



G GROUPE **Gorge**

ANTI-CORRUPTION CODE OF CONDUCT

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Dear employees,

Due to the Group's expansion and the tightening of legal requirements in many countries, particularly in France, a consistent ethical culture when it comes to corruption is vital so that we can fulfill our commitments and responsibilities, in the same way excellence and performance are vital.

This ethical culture is enacted through this Anti-Corruption Code of Conduct, which I encourage you to promptly apply in your day-to-day actions.

This Code should be our frame of reference. It provides us with guidelines and recommendations on the honorable behaviors expected of us as a responsible Group committed to fighting corruption.

Corruption is a harmful phenomenon that hinders the development of our economies, and it is our duty to help prevent and detect any illegal or immoral act in accordance with what is discussed in this Code and the applicable national and international legislation on corruption.

The support of each employee for the principles and values set forth in this Code is the key prerequisite for maintaining long-term, trusting relationships forged with our customers and partners, for preserving the Group's image and reputation, and more broadly, for our future successes.

In this voluntary initiative that demonstrates our beliefs in transparency, ethics and responsibility, I would like to thank you for ensuring that you proudly act with complete integrity every day.

Chairman and Chief Executive Officer, Groupe Gorgé

ETHICAL RULES CONCERNING CORRUPTION

In accordance with the Sapin II Law on transparency, the fight against corruption and economic modernization of November 8, 2016, this Anti-Corruption Code of Conduct must be implemented by every Group entity (except those that already have their own code or except in the case of more stringent local regulations). It enters into force today.

This Code formally sets out the Group's commitment to conduct its business transparently and honestly. It is designed to formalize and bolster our commitments when it comes to preventing and fighting corruption, by establishing fundamental principles that will help all employees to ponder the position to take and the rules to follow in order to make the right decisions in all situations.

The Anti-Corruption Code of Conduct is being provided to all Group employees so they have a frame of reference in the ethical behaviors to be adopted by the Group and employees alike.

All employees are obliged to abide by the Group's commitments when it comes to corruption, and they must do their part in promoting an ethical culture.

To ensure compliance with the good conduct provisions promulgated within the Group, disciplinary actions will be enforced if any of the principles enacted are violated. Any breach of the principles of the Anti-Corruption Code of Conduct may have particularly harmful consequences for the Group: substantial financial consequences as well as consequences for our reputation and image.

For optimal effectiveness in enforcing these principles, all employees will be entitled and obligated to report any breach of this Code by referring to the instructions established below.

If you have any questions about the interpretation of this Code, please contact the representative appointed for this purpose.

This Code may be subject to revisions and/or amendments at any time in order to take the necessary adjustments into account.

Paris, August 28, 2019

1 ZERO TOLERANCE FOR CORRUPTION

Our key commitment in this Code of Conduct is **zero tolerance for corruption**. No employee of Groupe Gorgé or its subsidiaries may engage in acts of corruption.

The term corruption must be understood as the act of promising, proposing or offering, requesting or receiving, either directly or indirectly, money or any item of value, to or from a third party or on behalf of a third party to obtain or keep a contract, or any other undue advantage in conducting business. This corruption may take different forms, namely:

- active corruption: when an individual receives or attempts to receive an undue advantage by proposing or offering money or any item of value to a third party, particularly a Public Official;
- passive corruption: when a third party (a Public Official or employee of a customer, partner, service provider or supplier) takes advantage of his or her position by requesting or accepting money or any item of value, in exchange for which the third party performs its duties (or refrains from performing them) in a biased manner, or exerts his or her influence inappropriately.

Influence peddling means the act, by anyone, of requesting or granting, at any time, directly or indirectly, any offers, promises, donations, gifts or advantages whatsoever, for that individual or others, for abusing or having abused his or her actual or presumed influence in order to gain from a public authority or civil service honors, jobs, procurement contracts or any other favorable decision.

For the purposes of interpreting this Code, the term "**corruption**" must be understood to include corruption (both active and passive) and influence peddling, without distinction.

