



Ordina Code of Conduct

FOREWORD

This document is Ordina's revised Code of Conduct. Reading through it, you will regularly come across the word 'integrity'. This is a key concept to us. What we mean by integrity is that we at Ordina aspire to be an honest and trustworthy company. Integrity is a determining factor in how we go about our daily business and applies to every one of our colleagues. Integrity must be woven into Ordina's very fabric.

Principled conduct lies behind every relationship and every contact. It leads to trust. It determines our success, but a lack of it can undermine the continuity of our activities. Our clients, partners and stakeholders should be able to have blind faith in us. They have the right to expect that organisations like Ordina will employ the very highest standards in their assessment of which behaviour is desirable, and which is undesirable.

In this Code of Conduct you can read about the type of principled conduct we expect in relation to key topics, and the appropriate position to take. In addition, the code refers to established directives that offer concrete support.

However, principled conduct is not only about rules. It is only truly meaningful when it becomes an integral part of your everyday activities; and when you talk about it with your client, your colleague, or your manager. The Code of Conduct is designed to create a starting point for this dialogue. It must create an open culture where moral dilemmas can be discussed and resolved together.

We are counting on your commitment to abiding by and promoting the Code of Conduct, and to discussing it. We are also counting on you to point out instances where the code is not being complied with. In so doing, we will strive to uphold Ordina's integrity and reputation.

Stépan Breedveld *CEO*

Jolanda Poots-Bijl *CFO*

GENERAL***Standards of good conduct***

We attach great importance to honesty, transparency and integrity. We aim to be a sincere and trustworthy partner and to carry out our activities in a responsible manner, with respect for stakeholders at Ordina, and for the interest of the general public.

Compliance

We will comply with the legal and regulatory requirements, as well as with this Code of Conduct and the accompanying policies. This means that we will comply with these rules not only literally, but will also act in their spirit.

PERSONAL INTEGRITY***Social policy***

We are committed to ensuring our staff's wellbeing and take care to create good working conditions. Together with our staff, our aim is to develop the skills and capacities of each of our staff, and to offer each of these persons equal opportunities in this endeavour.

Respect and treatment

Our staff are at the heart of our organisation. We strive to achieve diversity amongst our staff, in a working environment in which people treat one another honestly and with respect. We therefore do not tolerate any kind of discrimination, intimidation, bullying or sexual harassment.

→ [Policy on Appropriate Behaviour](#)

Conflicts of interest

We expect all our staff to avoid personal activities and financial interests that could be, or could be seen to be, in conflict with their responsibilities with regard to Ordina. Our staff are not permitted to attempt to gain advantage for themselves by abusing their position.

→ [Policy on the Prevention of Conflicts of Interest](#)

CORPORATE INTEGRITY***Competition***

We are committed to honest and open competition. We operate according to the rules of decent entrepreneurship and act in accordance with the applicable laws and regulations in the area of competition (including competition and procurement legislation). For example, we do not engage in price fixing with competitors and we do not engage in market sharing. Our staff are obliged to report any suspicions they may have of any violation of competition or procurement law.

→ [Policy on Fair Competition](#)

Bribery

We condemn bribery in both the public and private sectors. The giving or accepting, either directly or indirectly, of bribes or other improper advantages for business or financial gain is strictly forbidden. No member of staff is permitted to offer, give or accept a gift, payment or item of value that amounts to bribery, or that could be interpreted as such. Our staff are obliged to report any (suspicions of) bribery.

→ [Policy on Anti-Bribery](#)

Gifts and corporate entertainment

We encourage sustainable business relationships. Presents or forms of corporate entertainment are only permitted where these are of modest value, do not detract from the integrity or reputation of any of the parties involved, and cannot be construed as a means of securing an unfair advantage.

→ [Policy on Gifts and Corporate Entertainment](#)

“We attach great importance to honesty, transparency and integrity.”

Business partners

We aim to maintain stable and honest business relationships with our suppliers, clients and other business partners. We expect our business partners to abide by laws and regulations and to act with integrity and honesty.

→ [Policy on Business Partners](#)

Political activities and charities

Ordina does not support any political parties. Any involvement by our staff in political activities should take place on a strictly personal basis.

