

# Expleo's Code of Conduct

Dear colleagues,

At Expleo, we make a promise to our clients and, collectively, to our colleagues, to 'Think Bold, Act reliable'. We have a set of values that define the way we want to interact and collaborate: courage, collaboration, excellence, respect, accountability. These contribute to our corporate culture and guide us in the way we work.

As staff of a global services company, we also have a responsibility to abide by the rules of the societies in which we operate and to respect our communities and our environment.

Our reputation, as well as the trust we build with our clients and the public, depends on the conduct of each and every one of us. Appropriate ethical attitude is a basic requirement to establish a healthy and successful day-to-day business environment.

This Code of Conduct represents the standards expected from our staff as we conduct business throughout the world. It is in line with the existing commitments we have made through third parties, such as the UN global compact, as well as our own internal policies, as applicable in each country and department.

The Sapin II and Duty of care laws apply extraterritorially where Expleo do business. However, in the event of any breach of the rules of this Code, local law will apply.

Please take the time to read through it and ensure that you apply it in your day-to-day work.

The Executive Committee

## Definitions:

In this entire document, the word Group stands for the whole Expleo Group including all its subsidiaries even if not operating under the Expleo brand.

The word "staff" includes all Expleo staff, from employees and freelancers to senior executives i.e. managing directors and board members

# 1 Introduction

## 1.1 Objective of our Code of Conduct

The objective of our Code of Conduct is to explain our collective responsibilities, and align our behaviours, across our different entities and locations. It is in line with our culture and the existing commitments we have made through third parties, such as the UN global compact, as well as our own internal policies, as applicable in each region and department.

## 1.2 International laws, regulations and fundamental principles

The behaviours defined down in this Code of Conduct fall within the framework of the fundamental principles, which the Group has committed to observe and promote:

- the Universal Declaration of Human Rights ([Universal Declaration of Human Rights](#));
- the United Nations Global Compact ([the Ten Principles of the United Nations Global Compact](#));
- the UN Principles for Business and Human Rights;
- the Organization for Economic Co-operation and Development Guidelines for Multinational Enterprises ([OECD Principles for Multinational Enterprises](#)).

The Group abides by the laws and regulations of all countries in which it does business. The Group and its staff must not take any action that violate the laws nor cause the violation of law by failing to act. All staff are to comply with local and governmental requirements where we operate.

The Group support its staff prior to a foreign assignment by providing information about local requirements and regulations.

## **2. Conduct in the work environment**

### **2.1 Good business practices**

All Group staff have the responsibility to comply with the applicable laws, regulations and our internal policies on competition, employment terms, new product development, sales and marketing, as well as health or the environment.

### **2.2 Responsibility for the reputation of the Group**

To a substantial degree, the reputation of the Group is determined by our actions and by the way each and every one of us presents and conducts him or herself. Illegal or inappropriate behavior on the part of even a single employee can cause the Group considerable damage. All staff should be concerned with maintaining and promoting our company's reputation-

### **2.3 Protection and use of company assets**

The Group assets are comprised of all physical goods and intangible assets owned by the Group. They enable staff to perform their duties. The assets include for example: IT equipment, vehicles, equipment, intangible assets such as images, patents, know-how, etc.

The private use of company property is permissible only where provided for by individual contract, collective agreement or company regulations, or where such use is accepted company practice. Staff must avoid any fraudulent use of the Group's assets and in particular protect them at their best from loss, theft, damage and misappropriation.

### **2.4 Intellectual property**

Intellectual property forms part of the Group's most important assets. It includes all works of the mind and in particular industrial property. Intellectual property is protected by certain rules aimed at governing use and disclosure of these elements.

Goods protected by these rules include, in particular: all technical data and documentation, software, plans, settings, know-how, manufacturing secrets, industrial drawings and designs.

Staff must preserve the Group's intangible assets protected by intellectual property. They must also respect third party's intellectual property.

All knowledge, methods, written materials and other information relating to the Group's business developed as part of the employment relationship shall remain the property of the Group.

## **3. Treatment of Clients, Business Partners and Third Parties**

### **3.1 Prevention of corruption**

The Executive Committee and senior management are committed to implement and enforce effective measures throughout the Group to prevent, detect and eliminate any potential bribery or corruption.