Principles and rules

Employees must not commit acts of corruption and must not use Intermediaries, such as agents, consultants, advisers, distributors or any other trading partner for the purpose of committing such acts.

Our vigilance must lead us to prevent and detect any act of corruption involving an Intermediary or employees of the Group and its subsidiaries.

What is an Intermediary?

The term **Intermediary** means any person who takes part in domestic or international business relations, namely, agents, sales representatives, business getters, consultants, advisory firms or someone representing another's interests.

In performing their duties, all employees must therefore enforce the stipulations of the Code, and particularly abide by the following basic principles:

- avoid any behavior that is likely to constitute a risk and/or cause any harm whatsoever to their company or the Group;
- behave transparently and honestly, in full compliance with the law;
- place the interests of their company and the Group above their personal interests.

More generally, all employees are encouraged to ask the following questions if they have any doubts:

- is my action compliant with the applicable laws and regulations?
- is my action compliant with the Code? With the interests of my company and the Group?
- is my action devoid of any personal interest?
- Would I feel serene if my decision were disclosed?

If the answer to any of these questions is no, all employees are encouraged to discuss it with one of the people appointed for this purpose in the paragraph "Contacts" on page 13 of the Code.

2 RELATIONS WITH PUBLIC OFFICIALS

What is a Public Official?

The term **Public Official(s)** means not only appointed or elected representatives of a government or civil service, but also a wide range of civil servants and employees of entities that belong to a government and/or are supervised by it. In particular, the following people are considered Public Officials: civil servants or employees of foreign governments, international organizations, a ministry, international government or public entities, political authorities and candidates for public office, and any person acting in an official capacity for or on behalf of the aforementioned persons.

French and foreign public procurement contracts represent a significant portion of the Group's business. This means that relations with Public Officials must meet the highest ethical standards in order to uphold the Group's reputation and integrity, and its access to public funding and contracts.

Consequently, all employees: (i) agree to always indicate clearly to Public Officials that the Group does not tolerate any form of corruption, (ii) agree to never propose, offer or promise, either directly or indirectly, any personal, financial or other advantage to a Public Official insofar as these advantages aim to spur a favorable decision on the part of the Public Official and/or to gain any undue advantage, and (iii) agree that relations with Public Officials must be

transparent, honest and, more broadly, in compliance with the regulations in force in France and in the countries in which the Public Official resides.

When authorized by French or local law, an advantage may be granted to a Public Official or a member of the Public Official's immediate family only with complete transparency with regard to the Group, and it must be authorized in advance by the manager of the relevant Group subsidiary.

Example: As part of a call for tenders abroad, a Public Official responsible for awarding the contract lets me know that my tender would have a better chance if it included a portion of local subcontracting, and for this purpose encourages me to contact a company in which this Public Official or the official's immediate family is a minority shareholder.

In such a situation, I notify my line manager, who will take the necessary steps to check, with complete transparency and in accordance with the applicable internal procedures, on the existence or absence of a risk of corruption.

3 GIFT AND INVITATION POLICY

Gifts and invitations can help to improve business relationships. However, on the one hand, gifts and invitations are prohibited by law in some countries and under certain conditions, and on the other, they may also be perceived as a way to influence a decision, affect a ruling, favor a business or person and more broadly, resemble an act of corruption.

We urge you to use common sense to guide your actions when you accept or offer gifts and/or invitations. These gestures must reflect normal business relationships in our respective business sectors and in the relevant countries, and may in no way influence business decisions.

In any event, gifts and invitations that are received or given:

- must be of a reasonable or even symbolic value;
- may never be in cash or cash equivalent (e.g. vouchers, etc.);
- may not require anything in return;
- must be directly related to the conduct of the Group's business;
- will be subject to compliance with the principles of transparency and proportionality.

All employees agree to comply with any applicable procedure and/or rule on gifts and invitations within their company.

To remain transparent or if you are unsure about normal business practice regarding offered or received gifts and/or invitations, you must contact your line manager.

