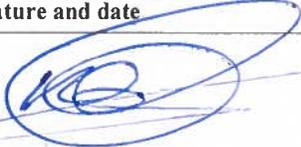
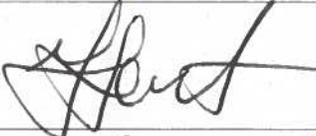
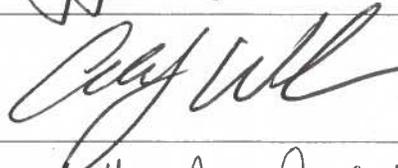
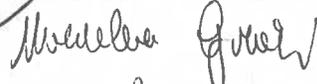




Cernavoda C34

FCSA COUNTERPARTY CODE OF CONDUCT

FCSA Management Committee	Signature and date
Menko Ubbens Fluor	 7 Oct '25
James Lauritsen Candu	 02/10/2025
Alan J Wilson Sargent & Lundy	 10/08/2025
Marialuce Graziadei Ansaldo	 08/10/25



Purpose of this document

This Counterparty Code of Conduct document is produced by the Fluor, Candu, Sargent & Lundy and Ansaldo (FCSA) Governance & Compliance steering committee. It sets out the Core Values that guide all the stakeholders involved with or working on the Cernavoda C34 nuclear project in any capacity are obligated to abide by each and every day.

CORE VALUES THAT GUIDE US:

Our core values are the essence of FCSEA's identity. They represent how we act, speak and behave together, and how we engage with our clients and stakeholders.

SAFETY

We care for each other. Living safer together promotes the well-being of all people, our communities and the environment.

INTEGRITY

We do the right thing no matter what and are accountable for our actions.

TEAMWORK

We work better together. Collectively we thrive when we include, respect and empower one another.

EXCELLENCE

We deliver solutions. Our high-performance teams embrace opportunities, solve challenges and continuously improve.



MESSAGE FROM THE PROJECT DIRECTOR

Dear Colleagues,

As the contractor for the C34 Cernavoda project in Romania, FCSA intends to conduct its business responsibly, ethically, and legally at all times.

We owe it to our client, the communities we work in, our member companies, and ourselves to conduct business in a transparent and ethical way and to complete this project with the highest standards of quality and safety and maintaining our high ethical standards.

The FCSA Business Code of Conduct & Ethics (Code) serves as a resource for all FCSA project personnel and its associated stakeholders. It summarizes and clarifies our standards for business conduct so that we can all act with dignity and respect consistently and to exemplify the core values of **Safety, Integrity, Teamwork and Excellence**. Our core values act as our behavioral compass and define how we will work together each day to build this project.

The Code reflects our continuing and absolute determination to do the right thing. Doing the right thing sounds simple, but we all know that it can often involve serious decision making and expert navigation of regulations and procedures. There is, however, never an excuse to not comply with the Code or to pressure others into doing so.

We embrace a “speak up” culture. If you believe something violates the law or our ethical standards, or you feel pressure to compromise our ethical standards, you must speak up. We also encourage you to ask questions if you are ever unsure about the proper course of action. Honest, two-way communication is critical. None of us have all the answers.

We encourage you to always refer to the Code and seek guidance from your supervisor, your supervisor’s supervisor (or other line management as necessary) or the FCSA Governance & Compliance Director if you have any concerns or require guidance. You may also contact the FCSA Compliance and Ethics Integrity Portal & Hotline anonymously, in line with your relevant jurisdiction. . We will not tolerate any form of retaliation when you report suspected Code violations in good faith.

Our reputation and success depends upon each and every one of us living these values and conducting ourselves and our business with the highest ethical standards each and every day. In doing so, we will distinguish ourselves as we accomplish our mission for our client.

Sincerely,

Menko Ubbens

Senior Vice President & Project Director



1. A culture of high ethical standards

FCSA's **business partners, suppliers**, subcontractors, third parties, stakeholders and **representatives**, as well as anyone working for FCSA or acting on FCSA's behalf (including our employees, consultants, **representatives** and anyone in their supply chain) must, in all matters relating or that may reasonably be perceived as relating to their business with FCSA, adhere to and share the values and principles expressed in this Counterparty Code of Conduct. For the purpose of this document, the term "**counterparty**" includes them all.

