

# IRD Engineering

## Code of Ethics and Integrity Policy



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## 1. LETTER FROM OUR GENERAL MANAGER

Rome, 10<sup>th</sup> January 2020,

To all our staff, clients, suppliers and third parties.

Since I founded IRD Engineering in the year 2000, the Company, and all staff, have incessantly worked to expand and to consolidate its international presence and to gain broad recognition as an **Independent, Reliable and Dependable provider of superior consulting and civil engineering services.**

Thanks to the combination of a **strict professional approach and the human values** of all IRD Engineering staff, and to the relentless efforts to develop our overall capabilities, we benefit now from a wide recognition for our **honest approach** and for the **reliability of our services** in all the projects we are implementing worldwide.

This **reputation**, which I see as a priceless asset, vital in such competitive markets as those where we are present, requires a very **robust commitment to work with integrity and honesty** from all IRD Engineering Managers, Staff, Suppliers, and Subcontractors. And this can only be attained by enforcing and promoting a series of **values** that are further developed in this our Code of Ethics and Integrity Policy that I share with all of you now.

I am self-assured and grateful in advance that I can count on your support, contribution, and **commitment** to endorse the ethics contained in this document. I strongly believe that the overall and long-term existence of this Company will only be possible if all of you, if **all of us**, observe at all moments this set of measures, which aim, basically, at making our **ethical conduct** one of IRD Engineering's main characteristics.



Eng. Paolo Orsini  
General Manager  
IRD Engineering Srl

## 2. INTRODUCTION TO THE CODE OF ETHICS

Being fully aware that the work of the consulting and engineering industry is critical to the achievement of a **sustainable development of the society and the environment**, we have designed and implemented a range of measures aiming at making our ethical conduct one of IRD Engineering main characteristics.

All these, and any future measures, are and will be **incorporated in our Integrated Management System**, which represents the official Company policy and procedures to ensure that the Company's services are carried out at a **high professional level**, consistent with the highest international standards in terms of **quality assurance, environmental sustainability and worker's health and safety**.

### Scope of application

The Code of Ethics applies to entire IRD Engineering, in whatever country and at all levels of the organization whilst taking into account cultural, social and economic differences. It applies to the following persons in fulfilling their duties and responsibilities: members of the board of directors, management team, employees, independent contractors (such as consultants, representatives, brokers, or agents), business partners, and any other party engaging in commercial relations with IRD Engineering. The principles set out in this Code of Ethics represent the **shared values** and the essential, binding standards to be complied with by all the persons to whom the Code applies in carrying out their duties.

In the event of a misalignment between the principles contained in this Code of Ethics and the local law, the **more restrictive provisions** shall apply, whether they are contained in the Code of Ethics or in the legislation of the country concerned. In order to facilitate compliance with the Code at all levels and in all countries, IRD Engineering is committed to providing **adequate means of information, communication, prevention and control**.

The Code of Ethics is an integral part of the employment contract. Compliance with the Code forms an essential part of the obligations of IRD Engineering personnel. Breach of the provisions of the Code of Ethics may result in the consistent, impartial and uniform application of disciplinary action, based on the seriousness of the breach and in accordance with the relevant statutory requirements.

In the case of independent consultants and third parties, compliance with Code of Ethics constitutes the essential basis for entering into and/or continuing with any form of professional relations or partnership with IRD Engineering.

### Obligations of employees and independent contractors

Each employee and contractor is under the obligation:

- to refrain from behavior contrary to the provisions of the Code;
- to report any information regarding breaches of the Code during conduct of business;
- to cooperate with the internal departments charged with investigation of any breaches;
- not to take any other initiative that may be contrary to the provisions of the Code.

Each employee and contractor must, in respect of third parties entering into a relationship with IRD Engineering:

- ensure that they are sufficiently aware of the provisions of the Code;
- require observance of the provisions of the Code in performing the activities for which they have entered into a relationship with IRD Engineering and request that these provisions are also observed by their assignees and contracting parties;
- adopt the measures provided for by the Code in case of breach by third parties of the obligation to comply with the provisions of the Code.