Example: I just signed a major contract with a new supplier. The following week, the supplier sends me an invitation to an international sporting event whose market value is substantial.

In such a situation, I can thank the supplier for their generosity but I must politely decline the invitation. If I believe that such a refusal is likely to be poorly interpreted or perceived by the supplier, I consult my line manager, who will be able to advise me on how to behave.

4 RULES ON DONATIONS AND SPONSORSHIPS

Donations and sponsorships mean contributions paid with a charitable, cultural or political purpose, or to support any cause. These contributions may be monetary or they may take the form of services, new or used items, or more broadly, any aid whatsoever.

These contributions are likely to be a risky practice because the reason may be distorted to conceal acts of corruption.

Consequently, requests for donations and/or sponsorships must be considered carefully and closely, particularly those that come from people in a position to influence the Group's business or who could, if this request were accepted, gain a personal advantage therefrom.

Therefore, no donation or sponsorship must be granted when there is direct compensation from the beneficiary for such a gesture, except for the publicity that is permitted. In any event, the amount of the donation and/or sponsoring initiative must reflect what is commonly and reasonably allowed in business practice.

All employees agree that any request for a donation or sponsorship:

- is carried out with no direct compensation (other than the promotion of the Group's image) on the part of the beneficiary;
- is subject to the prior authorization of the legal representative of the relevant subsidiary;
- does not run counter to the Group's values or strategy;
- is not prohibited by the applicable French or local laws.

Example: As part of my job, I am asked to contribute, through my company, financial support for the organization of a cultural event in my city.

In such a situation, I do not make any commitment in the name of my company to the organization that called on me, and I discuss it beforehand with my line manager, who will be responsible for ensuring that the purpose of this project aligns with the Group's strategy and values and may, where applicable, submit the project for the approval of my company's legal representative.

5 PROHIBITION OF POLITICAL FINANCING

In accordance with the regulations in force, it is prohibited to fund political parties, whether in the form of donations, provision of goods or services, or other direct or indirect advantages. The Group and its subsidiaries strictly prohibit any practice that is suspected of being or proven to be political financing.

6 FACILITATION PAYMENTS

Small payments known as "**Facilitation payments**" are those that are made, unofficially (unlike official levies), in some countries, to encourage Public Officials to perform their duties, such as guaranteeing or speeding up the execution of a mandatory routine administrative procedure, or the issue of an authorization or permit.

The OECD recommends banning these facilitation payments, which are illegal in most countries.

No employees are authorized to request, offer or make a facilitation payment, except for urgent reasons (imminent danger to an employee's health or safety).

Example: During a customs clearance operation, I am asked to pay a small sum of money to "speed up and facilitate" an especially long routine inspection.

In such a case, I should not pay this sum because it could be taken for an act of corruption. Instead, I must act honestly and transparently and report the incident to my line manager, who will tell me how to behave.

7 MANAGING CONFLICTS OF INTEREST

What is a Conflict of Interest?

This term means any situation in which a person (employee, Public Official, customer, etc.) has a personal interest that may influence the unbiased, objective performance of this person's duties in a public or private organization.

A conflict of interest is not automatically an act of corruption, but if a conflict of interest is not managed transparently, ethically and responsibly, the risk of corruption is present.

If circumstances give rise to a potential or proven conflict of interest, the relevant employees must report it to their line managers, and any proven conflict of interest will be subject to an appropriate solution if it represents a risk of corruption.

Example: I work in the Purchasing Department and I am in charge of choosing a supplier as part of a call for tenders. My cousin manages one of the companies that submitted a tender to my company.

In such a situation, I must notify my line manager as soon as possible and recuse myself from the supplier-selection process in order to avoid any potential Conflict of Interest.

8 ACCOUNTING ENTRY — INTERNAL CONTROL

The Group companies must apply the Group's Internal Control Accounting Basis.

Employees who work on accounting tasks, prepare audits of the financial statements and manage cash must be especially vigilant when it comes to the faithfulness and accuracy of the financial statements, and they must be alert to suspicious payments. Their audits must include the objective of identifying potential corruption that could be hidden in their company's financial statements.

