

## CODE OF CONDUCT

**CMR Group**

*Code: “Collection of Laws. Decree or law of great importance.”*

*Conduct: “Action. Way of behaving. Attitude.”*





### A word from the president, Yves BARRAQUAND

Our company has established itself as a demanding company towards itself and its partners. While our industry and company are undergoing significant transformations, we are more careful than ever in evolving and growing in respect of everybody.

With the concern to strive to respect the most restrictive ethical principles and to reaffirm our commitments, the Code of Conduct guides CMR's accountability approach, both in terms of management ethics, integrity and compliance with laws, as well as in terms of social and societal responsibilities.

I count on each one of you to take these rules into account and to apply them daily. Thus, we will be able to ensure a sustainable growth and a harmonious development of our company for the benefit of the greatest number.



### A word from the Director of Human Resources

Our growth and the implantation diversity of our sites make it essential to create a Code of Conduct. The purpose of this Code is to formalize and communicate good practices and reflexes, that you know and apply certainly already in your daily life, so as not to leave room for any ambiguity in our choices and actions.

The professionalism and respect shown by CMR and its employees have helped to forge its reputation in the industrial world. To ensure that these values endure and are evident for new employees who join us, but also for our shareholders, clients and clients, suppliers and any organization we work with, the diffusion of this Code is essential.

## **WARNING SYSTEM**

### **I HAVE A CONCERN: LET'S TALK ABOUT IT TOGETHER!**

CMR encourages the dialogue and employees' free expression who must be able to share their concerns and point out possible behaviours or requests that go against our Code of Conduct.

The normal way to evoke such concerns is the hierarchical way. If, exceptionally, your concern cannot be addressed in this way, you can contact your Director of Human Resources directly, Coralie MONNOT ([coralie.monnot@cmr-group.com](mailto:coralie.monnot@cmr-group.com)) or any member of the Steering Committee.

We will ensure that any inappropriate behaviour is examined in detail and that appropriate steps are taken whatever people are involved.

A collaborator who has expressed a concern in good faith cannot be retaliated against. Any collaborator who thinks he is being retaliated must report it immediately by the same ways as those listed above.

"Good faith" means here that you thought that at the time you communicated information, the information you provided was complete, honest and accurate, even though it later appeared to be an error. However, slanderous or bad faith denunciations may give rise to sanction.

In case of investigation, the principles of confidentiality and presumption of innocence will be respected. Any investigation will also take place in compliance with applicable local legislation notably in compliance with the adversarial principle.

During such an investigation, each one is required to bring full and complete cooperation and to provide, upon first request, all information and documents.

The defendant will be informed of the nature of the allegations concerning him. The information may not be immediate if it is necessary, for example, to verify the facts, preserve the evidence or refer the matter to the competent authorities.

Any information communicated will be shared with the only people who have a legitimate need to ensure its treatment and/or to take appropriate steps.

Anyone who has expressed a concern will be informed of the results of the investigation, to the extent that this is appropriate and the information can be shared without breaking the law or other confidentiality obligations.

We manage this company with the greatest vigilance every day to make sure you don't find yourself in such a situation. Nevertheless, we must be responsible and foresee the procedure to be followed if this should occur.

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## PREVENTION OF CORRUPTION

We are willing to ban illegal payments and practices. We commit ourselves against any form or risks of corruption in our business relationships and we are complying with the French law, as well as with all international and foreign laws and regulations relating to the fight against corruption or that are locally applicable.

We remind our employees and partners that non-compliance with anti-corruption laws is punishable by heavy fines for legal persons and prison sentences for natural persons, including on the grounds of so-called "passive" corruption. Together, we have the responsibility to avoid any suspicion of corruption to protect our reputation and not put at risk our employees.