When local laws allow behavior that is not permitted by this Counterparty Code of Conduct, this Counterparty Code of Conduct prevails.

Counterparties must provide their employees with enough information and training to make sure that they understand and comply with the obligations set out in this Counterparty Code of Conduct.

Counterparties must enforce obligations as strict as those set out in this Counterparty Code of Conduct upon anyone in their supply chain whenever they are involved in FCSA's business or related activities.

We can all contribute to maintaining our high ethical standards by speaking up whenever we encounter a situation that might raise questions about integrity or misconduct. We ask that our **counterparties** do the same.

Our mutual success and continuing business relationships depend on it. Failure to act in a manner consistent with these expectations may impede our ability to do business together in the future.

2. Focusing on our people and our workplace

2.1 Mutual respect

At FCSA, we want everyone to be respected. We interact with individuals of various backgrounds and points of view. This **inclusion** is a great asset that contributes to our capacity to innovate and continuously improve. **Counterparties** must always:

- Maintain a work environment free of **discrimination, harassment or violence**;
- Ensure that **inclusion** is promoted, supported and encouraged; and
- If requested, collaborate with FCSA and/or the industry to deliver improvements on **inclusion**.

2.2 Health, safety and environment

Everyone's safety is important to FCSA. We are committed to doing business in a safe, ethical, environmentally and socially responsible manner.

Counterparties must always:

- Ensure a physically safe and psychologically safe and healthy work environment and apply safe work practices;
- Ensure that the applicable workplace health, safety and environmental legislation is treated as a minimum standard in all areas where we and our counterparties conduct business;
- Protect anyone who takes part in their operations (including FCSA project personnel) and/or comes into contact with their work sites and offices;
- Seek to establish an incident-free work environment;
- Carry out their operations with care for the environment;
- Commit to, select and utilize **suppliers** and **subcontractors** who embrace, practice and conduct their business in a socially, economically and environmentally responsible manner;
- Partner with FCSA to collaborate on sustainability improvements that benefit our client(s), FCSA JV; and
- Seek to eliminate harmful impacts to the surrounding community.

3. Avoiding and resolving conflicts of interest

When working with or *on behalf of* FCSA, **counterparties** must always:

- Act in the best interest of FCSA;
- Completely and truthfully disclose, in writing, any **actual, potential or perceived conflicts of interest** to the FCSA Governance & Compliance Director before entering into negotiations or business **transactions** and/or starting a business relationship with FCSA;
- Promptly disclose, in writing, any **potential conflicts of interest** arising during their business relationship with FCSA project personnel and/or close family members, to the FCSA Governance & Compliance Director; and
- Avoid any conflicts of interest, whether actual, potential or perceived, that are not properly disclosed and mitigated.

Counterparties must never:

- Receive improper benefits through their relationship with FCSA or allow other activities to conflict with acting in the best interests of FCSA.

4. Adopting appropriate business practices

Counterparties must conduct their business in compliance with all applicable laws or regulations. **Counterparties** must never:

- Carry out any conduct or activity that would expose FCSA to the risk of penalties under any laws and regulations; or
- Take any action or omission that will cause or lead FCSA to breach any applicable laws or regulations.

4.1 Antitrust and competition

FCSA conducts work in an open competitive market environment where merit, quality, price, and other objective factors determine who succeeds and who fails.

Counterparties must always:

- Engage in fair, competitive business practices; and
- Comply with antitrust and competition legislation.

Counterparties must never discuss, collude or agree with third parties to:

- Fix or control prices, terms or conditions;
- Restrict competition or dealings with **suppliers** or clients;
- Share or receive **confidential information** with/from current or potential **competitors** or clients or any other unauthorized parties;
- Divide or allocate clients, markets or territories; or
- Choose not to submit a bid, withdraw a bid or submit an artificial bid to influence the outcome of a bidding process.

4.2 Anti-bribery and anti-corruption

Counterparties must commit to conducting business with integrity and prohibiting **corruption** and **bribery** in any capacity at all times

Counterparties must never:

- Get involved in corrupt activities, whether directly or indirectly;
- Accept, request, offer, promise, give or authorize a **bribe** or **kickback** or any contemporaneous actions that could be considered a **bribe** or **kickback**.