"Off book" accounts and falsified or misleading information in the Group's companies' financial statements are strictly prohibited.

IMPLEMENTATION OF THE CODE

IMPLEMENTATION AND TRAINING

This Code must be incorporated into the internal regulations of each Groupe Gorgé subsidiary that does not already have its own code.

The employees of these subsidiaries are required to read the Code and implement it as part of the responsibilities connected with their jobs in the Group.

Employees are required to participate in the training sessions that are organized by the company to educate them about fighting corruption. New employees learn about this as soon as they assume their duties when they receive the Code in their welcome booklet.

All employees are free to view the Code anytime:

- on Groupe Gorgé's website;
- on their entity's website;
- by sending a request to legal@groupe-gorge.com

REPORTING PRACTICES THAT DO NOT COMPLY WITH THE CODE AND PROTECTION OF WHISTLEBLOWERS

All employees may, pursuant to and according to the terms and conditions of the internal whistleblowing procedure applicable within the Group, share their uncertainties with and/or ask questions of their chain of command:

- if they are facing a risk of corruption;
- if they believe in good faith that a violation of the Code was, is in the process of, or will probably be committed;
- if they discover that someone has suffered reprisals for making a report in good faith;
- for any other question related to this Code and its implementation.

Any employees who may in good faith and altruistically (i.e. they are sincerely convinced that their statement is accurate) report a violation or risk of violation of the Code to their chain of command and/or through the internal whistleblowing procedure will be protected against all forms of reprisals.

However, willfully wrongful denunciations or denunciations characterized by a desire to cause harm will be subject to penalties.

If you are hesitating to discuss a problem with your line manager, the head of human resources, chief legal officer or manager of your subsidiary, you may use the special ethics address:

compliance@groupe-gorge.com.

The internal whistleblowing procedure used by your subsidiary may provide a second ethics email address to which you may also write. Please take a look at the internal whistleblowing procedure of your subsidiary (if there is one) or that of Groupe Gorgé for more details.

The identity of the Whistleblower and the reported acts will be treated confidentially in accordance with the applicable regulations, and particularly with the Sapin II Law.

PROTECTION OF PERSONAL DATA

In accordance with the regulations applicable to the protection of personal data in most countries in which the Group operates, any individual identified as part of the internal whistleblowing procedure, whether this person is the source or the subject of the complaint, may exercise his or her right of access to the data that applies to him or her by contacting the Group's general counsel (legal@groupe-gorge.com). All individuals may also request the rectification or deletion of personal data if this data is inaccurate, incomplete, questionable or out of date, according to the same procedures.

SANCTIONS FOR VIOLATING THE CODE

Any breach by an employee of any of the stipulations of this Code, or the procedures and guidelines referred to in it, is likely to incur the employee's personal liability and to expose the employee to the risk of disciplinary actions in proportion to the seriousness of the offense, ranging all the way up to dismissal. These sanctions will be applied in accordance with (i) the stipulations of the internal regulations of the company where the employee works or, alternatively, with (ii) the legal provisions that are applicable in the matter.

French law incriminates active corruption (the corrupter) and passive corruption (the corruptee) in the same way. For a natural person, the maximum penalty is five years' imprisonment and a fine of €500,000 (the amount of which may be increased to double the profit gained from the offense).

CONTACTS

Employees who need assistance interpreting any of the stipulations of this Code may contact:

- their line manager;
- the human resources manager of the company where they work;
- the chief legal officer of the company where they work;
- the manager of the company where they work;
- Groupe Gorgé's legal department (legal@groupe-gorge.com).

How do I contact the representatives for Groupe Gorgé's Anti-Corruption Code of Conduct?

If you need any recommendations, have a request or want to make a report, email Groupe Gorgé's anti-corruption officers at: compliance@groupe-gorge.com.

If you would like to report something, please refer to the Group's internal whistleblowing procedure available at www.groupe-gorge.com.