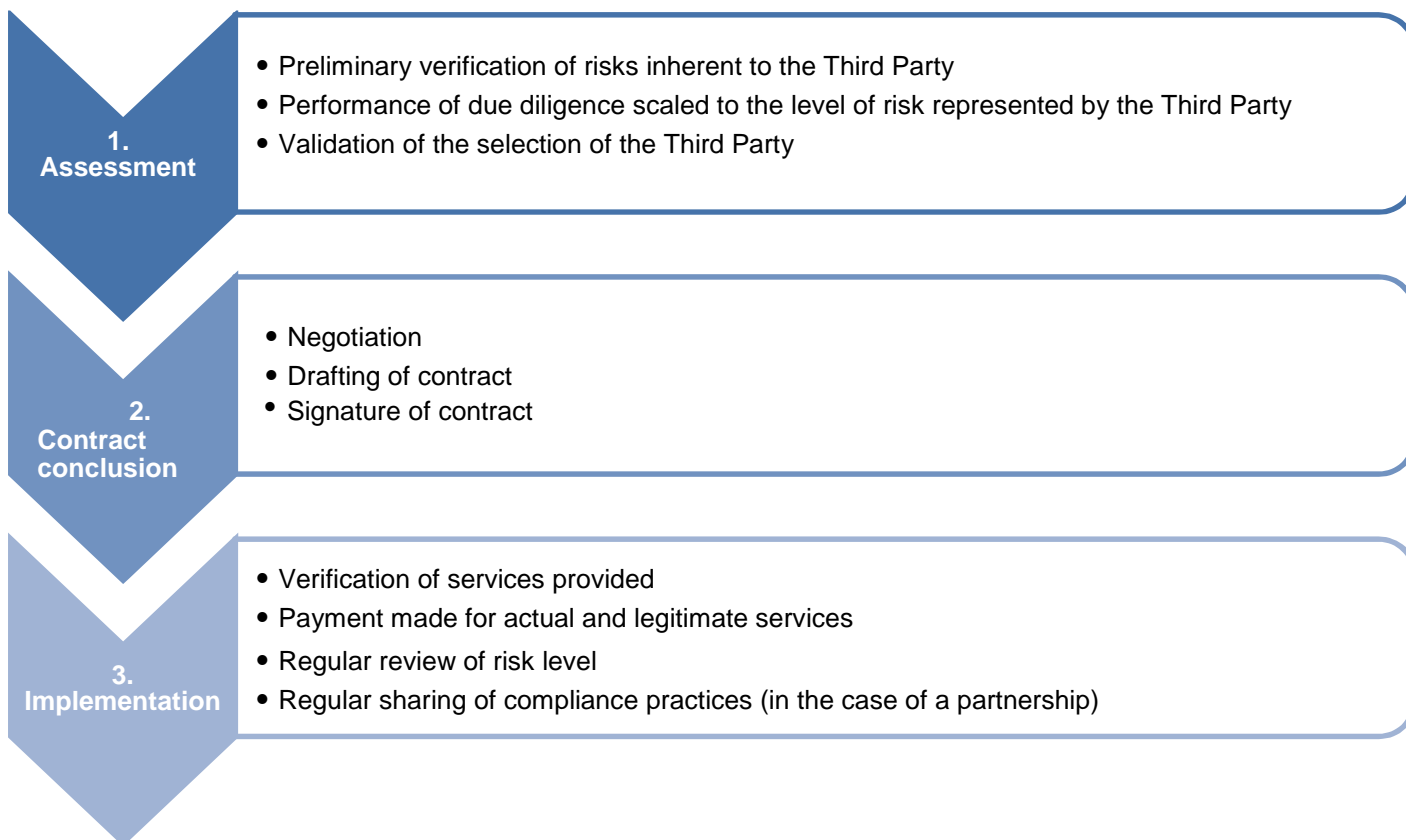
By extension, it is applicable to all the projects and operations relating to Group Governance (cases brought before the CDE and, where relevant, by the CDIS) and applies in this respect also to all the employees of Group Entities presenting such projects or operations.

Note: *This Procedure only describes the steps to be taken as part of anti-corruption and influence-peddling measures. It does not dispense employees from following all applicable internal Procedures, where relevant, according to the nature of the project (commitment procedure for development projects, Group Purchasing Procedure, Group Procedure on Intellectual Service spending, etc.)*

If an employee is in doubt with regard to the application of this Procedure, they are invited to address their query to the Group Compliance Officer.

1.4. The 3 phases of the relationship with Third Parties

The Procedure relates to the 3 phases of the relationship with the Third Parties:



This Procedure requires that all documents, from the assessment phase to that of contract conclusion and until the termination of the relationship are systematically retained for a period of 10 (ten) years following the end of the relationship so as to enable continuous or ex post controls to be conducted, in particular in the event of judicial inspections or investigations. The list of documents to be conserved can be found in Appendix 6.

1.5. Main players in the Procedure

“Operational Manager”: this is the person in contact with the Third Parties as part of their professional duties (for example: the IT project manager or a bid manager), whether it be in preliminary contact phase, selection phase, consultation phase or contract implementation phase.

They are active throughout the Procedure, in particular by:

- conducting the preliminary verification of any Third Party with which they may enter into a relationship
- collecting all useful information and documents during the internal due diligence phase
- contacting the Group Compliance Officer when necessary.

“Line manager or N+1”: this is the immediate superior of the Operational Manager who supervises development activities and operations.

“Employee”: this means any employee involved in relations with Third Parties, authorised to act at the request of the Line Manager or the Operational Manager in accordance with the Governance of the Group or the relevant Entity.

“Group Compliance Officer”: the employee appointed by the GROUPE KEOLIS S.A.S. Executive Chairperson to the position of Group Compliance Officer.

The Group Compliance Officer must be consulted on cases brought before the Commitments Committee (CDE) and the Investment and Strategy Committee (CDIS).

On these cases, they issue an opinion which is included in the papers presented to these Committees.

“Codir committee and Comex”: such committees at Group Keolis level.

2. Evaluation of Third Parties

2.1 General principles

The evaluation of any Third Party is based on an assessment of the risk that the Third Party represents and the investigations will be tailored to the estimated level of risk and in consideration of the preliminary verification which must be performed in all cases.

When entering into a relationship with a Third Party (new operation or renewal) the following process should therefore be followed:

1. Determine the estimated level of risk on the basis of the evaluation grid (2.2)
2. Carry out the preliminary verification by completing the internal assessment form (2.3)
3. Take the appropriate action in accordance with the level of risk evaluated.

In addition to the preliminary verification, three levels of verification are possible:

- **Level 1:** internal due diligence: "Request for contract information" form (2.4)
- **Level 2:** external due diligence contracted to an external service provider (2.5)
- **Level 3:** in-depth external due diligence contracted to an external service provider (2.6)

All due diligence must be completed **before any contractual relationship begins** with the Third Party.

2.2 Analysis of estimated level of risk

The level of due diligence to be performed is determined by an evaluation grid taking into account the type of Third Party and the country of the Third Party (2.2.1), together with any specific risk identified during due diligence (2.2.2.).

2.2.1 Risk level evaluation grid

The evaluation grid has been established according to the Group's corruption and influence peddling risk map and the "Procurement" risk map.

