

Anticorruption Code of Conduct

This Code of Conduct has been adopted in application of the provisions of the “Sapin II” Law of 9 December 2016 concerning transparency, the fight against corruption and the modernisation of economic life.

Its purpose is to define and provide examples of various types of behaviour to be avoided that could be construed as being corrupt practices and influence peddling, and to explain the precautionary measures to be implemented to avoid these.

Any failure to comply with the laws and in particular that relating to corruption and influence peddling would be especially prejudicial to Beicip-Franlab as a whole and a major risk factor for the company (possibility of large fines, direct economic costs, criminal proceedings and reputational harm). Compliance with the rules as defined in this Code must therefore be a priority commitment and the personal responsibility of each and every staff members.

Everyone must know, understand and apply the principles and recommendations of this Code and undertake all training provided.

This Code applies to all staff members and any failure to comply with its principles will be liable to disciplinary sanctions.

The principles defined in this Code cover:

- Corruption, influence peddling, money laundering, bribes and facilitation payments;
- Gifts and invitations;
- Political activities, grants and sponsorship;
- Conflicts of interest;
- Alerts.

After providing definitions for the prohibited behaviours, this Code explains the relevant principles and describes best practice to be adopted.

It cannot however cover all the issues that may arise in the conduct of our business. This is why, under all circumstances, everyone must be aware that they must behave with care, apply common sense and good judgement and, if in doubt, ask for advice.

Whenever a member of staff is faced with actions that could be characterised as corruption or influence peddling, he/she must not hesitate to signal an alert using the procedures as described at the end of this document.

I- REMINDER OF PROHIBITED BEHAVIOUR

A) Corruption

Corruption is defined as the situation whereby a person occupying a certain role, public or private, solicits or accepts a gift, an inducement or a promise in return for completing, delaying or failing to perform an action that is, directly or indirectly, within the scope of that person's responsibilities.

Corruption can be passive¹ or active² and the counterpart can be monetary or not. In everyday language, corruption can take the form of the payment of a "bribe", that is the transfer of a sum of money, the presentation of a gift or of a service of some sort that is outside the legal context of any negotiations, in return for a contract or a favour.

Example: Giving a gift to a government employee in order to obtain a favourable decision would be corruption.

Nobody working for Beicip-Franlab must be involved in any corruption of any sort whatever (public or private, passive or active).

This also applies to *facilitation payments*, i.e. unofficial payments solicited by a public employee to accelerate or guarantee the successful completion of simple administrative formalities, such as Customs clearance, to which the paying party is entitled free of charge.

B) Influence peddling

Influence peddling is defined as the act of promising, offering or giving a public agent or any other person, directly or indirectly, an inducement for this agent or person to abuse their actual or assumed influence in order to obtain an unfair advantage for the initial instigator of the action or for any other person.

As with corruption, influence peddling can be passive³ or active⁴.

Example: A person claims the ability to "use their know-how" to obtain the awarding of a public contract as a direct result of his/her intervention.

Nobody working for Beicip-Franlab must be involved in any influence peddling of any sort whatever.

¹ Corruption is passive when a person takes advantage of his/her position by soliciting or accepting gifts, promises or benefits to carry out or not carry out a task that is within the remit of that position.

² Active corruption is the fact of suggesting or transferring, directly or indirectly, to a French or foreign public agent (person empowered to represent a public body carrying out a public service role, employee of a public company, etc.) or a private person (in the context of a professional or business activity, of a management role or of employment for a natural or corporate person), monies, promises, gifts, grants or benefits of any sort for that person or for another person, for that person to carry out or not carry out (or because they have carried out or have not carried out) a task that is a normal part of their job or their office, or facilitated because of their job, mission or office.

³ On the part of the intermediary.

⁴ On the part of the beneficiary.

C) Money laundering

Money laundering defines the whole range of techniques that make it possible to conceal the source of illegally acquired money.

The facilitating, by any means, of a fraudulent description of the source of any goods or monies acquired by the perpetrator of a crime or an offence is prohibited, as is the act of assisting any operation for the placement, concealing or converting the direct or indirect product of a crime or an offence.

Nobody working for Beicip-Franlab must be involved in any acts that involve, directly or indirectly, money laundering.

