

ANTI-BRIBERY CODE

1. PREAMBLE

This document defines the EFECTIS Anti-Corruption Policy. Its purpose is to provide a single reference point and to guide employees in all matters relating to corruption.

The Code applies to all managers and employees (hereinafter referred to as "Employees") within the Efectis Group of companies.

This Code is in line with the various national regulations to which the Group's companies are subject to:

- French laws including the Sapin 2 Law no. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life.
- UK laws including the Anti Bribery Act 2010
- Turkish laws, including article 252 of the Turkish Penal Code
- Dutch laws including criminal law Wetboek van Strafrecht

The Criminal Law Convention on Corruption, which has now been ratified and implemented in the countries where EFECTIS operates, is a benchmark.

The same applies to third parties acting on behalf of EFECTIS, for whom these standards of honesty, integrity and fairness form part of the contractual provisions requiring adhesion to the EFECTIS Policy, as well as to all applicable national and international anti-corruption laws.

In this Code, third Party means any person or organisation with whom the Employee comes into contact within the course of his or her duties for EFECTIS. This includes its prospects, customers, suppliers, distributors, business contacts, agents, advisors, government and public bodies in addition to, their advisors, representatives officials, politicians and political parties.

2. POLICY CONTENT

2.1. EFECTIS' values are based on integrity, loyalty, compliance and transparency, non-retaliation, respect and commitment.

2.2 EFECTIS wishes to protect its employees, its company and its reputation by committing to ethical business conduct and by applying a zero-tolerance policy towards any form of corruption, whether public or private, active or passive.

2.3 EFECTIS intends to continue to grow and to strive for excellence, not only in the services it provides to customers, but also in the way it works and the results it achieves.

3. BRIBES AND CORRUPTION

3.3 Each Employee shall refrain from making, offering or promising, soliciting or accepting, payments in cash, services, gifts and invitations to or from Third Parties in exchange for an undue advantage (for example, illegitimately obtaining a contract).

3.2 All Employees shall refrain from accepting or offering cash, gifts and invitations on the occasion of and/or during invitations to tender or other negotiations.

3.3 All Employees are obliged to inform a member of Management immediately if they are faced with such a situation.

4. FACILITATION PAYMENTS

A facilitation payment is a payment made to a public official in order to carry out or expedite certain administrative formalities such as permit applications, the clearance of goods through customs, the granting of visas, administrative licences or any other official document, the scheduling of inspections and/or the provision of various administrative services.

Facilitation payments, whether made directly by EFECTIS or indirectly through an intermediary, are a form of corruption.

EFECTIS' strict policy is that facilitation payments must not take place. However, EFECTIS recognises that Employees may be faced with situations where there is a risk to their personal safety or that of their family and where a facilitation payment is unavoidable, in which case the following steps should be taken:

- Keep any amount to a minimum;
- Create a payment file; and
- Report it to your line manager.

In order to meet its objective of not making facilitation payments, EFECTIS will keep a record of all payments made, which must be reported to Senior Management, in order to assess the business risk and develop a strategy to minimise such payments in the future.

5. GIFTS, INVITATIONS

Offering and receiving gifts and invitations can be a simple sign of courtesy and contribute to the smooth running of a relationship with a partner. However, this can be similar to or be perceived as an act of active or passive corruption. Any gift or invitation must therefore be reasonable, proportionate, in line with the Group's values and without any spirit of reciprocity.

5.1. Employees must refuse to receive or give cash gifts.

5.2. Each Employee must refuse gifts or invitations from Third Parties unless they are clearly of symbolic value, which may not exceed an equivalent value of €50 (and the annual sum of such gifts may not exceed €300). The following may be exceptions to this rule:

- Lunches, dinners and drinks required by the time and duration of meetings or seminars.
- Invitations to seminars or events for professional reasons.

In case of doubt, or for special cases, they will ask their line manager for advice.

5.3. Any Employee in possession of a gift, of significant value, which he or she was unable to refuse in order not to breach the rules of politeness, shall inform his or her line manager, with whom he or she shall define the rules: sharing with colleagues or passing on to a Group department likely to benefit a charitable organisation.

5.4. Employees must ensure that any gifts and invitations they offer are appropriate, proportionate and in line with the Group's values. The value of each gift and invitation offered to an individual may not exceed €50, and the annual total may not exceed €1,000.

If in doubt, the Employee should ask his or her line manager.

5.5. Each Employee must ensure, in the context of a commercial relationship, that Third Parties are informed of EFECTIS' anti-corruption policy with regard to gifts and invitations. At the same time, each Employee must inform himself of his partner's policy.

5.6. All Employees must systematically declare any gifts received to their line manager.

6. CONFLICT OF INTEREST

A conflict of interest exists when the personal interest of an Employee is likely to conflict with the interests of EFECTIS. Conflicts of interest create ambiguous relationships that may lead to doubts about the independence of the parties and the objectivity of decisions.

6.1. All Employees must identify any conflicts of interest with which they may be confronted and declare them to their superiors and/or the Human Resources Department in order to find the appropriate solution. They shall refrain from participating in the decision concerned.