4.3 Facilitation payments

Facilitation payments are illegal in many jurisdictions where FCSA operates and go against our culture of integrity. FCSA does not allow **facilitation payments** under any circumstances.

Counterparties must never:

- Make **facilitation payments on behalf of** FCSA or for the intended benefit of FCSA, whether you or your stakeholders are working directly or indirectly with FCSA.

4.4 Gifts, Entertainment and/or Hospitality

Gifts, entertainment and/or hospitality are part of normal business practices, but can, in certain circumstances, be considered as forms of **bribery** or inappropriate influence.

Counterparties can offer, accept or exchange **gifts, entertainment and/or hospitality on behalf of** or for the intended benefit of FCSA if they respect the following principles.

Counterparties must always:

- Make sure that **gifts, entertainment and/or hospitality** comply with all applicable laws and regulations;
- Obtain prior authorization, in writing, from the FCSA Governance & Compliance Director;
- Make sure that **gifts, entertainment and/or hospitality** are reasonable in value, auditable and appropriate to the occasion and the roles of those involved;
- Be honest and transparent when exchanging **gifts, entertainment and/or hospitality**;
- Record given **gifts, entertainment and/or hospitality** accurately in their books and records; and
- Exercise good judgment, especially when offering **gifts, entertainment and/or hospitality to public officials** (see Section 4.5), as they are often subject to stricter rules, regulations and laws.

Counterparties must never:

- Accept or offer **gifts, entertainment and/or hospitality** that are illegal, indecent or offensive in any way, involve gambling, create the appearance of impropriety or otherwise violate this Counterparty Code of Conduct;
- Exchange **gifts, entertainment and/or hospitality** for any improper advantage or influence over a business relationship;
- Request **gifts, entertainment and/or hospitality** from anyone;
- Exchange **gifts, entertainment and/or hospitality** when it raises questions about conflicts of interest; or
- Offer, accept or exchange cash or cash equivalents **on behalf of** FCSA.

4.5 Public officials

Because relationships with **public officials** carry the potential for impropriety, or may give rise to an appearance of impropriety, we expect full transparency from our **counterparties** in that respect, so that the inherent risks can be assessed and properly managed.

Counterparties must always:

- Be knowledgeable about, and must disclose to FCSA at the outset of the relationship, and thereafter promptly upon becoming aware of, any of their owners or shareholders (direct or indirect), directors, officers or key employees, or any of their employees, agents or consultants that are involved or expected to be involved in FCSA business, being, or having been in the past five years, a **public official**, a family member of, or in a **close personal relationship** or in a business relationship with someone who is a **public official**.
- Avoid offering any personal benefits to a **public official** unless it is clearly permissible under applicable laws and regulations and fully compliant with this Counterparty Code of Conduct; If in doubt, consult with the FCSA Governance & Compliance Director.
- Avoid giving anything of value to anyone if they have reasons to believe that it will be passed on to a **public official**; and
- Understand and follow government contracting rules, regulations and procedures.

4.6 Political contributions

Counterparties must never make **political contributions on behalf of** FCSA.

4.7 Lobbying

In many countries, strict rules govern **lobbying** activities. FCSA is committed to building and maintaining constructive, positive relationships in the public sector. Many jurisdictions have enacted laws and regulations that restrict or require various levels of disclosure of **lobbying** activities.

Counterparties must always:

- Engage with **public officials** and public **representatives** in an honest, transparent and accountable manner;
- Obtain prior authorization, in writing, from the FCSA Governance & Compliance Director, before engaging in **lobbying** activities **on behalf of** FCSA;
- Disclose **lobbying** to the government and register lobbyists, if required by local law; and
- Comply with all **lobbying** laws and regulations.

4.8 Anti-money laundering and tax evasion

FCSA works towards the prevention of **money laundering** and **tax evasion** everywhere that we operate. **Counterparties** must always:

- Comply with all laws and regulations as they relate to **money laundering** and **tax evasion**;
- Act carefully to prevent FCSA from being involved or used in **money laundering**, facilitation of **tax evasion** or other criminal activities;
- Have reasonable procedures in place to prevent the facilitation of **tax evasion**;
- Apply the appropriate level of due diligence before entering a relationship with a **third party**;
- Report cash and other suspicious **transactions** related to FCSA contracts to the FCSA Governance & Compliance Director; and
- Recognize and monitor potential warning signals that could help detect unusual or suspicious activity.