II- ILLUSTRATIONS OF THE BEHAVIOUR TO BE ADOPTED

In order to prevent the occurrence of any corruption, influence peddling or money laundering, the following rules must be followed.

These rules apply equally to the offering or the accepting of inducements.

A) Gifts and invitations

Gifts and invitations must never influence a decision or be seen as having influenced a decision. If these could possibly be compared to corruption or any form of influence peddling, gifts and invitations are as a principle prohibited.

The exchanging of gifts and/or invitations, that are not made out of simple courtesy but that have an illegal objective is prohibited. As a matter of practice:

- Never offer or accept from a third party a gift, object of value or invitation in exchange for favourable treatment or to influence a decision;
- Never offer or accept any gift in cash or the equivalent of cash (gift voucher, credit note, for instance);
- Never offer gifts, inducements or invitations to a representative of a potential customer during a call for tender process;
- Never offer or accept any gift or invitation that is in conflict with accepted standards of behaviour;
- Check that the customer's policies allow invitations or gifts.

In addition to these prohibitions that cover clearly identifiable situations, we are aware that exchanging gifts can be acceptable and even, in certain countries in which Beicip-Franlab operates, a necessary part of current business relations. This also applies to the corporate goodies offered to visitors at trade shows and business entertainment events (lunch, attendance at sporting or cultural events) which are allowed in the context of business meetings in good faith or to foster positive business relations. It is not possible to establish reference prices or maximum applicable amounts for every situations. **You must always be careful and openly refer to your hierarchic manager before offering or accepting a gift or invitation if you have any doubts whether or not it would be appropriate.**

Thus, offering or accepting gifts may be allowed subject to compliance with the following conditions:

- Any gift must be of a value that is reasonable or appropriate to the circumstances, to a specific occasion and the situation of the recipient;
- Any gift must be given in good faith and must not call into question the honesty, the independence and objectivity of the giver or the recipient;
- The offer or acceptance of the gift must not give rise to any suspicion that it was done in order to influence a decision by the beneficiary or that it is the counterpart to any favourable treatment;
- The gift or the invitation must be specific to the circumstances, singular and must not be habitual. It must therefore be directly related to promoting the business activities of the company.

In addition, any invitation to a meal or the payment of accommodation costs must always be in a business context, be authorised by your hierarchy, and must never be done with the intention of influencing a business decision:

- The invitation must not include the spouse/partner or members of the family of the guest, unless the basic rules of good manners and the context require this;
- The value of the meal or the standard of the accommodation must be reasonable in terms of local standards and the rules of decorum.

B) Facilitation payments

Facilitation payments that a person working for Beicip-Franlab may be requested to pay by a public agent, for the purposes of facilitating an administrative formality, are only authorised in the event of that person being subject to a threat or in a situation of physical danger.

If you are faced with this situation, you must ensure your personal safety before anything else, this may mean making the payment as requested and then contacting the General Secretary.

C) Patronage and sponsorship

Given the potential risks inherent in patronage or sponsorship operations, any action of this sort must be considered with a great deal of care.

A reasonable contribution to charitable or community activities, whose existence and activities have been checked, or involvement in sponsorship actions are possible, subject to the prior agreement of the General Management.

Beicip-Franlab maintains under all circumstances an absolute political and religious neutrality and prohibits any financial support for political candidates, elected representatives, political parties or religious movements, in any country.

D) Prevention of money laundering

Money laundering situations can be detected either by carefully researching the source of the monies we receive, or by checking the legitimacy of the destination of the payments we make. One of the simple principles to follow is that you should not be asked to pay the commission or any other type of payment in a third country or to a name other than that of its actual recipient.

If in doubt on the source of the monies we have received or on the legitimacy of the destination of the payments we make, the person in question must contact the Director of Shared Services who will then investigate.

E) Prevention of situations that could lead to conflicts of interest

A *conflict of interest* arises when the personal interests of an employee (emotional, familial, financial, community, etc.) could influence a decision made in the context of his/her functions that, in whole or in part, could be contrary to the interests of Beicip-Franlab.

The following are some examples of situations in which there is a risk of interference between your personal interests and those of Beicip-Franlab or its customers:

- A member of your family has an interest (management position in that company, in particular in a sales or purchasing department) in a company that is a customer, a partner, a competitor or a supplier to Beicip-Franlab;
- A member of your family has made financial investments (other than in a listed company) in the capital of a customer, supplier and/or subcontractor to Beicip-Franlab;
- You have influence over the hiring, work appraisal or the remuneration of a close relative.

