



YOUR OPERATIONAL LEASE SOLUTION FOR SUSTAINABLE TRANSPORT

ANTI-CORRUPTION CODE OF CONDUCT

SOMMAIRE GENERAL

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1. A WORD FROM THE MANAGERS

Our international presence and market leadership in the rental, sales and technical and financial management of sustainable transport equipment means that we have a responsibility to all our stakeholders. This is why the TOUAX Group has placed Ethics and Sustainable Development at the heart of its strategy and is pursuing its development based on two fundamental principles: integrity and transparency.

This ambition is reflected in concrete actions in three key areas:

- 1) Respect for the environment and human rights is one of the pillars of our corporate social responsibility. Every Group entity around the world plays an active role in promoting these values.
- 2) By adhering to the principles of the United Nations Global Compact, TOUAX undertakes to support, within its sphere of influence, the Compact's ten principles in the areas of human rights, international labour standards, the environment and the fight against corruption. TOUAX is determined to ban all forms of corruption in the conduct of its business, thanks to a system based in particular on the identification of corruption risks and the implementation of preventive measures. This Anti-Corruption Code is a guide to be applied on a daily basis to prevent and combat corruption and conflicts of interest. It complements our Ethics Charter and sets out the main principles to be followed in terms of business ethics. The fight against corruption is a matter for all the Group's employees. We must be exemplary and convey this message of 'zero tolerance' to all our stakeholders.
- 3) Lastly, TOUAX is committed to preserving its relationships with its stakeholders over the long term. It is our responsibility to establish relationships of trust with our employees, customers, suppliers and shareholders. All employees, whatever their level of responsibility, must act in accordance with the requirements of this Code and the Group's ethical culture. Ethics is everyone's business and we remain convinced that it is through the actions of each and every one of us that our approach will be effective and sustainable.

The purpose of this Code is to formalise the framework within which all TOUAX Group employees must carry out their professional activities on a daily basis.

- All employees, regardless of their position in the company, must be familiar with and respect this Code, demonstrating common sense, thoughtfulness and integrity.
- Every employee must behave in an exemplary manner and promote a culture of trust, integrity and tolerance within the Group.

- No performance objective can be imposed or accepted if achieving it would mean departing from the company's principles.

Please read this Code carefully and make sure you understand its provisions.

Each manager is responsible for disseminating and implementing this Code within his or her area.

This document cannot describe every professional situation that may arise. If you have any difficulty in interpreting or applying it in practice, please contact your line manager, your Human Resources and Legal Department or any other authorised person in accordance with local legislation.

This Code of Conduct applies to all our employees (permanent, fixed-term, trainees, temporary and similar staff). It is enforceable against employees and is incorporated into the internal regulations. It has therefore been presented to staff representative bodies. In the case of foreign subsidiaries, the Code of Conduct applies in compliance with local legislation.

The Anti-Corruption Code of Conduct can usefully be communicated to the company's partners (customers, intermediaries, suppliers, etc.).

October 10, 2023

Fabrice and Raphaël WALEWSKI

Managers

2. CORRUPTION AND INFLUENCE PEDDLING

Corruption and influence peddling are offences defined by the French Criminal Code and the "Sapin 2" law in France, the Foreign Corrupt Practices Act (FCPA) in the United States and the UK Corruption Act (UKBA) in the United Kingdom.

Acts of corruption committed in one country may have extraterritorial scope, meaning that they may lead to civil and criminal proceedings in other countries.

They can be applied to any individual or legal entity, whatever their size, business sector or location.

2.1. Corruption

Active corruption is when anyone (the briber), at any time, directly or indirectly, offers or agrees to offers, promises, gifts, presents or benefits of any kind to a public official, for him or herself or for another person, in order that he or she performs or refrains from performing an act in the course of his or her duties (quid pro quo).