Counterparties must never:

- Engage, facilitate or have FCSA associated with any form of **tax evasion** anywhere in the world; or
- Be complicit in facilitating a **third party** to evade **taxes** in any jurisdiction.

4.9 Trade compliance, export controls and anti-boycott

Laws governing trade are complex and violations can lead to significant fines, blacklisting and withdrawal of eligibility for simplified import and **export** procedures.

Counterparties must always:

- Conduct their activities in compliance with the **export controls**, **economic sanctions** and anti-boycott laws and regulations of all the jurisdictions where they do business;
- Avoid the **inclusion** of any clause within a contract that would have the effect of illegally boycotting trade with a country; and
- Provide accurate commodity jurisdiction and classification information for supplier-provided materials, equipment, technology, and technical **data**.

Counterparties must never:

- Participate in boycotts or other restrictive trade practices prohibited or penalized under United States, E.U., UK or applicable local laws.

4.10 Accounting practices and record keeping

Counterparties must always:

- Maintain complete, fair, timely, transparent and accurate books, records, accounts and documents, in accordance with generally accepted record keeping principles;
- Keep a system of effective internal controls;
- Create, retain, and dispose of business records in accordance with applicable legal and contractual requirements;
- Keep accurate and complete records prepared for FCSA, including records of work time and expenses;
- Protect non-public information relating to FCSA;
- Comply with insider trading laws including the prohibition against buying or selling securities or advising (e.g., tipping) others to buy or sell securities while aware of material, nonpublic information relating to FCSA. Support all **transactions** with proper documentation;
- Afford FCSA, upon reasonable notice, the right to audit and access all their books, records and documents as may be relevant to verify the **counterparties'** compliance with their obligations under this Counterparty Code of Conduct; and
- Grant such access during the term of their contractual engagement with FCSA and for a period of up to six (6) years after its termination or expiration.

5. Corporate social responsibility

5.1 Human rights

FCSA believes that everyone should be treated with dignity, fairness and respect. We support the protection of human rights throughout our operations.

Counterparties must always:

- Support and respect the protection of internationally recognized human rights;
- Pay employees a living wage and expect the same from their supply base;

Counterparties must never:

- Knowingly commit, participate, provide assistance or encouragement to, human rights violations.

5.2 Forced labor, child labor, modern slavery and human trafficking

FCSA works towards preventing **forced labor, child labor, modern slavery and human trafficking**, including in our supply chain, and protecting individuals working directly or indirectly for FCSA from any form of **forced labor, child labor, modern slavery and human trafficking**.

Counterparties must always:

- Treat all their workers with dignity, respect, and fairness;
- Allow their employees the choice to leave their employment freely upon reasonable notice;
- Ensures workers maintain free access to their passports, identity papers, work permits, travel documents and other personal legal documents;
- Bear the full cost of recruitment and placement;
- Prohibit compulsory and abusive overtime practices;
- Pay living wages regularly, directly and on time;
- Have policies and procedures for identifying and prohibiting the use of **modern slavery and human trafficking** in their activities and supply chains;
- Provide their employees with training to help them recognize situations where the risk of **modern slavery** exists; and
- Ensure that their supply chain is free of any form of **modern slavery and human trafficking** and require that everyone in that supply chain do the same.

Counterparties must never:

- Use force, fraud, coercion, or misleading practices during the recruitment of employees or offering of employment;
- Engage in activities that encourage human rights abuses, **modern slavery and human trafficking, child labor, bonded labor, or forced labor**.

5.3 Conflict Minerals

FCSA is committed to offering products that do not contain so-called conflict minerals (i.e., tin, tantalum, tungsten and gold) that have been sourced from mines that support or fund conflict within the Democratic Republic of Congo or adjoining countries. In that regard, we expect our **suppliers** to:

- Exercise due diligence to investigate the source of any conflict minerals;
- Respond in a timely manner to our requests for information regarding their source of conflict minerals; and

- Only supply FCSA with products and materials that originate from conflict-free sources.

6. Protecting our assets

6.1 Data compliance

Data compliance means adhering to the rules, regulations, and principles governing the **data lifecycle** of one's **data**. It ensures that FCSA and its **counterparties** handle **data** in a responsible manner, protecting the privacy and rights of individuals whose **data** is being processed.

