

CODE OF CONDUCT

Our fight against corruption



A WORD FROM THE CHAIRMAN



*“Since its creation in 1946, Legendre has always striven to conduct its activities with great **professionalism, rigour and loyalty** when faced with partners and customers. The Board of Directors is convinced that these values contribute to forging long-lasting partnerships.*

*The fight against corruption is inherent to us enforcing our historical values. This battle is spearheaded by the Board of Directors, in firm rejection of any form of corruption, through a “**zero tolerance**” policy.*

*Consequently, Legendre’s management expects **exemplary behaviour from all its employees**, in line with this document.*

The purpose of this Code of Conduct is to remind you of the main principles behind anti-corruption, explain our compliance approach and detail the Group’s challenges. These principles are illustrated through case studies, identifying risky situations. They are supported by concrete recommendations, so everyone can adopt the right behaviour. The Group’s warning system is also detailed. All of these regulations are an integral part of the LEGENDRE Group’s Rules of Procedure.

I ask that each Manager read this document and ensure it is properly circulated amongst all employees. Dedicated information and training will follow in support of this. Individual vigilance will guarantee the Group’s proper development, and the durability of its activities.”

Vincent LEGENDRE

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I - FIGHTING AGAINST CORRUPTION

1. WHY FIGHT AGAINST CORRUPTION?

In its generic sense, corruption refers to a violation of integrity. It may be defined as the dishonest misuse of power or of a person's function.

Private corruption necessarily leads to a distortion of competition, as it favours a particular company over others - an advantage it may not have had in a fairer context. Regarding public affairs, corruption breaks the bonds of trust with administrations, and hinders future investment. As such, corruption forms a barrier to the economy and to innovation - to the detriment of companies, customers and the general public.

1.1 LEGAL OBLIGATION

Corruption is severely punished in most countries throughout the world, both criminally and financially. The Legendre Group must thereby comply with the following national regulations:

- France: "Sapin II" Law no. 2016-1691 dated 9 December 2016 pertaining to transparency, the fight against corruption and the modernisation of economic life.
- Canada: The provisions concerning corruption in the LCAPE (Law on the Corruption of Public Foreign Agents) and in the *Criminal Code* apply to any foreign natural and legal persons whose violation is known to have been committed in Canada.
- United Kingdom: UK Bribery Act dated 8 April 2010.
- Portugal: Criminal Code; Law no. 20/2008 pertaining to corruption in international business and in the private sector.

These violations are not required to have been committed in the listed countries as such for legal actions to be taken. A mere link between the company and prosecuting country is enough. The same applies to any foreign third party with a link to the French company: French anti-corruption Law would in that case be applicable. These rules aim to be applied throughout the world - known as regulations with extraterritorial effect. They target companies, administrations, organisations and individuals.

1.2 RISKING OUR REPUTATION

Corruption, as negligible as it may seem, has a substantially negative impact on a company's image. A violation of integrity breaks the bond of trust between the company and its customers, partners and employees. No one wishes to work with or for a corrupt or corrupting company.

At the same time, the company must ensure its partners' integrity: its reputation cannot be affected by a lack of vigilance regarding stakeholders.

This kind of harm to its reputation can have terrible consequences on a company's activity, development and employment rate. It may also be excluded from public or private tenders, and may even be refused access to funding.

1.3 OPPORTUNITY

Lastly, the fight against corruption is a new opportunity to show our partners what kind of values the Legendre Group has held dear from the very beginning. Conducting our activities in an ethical and upright manner reminds our partners that the Legendre Group is a company worthy of their trust.

2. WHO DOES IT CONCERN?

The fight against corruption is a shared concern by all employees within the Legendre Group, regardless of the entity they work for and their hierarchical level. Those holding a management position must ensure that all good practices stipulated in this Code are known and strictly applied by their teams.

This Code is also an external communication tool with regard to third parties. The Legendre Group will tolerate no corruption attempts by its partners, suppliers or customers, regarding its employees or affiliated third parties.