### 3. PRINCIPLES

As corporate member of O.I.C.E. (the Italian Association of Engineering, Architectural, and Technical-Economic Consultancy Organizations), the Italian representative of EFCA (the European Federation of Engineering Consultancy Associations), affiliate of FIDIC (International Federation of Consulting Engineers), we subscribe to and believe that the following **Principles** are fundamental if society is to have confidence in its advisors.

#### RESPONSIBILITY TO SOCIETY AND THE CONSULTING INDUSTRY

IRD Engineering and all its staff shall:

- Accept the responsibility of the consulting industry to society.
- Seek solutions that are compatible with the principles of sustainable development and environmental protection.
- At all times uphold the dignity, standing and reputation of the consulting industry.

#### COMPETENCE

IRD Engineering and all its staff shall:

- Maintain knowledge and skills at levels consistent with development in technology, legislation and management, and apply due skill, care and diligence in the services rendered to the client.
- Perform services only when competent to perform them.

#### INTEGRITY

IRD Engineering and all its staff shall:

- Act at all times in the legitimate interest of the client and provide all services with integrity and faithfulness.

#### COMPLIANCE WITH THE LAW

IRD Engineering and all its staff shall:

- Carry out all activities in compliance with all national and international norms and regulations, rejecting corruption and any illegal practice.
- Respect laws and regulations in force in the national and international territory.

#### IMPARTIALITY

IRD Engineering and all its staff shall:

- Be impartial in the provision of professional advice, judgement or decision.
- Inform the client of any potential conflict of interest that might arise in the performance of services.
- Not accept remuneration which prejudices independent judgement.

## FAIRNESS TO OTHERS

IRD Engineering and all its staff shall:

- Promote the concept of “Quality-Based Selection” (QBS).
- Neither carelessly nor intentionally do anything to injure the reputation or business of others.
- Neither directly nor indirectly attempt to take the place of another consulting engineer, already appointed for a specific work.
- Not take over the work of another consulting engineer before notifying the consulting engineer in question, and without being advised in writing by the client of the termination of the prior appointment for that work.
- In the event of being asked to review the work of another, behave in accordance with appropriate conduct and courtesy.

## CORRUPTION

IRD Engineering and all its staff shall:

- Neither offer nor accept remuneration of any kind which in perception or in effect either a) seeks to influence the process of selection or compensation of consulting engineers and/or their clients or b) seeks to affect the consulting engineer’s impartial judgement.
- Co-operate fully with any legitimately constituted investigative body which makes inquiry into the administration of any contract for services or construction.
- Always show a correct behavior and non-violation regarding corruption matters such as bribery, collusion, extortion and fraud.

With the approval of this Code of Ethics and Integrity Policy, applicable to all levels of IRD Engineering’s corporate structure, we will proceed with the delivery of new internal instructions aimed at **consolidating our corporate values**, in search of distinction through our **professional integrity** and support to the principles of human rights, labor, environment and anti-corruption.

All staff at IRD Engineering, either working at Headquarters or at any of our international offices, must comply with this Code of Ethics and Integrity Policy, not only to ensure that our services and operations meet current regulations in the countries where we work, but also to safeguard the **highest quality standards** and strict **compliance with our corporate responsibility principles**.

IRD Engineering will continue to promote and to ensure full compliance with all the principles contained in this document. Likewise, we aim to meet our obligations by ensuring the strict compliance with our values and ethics in all of the countries where we are present.

#### 4. RELATIONSHIP WITH THIRD PARTIES

IRD Engineering is committed to acting with the highest ethical standards and requires its employees to behave likewise. All forms of corruption are unacceptable. Any employee who engages in corrupt practices in the course of his/her duty will face severe disciplinary action, including dismissal.

IRD Engineering expressly prohibits offering, giving, requesting or accepting any form of bribe, whether in cash or other form, or adopting any other type of corrupt practice.