Counterparties must always:

- Ensure the quality and integrity of their **data**;
- Prevent inappropriate or unauthorized access to the **data** and information, limiting access to only those who require it to carry out their duties;
- Comply with external requirements when using **data** in new technologies such as machine learning or **artificial intelligence**;
- Comply with the external retention requirements or any specific contractual terms and continue to protect the **data** and information even after the termination of the agreement;
- Understand what personal **data** is and how it should be handled;
- Use **data** only for the purpose for which it was collected or to meet regulatory obligations;
- Make sure that **data** is protected, secured, kept confidential and retained only for as long as is necessary to achieve the original processing purpose or to satisfy legal and regulatory requirements; and
- Report **data** incidents in a timely manner (see Section 7.1).

Counterparties must never:

- Upload FCSA **data** to online services such as cloud storage, search engines, translation tools or **artificial intelligence** services, unless this specific use has been approved by FCSA.

6.2 Cyber Security

When processing FCSA related **data**, **counterparties** must always:

- Foster a culture of cyber security awareness and cyber secure behaviour;
- Establish and maintain access controls, following the principle of least privilege;
- Implement physical security measures to protect computers and devices from theft and tampering;

- Use strong and complex passwords;
- Employ up-to-date antivirus software, endpoint protection tools and firewalls;
- Ensure that computers and devices are properly configured to reduce vulnerabilities and provide only the services required to fulfil their role;
- Ensure software and applications are kept up to date and security patches are applied as soon as practicable;
- Develop and maintain an incident response plan, outlining steps to be taken in the event of a security incident;
- Assess and manage **third party** security risks within their own supply chain, enforcing security requirements; and
- Report, in a timely manner, actual or suspected cyber security incidents affecting FCSA **data** (see Section 7.1).

6.3 Confidential information

Counterparties must always:

- Prevent inappropriate or unauthorized access to **confidential information** belonging to FCSA, its clients, **competitors** or **business partners**;
- Limit access to **confidential information** to those who require it to carry out their duties;
- Continue to protect this information even after the termination of the relationship with FCSA;
- Have appropriate policies and procedures in place to ensure that information is kept protected, secure and confidential;
- Properly classify and protect the information they are entrusted with; and
- Brief employees who require access to **confidential information** on any particular cyber security measures required to protect it.

6.4 Intellectual property

Patents, copyrights, trademarks, designs, names, logos, photos, videos and any other form of **intellectual property** created or modified during the **counterparties'** relationship with FCSA remains its exclusive property. This includes any **intellectual property** developed outside of the **counterparties'** relationship with FCSA that results from the use of **confidential information**. This doesn't include **intellectual property** owned by a client or a **third party** with whom FCSA has a contractual relationship.



Counterparties must always:

- Avoid unauthorized copying, taking or destroying of FCSA's **intellectual property**, during or after the **counterparties'** relationship with FCSA;
- Avoid unauthorized use, theft or misappropriation of **intellectual property** including that belonging to third parties; and
- Get explicit consent from the **intellectual property** owner before using **intellectual property** owned by a client or a **third party**.

6.5 FCSA Resources

Counterparties must always safeguard FCSA property, assets and resources utilized in the course of performing work and use such resources solely for legitimate business purposes to advance the interest of FCSA and/or its member companies.

7. Reporting suspected misconduct and concerns

7.1 Duty to report

At FCSA, we believe that everyone can contribute to maintaining our high ethical standards by speaking up whenever they encounter a situation that might raise questions about integrity or misconduct. This is why **counterparties** must immediately report to FCSA any evidence or suspicion that anyone engaged in FCSA business (including, but not restricted to, FCSA project personnel and the **counterparties'** employees):

Counterparties must immediately report to FCSA:

- Any known or suspected violation of FCSA Code of Conduct;
- Any known or suspected violation of this Counterparty Code of Conduct;
- Any suspected violation of applicable laws, rules or regulations;
- Any observed instances of misconduct; or
- Any observed pressure to compromise our ethical standards.

Counterparties must promptly report any of these situations by contacting the FCSA Governance & Compliance Director or through the FCSA Compliance and Ethics Portal and hotline <http://xud.gra.mybluehost.me/> If in doubt, consult with the FCSA Governance & Compliance Director.