→ [Policy on Political Activities](#)

Communications

Appropriate communications are of crucial importance to Ordina's reputation. When our staff communicate with others about Ordina, by whatever means, we expect them to do so in a professional and honest way, without harming either Ordina or others.

COMPANY INTEGRITY**Sustainable and corporate social responsibility**

Ordina attaches great importance to corporate social responsibility. In our own business operations, we strive to handle resources such as fuel and energy in a sustainable way. However, when providing services to clients and when involved in social projects, we also employ our knowledge of ICT to create sustainable solutions – solutions that really do help people and companies to move forward.

Company resources

Ordina's company resources, including intellectual property assets and business-related knowhow, are highly valuable. We expect our staff to protect Ordina's company resources and use these in a responsible manner for the business purpose for which they are designed, unless permission to use them for another purpose has been explicitly granted.

→ [Policy on the Use of Company Resources](#)

Accurate accounting

Accurate and complete financial information is of crucial importance. This begins with trustworthy financial administration. We ensure that our administration provides a complete, consistent, up-to-date and transparent picture of our transactions. Decisions with regard to financial transactions are well documented by us.

→ [Policy on Fraud](#)

Confidentiality

Company information, including personal data, is extremely valuable. We do not share the information to which we have access in the course of our work. We protect that information with the greatest care and store (or destroy) it in accordance with our contractual and legal obligations. We expect those staff who are seconded to our clients to observe confidentiality with regard to the company information of the client concerned and not to share this – including with Ordina – without the client's permission.

→ [Policy on Handling Information](#)

Shareholders

We carry out our activities in line with the principles of good corporate governance. We will provide all shareholders with timely and trustworthy information about our activities, structure, financial position and results.

Insider Trading

Staff are not permitted to buy or sell Ordina shares, or those of any other listed company, on the basis of inside information. Staff with inside information are also forbidden to pass on this information to others or to advise them to carry out transactions to which that information relates.

→ [Regulations against Insider Trading](#)

Fraud

Behaviour that is designed to threaten or mislead others is not tolerated. Our staff are obliged to prevent fraud within Ordina and to report any instances or suspicions of fraud.

→ [Policy on Fraud](#)

TO WHOM DOES THIS CODE OF CONDUCT APPLY?

This Code of Conduct applies to everyone

- Who carries out work for Ordina, regardless of contract type (temporary, permanent, agency workers, interns, external and hired-in staff);
- Who has been seconded to a client by Ordina;
- Who represents Ordina or acts in the name of Ordina.

For our business partners, the Code of Conduct is a statement of the behaviour that we expect. Our business partners can always report any non-compliance with the Code of Conduct. We take all such reports seriously, and take steps where necessary.

COMPLIANCE

We all contribute to the creation of a climate in which the values of the Code of Conduct are generally accepted. We expect all our staff, regardless of their role, to be aware of and comply with the Code of Conduct. Managers are to ensure that all their staff are aware of this Code of Conduct. Managers are also expected to create a climate in which the Code of Conduct and compliance with it can be discussed openly. Members of staff who do not comply with the Code of Conduct will be called to account. Depending upon the seriousness and consequences of any non-compliance,

Ordina takes disciplinary measures against a member of staff.

REPORTING WRONGDOING

Have you observed colleagues behaving in a way that is in conflict with this Code of Conduct? In this case, report it in the interests of both Ordina and your colleagues!

The Reporting Arrangements for Code of Conduct Infringements tell you how and to whom you can make a report.

→ [Speak Up Policy](#)

NO ADVERSE CONSEQUENCES

When you, as an employee of Ordina, make a report in good faith of a breach, or the suspicion of a breach, of the Code of Conduct by your colleagues, you will be protected and will experience no adverse consequences for your work as a result of this. If you yourself have taken part in the behaviour you are reporting, Ordina will bear in mind when deciding on possible disciplinary measures that you were the person who brought the matter to light.

Ordina stands for every company in which Ordina N.V. has a majority interest, either directly or indirectly, or over which it has control

Laws and regulations that are stricter than this Code of Conduct or the associated guidelines shall prevail.

This Code takes effect on 23 January 2015 and replaces any and all previous Codes of Conduct and Business Principles. Ordina's Board of Directors will ensure that this Code of Conduct is introduced.