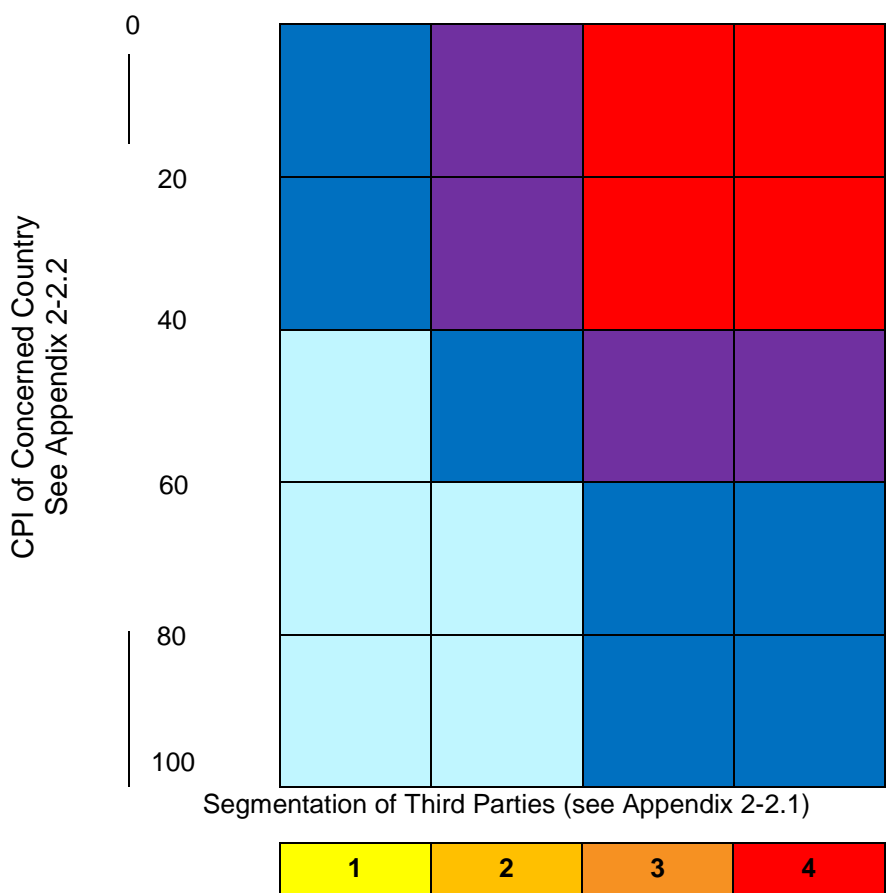
It enables users to determine by anticipation the level of diligence to perform by cross-referencing (i) the nature of the Third Party (Appendix 1 and 2) and (ii) the Country in which the operation in question is to be performed (Concerned country) (Appendix 2).

At each verification stage, the decision may be made to conduct, or order additional verifications, or to terminate the relationship.

The assessment must be made drawing on all relevant information relating to the potential risk concerning the Third Party under investigation.

Moreover:

- (i) if a Third Party is domiciled or operates in a country subject to sanctions or under the surveillance of the FATF (Financial Action Task Force), the Group Compliance Officer must be contacted, and Level 2 or Level 3 due diligence must be performed;
- (ii) any project in a country under embargo must be analysed before its implementation by the Group Compliance Officer and the Keolis Group Finance and Treasury Department in the light of the provisions of the Group’s various financing contracts.
These countries notably include Iran, Cuba, Belarus, Libya and Syria.



Light blue: low-risk: preliminary verification/internal assessment form (2.3)
 Dark blue: medium risk: internal due diligence (2.4)
 Purple: high risk: external due diligence (2.5)
 Red: very high risk: in-depth external due diligence (2.6)

2.2.2. Existence of red flags

In all events, whatever the result of the analysis of the evaluation grid, if the implementation of this Procedure reveals one or several red flags, the Operational Manager, the Line Manager or the Employee must immediately alert their N+1 and the Group Compliance Officer, to take a joint decision as to:

- the termination of all relations with the Third Party
- the performance of external due diligence (paragraph 2.5)
- the performance of in-depth external due diligence (paragraph 2.6), or
- the approval of the Third Party and the decision to move to contract conclusion phase with, where relevant, recommendations for specific contract clauses referring to compliance.

A red flag exists when the deployment of the Procedure reveals a possible risk of acts of corruption, influence-peddling, breach of business ethics or fraud.

A single red flag may be enough to “disqualify” a Third Party or to terminate their contract if the contract is already in progress.

Examples of red flags:

Reputation risk

- The Third Party has been involved in criminal or civil legal proceedings for actions that suggest unlawful or inappropriate conduct all that which is contrary to ethical practice.
- The Third Party has a poor business reputation.
- The Third Party refuses to comply with anti-corruption legislation and/or Keolis' ethics rules.
- The Third Party is the subject of allegations relating to integrity, such as a reputation for unlawful or inappropriate conduct or which is contrary to ethical practice.
- The Third Party has not implemented an adequate compliance programme or code of conduct or refuses to adopt one.
- Other firms have dismissed the Third Party for inappropriate conduct.

Relations with authorities

- The Third Party is personally related to a foreign public servant or government body.
- The Third Party previously worked in the government at a high level or in an agency relating to the work that they will be doing.
- The Third Party is a firm whose owner, main shareholder or executive director is a civil servant.
- The Third Party offers to organise private meetings with public servants.

Other unusual circumstances

- The Third Party does not have any experience or background in the product, service, field or industry.
- The Third Party does not have any offices or staff, or does not have the adequate facilities or people to perform the work.
- The Third Party awards tokens of hospitality (entertainment, dinners, travel) that are repetitive and/or disproportionate.
- The Third Party has an unusual corporate structure.
- The address of the Third Party's firm is a PO Box, a virtual office or a small private office.
- The Third Party has poor financial accounts.
- The Third Party has an unusual remuneration scheme.
- The Third Party asks for payment to be made to another business partner or to an intermediary.
- The Third Party demands to be paid in cash.
- The Third Party asks that payment be made in a territorial jurisdiction other than their country of registration and which is unconnected to the operation or the Entities involved in the transaction.
- The Third Party suggests using financial vehicle corporations or shell companies.
- The Third Party requests that a donation be made to a charity.
- The Third Party refuses to execute a written contract or asks to supply services without a written contract when such a contract is required.

- The Third Party refuses to disclose the identity of its beneficial owners, directors, senior executives or other representatives.
- The Third Party refuses to answer reasonable due diligence questions.

It should be noted that this list is only provided for indicative purposes, and that best judgement should be employed to identify any risk factors that may constitute one or several red flags.

2.3 Preliminary verification/internal assessment form

The preliminary verification should be conducted **on all Third Parties when entering into a relationship and on the renewal of a contract.**

For Third Parties presenting a low risk (light blue in the grid), this due diligence will be the only check to be made, unless it reveals a red flag requiring additional diligence to be performed.

For the Third Parties with which a contractual relationship is in progress at the date of publication of the Procedure, the verification must be conducted within an appropriate timeframe in consideration of the category of the Third Party and any risks identified. For commercial intermediaries and partners in JV and PPP, this verification must be completed by 31 December 2020 at the latest. For other Third Parties, this verification may be spread over three years, starting with those for which the remaining contract duration is the longest.

The way in which these verifications must take place will be determined with the Group Compliance Officer.

2.3.1 Completion of the internal assessment form

The internal assessment form (Appendix 3), is completed by the Operational Manager on entering into contact with the Third Party.

This form helps to establish:

- the legal existence of the Third Party by providing registration documentary proof.
- The geographical location of the Third Party and the place of provision of the service.
- The type of Third Party and their level of risk according to the Keolis Third Party segmentation.
- The reasons for entering into a relationship with the Third Party.
- The identity of the legal representative and/or director of the Third Party and its shareholders, if possible.
- The possibilities of any conflict of interest (personal or business ties with people or Entities in the Keolis Group).
- Possible contacts between the Third Party and public officials.
- Basic information on the compliance and environment of the Third Party.