7.2 Non-retaliation

FCSA is committed to creating an environment where everyone feels comfortable to report any of the situations as described above. FCSA prohibits **retaliation** against anyone who, in **good faith**, comes forward with their concerns.

7.3 Cooperation

Counterparties must fully cooperate with FCSA when they investigate any report received or during a books and records review and must ensure cooperation from anyone in their supply chain whenever they are involved in FCSA business. This includes, for example, providing timely access to relevant records and making personnel available for interviews.

Glossary

Actual conflicts of interest

refers to a real and existing conflict of interest.

Artificial intelligence

refers to the ability of machines to imitate and perform tasks that have historically required human problem solving. It's a mixture of computer science, mathematics and statistics that focuses on creating intelligent systems capable of simulating learning, reasoning, and making decisions. AI enables machines to analyze and interpret **data**, recognize patterns, solve problems, and interact with humans.

Bonded labor

refers to situations where someone pledges their personal services or those of a person under their control as security for a debt and either the value of the services is not applied towards the liquidation of the debt or the length and nature of the services are not respectively limited and defined.

Bribe

refers to an offer or promise to give, or the giving of, or authorizing to give, anything of value or any other advantage to improperly influence actions of a third party, public or private. Bribes may include money, gifts, travel or other expenses, hospitality, below-market loans, discounts, expenses, reciprocal favors, business or employment opportunities, political or charitable contributions, or any other direct or indirect benefit or consideration to improperly influence actions. Improper influence typically involves the intent to secure a quid pro quo to buy the misuse of someone's position.

Bribery

refers to the offering, giving, receiving, or soliciting of a **bribe**.

Business partners

refers to a **third party** with whom FCSA enters into a business relationship during which the **third party** represents FCSA or acts on its behalf whilst interacting with other parties.

Child labor

refers to work that deprives children of their childhood, their potential and their dignity, and that is harmful to physical and mental development, such as work that: 1) Is mentally, physically, socially or morally dangerous and harmful to children; and/or 2) Interferes with their schooling by: depriving them of the opportunity to attend school; obliging them to leave school prematurely; or requiring them to attempt to combine school attendance with excessively long and heavy work.

Close Personal Relationship

refers to a relationship with someone other than an *immediate family* member, which is significant enough that it affects a person's ability to be objective and unbiased and act in the best interest of FCSA.

Competitors

refers to a *third party* that offers, or is capable of offering, the same or similar products and services to some or all of those offered by FCSA, in markets served or intended to be served by FCSA.

Confidential information

refers to information that if lost, exposed or corrupted, could have adverse effects for FCSA, our clients or other third parties. Loss of *confidential information* could result in fines and prosecution. Most of the information handled within FCSA is considered to be confidential.

Confidential information includes, for example:

- **Data** marked using FCSA's internal information classification system;
- Personal data (e.g., health records);
- **Intellectual property** (client or FCSA owned);
- Information that could cause hazards to FCSA project personnel's safety if compromised;
- Information marked using a government or nuclear-regulated approach;
- Commercially sensitive project information such as framework rates;
- Strategic planning;
- Mergers & acquisitions information;
- Information related to a bid during the bidding process;
- Passwords, certificates or any documents that could be used to gain access to FCSA information technology equipment or information; and
- Non-sensitive internal emails and chats.

Conflicts of interest

refers to a set of circumstances which creates an actual, potential or perceived risk that the professional judgment or actions in relation to the stakeholder's duties and obligations toward the company will be unduly influenced by a secondary interest, which usually benefits the stakeholder financially, professionally and/or personally.

Corruption

refers to the abuse of entrusted power for private gain.

Counterparty/ies

refers to any **third party** that partners with, supplies goods and/or services to, carries out work for, acts **on behalf of**, or represents FCSA. That includes **business partners, suppliers, manufacturers, distributors, service providers and contractors/subcontractors**. That also includes their principals, owners, shareholders, or any other controlling person or entity, any entity under common ownership and anyone working for them or acting on their behalf (including their employees, consultants, **representatives** and anyone in their supply chain), whenever they are involved in FCSA business or related activities.

Data

refers to a collection of facts, such as numbers, words, measurements, observations or just descriptions that can be used for reference or analysis. Data is not just used to analyze what has already happened, but it can be used to inform decisions and help us understand what may happen in the future.