Passive corruption is the act, by a public official (the bribe-taker), of soliciting or accepting, without right, at any time, directly or indirectly, offers, promises, gifts, presents or advantages of any kind for himself or for another person, in order to perform or refrain from performing an act in his official capacity or facilitated by it (consideration).

Private corruption (active or passive) corresponds to the same facts, with the difference that the bribed person is not a public official but a person exercising private functions.

Giving (for the briber) or receiving (for the bribed) any advantage in exchange for something in return constitutes an offence in itself, regardless of the behaviour of the other party.

2.2. Influence peddling

Active influence peddling is the act, by any person, of granting or offering, without right, at any time, directly or indirectly, offers, promises, gifts, presents or advantages of any kind to a person, for himself

or for another, to abuse or because he has abused his real or supposed influence with a view to obtaining from a public authority or administration distinctions, jobs, contracts or any other favourable decision.

Passive trading in influence is the act by any person of soliciting or accepting, without right, at any time, directly or indirectly, offers, promises, gifts, presents or advantages of any kind for himself or for another person, in order to abuse his real or supposed influence with a view to obtaining from a public authority or administration distinctions, jobs, contracts or any other favourable decision.

Giving (in the case of active influence peddling) or receiving (in the case of passive influence peddling) any advantage in exchange for the abuse of influence constitutes an offence in itself, regardless of the behaviour of the other party.

2.3. Other breaches of probity

Concussion, favouritism, illegal interest-taking and the misappropriation or embezzlement of public property are offences that can only be committed by public officials.

Nevertheless, individuals and companies can be convicted of aiding and abetting, receiving or laundering these offences.

3. THE CHALLENGES AND RISKS OF CORRUPTION

Any company can be implicated in a case of corruption. The risk may come from within the company, but also from an external solicitation, for example from a business partner.

Companies can protect themselves by putting in place anti-corruption measures known as "anti-corruption measures".

3.1. The benefits of an anti-corruption system

→ **Position themselves more favourably with their customers:** the law requires large companies to assess the integrity of their partners. These major clients therefore question their partners of all sizes, particularly about the implementation of anti-corruption measures. Sometimes, they require an anti-corruption clause to be included in the contract, making it a de facto obligation to implement anti-corruption measures; a company that is committed to implementing anti-corruption measures tailored to its risk profile is in a more favourable position with its customers.

→ **Increase your chances of obtaining financing:** banks and private and public investors, including investment funds, also assess the integrity of their customers. A company is therefore more likely to obtain financing or a loan if it has implemented anti-corruption measures.

→ **Preserve your reputation:** a case of corruption seriously affects the reputation and therefore the value of the company.

→ **Increase competitiveness and optimise governance:** the introduction of anti-corruption measures will prompt the company to question its internal procedures and give it the opportunity to optimise them to make them more secure and effective. Such measures can also help to prevent fraud.

3.2. Consequences of a corruption case

If a company or one of its members is accused of corruption, it will face many negative consequences:

→ **Legal and criminal:** risks of prosecution, penalties, exclusion from public contracts.

→ **Human:** risks of resignation, dismissal or conviction of an employee.

→ **Economic and financial:** risks of loss of revenue, fines, deterioration of financial profile, loss of financial value.

→ **Reputational:** risk of damage to image in the eyes of customers, partners, shareholders and staff.

3.3. Penalties incurred

Some laws (notably in the US and the UK) have a very broad definition of their scope.

Under the United Kingdom Corruption Act (UKBA):

- A company can be prosecuted for corruption if the act was committed in the UK or by a UK national,
- Any company doing business in the UK can be prosecuted for failing to prevent corruption, regardless of the nationality of the perpetrator or where the act of corruption was committed.

US courts may have jurisdiction and the FCPA (Foreign Corrupt Practices Act) may apply if the corruption offence takes place in whole or in part in the United States. This will be the case where :

- The transaction is paid for in US dollars,
- Funds are transferred via accounts located in the United States,
- The funds are transferred via accounts located abroad, but hosted by US banks,
- An e-mail is sent via a server located in the United States (for example, Gmail).