2.3.2. Action following preliminary verification

Confirmation of low risk: the Operational Manager signs the internal assessment form and sends it to their N+1 who delivers an opinion on the selection of the Third Party:

- ✓ In the event of approval, the Operational Manager can move on to **phase 2, contract conclusion**
- ✓ in the event of a negative opinion, the Operational Manager and their N +1 discuss what further action to take by consulting the Group Compliance Officer.

If the preliminary verification reveals a medium to very high risk, the Operational Manager must perform the due diligence specified by this Procedure.

2.3.3. Storage and transmission of internal assessment forms

All the signed internal assessment forms must be sent electronically on a monthly basis to the Group Compliance Officer, for verification and filing.

The introduction of an electronic management system will, in due course, help to follow up the various due diligence in workflow mode and will remove the need for this transmission.

2.4 Medium risk: internal due diligence with Request for contract information form

2.4.1. Due diligence to be conducted

After completing the internal assessment form, the Operational Manager must:

- A/ Ask the Third Party to complete the questionnaire "Request for contract information" in Appendix 4 and collect the documents which must be appended to it.
- B/ Carry out checks to verify the accuracy of the information obtained and the authenticity of the documents received.

To do so, they must in particular:

- Conduct web searches using a search engine by combining the name of the Third Party alternately with the keywords "ethics", "corruption", "influence-peddling", "laundering", "fraud", "conflict of interest", if possible in the language of the country of registration, or failing this, in English. These searches aim to obtain further information on the Third Party and in particular any links they may have with public officials or relating to any involvement they may have had in court cases.
- Ensure they consult at least the 10 first results of the web search and save them by recording screen grabs.
- Ask the Group Compliance Officer to conduct a search on the database(s) to which they may have access to identify whether the Third Party, its main executives, its shareholders or beneficial owners are registered on international sanction lists or identified as politically exposed persons. To this end, the Operational Manager must send the Group Compliance Officer a search request containing the information indicated in Appendix 5.

If, during this phase, the Operational Manager is to be in contact with the Third Party, meet them, visit them in their offices or meet their staff, they will produce a written report in which they will list all the information provided to them on these occasions.

2.4.2. Decision process in the event of medium risk

Having finalised their verifications, the Operational Manager sends their N+1 and the Group Compliance Officer the completed internal assessment form and the "Request for contract information" form with a view to approving the selection of the Third Party, if the diligence performed confirms that the medium risk level is under control in consideration of the information collected.

The decision to move on to the contract conclusion phase is taken by the N+1 once they have received the opinion of the Group Compliance Officer.

2.5 High risk: external due diligence

External due diligence is performed:

- if the Third Party has been defined as presenting a high risk on the evaluation grid (2.2)
- if the internal due diligence of a Third Party presenting a risk judged to be low or medium at the beginning of the Procedure is unsatisfactory and it has not been decided to terminate the relationship.

2.5.1. Performance of due diligence

External due diligence is performed under the supervision of the Group Compliance Officer by an approved external service provider.

If this has not already been done, the Operational Manager must get the Third Party to complete the “**Request for contract information**” questionnaire, collect the documents that must be appended to it and check their validity.

The costs associated with the performance of external due diligence are covered by the Department in contact with the Third Party and allotted to the budget of the relevant project.

The time required to conduct this due diligence (generally around 20 days) must be factored into the casework schedule by the Operational Manager.

2.5.2. Decision making process

In the light of the results of the external due diligence, the decision is taken by the Director (Codir committee or Comex member) concerned, having received the opinion of the Group Compliance Officer.

This decision may consist of:

- terminating the relationship with the Third Party;
- ordering in-depth external due diligence;
- selecting the Third Party and moving on to contract conclusion phase with, where relevant, recommendations for specific contract clauses referring to compliance.

If a difference of opinion exists between the Director and the Group Compliance Officer, the case is submitted for a decision to the Chair of the Group Ethics and Compliance Committee who may refer to the Chairman of the Executive Board.

2.6 Very high risk: in-depth due diligence/probity investigation

In-depth external due diligence must be performed if the Third Party has been judged as presenting a very high risk on the evaluation grid (2.2.1).

It must also be performed following internal and external due diligence stages described in paragraphs 2.2, 2.3, 2.4 and 2.5 if these phases conclude that there is a very high risk.

If this has not already been done, the Operational Manager must get the Third Party to complete the “Request for contract information” questionnaire, collect the documents that must be appended to it and check their validity.

The probity investigation is conducted under the supervision of the Group Compliance Officer by a specialist and listed service provider and should enable the situation of the Third Party to be studied in depth.

The costs associated with the performance of external due diligence are covered by the Department in contact with the Third Party and allotted to the budget of the relevant project.

The time required to conduct this due diligence must be factored into the casework schedule by the Operational Manager.

A member of the Group Legal Affairs, Compliance and Insurance Division may be required to give an opinion on the findings of the investigation and to work on the case by recommending ad hoc contract clauses for the prevention of any risks.

The decision to continue a relationship with any Third Party presenting a very high risk must in all events be taken, following an opinion from the Group Compliance Officer, by:

- the CDE for cases relating to this body, or
- the Director, member of the Comex, concerned by the Project.

3. Provisions specific to certain cases

3.1 Cases brought before the CDE and the CDIS

The Group Compliance Officer must ensure that all cases and projects brought before the CDE and, where applicable, the CDIS, are compliant. All CDE/CDIS cases must have been reviewed by and include the opinion of the Group Compliance Officer.

3.2 Contracts with commercial intermediaries

All contracts with commercial intermediaries (individuals or entities) concluded by the companies Keolis S.A. or GROUPE KEOLIS S.A.S. must be reviewed and approved by the Group Legal Affairs, Compliance and Insurance Division.

In addition, a copy of the signed contracts must be sent to the Group Legal Affairs, Compliance and Insurance Division.

3.3 Acquisitions, mergers and minority investments

The due diligence to be conducted in the event of business acquisitions, mergers or minority investments, whatever the legal mechanism, is subject to a specific procedure jointly determined by the Group Compliance Officer and the Group M&A Division.

The Group Compliance Officer is associated with every phase of the Procedure.

The provisions of point 3.1 above are applicable.

3.4 Partnerships (Joint-Ventures/Public-Private Partnerships)

The creation of the function of Compliance Officer in the JV must be addressed in the shareholder agreement.

The operational solution will depend on the context: activities operated, country of establishment of the JV, nature of the partnership, majority or minority shareholding, profile of the partner, etc.

The job of Compliance Officer could be given to an employee recruited for this purpose by the JV, to the Compliance Officer of the international region to which this JV is attached, or to an external provider if local legislation so allows.

During the tender period, and for cases involving the Group CDE/CDIS, questions relating to the project's compliance will be submitted to the Group Compliance Officer, who could suggest the setting up of an ad hoc organisation depending on the location and the nature of the project in liaison with the Compliance Supervision Officer of the BU concerned and, where relevant, the Compliance Officer of the International Region / French Regional Division.

If a Compliance Officer were to be appointed during this period for the project, this designation would be submitted for the approval of the CDE/CDIS by the Group Compliance Officer.

4. Contract conclusion

A contract must be drawn up and signed in order to formalise the business relationship.

Certain contract templates are available and must be adapted according to the context and the findings of the verification process with support from the local legal adviser or the Group Legal Affairs, Compliance and Insurance Division.

As indicated in point 3.2 above, all contracts with commercial intermediaries (individuals or entities) concluded by the companies Keolis S.A. or GROUPE KEOLIS S.A.S. must be reviewed and approved by the Group Legal Affairs, Compliance and Insurance Division.

The contract must be precise in its purpose, contain specific clauses and specify how it will be managed in practice so as to verify its execution.

