

Code of Conduct Deerns Raadgevende Ingenieurs bv

March 2004

As decided by the Board of Directors and approved by the Works Council

Rijswijk, 1 March 2004

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Note: Wherever "he", "him" or "his" is written in this text, this equally implies "she", "her" or "hers".

1. GENERAL

1.1. Deerns' success is determined by those who work there. Every single one of us has his or her own task and own responsibility, and to this end each one of us contributes the necessary knowledge and expertise. Yet none of us can singly determine Deerns' success. Deerns is only successful through a symbiosis of every individual's qualities. Furthermore, our success is dependent on the manner in which our clients perceive our performance and the degree of confidence that they place in this. That is why the manner in which we jointly function and act, both internally and externally in our daily activities, determines what our firm can achieve as a leading consultancy organisation and work community.

This code of conduct forms a guideline for the way in which we act and operate.

1.2. Deerns' key values

The qualities and characteristics which determine the nature and success of Deerns can be summarized in five key values.

Our clients depend on our employees' **expertise**, and our employees derive their self-respect and job satisfaction from this. The **entrepreneurship** in our employees enables Deerns to develop and to react well to changes in the requirements of the marketplace. Our focus on maintaining a high **reputation** helps our clients, employees and future employees to view Deerns as a sound, long-term partner. Our employees' **integrity** is of vital importance to the clients and is an important guideline in the dealings amongst colleagues themselves. The joint **co-operation** between employees is a guarantee for our quality and for a good working atmosphere.

These key values determine our daily behaviour, the attitude which we adopt, and the manner in which we work. Those who work at Deerns endorse these key values and act accordingly. For all the firm's employees, in practice this means in respect of:

o **Expertise**, that we:

- *unrelentingly continue to learn;*
- *carry out our work by making use of the broad spectrum of knowledge at Deerns which we can share with each other;*
- *lend assistance to each other when we notice that colleagues act incompetently;*
- *continue to develop both our professional knowledge and our consultancy skills so as to increase Deerns' expertise and reputation;*
- *dare to speak freely and openly about difficult issues too, to thus contribute to a proper solution;*

o **Entrepreneurship**, that we:

- *dare to take risks to improve the envisaged results;*
- *detect signs from the marketplace and pass them on to the right people in the organisation;*
- *do not shun new forms of co-operation, technologies and solutions, but rather see them as part of our own responsibility;*
- *dare to tread beyond the beaten track to make room for innovation;*

o **Maintaining a high Reputation**, that we:

- *are constantly aware that the firm's reputation, in the long term, is more important than a short term gain;*
- *speak positively and with respect about others and about ourselves;*

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- o **Integrity**, that we:
 - *are always able to account for our acts in good faith;*
 - *place our client's interests first and foremost;*
 - *take the initiative ourselves to guarantee honest dealings by others;*
 - *are constantly aware that in our work we serve as an example to others;*
- o **Co-operation**, that we:
 - *stick to agreements made and that we can and dare to address each other freely and openly regarding our responsibilities;*
 - *take others' questions seriously;*
 - *show respect to others by listening, by giving space, by motivating and by appreciating;*
 - *continually contribute to a pleasant working atmosphere for our colleagues and for ourselves, based on mutual trust.*

1.3 **Concordance with the Terms and Conditions of Employment**

Applicable to the employment contract between Deerns and its employees are the Terms and Conditions of Employment, which were drawn up in consultation with and approved by the Works Council, in conformity with the statutory provisions. In clause 2, 'Appointment and Employment', and in clause 3, 'Reciprocal Obligations', the employer's and employee's obligations towards each other pertaining to industrial law, are recorded. This Code of Conduct indicates how the employee puts these obligations into practice, particularly with regard to behaviour internally and externally, the acceptance of gifts, fringe activities, memberships and the use of firm property.

2. **BEHAVIOUR INTERNALLY AND EXTERNALLY**

2.1 **General External Behaviour**

When having contact with clients, suppliers and other Deerns business relations, we shall always behave ourselves in accordance with the key values of Deerns, as well as the socially ethical standards generally accepted. Our behaviour will never lead to founded criticism of those who deal with Deerns, or worse still, to the severance of a relationship.