In these circumstances, the introduction of an anti-corruption scheme may be a mitigating factor.

In France, the penalties for corruption and influence peddling are as follows:

COMPANY		PERSON	
Principal penalties	Supplementary penalties	Principal penalties	Supplementary penalties
Up to €5 million fine OR double the proceeds of the offence	Confiscation Prohibition from practising Closure Dissolution Exclusion from public contracts Exclusion from concession contracts Compliance programme Publication of the decision	Up to 10 years' imprisonment and €1 million fine	Confiscation Prohibition from carrying on business

4. IDENTIFIED CORRUPTION RISKS

4.1. Gifts and invitations

Employees must not receive, directly or indirectly, any payment, gift, loan, entertainment or benefit from anyone involved in a business relationship with the Group.

Only customary acts of courtesy or hospitality, business meals or other events corresponding to the most reasonable practices of the country or profession, as well as gifts other than pecuniary ones are tolerated if their value is low (i.e. less than €200) and if such a practice complies with the customs and laws in force.

Each employee must therefore ask himself whether such a gift or benefit is lawful, and in any case below a value of €200, whether it is likely to affect his position within the Group, and whether the offeror will think that the employee has compromised himself .

Consequently, each of us must :

- Refuse gifts or invitations from suppliers, unless they are clearly for a token amount and within the limits of customary practice in terms of both amount and frequency.
- Require suppliers to send gifts and invitations to the business address.
- Expressly refuse to receive or give cash gifts.
- Ensure that the gifts and invitations we offer are appropriate and in line with Touax Group values.
- Immediately inform your superiors of any inappropriate gifts or invitations.

4.2. Conflicts of interest

All Touax business decisions and actions must be taken and carried out objectively, without any personal considerations.

Employees have a duty to identify the risks of conflicts of interest and to act, in all circumstances, in the best interests of the Group. In the interests of integrity, they must also refrain from any action likely to give rise to an actual or potential conflict of interest.

In the event of a potential conflict of interest, the golden rule is to first discuss the matter with your line management or, failing that, with the Managing Partners and/or the Human Resources Department.

Consequently, each of us must :

- Refrain from engaging, directly or indirectly, in any activity or making any statement that would place him/her in a situation of conflict of interest with Touax.
- Refrain from directly, indirectly or through close relations holding an interest in or investing in a company, whether it is a customer, supplier or competitor of the Group, if this investment is likely to influence his behaviour in the performance of his duties within the Group.
- Obtain written authorisation from the Group's Managing Partners before undertaking any transaction with a company in which he or a member of his family is a major investor or manager.
- Informing his or her superiors of any outside assignments or employment of a professional nature, and more generally of any emerging or proven conflicts of interest.

4.3. Facilitation payments

A facilitation payment is the direct or indirect undue remuneration of a public official for carrying out administrative formalities that should be obtained through normal legal channels.

Please note: facilitating payments is prohibited under French law and is considered to be an act of corruption.

Consequently, each of us must :

- Firmly refuse to make, offer or promise cash payments or services (including disproportionate gifts and invitations) to customers, civil servants, public officials or persons in a position to influence them.
- To knowingly refuse such payments through third parties requires us to carefully select and closely monitor our subcontractors, agents and other business partners.

→ Immediately inform his superiors, or failing that the Managers and/or the Human Resources Department, of any attempt at corruption or any suspicion of suspicious behaviour.

4.4. Charitable activities and sponsorship

The Touax Group authorises corporate philanthropy and contributions to charitable activities insofar as they serve a cause of general interest and contribute effectively to the corporate citizenship initiatives defined by the Group.

These actions or contributions must be approved in advance in writing by the Director of the division concerned, the Managing Partners and the Human Resources Department. They are duly listed to ensure consistency with the Group's overall humanitarian policy.