Example: For business intermediaries, the contractor will be asked to provide, at a frequency defined in the contract depending on the type and scale of operations, written proof of the work completed (in the form of written progress reports, a final report, study reports, minutes from meetings, etc.).

The Group Legal Affairs, Compliance and Insurance Division must be consulted if a request is made to include a success fee clause.

Main provisions to be included in the contract:

- Independence of the Third Party
- Nature of services, deliverables
- Verification of completion of services
- Defined and balanced payment conditions
- Specified means of payment
- Identification of the bank account to which payments will be made
- Any use of subcontractors by the Third Party must be written down in a contract and the Partner must ensure that these Third Parties abide by the principles laid down in this Procedure.
- The limitation of the contract's duration by avoiding the use of automatic renewal clauses,
- Anti-corruption and influence-peddling clauses, provisions relating to anti-money laundering and the prevention of terrorism (these clauses are available from the Legal Affairs, Compliance and Insurance Division)
- A statement by the Partner confirming that they have read and understood Keolis' compliance policy
- Authorisation to carry out an audit of the Third Party,
- Possibility of terminating the contract with immediate effect in the event of unlawful behaviour or the refusal to cooperate with an audit.

5. Implementation

The main purpose of the implementation stage, which should respect the principle of segregation of duties, is to ensure that the contract is being properly executed and to keep the Third Party's profile up to date. Implementation is the task of the Operational Manager.

The Operational Manager must give their agreement on the basis of duly delivered services in order for the payment to the Third Party to be approved. Proof of services or delivery must be requested for intermediaries, suppliers and subcontractors.

The following points should be verified:

- The assignment is carried out correctly and completed before paying the remuneration stated in the contract and reimbursing any expenses,
- The contract milestones have been met,
- There is nothing to suggest or suspect that the Third Party has broken or plans to break any anti-corruption laws or breach Keolis's Guide for Ethical Business Conduct.

The following steps should be taken:

- Requests for payment should be reviewed and approved,
- Unusual or excessive expenditure should be scrutinised,
- Risk assessments should be regularly renewed or updated.
For Third Parties whose risk level was evaluated at 3 or 4 at the beginning of the relationship, the Group Compliance Officer should be consulted once a year on the anniversary date of the contract to update the risk assessment.
- Items relating to operations carried out should be kept and archived,
- Third parties should submit periodic or annual statements of compliance if specified in the contract.

The Group Legal Affairs, Compliance and Insurance Division or the Group Compliance Officer should be immediately notified in the event of:

- doubt as to compliance with contract milestones and/or proof of services provided,
- the existence of unusual, excessive or non-contract specified expenditure,
- dubious payments or promises of payment by the Third Party, unlawful or questionable donations, or the emergence of a red flag,
- the revelation of new information on the Third Party.

A decision as to the continuation of the relationship with the Third Party will then be made jointly between the Group Legal Affairs, Compliance and Insurance Division, the Group Compliance Officer and the Director (Codir committee or Comex member) concerned.

6. Data storage/personal data protection

All information relating to the verification of the Third Parties (assessment form, questionnaire, due diligence reports, etc.) must be processed and filed away confidentially with very restricted access, for the duration of the contractual relationship and during the 10 years following its expiry. It must then be archived but be easy to retrieve.

If it is decided not to enter into a contract, the data relating to due diligence will be also stored for 10 years, then archived according to the same conditions.

The data relating to due diligence performed must be available to be presented in full to the Group Compliance Officer, to the Internal Audit and Control Department or any other approved authority.

Documents shall be conserved by project teams, with the exception of due diligence audits conducted directly by the Group Compliance Officer and those which they have outsourced, in which case the Group Compliance Officer shall conserve them.

7. Circulation

The Procedure must be circulated by line managers to all Group employees who may be likely to engage in this type of operation. This document is part of the Keolis Group compliance programme. It is also available in the Konformité community in KeoSphere.

APPENDICES

- ⊙ APPENDIX 1: DEFINITION OF THIRD PARTIES
- ⊙ APPENDIX 2: ANALYSIS CRITERIA
- ⊙ APPENDIX 3: INTERNAL ASSESSMENT FORM
- ⊙ APPENDIX 4: REQUEST FOR CONTRACT INFORMATION
- ⊙ APPENDIX 5: INTERNAL PROCESS TO VERIFY THE PRESENCE OF THE THIRD PARTY ON INTERNATIONAL SANCTION LISTS
- ⊙ APPENDIX 6: LIST OF DOCUMENTS TO BE RETAINED

Appendix 1 – Definition of Third Parties

Third Party	Definition
Commercial intermediaries	<p>Any individual or entity that:</p> <ul style="list-style-type: none"> - sells or takes part in selling Keolis’s services - introduces potential clients to Keolis - accompanies Keolis in the sale of Keolis services to potential or existing clients <p>Ex: agents, business consultants, representatives, lobbyists, business finders, etc.</p>
Suppliers and service providers	Any entity which supplies goods or services other than intellectual services and which does not belong to any other specific category described in this document.
Subcontractors	Any entity which carries out the work as requested by Keolis on its behalf and under its control.
Financial institutions	External Third Parties subject to national and international financial legislation and providing financial services to Keolis or involved in a project.
Entity or organisation benefiting from corporate patronage or sponsorship	Any individual or entity which receives material or financial support from Keolis or involved in the process: charity, association, event management agency, etc.
Clients	Any public or private sector entity which benefits from Keolis’s services.
Third parties and partners in PPP, JV or consortia	Any entity with which Keolis has concluded an agreement through which the parties wish to offer services jointly through (1) a new entity with separate assets by financing the equity, sharing the control, income, expenditure and assets of the newly created company, or (2) a public-private partnership.
M&A targets	Any entity that Keolis aims to incorporate within its business perimeter through a partial or total buyout of its business or a majority investment.
Minority investment	Minority investment by Keolis in an entity.
Intellectual service providers	<p>Services covered by the Group Procedure for the Authorisation of Intellectual Service Expenditure.</p> <p>Any individual or entity likely to interact on behalf of Keolis or with Keolis as part of its business activities, in contact, where relevant, with clients and public officials.</p> <p>Examples: solicitors, legal and tax advisors, brokers, technical consultants, freight forwarders, debt collectors, obligation and certification bodies, etc.</p>

Appendix 2 – Analysis criteria

The evaluation grid (see chapter 2 “Assessment of Third Parties”) is founded on two analysis criteria:

- the type of Third Party in view of the segmentation of Keolis Third Parties
- The CPI (Transparency International Corruption Perceptions Index) of the country in which the business relationship is to exist.