Data lifecycle

refers to the processes that create or obtain **data**, those that move, transform, or store it, those that enable it to be maintained or shared, those that apply it, and those that destroy it. Like other assets, **data** has a lifecycle. Throughout its lifecycle, **data** may be cleansed, transformed, merged, enhanced or aggregated. **Data** is rarely static and managing it involves a set of interconnected processes all closely aligned with our **data lifecycle**.

Discrimination

refers to situations where an individual, or group of individuals, is treated differently, or negatively, on account of their traits (e.g., their beliefs, national or ethnic origin, culture, religion, political convictions, age, mental or physical disability, sex, sexual orientation, gender identity, partnership status, pregnancy, maternity, or any other grounds prohibited by law).

Economic sanctions

refers to laws and regulations which prohibit or restrict business dealings with certain countries and their nationals, and/ or with designated entities or persons.

Export

refers to: (a) physically or electronically sending an item across an international boundary; (b) providing a service to a recipient in another country (such as engineering services for a project

abroad); or (c) in some jurisdictions, disclosing information to a person of foreign nationality, regardless of his or her location (deemed **export**).

Export controls

refers to laws and regulations that regulate and/or restrict the **export** of items and the transfer of items to foreign nations (and/or from one foreign nation to another) and/or foreign nationals or companies for reasons of national security, foreign policy, anti-terrorism or non-proliferation.

Facilitation payments

refers to unofficial payments (as opposed to legitimate and official fees or **taxes**) made for the purpose of obtaining, securing or accelerating the making of a decision or performance of a service or routine action to which the person or company paying is already entitled. **Facilitation payments** are typically small payments made in cash, or small gifts, to an individual with little decision-making power, yet capable of controlling a process (holding up, obstructing or drawing out the process). They tend to be made secretly and are often, but not exclusively, requested in the following situations:

- Obtaining issuance of licenses or permits;
- Clearing customs, immigration or border security; or
- Processing governmental papers, such as visas and other official documents.

Forced labor

refers to any work or service which people are forced to do against their will and under threat.

Gifts, Entertainment and/or Hospitality

refers to anything of value (tangible or intangible) given to a person without payment. Gifts include, but are not limited to meals, travel, site tours, entertainment, logo items, recreation, lodging, transportation, (music, cultural, sporting or leisure) event tickets, trade fairs, donations, sponsorship, money, vouchers, financial credit, free services, or study grants for children and relatives, no-interest or low-interest loans. Entertainment requires project personnel to be present; if not, the expenditure is a gift when given.

Good Faith

refers to reasonable grounds to believe, in light of the circumstances and the information available at the time of expressing a concern, that the matter(s) reported are true. A report does not have to be proven true to be made in good faith.

Harassment

refers to situations where behavior, be it sexual, psychological or in any other form, towards another person is shocking or offensive, affects the person's dignity, well-being, physical or psychological safety, or results in a harmful work environment.

Harassment results in an intimidating, hostile, degrading, humiliating or offensive working environment for the person and can come in the form of repeated, hostile or unwanted conduct, verbal comments, actions or gestures, or can take the form of a single serious incident.



Harassment can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning, or unwelcome. This includes bullying.

Human trafficking

refers to the recruitment, transportation, transfer, harboring, or receipt of persons by improper means (such as force, abduction, fraud, or coercion) for an improper purpose.

Inclusion

refers to the achievement of a work environment in which all individuals are appreciated, supported and treated fairly and respectfully, have equal access to opportunities and resources, can fully contribute to the organization's success and achieve their full potential.

Intellectual property

refers to all patents, rights to inventions, utility models, copyright and related rights, trademarks, service marks, trade, business and domain names, rights in trade dress, rights in get-up, rights in goodwill, rights to sue for passing off, unfair competition rights, rights in designs, rights in computer software, database rights, topography rights, moral rights, image rights, and all other *intellectual property* rights, in each case whether registered or unregistered and including all applications and rights to apply for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world.

Immediate Family

refers to an individual's spouse (or significant other), daughter, son, mother, father, sister or brother.

Kickback

refers to any money, fee, commission, credit, gift, gratuity or anything of value provided directly or indirectly to or received from a supplier or subcontractor or their employees in order to obtain or reward favorable treatment in connection with a contract.