4.5. Image partnerships

Sponsorship is a contract by which the Touax Group, or one of its brands, seeks to benefit directly from the reputation of a partner (association, charity, etc.), an event (championship, etc.) or an ambassador (well-known sportsman, etc.) in order to increase the visibility and/or appeal of its brands and products.

In exchange, the Touax Group undertakes to provide financial or material support to said partners, events or ambassadors.

These partnerships must not be set up to obtain an unjustified advantage in return (personal benefit, consideration not provided for contractually, etc.). This risk is heightened when the transaction involves a public official. In such cases, it is advisable to refuse the proposal as it constitutes an attempt at corruption and to report the matter immediately to your line manager.

4.6. Representation of interests

Lobbying can be defined as a legal and regulated activity designed to influence a public decision, in particular the content of a law or regulation.

When its use is clear and transparent, this activity can contribute to the company's performance and positive reputation.

Consequently, any person whose duties require them to represent the interests of the Touax Group must comply with the following rules:

- Refrain from encouraging any person to contravene the standards of conduct applicable to them;
- Refrain from taking any steps to obtain information or decisions by fraudulent means;
- Refrain from transferring documents not officially published by the institutions for valuable consideration or for any other consideration;
- Register with the institutions' interest representation registers, where they exist.

4.7. Political activities

The Touax Group wishes to respect the commitments of its employees who, as citizens, participate in public life. However, it wishes to maintain an attitude of political neutrality.

All employees naturally have the right to exercise their freedom of opinion and to follow political activities outside their employment contract, at their own expense and on an exclusively personal basis. No Group assets may be used for political activities.

All employees must refrain from morally committing the Group or any of its entities in these activities and must, in particular, refrain from communicating about their membership of the Group.

It is strictly forbidden in France for companies to participate in the financing of political parties or the activities of elected representatives or candidates.

In other countries, where such contributions may be authorised and/or subject to legislation, the Group maintains its general policy of not contributing to the financing of political parties or politicians in any form whatsoever.

4.8. Relations with business partners

The Touax Group ensures that relations with its business partners (suppliers, service providers, subcontractors, customers, etc.) comply with its ethical and compliance rules.

To this end, the following measures are taken when the business relationship is formalised and during the course of the relationship:

- Assessing the integrity of third parties ;
- Include anti-corruption clauses in contracts with third parties, enabling agreements to be terminated and all relationships to be interrupted.

When using an intermediary, i.e. any independent person (lawyer, commercial agent, representative, etc.) acting on behalf of or at the behest of the Touax Group to conclude, develop, maintain or bring to a successful conclusion business by means of contacts or information, it is important to ensure, in addition to the above, that:

-That all remuneration is transparent and corresponds to a legitimate and effective service rendered to the Touax Group;

-the service provided by the intermediary must be precise in terms of both its content and the means of achieving it. Proof of the services provided by the intermediary must be subject to appropriate checks to ensure that the service has actually been provided.

4.9. Accounting entries

The Touax Group has standards and procedures for accounting and financial controls designed to ensure that records, books and accounts are not used to conceal corruption or influence peddling.

In fact, documents that are inaccurate or have been manipulated can constitute incriminating evidence against a company prosecuted for these offences.

All accounts, invoices and other documents relating to transactions with third parties must be prepared, maintained and checked with the utmost accuracy and completeness. All employees making accounting entries must ensure that the documentation corresponding to each entry exists. Any transfer of funds requires particular vigilance, particularly with regard to the identity of the recipient and the reason for the transfer. No account should be managed "in parallel" to facilitate or conceal inappropriate payments. The functions of commitment, control and payment must be segregated.

4.10. Late payments

Late payments by customers represent a cash flow burden and are likely to place the Touax Group in a vulnerable position with regard to corruption risks. In the event of late payment by a customer, the Touax Group's employees must be particularly vigilant and under no circumstances offer or respond to the solicitation of any advantage in order to accelerate the payment of sums due. Touax Group management is directly responsible for monitoring late payments and supervising the steps taken to remedy them.