2.1. Segmentation of Third Parties

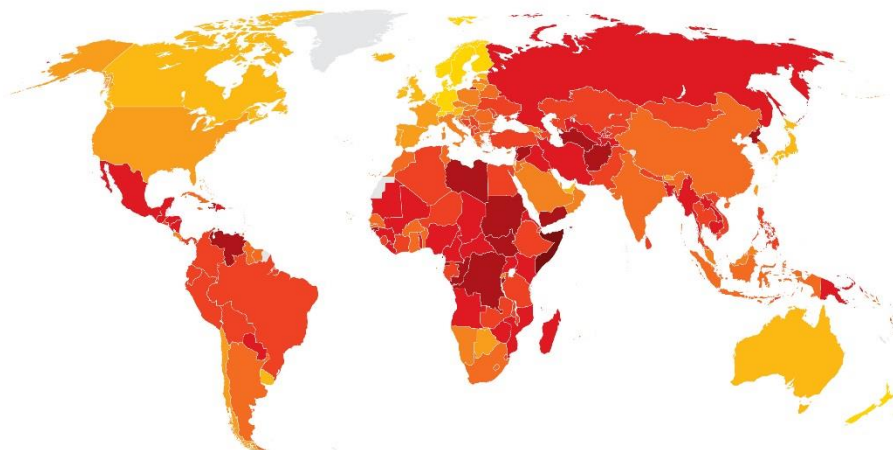
1	2	3	4
<ul style="list-style-type: none"> • Private sector clients • Public sector clients • Suppliers of goods and services excluding categories covered by 2 • Intellectual services between €50K and €100K excl. VAT per year excluding <ul style="list-style-type: none"> - commercial intermediaries, business finders and commercial agents - freight forwarders, debt collection, homologation or certification agents • Entities or bodies receiving corporate patronage or sponsorship revenue 	<ul style="list-style-type: none"> • Public passenger transport subcontractors • Suppliers of goods and services in CSR/ethical at-risk purchasing categories: rolling stock, replacement parts, real estate and land, energy and fluids, tyres, telecoms and IT • Other suppliers of goods and services generating more than €100K euros excl. VAT per year • Intellectual services of more than €100K excl. VAT per year excluding commercial intermediaries, business finders and commercial agents • Freight forwarders, debt collection, homologation or certification agents 	<ul style="list-style-type: none"> • Commercial intermediaries, business finders and commercial agents 	<ul style="list-style-type: none"> • Associates and partners in PPPs or JVs • Third parties connected with a PEP

2.2 Transparency International CPI (January 2019)

The following list is taken from information published annually by Transparency International (TI): <https://www.transparency.org/cpi2019>

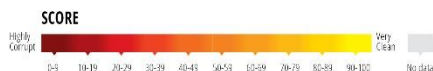


CORRUPTION PERCEPTIONS INDEX 2019



The perceived levels of public sector corruption in 180 countries/territories around the world.

SCORE	COUNTRY/TERRITORY	RANK	SCORE	COUNTRY/TERRITORY	RANK	SCORE	COUNTRY/TERRITORY	RANK	SCORE	COUNTRY/TERRITORY	RANK	SCORE	COUNTRY/TERRITORY	RANK
87	Denmark	1	67	Chile	26	53	Italy	51	42	Solomon Islands	77	36	Thailand	101
87	New Zealand	1	66	Seychelles	27	53	Malaysia	51	41	Benin	80	35	Albania	106
86	Finland	3	65	Taiwan	28	53	Rwanda	51	41	China	80	35	Algeria	106
85	Singapore	4	64	Bahamas	29	53	Saudi Arabia	51	41	Ghana	80	35	Brazil	106
85	Sweden	4	62	Barbados	30	52	Mauritius	56	41	India	80	35	Cote d'Ivoire	106
85	Switzerland	4	62	Portugal	30	52	Namibia	56	41	Morocco	80	35	Egypt	106
84	Norway	7	62	Qatar	30	52	Oman	56	40	Burkina Faso	85	35	North Macedonia	106
82	Netherlands	8	61	Spain	30	50	Slovakia	59	40	Guyana	85	35	Mongolia	106
80	Germany	9	60	Botswana	34	48	Cuba	60	40	Indonesia	85	34	El Salvador	113
80	Luxembourg	9	60	Brunei Darussalam	35	48	Greece	60	40	Kuwait	85	34	Kazakhstan	113
78	Iceland	11	60	Israel	35	48	Jordan	60	40	Lesotho	85	34	Nepal	113
77	Australia	12	60	Lithuania	35	47	Croatia	63	40	Trinidad and Tobago	85	34	Philippines	113
77	Austria	12	60	Slovenia	35	46	Sao Tome and Principe	64	39	Serbia	91	34	Eswatini	113
77	Canada	12	59	Korea, South	39	46	Vanuatu	64	39	Turkey	91	33	Zambia	113
77	United Kingdom	12	59	Saint Vincent and the Grenadines	39	45	Argentina	66	38	Ecuador	93	33	Sierra Leone	119
76	Hong Kong	16	58	Cabo Verde	41	45	Belarus	66	38	Sri Lanka	93	32	Moldova	120
75	Belgium	17	58	Cyprus	41	45	Montenegro	66	38	Timor-Leste	93	32	Niger	120
74	Estonia	18	58	Poland	41	45	Senegal	66	37	Colombia	96	32	Pakistan	120
74	Ireland	18	58	Poland	41	44	Hungary	70	37	Ethiopia	96	31	Bolivia	123
73	Japan	20	56	Costa Rica	44	44	Romania	70	37	Gambia	96	31	Gabon	123
71	United Arab Emirates	21	56	Georgia	44	44	South Africa	70	37	Tanzania	96	30	Malawi	123
69	France	23	55	Latvia	44	44	Suriname	70	37	Vietnam	96	30	Azerbaijan	126
69	United States of America	23	55	Dominica	48	43	Bulgaria	74	36	Bosnia and Herzegovina	101	30	Djibouti	126
68	Bhutan	25	53	Malta	50	43	Jamaica	74	36	Kosovo	101	30	Kyrgyzstan	126
				Grenada	51	42	Tunisia	74	36	Panama	101	29	Ukraine	126
						42	Armenia	77	36	Peru	101	29	Guinea	130
							Bahrain	77	36			29	Laos	130
												29	Tajikistan	153
												29	Maldives	130
												29	Mali	130
												29	Mexico	130
												29	Myanmar	130
												29	Togo	130
												28	Nicaragua	161
												28	Dominican Republic	137
												28	Chad	162
												28	Kenya	137
												28	Lebanon	137
												28	Liberia	137
												28	Mauritania	137
												28	Papua New Guinea	137
												28	Turkmenistan	165
												28	Democratic Republic of the Congo	168
												28	Paraguay	137
												28	Russia	137
												28	Uganda	137
												28	Haiti	168
												28	Libya	168
												26	Guinea Bissau	168
												26	Angola	146
												26	Bangladesh	146
												26	Korea, North	172
												26	Afghanistan	173
												26	Guatemala	146
												26	Honduras	146
												26	Equatorial Guinea	173
												26	Iran	146
												26	Sudan	173
												26	Venezuela	173
												26	Yemen	177
												26	Cameroon	153
												25	Nigeria	146
												25	Central African Republic	153
												25	Syria	178
												25	South Sudan	179
												25	Comoros	153
												25	Somalia	180



#cpi2019
www.transparency.org/cpi

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Alphabetical list

Country	CPI Score 2018	Rank
Afghanistan	16	172
Albania	36	99
Algeria	35	105
Angola	19	165
Argentina	40	85
Armenia	35	105
Australia	77	13
Austria	76	14
Azerbaijan	25	152
Bahamas	65	29
Bahrain	36	99
Bangladesh	26	149
Barbados	68	25
Belarus	44	70
Belgium	75	17
Benin	40	85
Bhutan	68	25
Bolivia	29	132
Bosnia and Herzegovina	38	89
Botswana	61	34
Brazil	35	105
Brunei Darussalam	63	31
Bulgaria	42	77
Burkina Faso	41	78
Burundi	17	170
Cabo Verde	57	45
Cambodia	20	161
Cameroon	25	152
Canada	81	9
Central African Republic	26	149
Chad	19	165
Chile	67	27
China	39	87
Colombia	36	99
Comoros	27	144
Congo	19	165
Costa Rica	56	48
Cote d'Ivoire	35	105
Croatia	48	60
Cuba	47	61
Cyprus	59	38
Czech Republic	59	38
Democratic Republic of the Congo	20	161
Denmark	88	1
Djibouti	31	124
Dominica	57	45
Dominican Republic	30	129
Ecuador	34	114
Egypt	35	105
El Salvador	35	105
Equatorial Guinea	16	172
Eritrea	24	157
Estonia	73	18
Ethiopia	34	114
Finland	85	3
France	72	21
Gabon	31	124
Gambia	37	93
Georgia	58	41
Germany	80	11