Corruption consists in any offer, promise, donation, gift or reward, in order to induce a person holding a private or public authority, to carry out or abstain from carrying out an act pertaining to his/her office, duty, or mandate, or facilitated by his/her office, duty or mandate, or to abuse his/her real or alleged influence with a view to obtaining distinctions, employments, contracts or any other favorable decision.

Trafficking in influence consists in the direct or indirect request or acceptance of offers, promises, donations, gifts or rewards made to abuse one's real or supposed influence with a view to obtaining distinctions, employments, contracts or any other favorable decision from a public authority or administration.

The Group rejects all forms of corruption and trafficking in influence and undertakes in particular to observe the principles in the fight against corruption laid down by the OECD and the United Nations.

In this respect, all staff are to commit to:

- never solicit money, gifts, invitations or any other advantages whatsoever;

- never offer, give or promise gifts, invitations or advantages of any form whatsoever to a public official or a private person in order to obtain any advantage, preferential treatment or influence in conducting a transaction or concluding a contract;
- do not tolerate corruption in connection with any of our business dealings, whether direct or indirect, by, or on behalf of our staff, agents or consultants;
- be aware of and gain information on the rules on combating corruption in the countries where one operates.
- inform his/her line management in the event of uncertainty, requests or solicitations.

## 3.2 Customary and business gifts

The Group acknowledges that business gestures such as gifts or invitations may contribute to maintaining good business relations with our subcontractors, suppliers and business partners.

However, in some circumstances, gifts, invitations and other advantages granted may alter or influence conduct and decisions in business negotiations. Soliciting, offering and receiving advantages may be considered as corruption or trafficking in influence, and accordingly cause uncertainty regarding the integrity the Group business practices and harm the company's reputation.

Gifts offered and accepted by the staff must:

- be of a reasonable and symbolic value;
- be on an occasional basis;
- comply with applicable laws and regulations and local customs;
- be transparently recorded in the Group's accounting records.
- In case of doubt, staff are to refer to line management

## 3.3 Purchasing policy and selection of subcontractors and suppliers

The Group establishes fair, loyal and long-term relations with its subcontractors and suppliers.

Subcontractors and suppliers are chosen based on their technical skills and service quality. Their initiatives in sustainable development are taken in account in the selection process.

The Group expects its subcontractors and suppliers to comply with applicable laws and regulations and to observe the values and principles laid down in this Code of Conduct.

It is the subcontractors and suppliers' responsibility to ensure full compliance by their activities, sites, affiliates, staff, sub-suppliers/vendors of the principles set forth under this Code of Conduct.

The Group urges its subcontractors and suppliers to promote internally and within their whole supply-chain the principles derived from this Code of Conduct. The Group will regularly assess the compliance of its subcontractors and suppliers with respect to this Code of Conduct.

### **3.4 Payment transparency**

Payment transparency is an essential aspect of the prevention of corruption, trafficking in influence, and the fight against fraud.

The Group undertakes to be able to provide proof at any time regarding the source and use of any funds. In this respect, funds collected or paid are duly and fully recorded in the accounting and financial records.

The Group, and its staff refuse to use any payment method or technique that preserves the anonymity of the payer and the recipient.

### **3.5 Fair competition**

The Group maintains loyal relations with its competitors and complies with national and international laws and regulations on anti-competitive practices in all of its operations.

In particular, the Group's staff undertake to refrain from participating in agreements in restraint of trade between competitors with a view to:

- deciding and fixing market prices;
- dividing up markets or geographical regions;

- excluding competitors and limiting market access;
- in general, distorting competition.

## 3.6 Money laundering

Money laundering is a criminal offence, which consists in concealing funds derived from illegal activities by reinvesting them in legal activities. The simple fact to execute a contract with a person having breached money laundering regulations may be qualified as money laundering.

The Group carefully selects reliable business partners, after carrying out checks, whose reputation is established and whose funds derive from legal sources.

Staff must pay attention when dealing with business partners and shall report any matter giving cause to question the legality and reputation of said customers and partners.

## 4. Handling of information

Clients, suppliers and others disclose confidential information to the Group for business purposes. The Group respects the confidentiality of its clients, their operations, their data, their customers, their systems, processes, procedures, documentation and other information. It is the responsibility of every Group employee to protect and maintain the confidentiality of this information. Failure to protect client and third party information may damage relationships with our clients, supplier and partners and may result in legal liability.

### 4.1 Financial transparency

The Group is committed to the transparency and integrity of our publicly filed financial reports and other communications.

The Group must ensure that it maintains sound processes and internal controls so that transactions are executed according to management's authorization.