In general, any conduct directed at third parties (public officials or private persons in Italy or overseas), by an employee or anyone acting in the name of or on behalf of IRD Engineering, involving the offer, or simply the promise, request, payment or acceptance, directly or indirectly, of money or other items of value, with the aim of gaining or maintaining an undue advantage the businesses, is prohibited.

Furthermore, it is not allowed to make payments in cash or in another non-traceable form, or payments into numbered bank accounts, or any undue transfer of money to persons without entitlement.

##### Relations with the Public Sector

IRD Engineering's relations with the Public Sector must be based on the firmest compliance with statutory and regulatory requirements and may not in any manner compromise our integrity and reputation.

The assumption of obligations and the management of relations of any kind with the Public Sector is exclusively reserved to the duly appointed and authorized corporate officers and departments.

In relations with the Public Sector, IRD Engineering shall not seek to influence, in an improper manner, the decisions of the institution involved.

In any event, in the course of business negotiations or in relationships, including those of a commercial nature, with the Public Sector, in Italy or in any other country, IRD Engineering undertakes:

- to refrain from offering job and/or commercial opportunities to public officials involved in negotiations or in relationships, or to their family members (spouse/cohabitant, relatives and other such persons);
- to not offer gifts, directly or via third parties, unless they are in line with normal commercial practices, of modest value and, in any event, do not give the counterparty, or external or impartial third party, the impression that their purpose is to gain undue advantages or exercise undue influence over the counterparty's activities and/or decisions, and they have been appropriately authorized and documented;
- to refrain from soliciting or obtaining confidential information which compromises the integrity or the reputation of IRD Engineering.



Finally, the Company expressly prohibits, both in Italy and overseas, all so-called “facilitation payments”, being any form of payment or other benefit given – directly or indirectly – to public officials, public servants, both Italian and overseas, in order to speed up, facilitate or simply ensure the performance of a routine bureaucratic process or any other legal and legitimate process as part of the official’s existing duties.

### **Gifts, Hospitality and Entertainment**

It is expressly prohibited, in respect of relations with third parties, to offer money, gifts or benefits of any type in order to gain an undue advantage. Any offer of gifts, hospitality or entertainment to public officials or private persons must under all circumstances:

- comply with statutory and regulatory requirements and the applicable procedures;
- be in line with normal commercial practices, of modest value and, in any event, such as to not give the counterparty, or external or impartial third party, the impression that their purpose is to gain undue advantages or exercise undue influence over the counterparty’s activities and/or decisions;
- not take the form of a payment in cash.

In addition, no employee of IRD Engineering is permitted to accept any form of conditioning or corrupt practice on the part of third parties in relation to decisions and/or the performance of activities pertaining to their work. In particular, in the event of receipt of gifts or any other form of benefit that do not comply with the above principles, the employee must refuse such gift or other form of benefit and inform his/her superior.

### **Relations with Independent Contractors**

Each employee, in relation to his/her duties, shall be responsible for:

- scrupulously complying with internal procedures relating to the selection and management of relationships with independent contractors (for example, consultants, representatives, brokers, agents, etc.);
- rigorously selecting qualified persons and companies of good reputation;
- promptly reporting to his/her superior any alleged breaches of the Code by independent contractors;
- expressly inserting, in all contractual agreements, the obligation to comply with the Principles of this Code.

From the approval of this Policy, IRD Engineering will adopt the FIDIC Model Representative Agreement in contracts with agents or representatives. The contract template has been revised by the World Bank and guarantees IRD Engineering that it complies with internationally recognized integrity guidelines and standards.

## Relations with Customers and Suppliers

As a result of the rules safeguarding competition and the market, IRD Engineering employees must:

- comply with the provisions of this Code;
- scrupulously comply with internal procedures relating to the management of customer relations;
- supply precise, true and exhaustive information on the services offered by IRD Engineering, so that the customer may make informed decisions;
- supply high-quality services that meet the reasonable expectations of the customer and protect the customer's safety and integrity;
- provide correct information in advertising and commercial communications and, in general, in any other form of communication.

