Anti-corruption Code of conduct

Version 06

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1. PREAMBLE

This **Anti-Corruption Code of Conduct** constitutes the necessary documentation with regard to the requirements of transparency and business ethics. SII Group is committed to fighting against all forms of corruption that are detrimental to the Group's activity. In this sense, SII Group is uncompromising when it comes to corruption: no form of corruption is tolerated. Corruption undermines public confidence, threatens economic and social development and damages the Group's reputation.

The introduction of an anti-corruption policy is therefore vital to the Group's long-term future. **It should enhance relations with customers and partners** and preserve the Group's image in the marketplace.

SII Group has expressed its commitment to the fight against corruption:

- By joining the **United Nations Global Compact** in 2017, the 10th principle of which is dedicated to the fight against corruption: “Companies are invited to take action against corruption in all its forms, including extortion and bribery.”
- By strengthening its internal procedures and deploying measures to prevent and detect corruption, in accordance with Law no. 2016-1691 on transparency and the fight against corruption, known as the **Sapin II Law**.
- Through its **Ethics Charter and Code of Conduct**, which set out the principles and behaviours that guide everyone's conduct, including in particular compliance with legal and contractual anti-corruption provisions (by not tolerating any form of corruption, influence peddling or participation in any form of money laundering or terrorist financing).
- Through **its gifts and invitations policy**, which sets out the principles to be respected with regard to gifts in order to be in line with the business ethics that SII intends to conduct.

2. FRAMEWORK AND SCOPE OF APPLICATION

This Anti-corruption Code of Conduct is a thematic version of the Code of Ethics. It aims to present the basic rules and principles that should guide everyone's decisions in dealing with potentially risky situations.

The good business practices presented in this guide therefore apply in general to all SII Group employees, regardless of their position, hierarchical level or geographical location.

A certain number of the rules set out are the result of legal or regulatory obligations which may change in order to take account of any developments in this area.

In the event of a discrepancy between the rules set out in this guide and certain local practices, the rules set out in this guide may, where appropriate, be adapted in the light of local laws and regulations. However, where local laws or regulations impose stricter rules on corruption than those in this Code, the local laws or regulations take precedence. Otherwise, the rules of this Code shall prevail.

Furthermore, this guide should not be considered exhaustive. No document can cover every case of corruption that may occur in the course of day-to-day business. Everyone should therefore be **sceptical and use common sense**.

3. DEFINITIONS

3.1. What is corruption?

Corruption is a behaviour by which a natural or legal person solicits or accepts, directly or through an intermediary, a gift, an offer or a promise, presents or advantages with a view to:

- perform, delay or omit to perform an act that falls directly or indirectly within the scope of his or her duties,
- obtain or retain a commercial or financial advantage,
- influence a decision.

French criminal law distinguishes between active and passive corruption, and between private and public corruption:

- **Active corruption**: is associated with the person who bribes, i.e. who initiates the corrupt action.
- **Passive corruption**: is associated with the person who is bribed, i.e. who agrees to take part in the act of bribery (in other words, who agrees to be bribed).
- **Private corruption**: is associated with an act of bribery between private parties.
- **Public corruption**: is associated with an act of corruption between public officials.

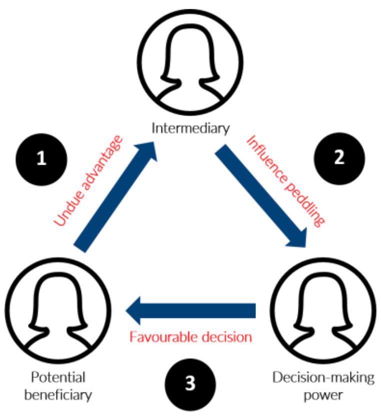
Corruption does not only take the form of money being handed over in envelopes or transferred to hidden accounts. It can also be disguised as common commercial or social practices: invitations, gifts, donations, etc.

Please note that: any attempt at bribery is also an offence. Indeed, the mere offer or promise of a payment is sufficient grounds for prosecution, even if the payment is never made. Similarly, the person paying the bribe can be prosecuted even if the person receiving it does not perform a reprehensible act in exchange.

3.2. What is influence peddling?

Influence peddling refers to the fact that a person monetizes his or her position or influence, real or supposed, to influence a decision that will be taken by a third party. It involves three parties:

- the beneficiary: the person who provides benefits or gifts
- the intermediary: the person who uses the credit he or she has because of his or her position
- the target, who holds the decision-making power.



Employees must not commit acts of corruption and must not use intermediaries such as agents, consultants or any other business partner for the purpose of committing such acts (influence peddling).

4. BASIC ANTI-CORRUPTION RULES

DEFINITIONS	PRINCIPLES AND RULES
Conflicts of interest	
▪ There is a conflict of interest when an employee takes part in activities or gives priority to his or her private interests to the detriment of the Group's interests. ▪ We are referring to personal/private, professional or financial interests of such a nature as to influence the performance of the employee's professional duties. ▪ The existence of a conflict of interest may encourage an act of corruption.	▪ Relations with third parties: employees must inform their superiors of the existence of any personal/private, professional or financial link with a third party SII whose private interests are likely to affect the proper functioning of the SII Group's activities. ▪ Functions, jobs or activities outside the company: employees must declare to their superiors any interest or professional activity that competes with the activities of SII Group.
Facilitation payments	
▪ Facilitation payments are unofficial payments ('bribes') made directly or indirectly to facilitate or speed up administrative or other formalities.	▪ SII Group prohibits facilitation payments except for compelling reasons (health, safety of an employee, etc.). ▪ Employees must cease any business relationship that could lead to or suggest that a facilitation payment be made or accepted by SII.
Public Officials	
▪ The term 'public official' refers to a person holding public authority, entrusted with a public service mission or invested with a public elective mandate, for himself or for others.	▪ Bribery of a public official is punishable by more severe penalties[1]. ▪ Any relationship with a public official must comply with the regulations governing it (i.e. the regulations applicable in the public official's specific country or those imposed on him/her by his/her employer). ▪ If it is not prohibited by law, any benefit granted to a public official must be fully transparent vis-à-vis the group and subject to prior authorisation by the hierarchy.

