

CODE OF CONDUCT

Introduction

The purpose of these rules is not to replace the applicable laws and regulations but rather to be a reminder of the approach to be taken and the guidelines to be followed above and beyond compliance with legal requirements, in order to achieve exemplary personal and professional conduct in the interest of VINCI Construction Grands Projets and Janin Atlas Inc. in North America. VINCI has already gathered these rules in its **Code of Ethics and Conduct** available on the intranet (<https://www.vinci.net/appli/toolbox.nsf/en/pages/vinci-code-of-ethics-and-conduct.htm>).

Anti-Bribery & Corruption Policy

No VINCI Construction Grands Projets or Janin-Atlas Inc. employee or any associated person may directly or indirectly award undue benefits of any nature, by any means, to a third party with the intention to obtain or retain business or an advantage (favourable treatment) in the conduct of business. In accordance with the OECD Convention on Combating Bribery of 17th December 1997 and the United Nations Merida Convention of 31st of October 2003, all forms of corruption of public employees is prohibited. Every employee must avoid relations with third parties that could place him or her in a position of obligation and raise doubts as to his or her integrity. Similarly, every employee must take care not to expose to such doubts a third party whom he or she is striving to convince or encourage doing business with a VINCI Group company. Any employee to whom such a request is made must refer the matter to his or her supervisor, who will take steps to put an end to the situation.

Gifts and Entertainment Policy Statement

Gifts may be offered or accepted by or on behalf of a VINCI company only if their value is symbolic or negligible under the circumstances, and only if they are not intended to induce conduct that amounts to a breach of an expectation that the receiver will act in good faith, impartially, or in accordance with a position of trust.

Preventing conflict of interest

Every VINCI Construction Grands Projets and Janin-Atlas Inc. employee is under obligation of loyalty to the Group. He or she shall therefore carefully refrain from any direct or indirect activity or speech that could place him or her in a situation of conflict of interest with respect to the Group.

Communication and information

The VINCI Group highly considers the quality of any communicated information and strives to provide transparent and reliable information, notably to its shareholders and the public at large.

Good Group management requires that each employee, at whatever level, take the greatest care in ensuring the quality and accuracy of the information he or she transmits within the Group. Activity by employees on social networks must follow those principles and opinions must be clearly separated from the group.

Transparency and internal control

Every employee shall take part in the continuous improvement of the risk management system and shall facilitate the identification and correction of problems. Every employee shall meticulously and diligently take part in investigations, reviews and audits carried out as part of internal controls when and as required.

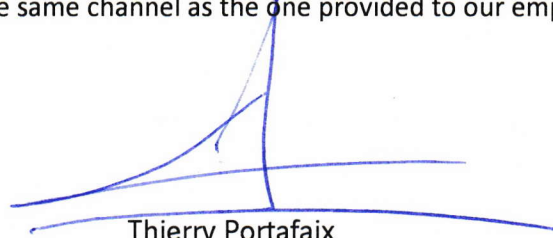
Whistleblowing

Any suspect behaviour or practices within the supply chain should be reported, if needed anonymously, to the dedicated email address: north.america.vcgp@vinci-construction.com.

We believe that good communication amongst employees at all levels promotes better business practice. Wrongdoing by employees and suppliers at any level will not be tolerated. If an employee or a member of supply chain has a serious concern relating to our activities, the matter can be reported, without fear of reprisals. The purpose of this procedure is to enable us to investigate and deal properly and sensitively with allegations of wrongdoing, unsafe working environment or practices, raised by workers.

Modern Slavery and Human Trafficking: If you suspect modern slavery is taking place please use the reporting channel mentioned above. Please also refer to the Whistleblowing directives that are within the VINCI Construction Grands Projets Welcome Booklet. Please also refer to VINCI Construction Grands Projets Modern Slavery and Human Trafficking Statement: <http://vinci-construction-projets.com/en/our-commitments/our-social-policy/>

We expect members of our supply chain to uphold the same standards as we apply on our projects and report any concern that they may have using the same channel as the one provided to our employees.

A handwritten signature in blue ink, appearing to read "Thierry Portafaix". The signature is stylized with a large, sweeping initial 'T' and a horizontal line extending across the middle.

Thierry Portafaix
Director for North America
VINCI Construction Grands Projets – Janin-Atlas Inc.
December 2017