6.2. All Employees must refrain from acquiring any interest, in any form whatsoever, in a commercial company controlled by competitors, suppliers or customers of EFECTIS, without the prior written authorisation of their superiors.

6.3. No Employee may engage in a professional activity outside the Group without the prior written authorisation of his/her line manager.

7. INTERMEDIARIES, AGENTS, CONSULTANCY FIRMS

Using intermediaries who offer their services, whether for a fee or not, to facilitate or speed up procedures, negotiations, or transactions with Third Parties, can be useful in business life. In such cases:

7.1. Each Employee must check the reputation of the intermediary beforehand.

7.2. Each Employee must sign a written contract specifying the amount of the intermediary's fees or commissions and the terms of payment of these fees.

7.3. Each Employee must verify the reality of the services offered.

8. POLITICAL OR CHARITABLE DONATIONS AND GRANTS

8.1. EFECTIS prohibits all donations and subsidies of a political nature and/or paid to political parties.

8.2. A Group subsidiary wishing to make a charitable, social or educational donation must verify the legal and ethical basis for such a donation or grant, with regard to the Group's Ethics Charter and the rules and practices in force in the country concerned. No donation or grant may be offered or made without the prior approval of General Management. All charitable contributions must be made public.

9. ACCOUNTING RECORDS/INTERNAL CONTROLS

EFECTIS must ensure that its accounting departments and/or its internal and/or external auditors are attentive in their controls to guard against the concealment of corruption and influence peddling in the books, records and accounts.

Each Employee must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to review by Management.

All assets, liabilities, expenses and other financial transactions carried out by the Group must be recorded in the appropriate accounting books, which are kept regularly and in accordance with applicable principles, rules and laws. No account should be kept "off the books" to facilitate or conceal irregular payments.

People working on accounting control assignments (audits, certification of accounts) must be particularly vigilant as to the fairness and accuracy of the accounts.

10. REPORTING PRACTICES THAT DO NOT COMPLY WITH THE CODE AND WHISTLEBLOWER PROTECTION

By following the procedure defined by EFECTIS, all employees can share their doubts and/or ask questions of their superiors:

- If there is a risk of corruption or influence peddling;
- If he/she believes in good faith that a breach of the Code has been, is being or may be committed;
- If he/she discovers that someone is suffering reprisals for having made a report in good faith.

Any Employee who reports in good faith and in a disinterested manner, i.e. in the sincere belief that his or her report is accurate, a violation or a risk of violation of the Code to his or her superiors will be protected against all forms of retaliation.

His/her identity and the facts will be treated confidentially in accordance with the applicable regulations.

A mistake made in good faith will not result in any disciplinary action, whereas deliberately abusive or malicious disclosures will be punishable.

11. PENALTIES

All Employees must ensure that they have read and understood this Code and comply with it.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for EFECTIS or under our control.

All Employees are required to avoid any activity that could lead to, or suggest, a breach of this Code.

Any breach of this Code gives rise to severe criminal and civil penalties, and constitutes a risk to the reputation, business and markets of EFECTIS and its employees.

Any employee who fails to comply with this policy may be subject to disciplinary action, up to and including dismissal for serious misconduct.

12. RESPONSIBILITIES

The Executive Committee has overall responsibility for ensuring that this Code complies with our legal and ethical obligations and that all employees under its control comply with it.

Each General Management will monitor the effectiveness and review the implementation of this Code, regularly examining its relevance, appropriateness and effectiveness. Any improvements identified will be implemented as soon as possible.

Internal control systems and procedures will be audited regularly to ensure that they are effective in combating corruption.

All Employees are responsible for the success of this Code and must ensure that they use it to disclose any suspected danger or wrongdoing.

Employees are invited to comment on this Code and suggest ways of improving it. Comments, suggestions and questions should be addressed to General Management.

WARNING SIGNS

All employees must be particularly vigilant and, if in doubt, inform their line manager:

- Any unusual method of payment: requests for transfers to a third party, whether a natural or legal person, or to a third country, requests to change certain payment terms without this being agreed and confirmed in writing;
- Any bad reputation of the natural or legal person with whom he is dealing, e.g. involved in corruption;
- Any lack of transparency in transactions, expenses, statements of operations, cash and/or insufficiently documented cost claims, payments without reference to an invoice or order;
- Any proposal to use intermediaries - unnecessarily or without explanation;
- If the employee of a company or public official gives the impression of acting alone, outside the structure/organisation to which he/she belongs.

Employees must be particularly vigilant and, if in doubt, contact their line manager if there is an employee of a company or a civil servant:

- Offers a benefit and/or asks for a gift in cash or in kind for the provision of a service;
- Provides false invoices or other false documents;
- Refuses to certify in writing that it complies with anti-bribery legislation;
- Suggests paying cash to win an order;
- Requests the use of an annex (known as a "side-letter") to define the terms of remuneration and payment, refusing to include them in the contracts and other documents formally concluded between the parties;
- Requests commissions/fees/provisions that are high in relation to market practice, without any objective reason;
- Apply for a job (outside the company's official recruitment system) for a friend or family member;
- Requests donations to a charity in exchange for entering into a contract.