If you find yourself in one of these situations, you must act with judgement and transparency with regard to Beicip-Franlab such that no questions can arise concerning the independence and objectivity of your decisions.

This means that you must absolutely avoid:

- Using your position or any information you have access to for the purposes of securing any advantages for you personally or on behalf of a close relative.
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- Mixing personal and business relations.

The best way of avoiding any suspicion is to inform your hierarchic superior of any situation in which your personal interests or those of a close relative could be in conflict with the interests of Beicip-Franlab.

F) Choosing commercial partners

Choosing a commercial partner, and in particular business finders or representatives to promote our services and software in other countries, must be done ensuring the application of the principles as defined in this Code of Conduct, most particularly concerning anticorruption and money laundering regulations. The use of commercial intermediaries, often referred to as “agents”, is standard and normal practice in our business sector and makes it possible to promote and market our services and our software. It is completely legal provided that we ensure that the agent is applying the same ethical principles in the conduct of the business. The offence of corruption can also be indirect and Beicip-Franlab could find itself held liable for the actions of one of its agents who has been guilty of corruption or influence peddling. Choosing and supervising these agents must therefore be carried out very carefully, especially by making sure that the contracts signed with these agents clearly define what is illegal and the details of the remuneration.

If you have any questions, please contact the Sales & Marketing Direction (DCM) and/or the Shared Services Division who will be able to respond to your questions.

III- SIGNALLING AN ALERT

Anybody who witnesses any act or attempt at corruption, influence peddling or who is aware, by any means, of any practices that are contrary to the principles as defined in this Code must signal an alert applying the applicable internal Beicip-Franlab procedure as described in the Appendix.

ALERT PROCEDURE

WHAT IS A WHISTLEBLOWER?

A whistleblower is a natural person who reveals or reports, in a disinterested manner and in good faith, a crime or an offence, a serious and manifest breach of the law or a national or international regulation, or a threat or serious harm to the general interest, that he/she is personally aware of.

CHARACTERISTICS OF THE PROCEDURE

- 1) It is optional: Under no circumstances is the use of this legal procedure an obligation for the persons concerned. All potential users are free to use or not use this option. It is offered to them when they consider that the use of this procedure is the most appropriate means of reporting a breach of the anti-corruption Code of Conduct. It is important to make use of it when there would be harmful consequences for the general interest, for Beicip-Franlab or for one or more individuals.
- 2) It is restricted to a precise number of situations:
 - Corruption and influence peddling,
 - Conflict of interest,
 - Accounting and financial fraud,
 - Internal or external fraud (theft, deception, breach of trust, etc.)
- 3) Its territorial scope is unlimited.
- 4) It is governed by the French data protection authority (CNIL) and by the provisions of the General Data Protection Regulation.

WHO CAN MAKE USE OF THE ALERT PROCEDURE?

All employees of Beicip-Franlab, whatever their functions, including persons made available by an external company present on the premises of Beicip-Franlab (e.g.: temporary staff, seconded personnel).

In practice, "anonymous" alerts are not handled.

THE ADDRESSEE OF THE REPORT (TO WHOM?)

Alerts may be sent to the Company Secretary, who, through his/her position, has the competence, authority, discretion and sufficient resources to perform his/her duties.

Alerts may be sent:

- By email to: alerte.ethique@beicip.com which generates a message intended only for the Company Secretary.
- In writing in an envelope bearing the statements "Confidential" and "Alert report" to: Beicip-Franlab, for the attention of the Company Secretary, - 232 avenue Napoléon Bonaparte, 92 500 Rueil-Malmaison, France

The whistleblower must identify themselves (by specifying their identity, functions and contact details) and refrain from revealing to other persons the nature of the alleged facts and the identity of the natural or legal persons concerned, unless these revelations are required by an authority of the criminal investigation department of the police, or an administrative authority or the Human Rights Defender.

THE INFORMATION PROVIDED BY THE AUTHOR OF THE REPORT (ON WHOM?)