Country	CPI Score 2018	Rank
Ghana	41	78
Greece	45	67
Grenada	52	53
Guatemala	27	144
Guinea	28	138
Guinea Bissau	16	172
Guyana	37	93
Haiti	20	161
Honduras	29	132
Hong Kong	76	14
Hungary	46	64
Iceland	76	14
India	41	78
Indonesia	38	89
Iran	28	138
Iraq	18	168
Ireland	73	18
Israel	61	34
Italy	52	53
Jamaica	44	70
Japan	73	18
Jordan	49	58
Kazakhstan	31	124
Kenya	27	144
Korea, North	14	176
Korea, South	57	45
Kosovo	37	93
Kuwait	41	78
Kyrgyzstan	29	132
Laos	29	132
Latvia	58	41
Lebanon	28	138
Lesotho	41	78
Liberia	32	120
Libya	17	170
Lithuania	59	38
Luxembourg	81	9
Macedonia	37	93
Madagascar	25	152
Malawi	32	120
Malaysia	47	61
Maldives	31	124
Mali	32	120
Malta	54	51
Mauritania	27	144
Mauritius	51	56
Mexico	28	138
Moldova	33	117
Mongolia	37	93
Montenegro	45	67
Morocco	43	73
Mozambique	23	158
Myanmar	29	132
Namibia	53	52
Nepal	31	124
Netherlands	82	8
New Zealand	87	2
Nicaragua	25	152
Niger	34	114
Nigeria	27	144

Country	CPI Score 2018	Rank
Norway	84	7
Oman	52	53
Pakistan	33	117
Panama	37	93
Papua New Guinea	28	138
Paraguay	29	132
Peru	35	105
Philippines	36	99
Poland	60	36
Portugal	64	30
Qatar	62	33
Romania	47	61
Russia	28	138
Rwanda	56	48
Saint Lucia	55	50
Saint Vincent and the Grenadines	58	41
Sao Tome and Principe	46	64
Saudi Arabia	49	58
Senegal	45	67
Serbia	39	87
Seychelles	66	28
Sierra Leone	30	129
Singapore	85	3
Slovakia	50	57
Slovenia	60	36
Solomon Islands	44	70
Somalia	10	180
South Africa	43	73
South Sudan	13	178
Spain	58	41
Sri Lanka	38	89
Sudan	16	172
Suriname	43	73
Swaziland	38	89
Sweden	85	3
Switzerland	85	3
Syria	13	178
Taiwan	63	31
Tajikistan	25	152
Tanzania	36	99
Thailand	36	99
Timor-Leste	35	105
Togo	30	129
Trinidad and Tobago	41	78
Tunisia	43	73
Turkey	41	78
Turkmenistan	20	161
Uganda	26	149
Ukraine	32	120
United Arab Emirates	70	23
United Kingdom	80	11
United States of America	71	22
Uruguay	70	23
Uzbekistan	23	158
Vanuatu	46	64
Venezuela	18	168
Vietnam	33	117
Yemen	14	176
Zambia	35	105
Zimbabwe	22	160

Appendix 3 – Internal Assessment form

	Procedure for the Assessment and Management of Relations with Third Parties Appendix 3 – Internal Assessment Form Document to be completed and kept in the file
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NAME AND POSITION OF PROJECT SPONSOR	
---	--

<p>1. NAME AND ADDRESS OF THE THIRD PARTY (HEAD OFFICE AND REGISTRATION NUMBER IF A LEGAL ENTITY)</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>2. IF LEGAL ENTITY, PROVIDE THE NAME, ADDRESS AND DATE OF BIRTH OF THE LEGAL REPRESENTATIVE.</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>3. COUNTRY OF ESTABLISHMENT OF THE THIRD PARTY AND OF THE PLACE OF DELIVERY OF THE SERVICES AND TRANSPARENCY INTERNATIONAL CORRUPTION PERCEPTIONS INDEX (SEE APPENDIX 2.2 OF THE PROCEDURE OR THE FOLLOWING LINK http://www.transparency.org/country)</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>4. IF THE SHAREHOLDERS OF THE LEGAL ENTITY THIRD PARTY ARE KNOWN, PROVIDE THEIR NAMES AND/OR COMPANY REGISTRATION NUMBERS.</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>5. IS THE THIRD PARTY DOMICILED OR DOES IT OPERATE IN COUNTRIES SUBJECT TO SANCTIONS OR SURVEILLANCE BY THE FATF (FINANCIAL ACTION TASK FORCE)? YOU CAN REFER TO THE FOLLOWING LINK https://www.tresor.economie.gouv.fr/services-aux-entreprises/sanctions-economiques)</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>If yes, please contact the Group Compliance Officer.</p>

6. TYPE OF THIRD PARTY ACCORDING TO KEOLIS SEGMENTATION (SEE APPENDIX 2.1 OF THE PROCEDURE)

.....
.....
.....
.....

7. PRELIMINARY VERIFICATION OF RISK LEVEL IN THE LIGHT OF THE PROCEDURE

- **Low-risk:** complete this form to prove or disprove the low risk
- **Medium risk:** complete this form and ask the Third Party to complete the Request for contract information questionnaire
- **High-risk:** complete this form and contact the Group Compliance Officer
- **Very high-risk:** complete this form and contact the Group Compliance Officer

8. EXPLAIN WHY YOU ARE USING A THIRD PARTY

.....
.....
.....
.....

9. GIVE THE REASONS WHY YOU WISH TO WORK WITH THIS THIRD PARTY. HAS A COMPETITION / TENDER BEEN HELD?

.....
.....
.....
.....

10. HAVE YOU IDENTIFIED A CONFLICT OF INTEREST RELATING TO YOURSELF OR ANOTHER KEOLIS EMPLOYEE?

.....
.....
.....
.....

If so, contact your line management or the Group Compliance Officer.

11. IS THE THIRD PARTY KNOWN FOR ANY CASES OF CORRUPTION OR INFLUENCE-PEDDLING? IF SO, PLEASE SPECIFY.

.....
.....
.....
.....

12. DOES THE THIRD PARTY ENTERTAIN ANY LINKS WITH PUBLIC OFFICIALS? IF SO, PLEASE SPECIFY.

.....

.....

.....

.....

13. HAVE YOU IDENTIFIED ANY RED FLAGS (SEE EXAMPLES IN THE PROCEDURE)? IF SO, PLEASE SPECIFY.

.....

.....

.....

14. DOES THE AMOUNT OF PAYMENT TO BE MADE FOR THE PLANNED SERVICES FALL WITHIN THE BOUNDARIES OF STANDARD INDUSTRY PRACTICE? IF NOT, PLEASE STATE WHY NOT.

.....

.....

.....

.....