3. WHAT DOES THE CODE CONTAIN?

The Code of Conduct is an instrument for suitable governance, aiming to implement a corruption prevention and detection approach.

This Code contains the keys for understand corruption and its associated violations.

It encompasses the LEGENDRE Group's commitments and principles.

It defines and illustrates the behavioural patterns to be prohibited due to them likely leading to corruption or influence peddling.

It lists concrete situations and recommendations to help employees adopt good practices under all circumstances.

Lastly, the Code of Conduct presents the warning system in place within the Group, which aims to receive any reports relating to behaviours or situations that go against said Code.

It is updated whenever necessary but can in no case be considered as exhaustive. If a risky situation seems difficult to handle, it should be immediately reported to a line manager or any other appointed person, and possibly to the Legal and Compliance Division.

4. WHAT TRADES ARE CONCERNED?

Risky situations are likely to occur in any trade within the Group, in addition to central services. The Legendre Group acts on three different fronts: construction, real estate and energy. The Group is essentially established in France, and has several branches in Portugal, Jersey, the United Kingdom and Africa.

Within the realm of its three main divisions, the Legendre Group is sometimes also required to tender for public and private contracts, and negotiate projects and contracts with project owners, subcontractors and suppliers. The type of work conducted by the Group requires constant strong relations with public authorities.

As such, all employees within the Legendre Group must be provided with the necessary information, so they can react accordingly if faced with a risky situation.

5. WHAT SANCTIONS WILL BEFALL EMPLOYEES WHO FAIL TO COMPLY?

The Code of Conduct is part of the Legendre Group's Rules of Procedure.

Complying with this document and its anti-corruption regulations is mandatory for all employees of the Legendre Group, regardless of their status or job level.

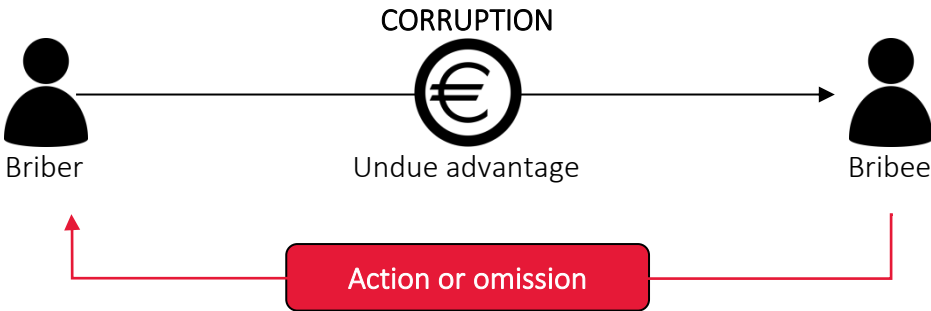
A violation of these rules constitutes a clear breach, which shall result in disciplinary action and a suitable lawsuit - in accordance with the legal proceedings applicable to the employee in question. These sanctions may lead to redundancy for gross misconduct, or contract termination with no possibility of damages.

Each employee can implement the procedure noted as "Internal warning procedure" detailed on page 26 of the Code of Conduct. If the conditions for this procedure are met, the employee having initiated the warning cannot be sanctioned.