In entering into procurement contracts and, in general, agreements for the supply of goods and services, employees and independent contractors are under a written obligation to comply with the provisions of this Code and with any other internal procedures. In any event, selection must be made observing the principles of transparency, traceability, openness, free competition, non-discrimination, equal treatment and rotation and based on objective criteria linked to competitiveness and the quality of the products and services required.

In particular, employees and independent contractors must:

- scrupulously comply with statutory requirements in the countries in which IRD Engineering operates and with internal procedures governing the selection and management of relations with suppliers;
- apply objective and transparent selection criteria in selecting potential suppliers meeting all the necessary requirements;
- obtain the cooperation of suppliers in ensuring customer satisfaction in terms of quality, cost and delivery times;
- comply with the applicable statutory and contractual requirements in respect of supplier relations;
- comply with the principles of propriety and good faith in correspondence and other communications with suppliers, in line with the most rigorous commercial practices.

The need to gain the greatest possible commercial advantage for IRD Engineering must, in any event, always ensure adoption, by its suppliers, of operating procedures in line with the statutory requirements in force, with the content of this Code and, more generally, with the principles of personal, occupational, health and safety, and environmental protection.

## Relations with Political and Trade Union Organizations

IRD Engineering does not provide any form of financing, either directly or indirectly, for political parties, movements, committees or political and trade union organizations, nor their representatives or candidates, in Italy or overseas, excluding contributions that may be permitted under specific laws.

Such contributions must be paid in strict compliance with the applicable laws in force and be adequately documented.

### **Media Relations**

IRD Engineering relations with the mass media in general are the sole responsibility of the relevant departments. Employees must not, therefore, provide information to representatives of the mass media without obtaining authorization from his/her superiors.

In any event, information and communications regarding IRD Engineering for external publication must be accurate, true, complete, transparent and consistent. Employees' participation, in the name of IRD Engineering or as representatives thereof, in any form of committee or association, be they of a trade, scientific or cultural nature, must be regularly authorized.

Employees invited to take part in meetings, congresses or seminars, or to write articles, theses or publications in general are required to obtain prior authorization for the texts, reports or any other documents prepared for such purposes.

Public comments about IRD Engineering, including those in social media, should only be made by the designated members of the staff. If an employee inadvertently makes a public comment (including sensitive information) the employee must immediately inform their direct superior.

### **Non-profit initiatives**

IRD Engineering promotes non-profit activities as a sign of its undertaking to actively participate in community programs of ethical, legal and social significance to the communities in which it operates. In conformity with their duties, employees must actively participate in defining IRD Engineering's individual initiatives, in line and in accordance with the Company's stated policies, and implement them transparently and honestly.

Contributions to non-profit associations of cultural importance or providing significant benefits may, therefore, be made in observance of IRD Engineering's principles, provided that the associations have regular articles and memoranda of association.

Sponsorship of social, sporting, entertainment, artistic and cultural events is only provided for events of particular value and significance, subject to prior consideration and authorization.

In any event, in choosing which proposals to accept, the employee must be careful to avoid any potential conflict of interest of a personal or corporate nature.

## Conflict of interest

In carrying out their duties, employees must avoid any activities that are not in IRD Engineering interests.

Employees must avoid – including when out of office hours and out of the office – all activities that are or may appear to be in conflict with the Company's interests or that may interfere with their ability to make decisions in the exclusive interest of the Company and for which there are evident reasons of convenience.

Should a conflict of interest occur, the employee must immediately report it to the relevant departments and refrain from any activity linked to the situation giving rise to the conflict.