TO BE COMPLETED BY THE PROJECT SPONSOR

Having conducted the preliminary verification, our assessment is as follows:

- **A confirmed low risk**
 - Submit to Decision-maker for validation on the following page

- **Medium risk**
 - 1. Ask the Third Party to complete the Request for Contract Information
 - 2. Carry out the necessary checks (see Group Procedure article 2.4.1)
 - 3. Obtain the opinion of the Group Compliance Officer (see Group Procedure article 2.4.1)
 - 4. Submit to Line Manager for validation on the following page

- **High risk**
 - Contact the Group Compliance Officer

- **Very high risk**
 - Contact the Group Compliance Officer

Date :

Signature :

TO BE COMPLETED BY THE LINE MANAGER

NAME AND POSITION	
--------------------------	--

Low Risk	Medium, High, Very High Risk
<p>Having read the internal assessment form, the Line Manager decides the following:</p> <p><input type="checkbox"/> Third Party selection approved</p> <p>➤ <i>Authorisation for negotiation and contract conclusion process</i></p> <p><input type="checkbox"/> Negative opinion (the project sponsor and the Line Manager decide together what further action to take)</p> <p>Date:</p> <p>Signature:</p>	<p>Opinion of Group Compliance Officer:</p> <p><input type="checkbox"/> Objection</p> <p><input type="checkbox"/> No objection</p> <p>Date:</p> <p>Following the opinion of the Group Compliance Officer and having read the case contents (internal assessment form, Request for contract information, findings of internal due diligence), the Line Manager decides the following:</p> <p><input type="checkbox"/> Third Party selection approved</p> <p>➤ <i>Authorisation for negotiation and contract conclusion process</i></p> <p><input type="checkbox"/> Third Party definitively rejected</p> <p>Possibly conduct additional external due diligence in liaison with Group Compliance Officer</p> <p>Date:</p> <p>Signature:</p> <p>-----</p>

	<p>Final decision of Line Manager following analysis of the findings of external due diligence report and opinion of Group Compliance Officer:</p> <p><input type="checkbox"/> Third Party selection approved</p> <p> ➤ <i>Authorisation for negotiation and contract conclusion process</i></p> <p><input type="checkbox"/> Third party definitively rejected</p> <p><i>Observations (optional):</i></p> <p>Date:</p> <p>Signature:</p>
--	---

Appendix 4 – Request for contract information



Your organisation is considering the opportunity of entering into a business relationship with an Entity of the Keolis Group (please state Entity):

Please take note that the Keolis Group is bound by the requirements set out by the article 17 of French Parliamentary Act n° 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life dealing with the fight against bribery and influence peddling.

In this regard, the Entities of the Keolis Group are required to conduct an assessment of the Third Parties in which they enter into relations, in the light of (i) legal provisions in force, both in France and abroad in the anti-corruption field, and (ii) the provisions of the Keolis Group Anti-Corruption Code of Conduct¹.

We would therefore be grateful if you could complete this questionnaire and return it to your contact at Keolis. It will be treated in the strictest confidence.

HOW TO ANSWER THIS QUESTIONNAIRE

This questionnaire must be completed and signed by the legal representative of the Third Party.

The questions are designed to cover the widest possible range of situations. If a question does not appear appropriate, simply enter “not applicable” or “N/A”. This questionnaire cannot be interpreted as constituting the promise of a contract, an offer, an acceptance or the expression of intent to enter into contracts with your company.

If you subsequently sign a contract with Keolis, some of the information provided in this questionnaire may be used in the contract’s terms and conditions.

¹ The Keolis Group anti-corruption code of conduct can be downloaded on the corporate website at https://www.keolis.com/sites/default/files/atoms/files/keolis_code_conduite_prevention_corruption.pdf

1. INFORMATION ABOUT THE ENTITY UNDER CONSIDERATION

Name of the Entity

.....
.....
.....

Legal form of the Entity

.....
.....

If it is a subsidiary, name and country of domicile of the parent company

.....
.....
.....

Business activity of the Entity

.....
.....
.....

Registration number (e.g. company registration number, professional permit number, etc.)

.....
.....
.....

Address of registered office

.....
.....
.....

Website

.....

Telephone

.....

Countries in which the Entity mainly operates

.....
.....
.....

Does your company operate either directly or indirectly in one or several countries under embargo, and notably in one of the following countries: Iran, Syria, Sudan, North Korea, Cuba?

.....
.....
.....
.....

2. MANAGEMENT AND SHAREHOLDERS**For each member of management committee²**

Last name:

First name:

Nationality:

Date of birth:

Position in the company:

Shareholder in the company:

 No If Yes, % of capital held**For each shareholder (individual)**

Last name:

First name:

Nationality:

Date of birth:

Percentage shareholding:

Profession or position in the company:

For each shareholder (legal entity)

Name of Entity:

Activity:

Country:

Percentage Shareholding:

² The management committee is the formal body which manages the operations of the company. By default, this will be the Chief Executive Officer, the Managing Director or Directors, the General Secretary and/or the Administrative Director and/or the Chief Financial Officer.

3. ADDITIONAL INFORMATION

3.1 DETAILS OF BANK ACCOUNT TO WHICH PAYMENTS ARE TO BE MADE:

Bank:

Address:

Country³:

3.2 DO YOU CONFIRM THAT IN THIS PROJECT⁴, THE ENTITY WILL WORK ALONE, SPECIFICALLY: IT WILL NOT USE THE SERVICES OF A SUBCONTRACTOR?

- Yes
- No: please give further details

.....

.....

3.3 HAS THE ENTITY ALREADY WORKED FOR ONE OF THE GROUP ENTITIES AS A SERVICE PROVIDER, SUPPLIER OR CONSULTANT?

- No
- Yes: please give further details

.....

.....

3.4 WHAT EXPERIENCE DOES THE ENTITY HAVE IN THE PROJECT'S SUBJECT MATTER?

.....

.....

.....

3.5 IS THE ENTITY PART OF A NATIONAL OR INTERNATIONAL NETWORK?

- No
- Yes: please give further details

.....

.....

3.6 IS THE ENTITY A MEMBER OF ANY PROFESSIONAL ORGANISATIONS?

- No
- Yes: please give further details

.....

.....

.....

³ The bank must be domiciled in the country in which the services are delivered or in that in which the company is domiciled or owns its main establishment

⁴ In this document, the term 'Project' refers to that mentioned in the letter accompanying this questionnaire.

4. ETHICS AND COMPLIANCE**4.1 DOES THE ENTITY HAVE AN INTERNAL CODE OF CONDUCT (OR A PROGRAMME) OF BUSINESS ETHICS AND COMPLIANCE AND/OR AN ANTI-CORRUPTION CODE OF CONDUCT?**

- No
 Yes: please enclose the document(s)

4.2 IF IT EXISTS, DOES YOUR ETHICS AND COMPLIANCE PROGRAMME COVER THE FOLLOWING AREAS?

- Active and passive, public and private bribery and corruption
 Influence peddling
 Gifts and hospitality
 Fraud
 Conflict of interest
 Economic sanctions
 Other (please specify)

4.3 TO THE BEST OF YOUR KNOWLEDGE, ARE ONE OR SEVERAL OF THE ENTITY'S DIRECTORS, MANAGERS OR EMPLOYEES LIKELY TO BE INVOLVED IN THIS PROJECT, THEIR PARTNERS OR ANY OF THEIR CLOSE RELATIVES ⁽⁵⁾ OR DISTANT RELATIVES ⁽⁶⁾, OR HAVE THEY BEEN:

- A public official⁽⁷⁾ in the past three years?
 No
 Yes: please provide further details
- In a working relationship (employee, consultant) or business relationship (association, partnership ⁽⁸⁾...) with a Public Official or an entity ⁽⁹⁾ (including Keolis) in connection or in competition with the Project?
 No
 Yes: please provide further details

4.4 TO THE BEST OF YOUR KNOWLEDGE, ARE ONE OR SEVERAL OF THE ENTITY'S SHAREHOLDERS, THEIR PARTNERS OR ANY OF THEIR CLOSE OR DISTANT RELATIVES, OR HAVE THEY BEEN:

- A public official in the past three years?
 No
 Yes: please provide further details
- In a working relationship (employee, consultant) or business relationship (association, partnership...) with a Public Official or an entity (including Keolis) in connection or in competition with the Project?
 No
 Yes: please provide further details

⁵ In this document, "close relative" means married or civil partner, parent or child

⁶ In this document, "distant relative" means: a relative other than a close one.