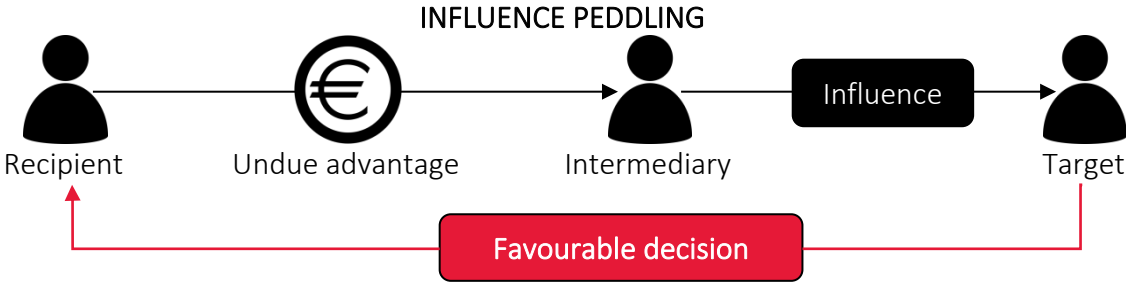
II - THE MAIN CASES IN WHICH INTEGRITY IS VIOLATED

1. CORRUPTION AND INFLUENCE PEDDLING

1.1 PRINCIPLES AND SANCTIONS



Strictly speaking, **corruption** means “buying” a person by offering them an undue advantage - be it for themselves or another person - so they may accomplish or omit to accomplish an action that relates to their professional or personal activity.



Influence peddling is a three-party offence that greatly resembles corruption, as it consists in “buying” an intermediary person by offering an undue advantage - be it for themselves or someone else. This intermediary then uses their influence on a set target to obtain a decision in favour of the final recipient.

These violations may occur as part of more complex arrangements, namely with intermediaries or agents. The regulations make no distinction, and sanction the violation in the same way - whether it was conducted directly or indirectly.

The regulation sanctions the person who was “bought”, as well as the “buyer”. The terms used are as follows:

- Passive corruption and influence peddling when the bribee or intermediary asks for or accepts a proposition;
- Active corruption and influence peddling when the briber or recipient suggests the proposition.

These violations may concern private individuals and public authorities alike, in a national or international setting. Furthermore, merely offering an undue advantage - even if not followed through - is enough to constitute a corruption or influence peddling offence.

According to French regulations, committing one of these violations may be punishable by up to **10 years of prison and a 1,000,000 euro** fine, or double the revenue generated by the violation for individuals. For companies, the fine can go up to **5,000,000 euros**, or double the revenue generated by the violation.

Additional sentences may be handed out, such as prohibition from exercising an activity, exclusion from public tenders, publication of the offence, etc.

1.2 CONVICTION EXAMPLES

FCPA (USA):

\$1.78 billion in 2018
Petróleo Brasileiro S.A.
(Brazil)

15 years of prison in 2011
Joel Esquenazi, former
Chairman of Terra
Telecommunications
(Haiti)

\$772 million in 2014
Alstom (France)

UK Bribery Act:

£671 million in 2017
Rolls-Royce (England)

3 and a half years of prison in 2018
John Venskus, business
development manager
for Alstom (Lithuania)

Sapin II Law:

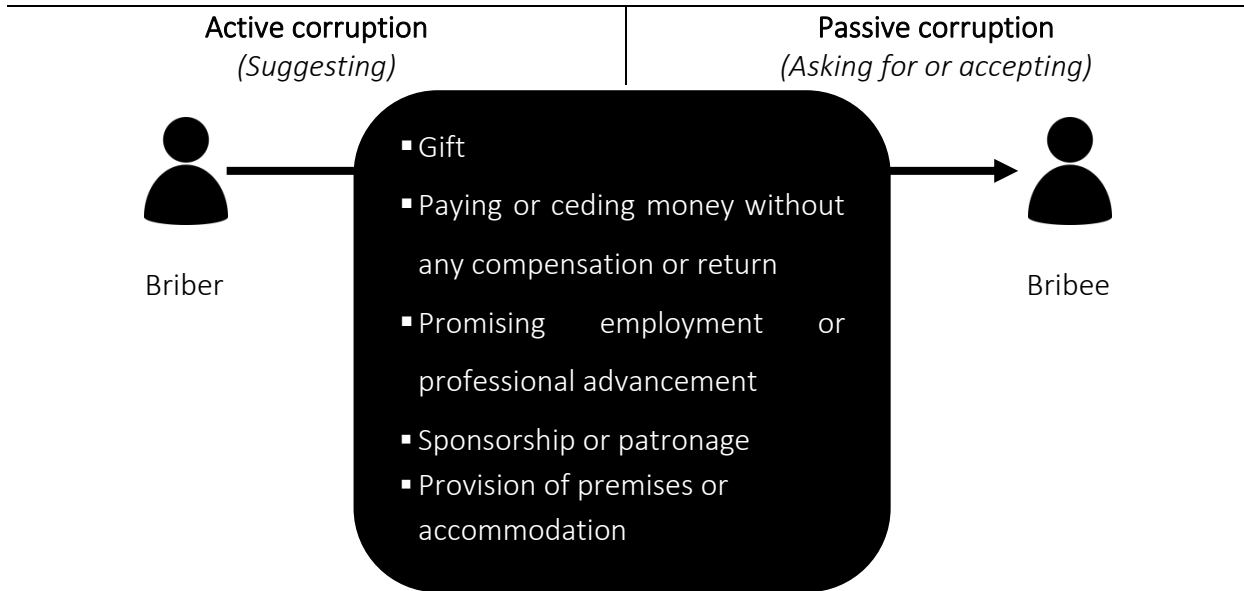
€2.6 million in 2019
Egis Avia (France)