To facilitate its processing, the whistleblower must report the alleged facts or behaviour as precisely as possible and provide all relevant documents available to him/her (e.g.: letters, emails, SMS, accounting or financial documents, contracts, invoices, reports, written testimonials, certificates, etc.).

They must be clear, concise and complete. No value judgement or subjective comments on the behaviour of persons will be taken into account.

The addressee of the alert must, within seven working days, acknowledge receipt of the alert by any means and may, where applicable, give an opinion on its admissibility. The whistleblower will be informed of the reasonable and predictable delay necessary to examine the admissibility of his/her alert and the procedures by which he/she will be warned of its consequences.

The addressee of the alert will invite the person in question to an initial interview to be heard concerning the circumstances and facts that he/she reports and to provide any additional information. This interview will be the subject of minutes, addressed to the whistleblower.

THE OBLIGATIONS INHERENT IN THE PROCEDURE (HOW?)

Alerts are treated rigorously, applying the principle of impartiality and in accordance with the rights to defence. This treatment includes the evaluation of the gravity of the facts mentioned, the collection of information, and the details of factual elements provided. An internal investigation may prove to be essential. It will be able to check the reality of the situations reported, to find out the rule breached, evaluate the guilty character of what is reported and assess the gravity of the consequences.

The whistleblower may be asked to provide additional information. When the pertinence of the alert is ascertained, the addressee of the alert will make an analysis, or have one performed by a competent external company (interview, search for data, etc.), notably by making the appropriate contacts to obtain relevant information or data. The whistleblower will be informed of any discontinuation of proceedings regarding his/her alert and the reasons for this decision, or of any disciplinary or legal consequences determined by the General Management.

PROTECTION OF THE WHISTLEBLOWER

- 1) A guarantee of confidentiality concerning his/her identity: The addressee of the alert and all persons who need to know the report will make sure that the identity of the whistleblower is not revealed and, to the extent possible, that the information and documents provided remain confidential.

Likewise, the elements enabling identification of the person in question may not be disclosed (except to the judicial authority, once the justifiable character of the alert is established). The persons directly concerned by an alert will be duly informed by the addressees of the existence of an alert concerning them (the name of the whistleblower remains confidential). They may exercise their rights pursuant to the French data protection act.

The whistleblower must refrain, in all circumstances, from revealing to other persons the nature and facts alleged and the identity of the natural or legal persons concerned, except when these revelations may be required by an authority of the criminal investigation department of the police, an administrative authority or the Human Rights Defender.

- 2) A guarantee that the conclusions concerning the alert will be provided: the whistleblower may request the addressee of the alert to provide him/her with the conclusions relative to the alert. If proceedings are discontinued following the alert, the author of the alert and the persons in question will be informed. In this case, all documents and information, on whatever media, likely to enable the identification of the author of the alert and the identities of the persons targeted, will be destroyed or archived, after having been anonymized, within two months from closure of the alert. If an alert gives rise to a disciplinary or judicial procedure, the documents and information will be retained until the end of the procedure, then they will be destroyed or archived according to the same procedures as previously. In the case of archiving, the data will be retained in a separate folder, with restricted access, for a duration not exceeding the procedural time limits for the litigation.

The whistleblower has the right to access and rectify documents and information concerning him/her at any time. This right may be exercised by sending an email to alerte.ethique@beicip.com.

- 3) Protection against any reprisals: a whistleblower who, in good faith, raises an alert as part of the Beicip-Franlab procedure must not be:
- Pursued, sanctioned or dismissed for having raised an alert.
 - Subject to direct or indirect discrimination, notably concerning remuneration, training, re-categorisation, assignment, qualification or professional promotion.
 - Subject to criminal prosecution.

Any direct discriminatory measures or any retaliatory measures subsequent to the exercise of an employee's right to raise an alert is null and void and exposes their perpetrator to penalties.

PENALTIES INCURRED

Anyone committing breaches of the principles of the anti-corruption code of conduct or acting contrary to the general interest exposes themselves to disciplinary and/or legal penalties.

Likewise, a whistleblower acting in bad faith may, if this is established, be subject to penalties due to the significant harm that such an alert may cause both to persons potentially concerned by the alert and to Beicip-Franlab. Thus, the use of this procedure in bad faith exposes the perpetrator to disciplinary penalties and legal proceedings based on the offence of malicious accusation.