4.11. When you are faced with a request for corruption

You must refuse categorically. If the person insists :

- Ask for explanations,
- Ask to speak to the person in charge,
- Explain that your internal rules prevent you from satisfying the request,
- Explain that the request exposes you both to sanctions,
- Indicate that you will have to report this to your manager (so that the person in front of you is aware that their request is visible),
- Try to save time when contacting your lawyers,
- Indicate that you will have to report the incident to the embassy/consulate/local authorities,
- Ask for proof of payment.

In any event, report the incident (see section 6 Internal alert system).

There is only one exception to the zero tolerance principle: if you or a member of your team are physically threatened.

Once it is safe, inform your manager and legal team immediately, and make sure that the payment is declared in your company's accounts.

5. AWARENESS-RAISING AND TRAINING

Awareness-raising and training enable company employees to identify high-risk situations, assess the dangers for themselves and the company, and understand how to protect themselves.

A lack of awareness or training may lead company staff to adopt behaviour that could constitute an offence.

5.1. Who is it?

A distinction is made between managers and staff who are particularly exposed to the risk of corruption and all staff.

The managers and staff most exposed to the risks of corruption must be given priority for training. While managers are referred to by their status alone, the staff most at risk are sales staff, buyers and accountants.

In addition, all company employees must be made aware of the risks of corruption and the company's anti-corruption policy. The aim is to provide them with information enabling them to understand the risks and to question certain situations.

5.2. When?

→ as soon as the anti-corruption system is in place,

→ promptly after the employee or equivalent joins the company,

→ when there is a change in management or when a specific event occurs, such as the identification of a new risk situation.

5.3. How do we do it?

Via the Percipio online training platform (compliance section): <https://touax.percipio.com/>

Training modules will be assigned to each employee by the HR department. They are compulsory and must be completed within a given timeframe.

6. INTERNAL WARNING SYSTEM

The TOUAX Group has opted to set up a single technical system for collecting whistleblower reports, in compliance with the legal provisions on the protection of whistleblowers¹ and the recommendations of the French Anti-Corruption Agency (AFA).

As this system is only one of several means of reporting misconduct, any person who is aware of a misconduct that he or she wishes to report may do so by contacting his or her usual contacts, particularly in-house: direct or indirect line manager², Human Resources Director, Managing Partners. As its use is optional, no penalty will be imposed on anyone who fails to use it when they are entitled to do so.

The purpose of this procedure is :

- Define the scope of the internal alert system;
- To specify the terms and conditions of its operation;
- To provide information on the conditions of use and storage of personal data that may be collected under this system;
- To present the guarantees offered by this scheme.

6.1. Who can raise an alert?

The internal alert system can be used by :

- All TOUAX Group employees, regardless of their status (salaried employees, external/occasional employees: trainees, apprentices, temporary workers, employees of a supplier/subcontractor, etc.);
- Our external stakeholders, such as our customers or any person interacting with the TOUAX Group (e.g. a prospect).

6.2. What facts can be the subject of an alert?

Behaviour that contravenes the Anti-Corruption Code of Conduct and the TOUAX Group Ethics Charter, as well as acts that fall under the definition of whistleblower, in particular :

- A felony or misdemeanour ;
- A threat or prejudice to the general interest ;
- A violation or attempted concealment of a violation of a law or regulation, etc.

The warning system makes it possible to report serious³ incidents in the following areas:

¹ The whistleblowing system described in this procedure is designed to meet the TOUAX Group's obligations, as set out in :

- The so-called Sapin II Act of 9 December 2016 on transparency, combating corruption and modernising economic life;
- The Wasserman Act of 21 March 2022 aimed at improving the protection of whistleblowers;
- The decree of 3 October 2022, which sets out the rules for collecting and handling internal alerts, as well as the list of authorities that may receive external alerts.