€500,000 in 2018
Total (France)

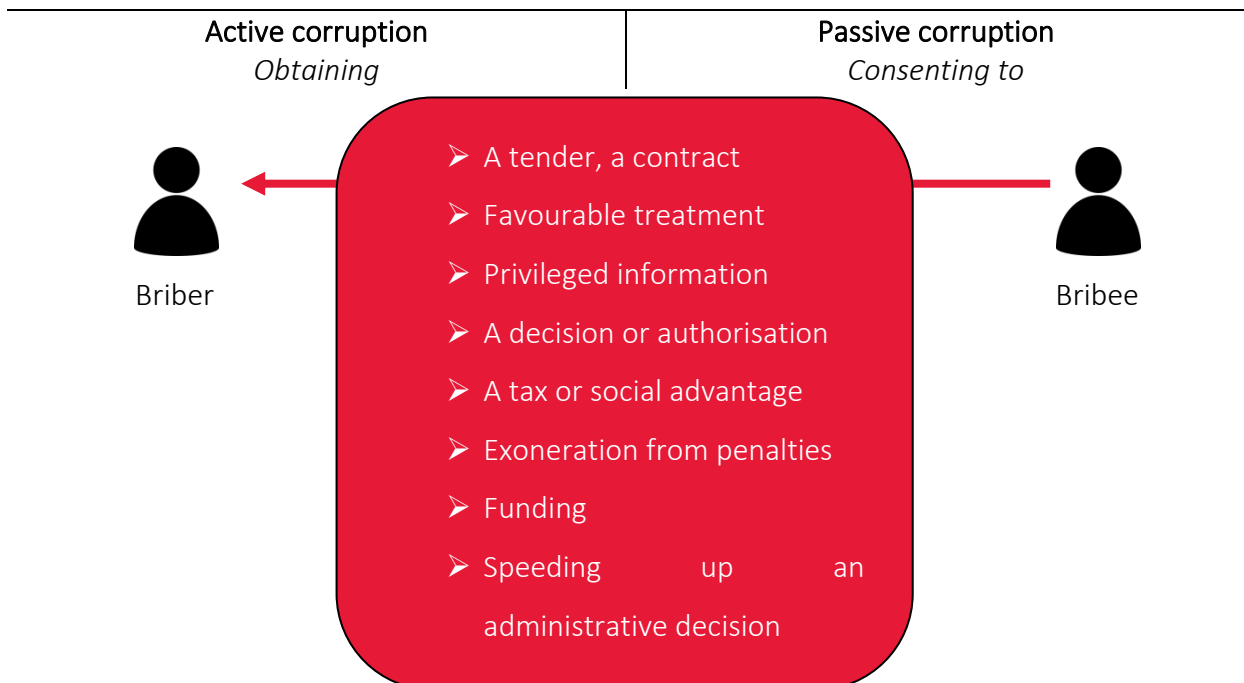
1.3 CASE STUDIES

The following behaviour are considered as corrupt practices:

UNDUE ADVANTAGES:



WITH A VIEW TO:



Influence peddling potentially covers the same undue advantages and goals. The above list of undue advantages and goals is not exhaustive.