By way of example, but not limited to, the following constitute a conflict of interest:

- the evident or concealed interest of the employee or of members of his/her family in the activities of suppliers, customers or competitors;
- exploitation of the employee's position within the Company for the achievement of personal interests that are in contrast with those of the Company;
- use of information obtained in the performance of work-related activities for the employee's own advantage or for the advantage of third parties and, in any case, in contrast with the interests of the Company;
- the performance of work-related activity of any kind (in physical or intellectual form) for customers, suppliers, competitors and/or third parties in contrast with the interests of the Company;
- the conclusion, execution or commencement of negotiations and/or contracts, in which the counterparties are members of the family or business partners of the employee, or legal entities of which he/she is the owner or in which he/she has, in any case, an interest.

## 5. OUR PEOPLE

We believe our people are our most important asset and are critical to the Company's continued success. We will maintain an organisational structure which allows the Company to grow sustainably (in line with market conditions) and invest in strategies to attract, retain and develop skilled employees.

Our policies and procedures with respect to employees will abide by labour and occupational health and safety laws and we will maintain Equal Employment Opportunity recruitment practices that are fair, equitable and promote diversity.

Our people have a key role to play in IRD Engineering's operations and future growth. In order for our people's capabilities and skills to be developed and for each person to realize his/her full potential, the relevant departments must:

- apply a merit-based approach that takes into account professional expertise when taking decisions regarding our people;
- select, hire, train, pay and manage employees without any discrimination, treating all employees equally, irrespective of gender, age, nationality, religion, ethnicity, belief or sexual orientation;
- guarantee equal opportunities in all aspects of their employment, including, but not limited to, promotions, pay, refresher courses and training, etc.

IRD Engineering undertakes to safeguard the mental and physical integrity of its people, respecting each person's distinct personality and ensuring that they suffer no distress or hardship.

Our people must know this Code and the conduct required. To this end, IRD Engineering undertakes to implement ongoing training and awareness programs focusing on its content.

In order to safeguard its image, IRD Engineering reserves the right to consider relevant any out-of-work behavior considered to be offensive and shall intervene to avoid behavior of an insulting or defamatory nature. Our people will, therefore, be under a duty to work together to maintain a climate of mutual respect and to refrain from behavior that may harm the dignity, honor and reputation of each person.

IRD Engineering will actively seek feedback from employees on issues ranging from job satisfaction to work life balance.

### Harassment in the Workplace

IRD Engineering requires that, in internal and external working relationships, no type of harassment take place, including, for example, a working environment that is hostile towards individual employees or groups of employees, or the unjustified interference with the work of other people or the creation of obstacles or impediments to other people's career prospects.

IRD Engineering does not tolerate sexual harassment, including situations in which an employee's career prospects or other advantage are subject to the performance of sexual favors or any other behavior of a sexual nature or conduct based on gender, when this is unwanted by one of the parties and undermines their dignity.

### **Alcohol and substance abuse**

Employees must refrain from performing their work under the influence of alcohol or drugs, or of similar substances, and from taking these substances when at work.

A permanent addiction to alcohol and/or drugs, which may affect the employee's ability to perform his/her duties and disturb the normal performance of such duties, is considered in the same manner as the above.

## 6. PROTECTION OF PRIVACY

### Confidential Information and Protection of Privacy

IRD Engineering's activities entail the ongoing collection, storage, processing, communication and circulation of data, documents and information relating to negotiations, procedures, transactions and contracts to which the Company is a party.

The Company's databases may also contain personal data protected by the statutory provisions regarding privacy, data that cannot be rendered public and data that, if published, may cause damage.

Persons to whom this Code applies are, therefore, under a duty to safeguard the confidentiality of the information obtained in the performance of their duties. All the information and data obtained or processed by employees in carrying out their duties belongs to the Company and may not be utilized, communicated or circulated without prior and specific authorization.

Employees must:

- only obtain and process data necessary for and directly linked to their duties;
- store the data in such a way as to prevent third parties from obtaining it;
- communicate and circulate the data according to the procedures established by the Company or subject to the prior authorization of his/her superior;
- determine the confidential nature of the information;
- ensure that there are no confidentiality obligations by virtue of relations of whatever nature with third parties.