We expressly prohibit our employees and partners from all practices whose aim is:

- To offer, promise or provide to any person any financial advantage whatsoever, for the sole purpose of obtaining or abusively maintaining a business relationship, of rewarding a decision or of receiving any facility or favour implying the violation of the rules of law.
- To receive sums or any other benefits such as bribes, product bonuses, special benefits in kind, unusual price reductions, gratuities or other benefits of any kind whatsoever, granted in exchange for support or decision made in favour of a third party.

We must ensure that any gift or invitation to an event is appropriate and in accordance with our ethical principles set out in this Code. This must be in line with good business practices and comply with applicable laws and regulations. We recognize that in some cultures there may be opportunities in which the exchange of symbolic gifts is mandatory and expected.

By simple courtesy, we can sometimes accept certain gifts, benefits and invitations, provided that:

- the gift is of a symbolic nature (e.g. pens, notepads, calendars, etc.);
- this practice is legal;
- the gift does not tend to unduly influence commercial decisions or can be perceived as such by third parties.

Any gift, benefit or invitation proposal that appears to us to be an incitement to submit (the employee or the company CMR Group) to an obligation to its donor shall be reported to the upper manager.

Consequently, no collaborator or partner may be subject to direct or indirect sanctions for having complied with the rules of this Code by refusing any form of corruption, even if such a decision may result in the loss of a contract or any other unfavourable commercial consequence.

***Do you still have doubts about situations that can be likened to a form of corruption? Here are some examples below:***

**Can I offer a CMR client seats for an energy transition conference that I will not be able to attend?**

Someone from CMR must be present and able to exercise his professional activity during this event. The same rule applies when a supplier invites you. An invitation must be reasonable, customary given your professional activity and the inviting party must attend it.

**As part of my professional activities, I organize many trips, conferences and meetings. The hotel where I often reserve rooms for CMR employees offered me an all-expense paid weekend for my parents on their wedding anniversary. It's very kind of them. Can I accept it?**

No. Even if you do not directly benefit from such a gift, by accepting it, it will be more difficult for you to be impartial when you make new reservations in the name of CMR. The mere appearance of a conflict of interest is unacceptable; you must politely decline this offer and give clear reasons.

**We have just concluded a major contract with a new client. My Sales Director proposed to offer him an evening at a club to celebrate the event. It seemed to me a good idea, but I learned later that it was a strip club! This kind of invitation really makes me feel uncomfortable. Am I too sensitive?**

The invitations offered to clients must not only be reasonable but also acceptable. Not only an evening in this type of club is contrary to the spirit of CMR; it could also make the customer or client uncomfortable, not to mention members of your own team who might find such "entertainment" distasteful. You should encourage your Sales Director to propose a more suitable and proportional alternative to the situation, such as a simple restaurant invitation. In the long term, that will reflect well on the reputation of the Company.

## PREVENTION OF CONFLICTS OF INTEREST

With a view to pursue a long-term business, we want to prevent our actions from conflicting with the professional responsibilities of our employees and partners.

We invite them to avoid any situation that creates or may create, either directly or indirectly, a conflict between their personal interests and those of our company. We recommend that our employees not hold investments or have management responsibilities in the company of a supplier, client, competitor of our company, or in a partner company, if this situation may influence the commercial decisions made on our behalf or may create an apparent conflict of interest.

In case of any real or potential conflict of interest, that may affect or may give the impression of affecting our judgment and actions (for example, when a family member is employed by a supplier) or when we occupy a position, a duty or hold a financial interest in any organization which is a competitor, client, supplier or business partner of CMR, when our functions at CMR allow us to have an influence on the relationship.

We have the responsibility towards our shareholders to make decisions based solely on the best interests of the Company, irrespective of our personal concerns. We must avoid situations in which our loyalty is or might seem to be undermined and comply with the laws and regulations of the countries in which our resources are financed.