Lobbying

refers to the process of attempting to influence, or advising those who wish to influence, public and government policy at all levels: federal, state, regional and local. It involves the advocacy of an interest that is affected, actually or potentially, by the decisions of legislators or government leaders. *Lobbying* activities can be exercised by in-house lobbyists and/or consultant lobbyists.

Modern slavery

refers to common forms of exploitation including *human trafficking*, domestic servitude, forced marriage, forced criminality, forced labor, *bonded labor*, *child labor* and sexual exploitation.

Money laundering

refers to the process by which a person conceals or disguises the identity or the origin of illegally obtained funds so that they appear to have originated from legitimate sources.

On behalf of

means, in the context of an action taken or any interaction with third parties such as clients, **subcontractors**, vendors, other contractors, public bodies, **public officials**, governmental authorities or regulatory agencies, that the action or interaction is, or may reasonably be perceived to be, in the name or for the benefit of, or may otherwise be imputed to, FCSA.

Perceived conflicts of interest

refers to a set of circumstances which an observer may reasonably view or perceive as giving rise to a conflict of interest (actual or potential), while in reality it does not.

Political contributions

refers to any contribution, whether monetary, non-monetary or in-kind, made to a candidate for public office, or to a political party, organization or entity. **Political contributions** include without limitation: direct financial contributions (subscriptions, loans, advances, deposits, etc.), admission fees to fundraising activities (dinners, golf tournaments, etc.) sponsored by or for political parties or candidates, political campaign expenses, goods, services, equipment, facilities, etc.

Potential conflicts of interest

refers to a situation where there is a reasonable possibility of a conflict of interest arising in the future.

Public officials

refers to an officer or employee of or any person (such as an attorney or legal representative) representing or acting **on behalf of**:

- Any level of government (whether federal, provincial, state, municipal or other);
- Political parties, party officials and candidates for public office;
- State-owned and controlled entities;
- Public international or intergovernmental organizations; or
- A person who holds a legislative, administrative, judicial or military position.

Representatives

refers to any individual or organization who is engaged and paid by FCSA to act **on behalf of** and assist FCSA in pursuing sales related opportunities, regardless of the compensation method, where the arrangement requires the individual or organization to engage in direct or indirect interactions with any **third party** (including, without limitation, **public officials** or employees, any regulatory/rule setting or administrative bodies, procurement agencies, government branches involved in investing, or any private or public entity or their **representatives**). This includes various lobbying activities.



Retaliation

refers to punishing someone for reporting, in *good faith*, an allegation or concern. Retaliation can include any negative job action such as demotion, unjustified discipline, firing, salary reduction or job or shift reassignment, and can be performed directly or indirectly.

Subcontractors

refers to any individual or entity hired by FCSA for the provision of goods and/or services. This does not include clients or employees of FCSA.

Suppliers

refers to any *third party* that supplies goods and/or services, including manufacturers, fabricators, distributors and vendors.

Tax evasion

refers to the unlawful evasion of *taxes* performed by misrepresenting the taxpayer's affairs with the goal to reduce or eliminate their tax liability. It may take the form of dishonest tax reporting through the understatement of income or gains or the overstatement of deductions or losses. It includes the facilitation of *tax evasion* which refers to the deliberate and dishonest action (or omission) to assist another person to evade *taxes* in any jurisdiction. *Tax evasion* can be realized by individuals, corporations or trusts.

Taxes

refers to all forms of tax, including but not limited to, payroll and employment *taxes*, national insurance and social security contribution, capital *taxes*, corporation tax, customs and duties, Value Added Tax (VAT) or other indirect sales and goods *taxes* irrespective of territory.

Third party

refers to any individual or organization, other than FCSA, that personnel may come into contact with within the course of their work and business activities, including but not limited to, *business partners* (including consortium and joint venture partners), family members, candidates, *competitors*, clients, *suppliers* and *public officials*.

Transactions

refers to the sale of services (such as engineering, procurement, construction, construction management, financing and operations & maintenance), products, parts or equipment, shipment, transfer of information or transfer of funds. Transaction also refers to any purchases, expenses, payments and lease agreements.

Violence

refers to the use of physical force that causes or could possibly cause physical injury, or any action(s), behavior or statement(s) that could reasonably be perceived as a threat to one's safety or security.