For its part, IRD Engineering undertakes to protect the information and the data relating to persons to whom this Code applies and to avoid any improper use of the data, in compliance with applicable data protection laws (Legislative Decree 196/2003 and European Regulation (EU 2016/679), the General Data Protection Regulation (GDPR)).

### Treatment of Emails

Staff emails must never include any words or phrases that may even remotely lead to believe that any conduct forbidden by our integrity policy is promoted, protected or even tolerated.

In the case of emails (or strings) received directly, by accident or CCed whereby any comment made either in the body of the email or in the string — regardless of the source — may lead to suspect of fraudulent or corrupt activity, the sender must be replied to in a firm tone, rejecting and condemning the conduct if explicit and noting that it will be brought to the attention of his/her superior, who will adopt the pertinent measures.

If a possible corrupt practice can only be indirectly inferred from the text, then the sender shall be warned of this and the fact that IRD Engineering rejects and openly combats any activity which goes against its integrity policy and must report these practices to the relevant entity.

If the content of the email leads to confusion and can be interpreted in various ways, the sender shall be asked to express the idea in other words to avoid misinterpretations.

Under no circumstances shall IRD Engineering staff mention alleged corrupt practices on the part of others or express their views on third parties in connection with corrupt practices. Only objective facts shall be included which are publicly known after having been published in the media (in which case the source shall be stated) or following a sentence imposed by a competent body (court or authorized public entity).

### Telephone Conversations

IRD Engineering staff must use adequate language and never include any words or phrases that may lead to believe that any conduct forbidden by our integrity policy is promoted, protected or even tolerated.

Under no circumstances shall IRD Engineering staff mention alleged corrupt practices on the part of others or express their views on third parties in connection with corrupt practices. Only objective facts shall be included which are publicly known after having been published in the media (in which case the source shall be stated) or following a sentence imposed by a competent body (court or authorized public entity).

If, during a telephone conversation, the other party directly or indirectly demands, claims, proposes, suggests or implies that a staff member should carry out or facilitate any practices forbidden by the this Integrity Policy, they must be stopped short and categorically and firmly assured that IRD Engineering rejects and does not tolerate any activity directly or indirectly related to corruption or any similar conduct. The employee's attitude on this matter must be firm, calm and resolute at all times.

If the person at the other end of the line mentions that a third party is involved in a corrupt practice, they shall be warned that IRD Engineering neither supports nor encourages comments thereon which are not based on publicly known facts, and asked to refrain from making uncertain statements or insinuations.



## 7. COMPLIANCE, EVALUATION AND CONTROL

All IRD Engineering companies, branches and subsidiaries, and their staff and senior managers must adopt and implement the basic principles contained in this document which brings our corporate Code of Ethics and Integrity Policy.

IRD Engineering shall penalize any breach of the Code of Ethics and Integrity Policy which is reported to the Company.

In the instance where employees are faced with situations that are not specifically addressed in this Code, asking the following questions can assist in determining an appropriate course of action:

- Is it legal and in line with the corporate values, principles, policies, procedures and guidelines?
- Do my actions put anyone's health and safety at risk?
- If the story appeared in the media, would I feel comfortable with the decision?
- Do I have all the information that is significant to the decision I am about to make?
- Would I be confident explaining my actions to senior management or external authorities?
- Are my actions transparent? Is there anyone else who I should make aware of my actions?
- What will the consequences be for my colleagues, my employer, other parties and me?
- Would I be happy if I were treated this way?

Employees who fail any of the above tests or have any doubts about appropriate course of action need to discuss their concerns with their manager or supervisor.

In order to ensure compliance with the basic principles mentioned above, IRD Engineering will set a system in place for notifying incidents and reporting irregularities via email, the purpose of which is to notify any behavior which goes against the standards of conduct set by the Company.

IRD Engineering's Managing Director is in charge of managing, evaluating and coordinating the Code of Ethics and Integrity Policy and must therefore resolve any doubts that may arise about their implementation as well as revise the documents when appropriate in order to update or expand their content. The Managing Director will also personally deal with any complaints.