***Do you still have doubts about conflict of interest situations? You will find some examples below:***

**My colleague's cousin has just joined us. In addition, a former school friend is now working with me in my team. I'm afraid some people may see a conflict of interest. Do the conflict of interest rules apply only to close relatives or to these two people.**

The answer is simple: if the relationship is such that it may affect your objectivity, the above principles apply and you must seek advice. The fact that a member of your family or a friend of yours works at CMR does not question his skills for the position. Nevertheless, every effort must be made to ensure that his salary and the assessment of his performance are the responsibility of an independent person and that such situations are subject to special surveillance to ensure objectivity and equity among all.

**My son owns a very good hotel in the vicinity; many companies call on his services for their meals and meetings. It seems to us an obvious choice for the organization of an event. Shall I avoid using the services of this hotel, notwithstanding its competitive prices and the quality of its services?**

In view of its competitive prices and popularity, it may be acceptable that the Company organizes its events there. However, you should not participate in the choice of this provider because you are obviously in a conflict of interest. In all situations where a close relative works for a supplier or another current or potential business partner, you must report it to your hierarchy. The latter can then take any step to avoid putting you in a delicate situation.

**I was really impressed by the quality of the work of a supplier of CMR; that's why I plan to invest in this company. Is there a risk of conflict of interest?**

Even if your participation should remain only financial, there could be a conflict of interest depending on your position at CMR, your influence on purchasing decisions, the amount of your investment and the importance of CMR as a client of the company concerned. The only way to know if this is acceptable or not is to inform your hierarchy and discuss with it openly.

**A member of my team has been dating his colleague for two months now. They were quite discreet about it in the office but that ended up being known. I am not supposed to know. All kinds of rumours started to run. Of course, I make sure that there is no favouritism. But what if they separate and get angry? Should I do something and if so, what?**

This is a particularly delicate situation. At CMR, we respect the privacy of our employees; that's why we do not want to interfere in their love life. However, we have a legitimate interest in caring about their working relationships, particularly when one is dependent on the other or has a position of authority or control over the other. The situation you describe is inappropriate because of a conflict of interest. It is difficult for a manager to objectively treat a collaborator with whom he/she has a sentimental relationship. In this case, you must consult your hierarchy or your Director of Human Resources to see how to handle the situation, and envisage for example a change of position for one of the two employees.

## FIGHT AGAINST MONEY LAUNDERING

We are engaged in the fight against money laundering and we systematically check that the origin of funds does not come from illegal activities.

We ask our business partners to fight themselves against money laundering and to be transparent regarding their funding.

Our employees have a duty of vigilance towards the funds circulating in the course of their activities; they must detect any irregularity, especially with partners whose origin of the funds appears opaque. We must follow the internal audit procedures to ensure that we work with clients whose activities are legitimate and whose money is not derived from criminal activity.

If we are faced with a situation such as a transaction or a settlement potentially violating the laws or our policy against money laundering fighting, our employees and partners must inform us immediately.

We must help ensure that the information contained in financial and professional documents, notably in the financial and non-financial reporting, is always accurate. We must keep these documents safe and follow archiving guidelines and cooperate with internal or external auditors.

We must not accept cash transactions or conceal payments by calling on third parties. If there are no other possibilities and only within the limit of legal amount allowed, these transactions must be expressly authorised and properly recorded and documented.

***Do you still have doubts about money laundering situations? You will find some examples below:***

**I was asked to verify sales report that my boss prepared for the end of year closing. I think I have detected an error that no one else seems to have noticed. I hesitate to talk about it out of fear that it will hurt my relationship with my boss. What should I do?**

The reason you were asked to check the sales report was precisely to make sure they did not contain any errors. By keeping this error to yourself, you are not doing your job properly and not serving the interests of the Company. You must inform your boss of what you have discovered. He or she would have no reason to blame you for it; on the contrary, you have done well by preventing the feedback of inaccurate information.