Bestowing or obtaining one of the afore-mentioned advantages does not in itself constitute a corrupt practice or influence peddling. The advantage leads to a risky situation when it was (i) obtained or bestowed without any compensation or return (ii) with a view to obtaining a favour in return. When appraising a risky situation, analysing the context is essential.

1.4 FOCUS

- Gifts
- Paying and ceding money without any compensation or return, Facilitation payment
- Sponsorship and patronage

In looking to adopt the right practices, some of the above notions need to be explained and illustrated by concrete examples.

The symbol “✓” refers to an acceptable situation, outside any special circumstances. The symbol “✗” refers to an unacceptable situation.



1.4.1 GIFTS

Gifts include meals, goods, services, invitations to events, trips, etc. They may be considered as a courtesy or custom in some countries, as part of a business relationship.

In France, a gift is admitted as an act of courtesy so long as the following conditions are met.

Be careful, in some foreign countries, being invited out for a meal or other gifts may be qualified as corruption as per the Law applicable in said country.

Offering or accepting a gift is unacceptable if it jeopardises the recipient’s independence and makes them indebted to the person who gave said gift.

If a gift is offered, the recipient must question:

1. Its value. The value of a gift must be small and reasonable given the circumstances, and in keeping with the business relationship so as not to embarrass the recipient;
2. The business relationship. A gift cannot be given or received within the framework of a business relationship. It must not concern people not directly linked to the professional activity in question (family, friends);
3. Transparency. Gifts must be able to be justified with a receipt validated by Accounting and must be revealed publicly; received gifts must be able to be publicly revealed.
4. Purpose. A gift is a sign of respect and/or selfless gratitude. It may potentially become corruption **when bestowed at a strategic moment** (call for tender, contract negotiation, prior to a vote, etc.), with a view to obtaining a favour from the recipient;
5. Frequency. Frequent gift-giving is suspicious;
6. Embarrassment. A gift that appears as embarrassing for the recipient is a clue to it being a corrupt action.



It is strictly forbidden to give gifts to:

- Public agents;
- Decision-makers.

Examples:

✓	✗
<ul style="list-style-type: none">- For employees authorised to do so, giving or accepting a meal of reasonable value for all participants in a meeting.- (For employees authorised to do so), giving or accepting a bottle of alcohol or a box of chocolates of small value, outside any particular context.- (For employees authorised to do so), giving an advertising or promotional object as a gift.- For employees authorised to do so, giving or accepting an invitation to a cultural or sporting event, so long as it has nothing to do with pending negotiations.	<ul style="list-style-type: none">- Giving or accepting a luxurious or excessive gift.- Giving or accepting a meal in an expensive gastronomic restaurant.- Giving or accepting a gift in a discrete or non-official manner.- Giving or accepting gifts during contract negotiations, during a call for tender, prior to a vote, etc.

GOOD PRACTICES

Gifts received

- Sharing any receiving gifts with your team;
- Systematically informing the person in charge within your agency that you received a gift;
- If there is any embarrassment, you should refuse the gift and speak to the person in charge in your agency, or speak to the person in charge in your agency prior to accepting the gift;

Gifts sent to partners

Giving gifts is prohibited, except for meals and other gifts or events reserved to certain employees in line with the conditions stipulated in their technical sheet, and in accordance with the Legendre Group's accounting procedures.



1.4.2 PAYING AND CEDING MONEY WITHOUT ANY COMPENSATION OR RETURN, FACILITATION PAYMENTS

1. **Paying or ceding money** is understood in its wider sense.

It may mean paying over a sum of money, setting off reciprocal debts, waiving an amount receivable, or reimbursing an undue amount without reason.

In business relations, a payment must always find purpose in the compensation or return the person gets from it - whether for a service provided, the sale of a good, or the provision of something.