⁷ Keolis's definition of "public official" is that of a holder of office, a representative or a staff member of a government, a political party, a public or state-controlled entity or one entrusted with a public service mission or an international public organisation; or a person officially approved to act on behalf of or in the name of the aforementioned entities; or a candidate seeking a public function; or a person exercising responsibility in the administration; or a member of a legislative body (parliamentary).

⁸ This business relationship includes the eventuality that it is established on the basis of the identification of the beneficial owner of the activity concerned.

⁹ Entity: company, consortium, association or any other organisation.

4.5 DOES YOUR ENTITY HAVE A COMPLIANCE OFFICER?

- No
 Yes: please provide their name and contact details

4.6 HAVE YOU INTRODUCED A “WHISTLEBLOWING” PROCESS TO REPORT SUSPICIONS OF BRIBERY AND CORRUPTION?

- Yes
 No

4.7 HAVE YOU INTRODUCED A PROCESS TO VERIFY THE INTEGRITY OF YOUR THIRD PARTIES (SUBCONTRACTORS, CONSULTANTS, ETC)?

- Yes
 No

4.8 HAVE YOU INSERTED A AN ANTICORRUPTION COMPLIANCE CLAUSE IN YOUR OWN CONTRACTS WITH YOUR SUBCONTRACTORS, CONSULTANTS, ETC?

- Yes
 No

4.9 HAVE YOU INTRODUCED A “GIFTS AND HOSPITALITY” POLICY?

- Yes (please provide it)
 No

5. CONVICTIONS

5.1 IN THE PAST 10 YEARS, HAS YOUR ENTITY BEEN CONVICTED IN A CIVIL OR CRIMINAL COURT ON MATTERS RELATING TO BRIBERY, CORRUPTION, INFLUENCE-PEDDLING, COMPETITION OR FINANCIAL MATTERS?

- No
- Yes: please provide further details

5.2 IS YOUR ENTITY CURRENTLY INVOLVED IN A CIVIL OR CRIMINAL INVESTIGATION ON MATTERS RELATING TO BRIBERY, CORRUPTION, INFLUENCE-PEDDLING, COMPETITION OR FINANCIAL MATTERS?

- No
- Yes: please provide further details

5.3 TO THE BEST OF YOUR KNOWLEDGE, ARE ANY OF THE SHAREHOLDERS, DIRECTORS, MANAGERS OR EMPLOYEES LIKELY TO BE INVOLVED IN THIS PROJECT IN SUCH A POSITION?

- No
- Yes: please provide further details

Documents to be enclosed:

- Photocopy of identity card or passport of the Entity’s legal representative
- Photocopy of the company registration document of the Entity
- Internal code of ethics or anti-corruption code of conduct, if applicable
- Gifts and hospitality policy

In signing this document below:

- I certify that this questionnaire is being completed accurately and according to my best information and knowledge
- I consent to this data being verified by any means available (databases, etc.)
- I acknowledge that in the event of a commercial agreement being signed with [ENTITY NAME], some information in this document may be used in the terms and conditions of the contract.

SIGNATURE AND COMPANY STAMP	NAME
DATE	POSITION

PERSONAL DATA

The information collected in this questionnaire by or on behalf of Keolis S.A. may contain personal data relating to individuals (hereafter "Data Subjects").

The data collected at this time will be processed in compliance with positive law relating to personal data.

Purpose of processing

The personal data collected in this questionnaire is processed in the aim of detecting and preventing bribery, corruption and influence-peddling.

In so doing, Keolis S.A. aims to comply with applicable anti-corruption law, and in particular with the provisions of French Act of Parliament n° 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life dealing with the fight against bribery and influence peddling.

The information received through this questionnaire is intended to be used in the context of the cooperation under consideration, to help to decide whether to continue to pursue a relationship with the Entity concerned by this due diligence and to be able to provide proof of such diligence to the competent authorities if so required.

Storage duration

In view of the purpose of the processing, the data will be retained until the expiry of the legal period during which Keolis S.A. may be held legally liable, owing to its cooperation with the Entity concerned by this due diligence, for non-compliance with French and international legal provisions relating to the fight against bribery and corruption, influence-peddling and corporate social responsibility, in particular the requirements arising from the French Act of Parliament n° 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life dealing with the fight against bribery and influence peddling.

Rights of Data Subjects

The Data Subjects may exercise their rights by contacting dpo@keolis.com

Data security

We take every measure to guarantee the security and confidentiality of data and, in particular, to prevent it from being accessed by unauthorised Third Parties.

Appendix 5 - Internal process to verify the presence of the Third Party on international sanction lists

As part of due diligence operations to be conducted on Third Parties, requests for verifications on World Check-One can or must, according to circumstances, be made to the Group Compliance Officer.

These requests must include a certain amount of information.

If the information communicated is incomplete or inaccurate, the search may not yield any results or may lead to errors or confusion, which may be prejudicial, not only to the due diligence process but also to the Data Subject.

The details required are as follows:

1. Company search

Compulsory information:

- Full company name
- Full address of registered office
- Identity of legal representative (see below)
- Identity of the beneficial owner

Optional details, recommended to eliminate any possible homonyms:

- Company identification number

A company search must also be supplemented with a search relating to:

- The legal representative(s)
- The beneficial owner ⁽¹⁰⁾

2. Search relating to individuals (in particular, legal representatives of verified companies)

Compulsory information:

- Full last name and first names: if there are several given names, indicate all of them
- Gender
- Date of birth
- Country of domicile

Optional details, recommended to avoid any homonyms:

- Place of birth
- Nationality

¹⁰ A beneficial owner is defined in article R561-1 of the French Monetary and Financial Code as the individual or individuals who either own, directly or indirectly, more than 25% of the capital or voting rights of the company, or who exercise by any other means a power of control over the management or administration bodies of the company or over the general shareholder meeting.

Appendix 6 – List of documents to retain

The conservation procedure is of critical importance to track the implementation of this Procedure. It aims to:

- facilitate access to all documents in the file (due diligence, items of remuneration, etc) and at all stages: from assessment to contract implementation;
- verify the execution of the policy at a later date (audits, etc);
- retrace the history of the case, to answer subsequent questions that may be asked internally or externally, in particular by the tax or judicial authorities;
- enable the file documents to be conserved permanently and securely for 10 years following the end of the consultation or the contractual relationship.

Each file must contain the following documents:

ITEMS FROM THE PRELIMINARY PHASE

- Internal assessment form;
- Company registration document;
- Records of all communication and exchanges with the Third Party during this phase.

ITEMS FROM THE DILIGENCE STAGE (depending on the type of diligence to be performed as specified by the Procedure)

- Request for contract information, completed and signed by the legal representative of the Third Party;
- Results of the web search conducted by the project sponsor (retain at least the first 10 results)
- Information received from the Group Compliance Officer following their search of the database at their disposal;
- Information received from the Group Compliance Officer following the receipt of the external due diligence report, whether standard or in-depth (the report being retained by the Group Compliance Officer);
- The legal analysis, if necessary;
- Records of all communication and exchanges with Third Party during this phase.

ITEMS FROM THE VALIDATION STAGE

- A copy of the written opinions from the Group Compliance Officer;
- A copy of the written opinions of the Group Legal Affairs, Compliance and Insurance Division or from the Legal Affairs Director/Manager of the BU and/or of the Regional Division;
- A copy of the approval of the body concerned by the Procedure;
- A copy of the signed contract;
- Records of all communication and exchanges with the Third Party during this phase.

ITEMS FROM THE IMPLEMENTATION STAGE

- A copy of any amendments to the initial contract;
- Reports of the activity of the Third Party where relevant. In the event of a contract with a commercial intermediary, these reports must be validated by the Operational Manager who is in regular contact with them;
- Proof of payment together with the corresponding accounting items and in particular the proof of bank transfers;
- Records of all communication and exchanges with the Third Party during this phase.