**One of our clients asked us if he could pay us from different accounts, both by cheques and cash. Is it acceptable? What should I do?**

Be particularly vigilant with this type of transaction. This could be a money-laundering technique, a method that allows funds obtained illegally (e.g. drug trafficking, corruption, prostitution, etc.) to be hidden or turned into seemingly legal operations. You must take all possible steps to ensure that this is a regular transaction. These settlements can only be accepted exceptionally and after having received the approval of your hierarchy. Among the

alert signals to be taken into account: payments in currencies other than those indicated on the invoice; cash settlement proposals or those made by a person not listed in the contract; payments on or from accounts that are not the usual ones used in your business relationships, as well as requests for overpayments. If the account is not in the name of the contracting company, the payment must be refused.

## RESPECT FOR COMPETITION LAW

We are confident that a healthy and viable market is a competitive market. We are committed to evolve on markets where competition is open and to comply with all provisions relating to competition.

The violation of these rules has adverse consequences for companies, they are subject to considerable fines and managers incur civil and criminal penalties, up to imprisonment.

On the contrary, we think that respect for competition law is synonymous with progress and development. It's a driver of innovation, high quality product creation, consumer advocacy, and it strengthens our company's reputation.

We respect all stakeholders in our business environment, including our competitors. We treat them as we would like them to treat us.

None of our employees shall participate in any form whatsoever, in agreements with our competitors that would have the purpose of fixing prices, distorting a tendering process, sharing markets or clients, limit production or boycott a client or supplier.

We educate our employees and partners on the protection of sensitive information they may know about during their activities. They must take all diligence especially during exchanges, negotiations, partnerships.

***Do you still have doubts about the situations relating to the non-respect of the right to competition? You will find some examples below:***

**At a recent show, I met a representative of one of our competitors. We had a drink at the bar and he asked me how our pricing policy had evolved. He seemed surprised that I did not want to share any information. What should I have done?**

We do not share with our competitors any information regarding prices or offers, such as price policies, discounts, promotions, royalties, warranties and general terms and conditions of sale. Even if the exchange has not been deliberate, it could give the appearance of an illegal agreement or a rigged bidding, which is unethical and, in most countries, illegal.

## INFORMATION SECURITY

Our company and each of our employees undertake to respect the laws and regulations regarding confidentiality and the protection of information concerning our partners, our employees or third parties.

We consider as strictly confidential all documents, information, results or data of a technical, scientific, commercial, financial or other nature of which we have the ownership or which have been and/or will be communicated to us during commercial negotiations, or of which we may be aware in respect of such negotiations and in connection with the performance of services.

Our employees may only have access to the personal data of other persons if their duties and responsibilities authorize it and if a treatment of such information is provided in accordance with the law.

We have a policy for the protection of confidential information about the company's activities that we own, including those concerning clients and suppliers. Our employees undertake to verify the confidential nature of the information entrusted to them and must ensure that it remains confidential and use it for purposes that are explicitly foreseen and authorized. Our employees remain committed to these confidentiality obligations after the termination of their duties.

We should not discuss or work on internal information in public places where conversations can be heard and data security compromised.

***Do you still have a doubt about the situations putting at risk the security of our data? Here are some examples:***

**The other day, I was escorting a potential client to a meeting. As we made our way to the meeting room, we passed in front of a colleague's desk. His door was wide open and he was talking loudly about our pricing policy. He offered special rates and my client heard everything! He should be more careful!**

We must take all necessary steps to protect the confidentiality of information, even in the workplace, for example by tiding up our office in the evening before leaving, by locking up our documents, changing the password regularly and being careful when using hand-free phones. You can never know in advance who could go through there. Even between CMR employees, commercial sensitive information should only be exchanged when there is a legitimate need.

**A colleague who left CMR tells me that he just realized that he still had internal CMR documents at home. What advice can I give him?**

If it is copies, he should be asked to destroy them. In the case of originals, he must send them back to a duly authorized CMR employee to receive this information. Talk to your hierarchy to make sure that appropriate steps are taken.

## **COMPLIANCE WITH WORKING CONDITIONS, EQUALITY AND DIVERSITY**

Our company is committed to respecting the diversity of all employees and partners and treating everyone equally. No collaborator or partner will be treated in a different manner than another employee or partner in the same situation.