² Who will be able to guide and advise his employees, unless he is the perpetrator of the offending behaviour.

³ Facts, information and documents, regardless of their form or medium, the revelation or disclosure of which is prohibited by provisions relating to national defence confidentiality, medical confidentiality, the confidentiality of judicial deliberations, the confidentiality of judicial investigations or proceedings or the professional confidentiality of lawyers are excluded from the whistleblowing regime.

- Corruption, competition ;
- Accounting, finance, banking ;
- Discrimination, harassment ;
- Health, hygiene and safety at work ;
- Environmental protection.

This list is not exhaustive.

6.3. Whistleblower protection

All those involved in the handling of the alert are subject to stricter confidentiality obligations⁴, both with regard to the identity of the person making the alert, the identity of the person concerned and the information gathered.

A person who issues an alert may benefit from a specific protection regime.

To qualify for whistleblower status, a number of criteria must be met:

1. Be a natural person ;
2. To act in a disinterested manner, i.e. not to act out of vengeance or for any consideration whatsoever (particularly financial);
3. Acting in good faith, i.e. sincerely and legitimately believing in the reality of the facts that you are reporting;
4. Have personal knowledge of the information you are reporting, i.e. do not relay rumours or "gossip".

The Touax Group guarantees the strict confidentiality of the identity of the whistleblower, the person who is the subject of the whistleblowing report and the facts that are the subject of the report.

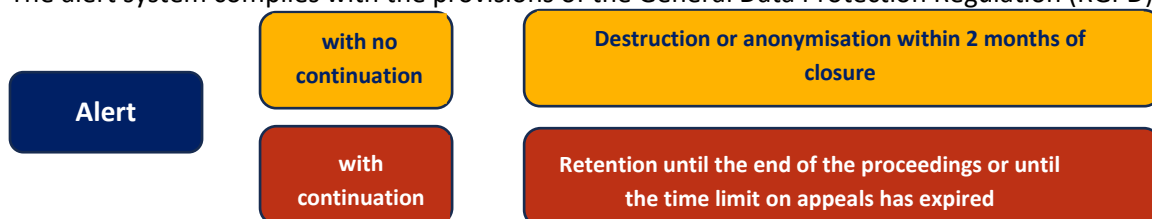
All reports are treated confidentially, subject to applicable legal obligations and any administrative or legal proceedings.

No disciplinary or discriminatory measures may be taken against employees who have reported a problem, even if the facts are not proven, provided that these employees have acted in accordance with the criteria set out above.

However, misuse of this system may result in disciplinary action or even legal proceedings.

6.4. Protection of personal data

The alert system complies with the provisions of the General Data Protection Regulation (RGPD).



Without prejudice to the provisions of the present system, any person identified in this alert system may, at any time during the alert procedure referred to above, access data concerning him or her and request that it be corrected or deleted if it is inaccurate, incomplete, equivocal or out of date or if its collection, use, communication or storage is prohibited.

⁴ Article 9 of the Sapin II law stipulates that breaching the confidentiality of a report is punishable by 2 years' imprisonment and a fine of €30,000.

Under no circumstances may the right of access and rectification defined in this article lead the person making the request to obtain information to which this warning system prohibits him/her from having access.

In particular, the person who is the subject of the alert may under no circumstances obtain the identity of the person who made the alert.

6.5. How do I send a report?

Do you have any doubts or questions about a particular situation?

Do not hesitate to inform and/or ask your direct or indirect line manager any questions you may have: these people are your key contacts and can help and advise you on how to comply with the TOUAX Group's Ethics Charter and Anti-Corruption Code of Conduct or with this system.

You cannot or do not wish to contact these people:

You can use the following dedicated e-mail address: alert@touax.com

This address is accessible only to the Managing Partners (Fabrice and Raphaël Walewski), who may also confidentially inform the Chairman of the CSR Committee of the Touax SCA Supervisory Board of any relevant incidents.