Group staff involved in creating and managing books and records must ensure that such books and records are:

- Complete
- Accurate
- Honestly reflect each transaction or expenditure, and
- timely and in accordance with applicable accounting rules and standards whether or not the information will be included in a public filing or provided to a government agency.

Such books and records include all data, certifications, other written materials provided for financial reporting, and disclosure purposes as well as materials collected for other purposes. These also include internal expense records (such as expense account reports).

The reliability of financial records relating to the Group's operations and performance is an essential element to earn the trust of shareholders, investors, creditors and lenders.

## **4.2 Insider trading**

Some staff may have access to information which may influence the price of a company's shares or other securities. Insider trading consists in exploiting such confidential information before it is made public in order to make a personal gain or a gain on behalf of a third party.

Each employee who has insider information, which may have an impact on the price of a listed security of a listed company of the Group or external to the Group, shall refrain from disclosing such information, or trading in said security, directly or through an intermediary, or from allowing a third party, whether knowingly or otherwise, to carry out such a transaction, before the information has been made public.

## **4.3 External and Internal Communications**

The communications and marketing department handles the Group's relations with the media, as well as its presence online and on social media.

Only authorised people can speak on behalf of the Group. If staff receive inquiries from media or other organizations, they should refrain from responding and refer them to their local or Group communications and marketing department. This includes print, broadcast or Internet queries.

Staff should follow the Group's corporate social media guidelines and use their good judgement when speaking about the company.

Staff must ensure that all business records and business communications (including email, texts and instant messaging) are clear and accurate. These business communications may be shared or become public through litigation, government investigation, or publication by the recipient. Potential risk from inaccurate or misleading statements may include claims of misrepresentation, breach of contract, and securities law violations.

#### **4.4 Protection of confidential data and Information Security Policies**

Confidential data protection is particularly important in view of the Group's operations. During the performance of their duties, staff may have access to a high volume of information regarding the Group, our customers, business partners, subcontractors and suppliers.

Fraudulent use of confidential and protected information and data relating to third parties such as customers or competitors may constitute a criminal offence and lay the Group, directors and staff open to criminal proceedings. In addition, disclosure of such information may harm the Group's or our partners' business interests.

Confidential data and information include, in particular: software, customer files, passwords, contracts and agreements, financial data, national and international development plans, merger, acquisition and sale plans, business information on prices, etc.

Staff must take all appropriate measures to protect data and maintain the confidentiality of information in their possession in order to avoid inappropriate disclosure or use thereof. This obligation shall continue to apply after they leave the Group.

Staff must show discretion when using means of communication (telephones, e-mail, etc.) to share confidential information and data.

In the event of doubt regarding the nature of information and the procedure for disclosing such information, staff must contact their line manager.

## **4.5 Personal data protection**

Various rules govern the collection, use and disclosure of personal information and data by companies. Breach of these rules may result in considerable criminal penalties. The Group acquires collects, processes, uses and stores personal information and data for legitimate professional purposes in accordance with applicable laws and regulations (e.g. GDPR). In addition, the Group complies with privacy laws and regulations. Only persons whose function and duties explicitly include personal information and data processing are authorized to have access to such personal information and data.

## **5. Conflicts of interests**

A conflict of interest is a de facto situation where a person has interests which may influence or appear to influence the manner in which he/she performs his/her assigned duties or responsibilities.

The conflict of interest may arise between each employee and the Group, but also between each employee's family members or relatives and the Group.

Staff must not pursue interests which conflict with the interests of the group.

Staff must take all measures to prevent and avoid actual or apparent conflicts of interest. They must pay special attention in particular when awarding a new assignment and notify their line manager in the event of doubt.

### **5.1 Competing with the Group**

An employee may not operate or assist a company that competes with the Group or engages in any competing activities.

## **5.2 Outside Employment**

The Group expects its staff to devote full attention to their responsibilities within the Group. Staff must notify their manager before taking on any other paid employment. Staff may not participate in an outside employment activity that could have an adverse effect on his ability to perform his duties in the Group. Secondary activities must not be contrary to the interests of the group. This applies in particular to secondary employment for competitors.

In addition, any employee who obtains additional outside employment, has an outside business, or is working on an invention must not use any working time at work or any Group's assets, or confidential information for his other job, outside business, or invention.

