



**INTERTOLL EUROPE GROUP**

**INTERTOLL EUROPE**  
**INTEGRATED MANAGEMENT SYSTEM**

**CODE OF ETHICS**

**Confidentiality Level: PUBLIC - NONE**

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# 1. INTRODUCTION

This document forms part of the Integrated Management System of Intertoll Europe Group and is prepared as Intertoll Europe Group Code of Ethics.

The purpose of this Code is to define common rules of behaviour for all employees and assist them in handling day-to-day situations that arise in their professional lives. It is essential that every Intertoll Europe Group employee, regardless of his or her position, read and share these ethical principles and put them into practice.

The Code of Ethics applies to all employees and directors of Intertoll-Europe ZRt. (ITE) and its Subsidiary Companies (SPVs).

## 2. INTERTOLL EUROPE GROUP CODE OF ETHICS

This Code of Ethics is the expression of our ethical approach. It reflects the values and ambitions of Intertoll Europe Group which must embrace all stakeholders. The Intertoll Europe Group's Code of Ethics therefore forms the basis of our relationship with shareholders, clients, business partners, employees, suppliers, communities and governments.

Although our stakeholders entrust our management team to look after the financial and social wellbeing of our group, all our employees have an important part to play in abiding by and living out our group's values and ethics laid down herein.

We want this Code to be more than a collection of high-sounding statements. It must have practical value in our day-to-day business and each one of us must follow these principles in the spirit, as well as the letter.

### 2.1 GENERAL BUSINESS PRINCIPLES

We will generate business through application of knowledge of our markets, timeous delivery of quality products and services and by building sound client relationships.

We will at all times act in good faith in the best interests of the group as a whole. This applies to both external and internal business dealings and working relationships.

We will operate within the codes of industry practice and standards laid down by statutory bodies.

We will operate within the laws and custom of any country where we do business.

We will not resort to bribery to further our business interests.

We will keep accurate and reliable records, which fairly reflect all business transactions in keeping with the relevant standards.

No employee of the group is to pursue any private business interests that will conflict with those of Intertoll Europe Group either by way of competition or diverting attention from the business of the group.

We will declare any conflicts of interest that may arise, including employment of family members and any business with related parties.

We will not divulge confidential information about our business without prior approval.

We will act with disregard for any personal ulterior or improper motive, such as personal gain.

### 2.2 THE INTERTOLL EUROPE GROUP'S CORE VALUES

As Intertoll Europe Group we understand that our reputation is fundamental to our long-term success. Intertoll Europe Group is a values driven organisation that is built upon a solid foundation of:

- People;
- Excellence;
- Transformation;
- Client Focus;
- Integrity;

- Innovation; and
- Performance.

These values, which are consistently applied across Intertoll Europe Group, affirm who we are, how we envisage carrying out our activities.

**People** – we strive to have people practices that make Intertoll Europe Group an employer of choice.

**Excellence** – excellence is defined as our ability to deliver quality and value in the integrated solutions, products and services we offer.

**Transformation** – we focus on creating a culture that ensures long-term sustainability of the organisation.

**Client focus** – we use the Intertoll Europe Group’s multi-disciplinary experience and expertise to develop, package and deliver tailor-made, client focused solutions.

**Integrity** – we honour our commitments and conduct ourselves and the business we do in an accountable, transparent and ethical manner.

**Innovation** – we continuously seek and develop new and improved ways to deliver our solutions, products and services to be more efficient and effective.

**Performance** – our individual and business unit performance is aligned to deliver stakeholder value and growth. We do this by being client centric in our approach, attitude and solutions.

## 2.3 OUR ETHICAL PRINCIPLES

We expect our employees to always:

- act with honesty, integrity and fairness, in accordance with the Intertoll Europe Group’s Code of Ethics and our core values;
- comply with all policies, manuals, procedures and standards implemented by Intertoll Europe Group and/or the relevant business unit; and
- comply with all applicable laws wherever we operate.

Where this Code requires higher standards of compliance than required under local laws, rules, customs or norms the higher standards in this Code will apply.

## 2.4 BACKGROUND TO OUR 'CODE OF ETHICS

Intertoll Europe Group's Code of Ethics relates to our business practices, as well as expected conduct towards:

- Our employees
- Our business partners
- Our suppliers
- Our communities
- Our environment



### 2.4.1 OUR EMPLOYEES

We will adhere to Intertoll Europe Group's Policies and Procedures and apply them fairly throughout the organisation.

We will continue to pursue the Intertoll Europe Group's transformation objectives.

All employees will operate within an agreed framework of authority and operating guidelines.

We will ensure that our working practices conform to strict safety, health, environmental and quality standards.

We will invest in the development of our employees and performance will be rewarded.

We will act in a professional manner with each other and respect one another's religious, ethnic and cultural backgrounds.

### 2.4.2 OUR BUSINESS PARTNERS

We strive to maintain professional working relationships with our business partners while ensuring that we maintain and foster a culture of teamwork.

We strive to ensure that all our business partners not only fully understand but also adhere to our performance standards and requirements.