Every day we fight against any form of discrimination related to age, race, gender, ethnic origin, nationality, religion, health, disability, marital status, sexual orientations, political or philosophical opinions, membership of a trade union or other features protected by the regulations in force.

The choice of our employees and our business partners is based solely on their qualifications and skills. We have chosen to recognize diversity as an opportunity for our company and value the differences of its own teams as well as those of its partners.

We ensure that our entities strictly prohibit the use of child labour, regardless of where they are located. We are committed to not exploiting any child in our business, directly or indirectly. We do not employ any person under the minimum legal age established by local law and we carry out strict and regular job eligibility and pre-employment checks in accordance with global and local legal requirements.

We seek to provide a work environment that will attract and retain talented individuals and help them develop their full potential.

Each of us is committed to creating a climate of trust and respect, and to promote a productive work environment. We take all possible precautions and observe all applicable regulations to maintain safe working conditions and methods.

We strive to maintain an environment free from harassment, in which all employees are respected. We strive to maintain a work environment committed to the dignity, safety and security of all employees, conducive to good results and free of all forms of violence in the workplace. We will not tolerate any violence, threat, threatening or harmful behaviour, bullying or other forms of workplace violence, whoever the perpetrator may be.

***Do you still have doubts about behaviours that can affect working conditions or diversity? Here are some examples.***

**The Human Resources department proposes I integrate a disabled person into my team. I know that diversity is important at CMR but I'm afraid that this person will be absent more often than other people and that that will disrupt the functioning of the team and that I will be forced to give him preferential treatment which will create jealousies within the team.**

These are accepted ideas. Experience shows that the presence of people with disabilities does not make a difference in working relationships. For candidates with disabilities as for others, recruitment is based on skills. The only difference is that the compatibility with the workstation is systematically checked and facilities are eventually envisaged which is also often the case.

**One of my colleagues did not select a supplier who, however, seems to meet all our expectations. In view of the comments he often makes, I suspect that it is due to the nationality and ethnic background of the supplier. What should I do?**

Any discrimination based on skin colour, nationality or ethnic origin is unacceptable at CMR. It deprives every one of the respect that is due to him. You must report it to your hierarchy or to the Human Resources Department.

**I am about to go on maternity leave and worry about the conditions of my return and my future career prospects. Who do I talk to?**

CMR's policy is to accompany its employees during maternity leave. CMR guarantees the reinstatement of her employees after their maternity leave, in their previous position or a position equivalent in terms of status and salary. Temporary arrangements are also possible to facilitate your return, such as part-time. You have to clarify these issues with your Human Resources Department before you leave.

## REFERENCES

We have consulted the following works to develop this document.

Déclaration universelle des droits de l'homme (Universal Declaration of Human Rights)

<http://www.un.org/fr/documents/udhr/>

Organisation mondiale du travail – Codes de pratique (International World Organization – Codes of Practice)

<http://www.ilo.org/safework/info/standards-and-instruments/codes/lang--en/index.htm>

Pacte mondial des Nations Unies (United Nations Global Compact (UNGC))

<http://www.unglobalcompact.org/Languages/french/index.html>

Convention des Nations Unies contre la corruption (United Nations Convention against Corruption)

<http://www.unodc.org/unodc/fr/treaties/CAC/index.html>

Social Accountability International (SAI)

[www.sa-intl.org](http://www.sa-intl.org)

Ethical Trading Initiative

[www.ethicaltrade.org](http://www.ethicaltrade.org)

Principes directeurs de l'OCDE pour les entreprises multinationales (OECD Guidelines for Multinational Enterprises)

<http://www.oecd.org/fr/daf/inv/mne/>

Foreign Corrupt Practices Act

<http://www.justice.gov/criminal/fraud/fcpa/>

The UK Bribery Act 2010

<http://www.legislation.gov.uk/ukpga/2010/23/contents>