The information to be communicated is as follows:

1. Your surname, first name, job title and place of work ;
2. The facts you wish to communicate, in an **objective and sufficiently precise manner**, to enable the alleged facts to be verified;
3. The e-mail address, if any, to which you wish to be informed of the handling of the alert, if different from the one used for the initial alert;
4. You can also choose to remain anonymous⁵.

You can use the alert declaration form attached to this Code.

6.6. Reporting procedures

- **An option between two reporting channels**

- **Internal reporting procedure :**

When information falling within the scope of the whistleblowing procedure has been obtained in the course of professional activities and relates to facts that have occurred or are very likely to occur in the company concerned, the following persons may report the matter internally:

- Employees, former employees and prospective employees;
- Shareholders, members and holders of voting rights at the General Meeting ;
- Members of the administrative, management or supervisory bodies ;
- External or occasional collaborators ;

⁵ In this case, use an e-mail address that preserves your identity.

- The co-contractors of the company concerned, their sub-contractors or the members of staff and of the administrative, management or supervisory bodies of these co-contractors and sub-contractors

Reports may be sent to the ethics officer responsible for this Anti-Corruption Code of Conduct (Raphaël Walewski, Managing Director: rw@touax.com), or to the direct or indirect superior, or to the Group's Human Resources Director (Ruddy Henry, r.henry@touax.com) or to one of the Managing Directors (f.walewski@touax.com and/or rw@touax.com), or to the following dedicated e-mail address: alert@touax.com. This address is accessible only to the Managing Partners (Fabrice and Raphaël Walewski), who may confidentially inform the Chairman of the CSR Committee of the Touax SCA Supervisory Board of any relevant incidents.

➤ **External reporting procedure :**

Whistleblowers may, **either after having made an internal alert or directly**, send an external alert to :

- From one of the 45 competent external authorities, including the AFA, DGCCRF, Autorité de la Concurrence, AMF, ACPR, CNIL, etc. ;
- The Rights Defender, who will direct the complainant to the authority or authorities best placed to deal with it;
- Judicial authority ;
- A competent European Union institution, body, office or agency.

6.7. How is the alert handled internally?

- Within 7 working days, you will receive an acknowledgement of receipt of your report, at the e-mail address you have used or the one you have indicated as the chosen exchange address.
- Within this period, the company may ask you for any additional information.
- The company will inform you of the measures envisaged to assess the accuracy of the allegations and, where appropriate, to remedy the matter reported, within 3 months of the aforementioned acknowledgement of receipt.

7. DISCIPLINARY SANCTIONS

When employees behave in a way that is contrary to the company's anti-corruption Code of Conduct, the manager may decide to impose sanctions appropriate to the behaviour observed.

7.1. Disciplinary system

The disciplinary system covers all the measures that a company is entitled to take to punish behaviour that it considers to be misconduct.

Failure to comply with the disciplinary rules set out in the internal regulations and the anti-corruption code of conduct incorporated therein may be considered as misconduct justifying disciplinary action.

7.2. Nature and scale of penalties

Depending on the seriousness of the offence, any of the following sanctions may be imposed:

=> Oral or written warning (signed by the person concerned or sent by registered letter with acknowledgement of receipt).

- => Disciplinary dismissal: temporary exclusion from the company, with loss of pay for up to 5 days.
- => Disciplinary transfer: Change of post as a penalty.
- => Demotion: Assignment to a job with a lower classification as a sanction involving a reduction in pay.
- => Dismissal for misconduct with notice period and severance pay.
- => Dismissal for gross misconduct, without notice or severance pay.
- => Dismissal for gross misconduct, without notice or severance pay.

Verbal or written comments do not constitute a penalty within the meaning of this article, but repeated comments may be grounds for the application of a penalty. Minor offences are aggravated by repeated offences.

7.3. Procedure

In accordance with current legislation, no penalty may be imposed on an employee without the latter being informed, at the same time and in writing, of the grievances against him/her.