### 2.4.3 OUR SUPPLIERS

We strive to ensure that we maintain professional working relationships with all our suppliers by ensuring that, where possible, all transactions are subject to the Intertoll Europe Group's terms and conditions of procurement. These are made available to all our suppliers and in turn, all suppliers are expected to ensure adherence thereto.

Confidential information, in so far as it relates to the Intertoll Europe Group's business strategies, shall remain confidential at all times.

### 2.4.4 OUR COMMUNITIES

We will consult with the communities where we operate on matters that may affect them.

We will respect the values, culture and beliefs of the communities in which we operate.

## 2.4.5 OUR ENVIRONMENT

We will respect and care for all life (people, animals and plants).

We will educate all staff on environmental issues.

We will protect soils, water and air from damage through our operations as best we can.

We will control emissions from our operations and will manage waste disposal under strict constraints.

## 2.5 CONFLICT OF INTEREST

We are committed to avoiding conflicts of interest between personal and business interests that negatively impact the interests of Intertoll Europe Group. Where an unavoidable conflict arises, it must be actively managed, and only be permitted to continue with acknowledgment and approval from senior management.

Intertoll Europe Group shall ensure that all stakeholders are treated fairly. Employees and subcontractors must always act honestly, in good faith and in a transparent manner. Employees must additionally act in accordance with the best interests of Intertoll Europe Group.

Employees must not:

- misuse their position within Intertoll Europe Group, or use information they receive during their relationship with Intertoll Europe Group, to procure personal benefits to themselves, their family or friends, or any other person or to cause detriment to Intertoll Europe Group;
- participate in any activity or employment which may compete or conflict with the interests of Intertoll Europe Group; or
- participate in acts and/or decisions on behalf of Intertoll Europe Group, where dealing with an entity in which an employee has a material personal interest, a role as officer or other duty or a personal relationship with a person who has a role with the counterparty to the transaction being considered that may give rise to a conflict.

Intertoll Europe Group will take all reasonable steps to avoid conflicts of interest, and when they cannot be avoided, to manage, and monitor conflicts of interest in an appropriate and transparent manner.

## 2.6 MODERN SLAVERY & HUMAN TRAFFICKING

We are committed to the abolition of modern slavery and human trafficking.

For the purpose of this Code of Ethics, “modern slavery” means the recruitment, movement, harbouring or receiving of children, women or men through the use of force, coercion, abuse of vulnerability, deception or other means for the purpose of exploitation.

As an equal-opportunities employer, we are committed to creating and ensuring a non-discriminatory and respectful working environment for our staff. We want all our staff to feel confident that they can expose wrongdoing without any risk to themselves.

Our recruitment and people management processes are designed to ensure that all prospective employees are legally entitled to work in the relevant country and to safeguard employees from any abuse or coercion once in our employment.

We do not enter into business with any organisation, which knowingly supports or is found to be involved in slavery, servitude and forced or compulsory labour.



We have the following policies in place:

- Prevention of Fraud and Corruption Policy;
- This Code of Ethics; and
- Human Resources manuals of Intertoll Europe Group companies.

Due to the nature of our business, we assess ourselves to have a low risk of modern slavery in our business and supply chains.

Our supply chains are limited, and we procure goods and services from a restricted range of suppliers, who we try as far as possible to ensure maintain similar ethics and codes of conduct towards modern slavery and human trafficking as ourselves.

The above principles will continue to be embedded by the following activities:

- Provide awareness training to staff on modern slavery and inform them of the appropriate action to take if they suspect a case of slavery or human trafficking.
- Ensure that consideration of the modern slavery risks and prevention are added to our policy review process as an employer and procurer of goods and service.
- Ensure our procurement strategies and contract terms and conditions include references to modern slavery and human trafficking where possible.
- Continue to take action to embed a zero-tolerance policy towards modern slavery.
- Ensure that staff involved in buying/procurement and the recruitment and deployment of workers receive training on modern slavery and ethical employment practices.

## 2.7 THE APPLICATION OF OUR CODE OF ETHICS

In a work environment where the achievement of an organisation's goals is dependent on the combined efforts of all stakeholders, it is imperative that all employees abide by a code of behaviour, which is supportive of the organisation's objectives. It is therefore important that we uphold our Code of Ethics through proper behaviour in the workplace and that we apply ourselves diligently to our jobs.

This Code cannot describe every situation, law or rule that may apply to you. This Code provides a framework to guide you – you still need to exercise good judgement.

The aim is to promote an organisational culture that enables our employees to respond appropriately to situations and be accountable for their decisions.

The basic principle is that you should never wrestle with your concerns on your own. If you have any doubt concerning the interpretation of the principles in this Code or their application to actual situations, you should discuss the issue with your line manager.

If violations or potential violations involve your line manager, you are able to seek advice from the Managing Director Intertoll Europe or you can contact the Supervisory Board of Intertoll-Europe ZRt. on an anonymous basis via email address: **[ethics-line@intertoll.eu](mailto:ethics-line@intertoll.eu)**).