2.2 **External Communications**

In our daily business contacts, we shall not express ourselves in a negative fashion about third parties, whether they be clients, suppliers, competitors or other organisations or people, unless this is necessary in the interests of the client. Even then we restrict ourselves to the minimum amount of information needed. Confidential information about Deerns or about others remains confidential and is only discussed with the proper people within the firm (project manager, manager, trusted representative).

2.3 **Acting in the client's interests**

In business, the client's interests are always placed first and foremost. If the client's interests are at issue, we take the necessary steps to safeguard them. In such cases, we can always ask colleagues or our manager for help.

We do not resign ourselves to an arrangement which is inadequate or unsatisfactory for the client, but ensure the necessary attention and input is paid to the best of our abilities, to achieve an acceptable result for him.

3. ACCEPTANCE OF GIFTS

3.1 General

In our particular world of business it is not uncommon that our business relations offer us gifts. These could be items like bottles of wine or other presents, but could also be invitations to dinners, lunches, events or trips. In doing so, the party making the offer often seeks a direct or indirect gain. One wants to win our firm as a customer, and thus approaches those who are assumed to have an influence on our decision-making. Our firm's independence could be jeopardized if we accept gifts and thus possibly oblige ourselves towards the giver, or even if such obligation could only be suspected. It is vital that our integrity is not harmed and that we can justify our dealings entirely without restraint.

As an aide for the proper assessment of such situations, we maintain points 3.2 through 3.4.

3.2 Promotional gifts:

An employee to whom (promotional) gifts are offered always reports this to his manager. Then the gift is assayed on the following criteria:

- o gifts that have an estimated value up to € 25.00 may be kept by the receiver;
- o gifts that have an estimated value between € 25.00 and € 250.00 could be returned by the management to the giver, or could be accepted for the good of the company as a whole, or could be donated by the management to a charity; the management will decide on this, and the giver will be informed in writing of the decision made;
- o gifts with an estimated value higher than € 250.00 are returned together with a written explanation by the management;
- o an acceptable gift must be presented on an appropriate occasion such as the festive days at year end, or on the occasion of a special (business) event;
- o the frequency in the offering of gifts by one and the same party must be in accordance with that which is generally accepted in common practice;
- o delivery of gifts to a private residential address must be avoided as much as possible, as openness in the offering and in the acceptance of gifts, therefore at the office and not at home, will forego improper expectations on the part of the giving party;
- o each gift in cash is refused; if cash money is offered, the manager will take up this matter with the management in order to assess what reaction is required;
- o the employee must report special situations or doubtful cases to his manager or to the management.

3.3 Trips, events:

Invitations for trips and events are always reported to the manager beforehand, and they are generally not accepted. Acceptance is only possible in the following cases:

- o a trip or event is important for professional reasons and more than one party is invited to participate, whereas each person has a separate business interest towards the organising party, to be assessed by the manager;
- o if the invitation is accepted, then the travel and accommodation expenses are for the account of Deerns, unless these costs are carried by the organising party for all the participating parties.

3.4 **Meals:**

Dining invitations are always reported to the manager beforehand. Then, in mutual consultation, the invitation is assayed on the following criteria:

- o the business relationship with the inviting party must be such, that a dining invitation can be reciprocated, whereby the expenses will then be for Deerns' account without endangering our independence;
- o the dinner will have a business character and will be timed in association with the business that one has with the inviting party;
- o the frequency of dining invitations by one and the same party must be in accordance with that which is generally accepted in common practice.

4. **FRINGE ACTIVITIES**

4.1 **General**

In their own time, Deerns employees have the freedom to be active in club activities, in the educational or managerial field at companies, foundations or institutions with or without remuneration of expenses and fringe benefits. However, there are fringe activities which could be to the detriment of Deerns' or its client's interests, and there are fringe activities, as stipulated in the Terms and Conditions of Employment, which may not be carried out without prior permission.

The employee must consult with his manager about such activities if there is any doubt if they will be acceptable.

4.2 **When to report, and when not to report?**

In the first instance this must be assessed by the employee himself. He must judge for himself whether the performance of fringe activities would or could possibly lead to an incompatibility of interests, to a conflict of interests, or to the detriment of Deerns' or the employee's own reputation, whether it would be to the detriment or embarrassment of clients, and whether the additional activities would take up too much of the time which should be available to Deerns. If there is any doubt about the answers to these questions, then it is necessary that the fringe activities be reported to the manager and be discussed with him.