## **5.3 Outside Directorships**

The Group encourages its staff to be active in industry and civic organizations. However, these positions can have the potential to create a conflict of interest. Before accepting a position to serve on the board of director or advisory boards of a Group supplier, customer, developer, business partner or industry standards organization, an employee must first obtain approval from the Group's Chief Financial Officer.

## **5.4 Personal Investments**

Many Group staff have investments in publicly traded stock or private businesses. While these investments are generally fine, they rise to a conflict of interest if an employee is involved in or attempts to influence transactions between the Group and a business in which an employee has a substantial economic interest. Please contact your supervisor if you have any doubts or questions.

# **6. Compliance with export rules**

Many countries have introduced trade regulations and impose export and import rules relating to physical goods and intangible assets, which are deemed to be sensitive or strategic.

The Group complies with all international trade rules and import and export controls in the countries where it operates, and in particular requirements relating to exporting military goods or dual-use items.

The Group complies with the embargo rules laid down by the United Nations and the European Union.

## **7. Protecting our staff**

The Group ensures that its staff have the resources required to perform their duties in a working environment that encourages professional fulfilment. The Group ensures that staff are not overburdened and that they can reconcile work and private life (especially family life). The Group undertakes to communicate and implement security instructions in the workplace in line with its health, safety and environmental protection policy.

The Group places great importance on social dialogue and respects its staff' right to form or join trade unions or workers' organizations, organize and participate in collective negotiations.

The Group's corporate and social responsibility policy outlines its commitment towards the protection of the environment, as well as its efforts to promote a diverse and engaged workforce and a healthy work-life balance. It is made available on the company's website.

### **7.1 Human rights**

The Group adheres to the principles and values laid down in the United Nations Universal Declaration of Human Rights, which recognizes, in particular: the right for respect and dignity, the prohibition of any form of discrimination, the freedom of assembly and association, the freedom of opinion and expression as well as the right to work and equal pay for equal work.

The Group undertakes to promote application of the Universal Declaration of Human Rights in carrying on its operations.

The Group does not tolerate any form of discrimination, particularly in the recruitment process or in the workplace, based in particular on race, ethnic origin, age, nationality, country of origin, religion, gender, sexual orientation, sexual preference, disability, social origin, and any other factor protected by law.

The Group does not tolerate any form of harassment. Hostile, abusive, aggressive and hurtful conduct are unacceptable and heavily sanctioned.

## **7.2 Narcotic drugs and alcohol**

The Group is strongly committed to maintaining a safe and healthy working environment for all its staff. The use of alcohol and/ or narcotic drugs by staff can undermine employee health as well as productivity and the Group image. For these reasons, the use, possession, sale, distribution or manufacturing of prohibited narcotics and painkillers is prohibited for any person while on Group's business or on Group's property is prohibited. Furthermore, at work, staff are prohibited from being under the influence of either narcotic drugs or alcohol.

## **8. Protecting the environment**

The Group observes all requirements and rules deriving from all sources relating to environmental protection.

The group's activity do not have a very large environmental impact, but Expleo is involved in measures such as reducing electricity, water and paper consumption, as well as transport and offices carbon impact control . Whenever possible the group undertakes projects with a positive environmental impact.

## **9. Ethics & Compliance Committee**

An Ethics Committee has been set up at the Group level. It shall meet every three months and whenever necessary.

The purpose of the Ethics Committee is to

1. decide updates to this Code and the related policies,
2. monitor the application of this Code and the related policies, and
3. handle all urgent situations relating to performance of this Code and the related policies.

Its members are appointed by the Group's Executive Committee and represent the Group's various strategic divisions and functions.

## **10. Compliance with Code of Conduct**

### **10.1 Reporting violations**

Expleo, in the interest of integrity, has set up an internal alert procedure open to anyone who is aware of any possible non-compliance with the law and this Code of Conduct.

In addition to existing traditional channels such as the manager or employee workers' council, any employee who becomes aware of a violation has the option of issuing an alert through our independent external service provider. The external service provider guarantees the confidentiality and anonymity of the alert if the employee wishes to preserve his or her identity.

Every person who wishes to generate an alert must refer to the whistleblowing procedure, which is available on the Group's intranet.

No employee may be penalized, demoted, suspended or discriminated against or retaliated against for reporting a potential offence or misdemeanour in good faith.

### **10.2 Sanctions for non-compliance**

Failure to comply with the principles and rules set out in this Code of Conduct may result in disciplinary action. These sanctions are those provided for in Expleo's Internal Rules.