[1] The French Penal Code imposes heavy penalties on individuals guilty of public corruption, with sentences of up to 10 years in prison and a fine of up to 1 million euros. The mere attempt – for example, offering or requesting a bribe – is punished in the same way as the act of corruption itself

Gifts and invitations	
▪ Gifts and invitations are benefits of any kind given as a sign of recognition or good business relations, without expecting anything in return. ▪ They can take various forms: objects, accommodation, travel, entertainment (shows, concerts, sporting events, etc.). ▪ They can be a way of creating or maintaining good relations. However, they can also be seen as a way of influencing a decision, or favouring a company or an individual.	▪ Employees are required to comply with the SII gift policy. ▪ A gift or an invitation: ○ Must not be made with the intention of obtaining consideration, nor serve to obtain an undue advantage or influence a decision, ○ Cannot take a financial form, ○ Must not be made/received during a commercial offer period, ○ Must be completely transparent: a gift declaration form must be completed each time a gift or invitation is accepted or offered, ○ Must be of a “reasonable” amount, the value must not be likely to call into question the integrity and exemplarity of the conduct of business, ○ Must never be of a financial nature (cash or equivalent), ○ Must only concern persons directly connected with the business, ○ In the case of gifts or invitations made at various intervals, the frequency must be spaced out.

Donations, sponsorship and patronage	
▪ Donations are benefits given in the form of money and/or contributions in kind. They are allocated for a specific purpose and for charitable or humanitarian purposes. ▪ Patronage is financial, skills or material support, without seeking a direct economic counterpart, to a non-profit organization with a view to supporting an activity of general interest. ▪ Sponsorship is a communication technique in which a company (“sponsor”) makes a financial and/or material contribution to a social, cultural or sporting event in order to derive a direct benefit: promote its values and increase its notoriety. The sponsor's contribution is not a donation but a communication expense.	▪ These practices must be undertaken for the benefit of projects that are consistent with SII's values. ▪ They must be free of any consideration and must be carried out without seeking any direct benefit from the beneficiary other than the promotion of SII's image in the context of sponsorship. ▪ They must be carried out in full transparency and recorded in the accounts in accordance with current legislation.

Political activities	
▪ These include monetary and non-monetary contributions to support political parties, leaders or initiatives.	▪ SII Group prohibits the financing of any activity whose purpose is political. ▪ All employees involved in political activities must do so on a strictly personal basis, without using the Group's image to support their involvement.

Lobbying	
▪ Lobbying can be defined as an activity designed to influence a public decision, and in particular the content of a law or regulatory act, in order to promote the general economic interests of an organization, company or individual.	▪ SII Group is not involved in any lobby group. Any legal framework in force must be respected in all circumstances.

Third parties (suppliers, service providers, customers, etc.)	
▪ A third party is a natural or legal person with whom SII interacts and who, due to the nature of their activities, presents a certain level of risk in terms of corruption. ▪ The following are considered to be third parties: business partners, suppliers, service providers, customers, intermediaries, etc…	▪ The Group is committed to building professional relationships based on commitment, transparency, trust, quality and professionalism. ▪ SII employees are committed to ensuring that SII's business partners and intermediaries respect the Group's principles and values.

Records and internal controls	
▪ The accounting and internal audit departments, as well as SII Group's external auditors, are vigilant in their anti-corruption controls, particularly with regard to the concealment of facts in accounting documents.	▪ All transactions must be duly authorised in accordance with applicable regulations. ▪ Employees involved in these functions must be attentive to the accuracy and fairness of the accounts. ▪ They must be vigilant for warning signs (false invoicing, deterioration in the quality of services, etc.).

5. SANCTIONS

Depending on its severity or frequency, any violation of this Code may give rise to a disciplinary sanction that may go as far as dismissal, regardless of any civil and criminal proceedings that may be initiated in view of the violation observed.

Acts of corruption and/or influence peddling have serious consequences for the company and for the employees involved. They are criminally sanctioned by local[2] regulations, some of which have extraterritorial scope; which means that an offence committed in one state can be punished in another. This is the case for legislation such as the Sapin II[3] Act (France), the Foreign Corrupt Practices Act (United States), and the Anti-Bribery Act (Great Britain).

6. AWARENESS AND TRAINING

SII employees, regardless of their position, hierarchical level or geographical location, are required to read this guide.

Employees who are most exposed to the risk of corruption due to their positions undertake to attend the training sessions organised.

2 French law makes active corruption/bribery (the briber) and passive bribery (the bribe-taker) equally punishable. For an individual, the maximum penalty is 5 years' imprisonment and a fine of €500,000 (which can be increased to twice the proceeds of the offence)

3Law 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernization of economic life.

7. REPORTING

Each employee and, more generally, all stakeholders can share their doubts and/or ask questions to the members of the SII Ethics Committee via the reporting system accessible from the intranet and the corporate website:

- If they are faced with a risk of corruption;
- If they believe in good faith that a violation of this Code has been, is being or may be committed;
- If they discover that someone is suffering reprisals for having made a report in good faith.

Direct superiors are also available to listen.

SII Group undertakes to:

- take all reports into account
- investigate alerts diligently;
- evaluate the facts objectively and impartially;
- take appropriate corrective measures and disciplinary action.