4.3 **Assaying criteria**

In order to check whether the fringe activities need to be reported, the following criteria can be used:

- o Did the fact that one works at Deerns play a role in being entrusted with these activities?
- o Is there a similarity between the fringe activities and the work undertaken at Deerns?
- o When undertaking the activities, could one meet up with the same people as those with whom one deals at Deerns?
- o Does the extra job take up so much time and energy that the work at Deerns could suffer?
- o Can there be any doubt about the good name of the organisation or person for whom one works in his own free time?

If any of these questions can be answered with a 'yes', then discussions with the manager are necessary.

4.4 Competitive fringe activities are not permitted

The employee may not accept any additional function, irrespective of its size, which in any way or form can be seen as competitive with or obstructive to the activities of Deerns or Deerns' clients.

4.5 Written permission required

The employee must request written permission from the management for the acceptance of an additional function, if it is associated with such a position or status or importance as could be of substantial interest to Deerns or Deerns' clients. It is up to the management to assess whether the additional function is of such substantial interest.

5. MEMBERSHIPS**5.1 General**

Many employees at Deerns are members of a trade association. Membership is generally connected to the professional field in which one works at Deerns. Sometimes the membership is even linked to one's professional specialty field and the area in which one is considered as an authority.

Generally there are no objections to such membership. Sometimes however, membership of an association could be contradictory to Deerns' interests. The employee must therefore report the membership of such an organisation to his manager.

5.2 Membership or non-membership of a trade association?

Due to the ensuing intensive contacts with colleagues in the profession within and outside of the association, these memberships generally contribute to the knowledge development at Deerns. Thus, Deerns sometimes encourages an employee to become a member and in such cases, Deerns will compensate part or all of the membership fee.

However, there are associations which are directly connected to people, businesses or institutions with which Deerns has a business relationship. Here one could consider, e.g., a supplier acting as a sponsor for an association. In such cases, in consultation with the manager, it will be considered if membership endangers Deerns' independent position, in which case the membership is refused.

6. FIRM PROPERTY**6.1 General**

During working hours at Deerns, one obviously makes use of all kinds of firm property. It is assumed that these are used exclusively for work and they should not be used for private purposes. How strictly can this rule be maintained?

6.2 Private use which is described

When a company car, a mobile telephone or a laptop computer are made available, the rules pertaining thereto are clearly described. A user's agreement is concluded with the employee for such equipment.

The restrictions of private usage of the internet and e-mail are described in clause 3.5 of the Terms and Conditions of Employment.

6.3 Private use which is not described

Yet there are far more firm assets which could also be used for private purposes, but for which rules are far more difficult to establish. May one make a copy of a medical aid claim form? Yes, that's allowed. What about fifty copies for the soccer club? No, that's not allowed. A private telephone call to make an appointment with the doctor? Yes, that's allowed. However, regular long telephone conversations with family members about shopping lists are not allowed.

For these situations, it is difficult to provide an extensive summary of permitted (or not permitted) private use. Therefore, consider Deerns' key values, and especially the one described under 'integrity': *we must always be able to account for our acts in good faith*. Thus the employee maintains the 'blushing factor' as a criterion: one should not do anything that one would not have done if colleagues or the manager knew about it.

6.4. Acting in a sustainable manner

We strive towards using firm assets and equipment in such a manner, that the ensuing environmental impact and the energy consumption associated with this are limited as far as possible.

7. TRUSTED REPRESENTATIVE

In most cases, this code of conduct clearly explains how the employee must act in various situations. Obviously, there may be situations in which the desired behaviour is not immediately clear. In such cases a discussion with the manager is necessary. Such discussions form the basis of honest dealings by everyone within Deerns.

The firm assumes that everyone knows what his own responsibilities are. On the one hand, everyone is expected to judge his own behaviour carefully; on the other hand, Deerns wants every employee to discuss any possible dilemmas with colleagues and managers, and to address colleagues when their behaviour is not in accordance with this code of conduct.

A situation could occur in which an employee has suspicions of dishonest behaviour by a colleague or in which he has doubts about the proper method of his own behaviour, and feels hindered to discuss this with the relevant colleague and/or the manager. In such cases, every employee can approach the trusted representative at Deerns: **Linda Wijmer**. She can be presented with the situation in the strictest confidence, and it can be discussed with her how a solution of the situation can be reached. She is available on Tuesdays, Thursdays and Fridays at telephone number **070-3957607**.