When the manager or his representative is considering imposing a sanction, he shall summon the employee in the manner provided for by the regulations in force, indicating the purpose of the summons, unless the sanction envisaged is a warning or a sanction of the same nature which has no impact, whether immediate or otherwise, on the employee's presence in the company, his position, career or remuneration.

During the interview, the employee may be assisted by a member of the Company's staff of his or her choice.

The manager or his representative will state the reason for the proposed sanction and will hear the employee's explanations. The penalty shall not be imposed less than two working days nor more than one month after the date set for the interview.

Where the employee's conduct has made it essential to take the precautionary measure of immediate dismissal, no definitive sanction relating to such conduct shall be taken unless the procedure set out above has been followed.

The procedure applicable to redundancies is that resulting from the provisions of Articles L. 1232-2 to L. 1232-4 and L. 1232-6 et seq. of the French Labour Code.

APPENDIX 1: ALERT DECLARATION FORM

Country where you are at the time of declaration: _____

Country in which you usually work : _____

Country in which the incident occurred : _____

Date(s) of incident(s): _____

What is your status (internal: fixed-term or permanent employee, apprentice, trainee, casual worker - external: customer / supplier / subcontractor / other)? _____

Do you wish to remain anonymous: YES NO

N. B.: if yes, you do not need to provide any information about your identity. In this case, you must provide us with an anonymous e-mail address so that we can contact you and keep you informed of the progress of the alert.

Full name: _____

E-mail address : _____

Phone: _____

Name and address of the company that employs you:

To which of the following categories do the facts relate?

Insider dealing

Corruption

Fraud

Moral/sexual harassment

Discrimination

Safety

Health/Hygiene

Human rights

Conflicts of interest

Anti-competitive practices

Environment

Other (please specify): _____

Please outline your concerns below. Please provide as much information as possible: when and where did it happen? Who is/are the person(s) involved? Who are the possible victims? What are the potential consequences (financial or otherwise)?

To the best of your knowledge, are the events still ongoing?

If the facts involve other people or companies, can you please identify them?

Enter your text here

Free text (you can add pages of text and documents relating to this alert)

Have you told anyone about this? YES NO

If so, can you give us the name(s) and contact details of this (these) person(s)?

Date : _____

Signature :

**APPENDIX 2: ANTI-CORRUPTION CLAUSE TO BE INCLUDED IN COMMERCIAL CONTRACTS
CONCLUDED BY TOUAX GROUP COMPANIES**

The Co-contractor undertakes, both for itself and for all persons under its responsibility or acting in its name and on its behalf, throughout the performance of the Contract, to comply with all international and local laws, regulations and standards relating to the fight against corruption.

The Co-contractor guarantees that neither it nor any person under its responsibility or acting in its name or on its behalf, has granted or will grant any offer, remuneration or payment or advantage of any kind whatsoever that constitutes or may constitute an act or attempt to bribe, directly or indirectly, with a view to or in return for the award/performance of the Contract, hereinafter the "Acts of Corruption".

The Co-contractor undertakes to inform TOUAX, without delay, of any information that comes to its attention that could lead to its liability under this article.

The Co-contractor shall ensure that any evidence or suspicion of an Act of Corruption is investigated promptly and reported to TOUAX.

TOUAX reserves the right to ask the Co-contractor for any information it deems necessary to establish that the Co-contractor has complied with anti-corruption legislation throughout the entire duration of the Contract and for a subsequent period of 2 years after termination of the Contract.

The Co-contractor undertakes to provide all necessary assistance to TOUAX in response to a request from a duly authorised authority relating to the fight against corruption.

Any failure by the Co-contractor to comply with the provisions of this clause shall be considered a serious breach, entitling TOUAX, at its discretion, to terminate the Agreement without notice or compensation, without prejudice to any damages that TOUAX may claim as a result of such a breach.