A payment made without compensation or return is abnormal and suspicious, and may be considered as an undue advantage within the framework of corruption or influence peddling. This kind of payment could in fact be concealed in a perfectly legal operation. Perhaps overcharging or undercharging a previously-defined service, or paying for a fictional service as part of a real invoice.

For instance, a supplier or subcontractor could try to pass on the cost of a corruptive action either they or one of their employees conducted in a standard work invoice. Paying for this invoice item could appear as indirect corruption.

A payment, money handover or reduced amount due can be considered as corruption or influence peddling if it is (i) undue, (ii) aims to obtain a favour in return either for the person in question or indirectly.

2. **“Facilitation payment”** is the perfect example of an abnormal payment, made to a public agent. According to the French Anti-Corruption Agency, it means:

“Directly or indirectly remunerating a public agent for undue purposes, in exchange for the completion of administrative formalities that should have been obtained through normal legal means. It aims to incite public agents to execute their functions more efficiently and with more diligence”.

In France, the United Kingdom and Canada, facilitation payments are prohibited and are considered an offence.

In the case of a suspicious payment, the recipient must question:

- The compensation/return. A payment made in exchange for a fictional or ridiculously small service is abnormal; a ridiculously small payment made in exchange for a huge service is also abnormal.
- The payment method. Remain vigilant, especially regarding the money’s origin and unusual means of payment.
- The sender and recipient’s identity. Regarding business relations between the Group and its partners, payments are always made from one legal person (company, organisation, administration) to another. The Group’s staff is not supposed to receive any payments from partners or customers (except in certain cases, such as self-employed individuals).



The following is strictly prohibited:

- Making a payment without any compensation or return and/or without sufficient compensation or return, and/or with an unreasonable form of compensation or return - with a view to obtaining a direct or indirect advantage.
- Making a facilitation payment - unless such a payment is necessary if demanded under duress or to prevent or stop a risky situation to ensure an employee’s integrity or safety.
- Making a payment to a public agent without a legal form of compensation or return.

Examples:



- Remunerating a service provider in the form of a commission or any other non-transparent or arbitrary means of payment, if said payment is not justified based on the type of service rendered. A subcontractor or supplier must always be able to detail and justify an invoice's amount.
- Paying for the same service twice, or paying an already-settled service.

GOOD PRACTICES

- Making the business relationship contractual. Selling a product, service or renting an object must ideally always be done under contract, with a purchase order or based on a quotation. These documents should clearly state each party's commitments, and the contract must be audited and/or approved.
- Auditing the partner. Audits are an efficient way of checking if the invoiced services are real. They impose transparency and rigorous accounting to suppliers, subcontractors or any other intermediaries. Audits must be scheduled contractually. To add this kind of clause in a contract, you may contact the company's Legal and Compliance Division.
- Clearly defining beforehand how the price was calculated, as well as any potential penalties, if the price could not be determined in advance.
- Demanding detailed and justified invoices to prevent overcharging, the invoicing of unjustified fees or suspicious "taxes".
- Check that offsetting debt is authorised, either because all legal conditions are met, or because conventional offsetting was agreed to by both parties beforehand.
- In the case of facilitation payment: refuse the request, present the obligations set out by the Code of Conduct, and report to the person in charge of these matters within the company.



1.4.3 SPONSORSHIP AND PATRONAGE

The Legendre Group is vastly involved in developing cultural and community life on a national and international scale. This involvement is made real through sponsorship and patronage actions in various fields (culture, sport, health). They contribute to conveying the Legendre Group's values.

Patronage is a form of support bestowed selflessly to a public interest organisation.

Sponsorship is a form of support bestowed in exchange for advertising - the goal being to promote the Legendre Group and its activities.

Both these forms of support are legal.

Illegal support would consist in misappropriating its primary purpose to hide an undue advantage.

As a consequence, the allocation of sponsorship and patronage programmes must be discussed beforehand and require a request to be sent in an approved by Management.



The following is strictly prohibited:

- Going through with a patronage programme that is not in line with the Legendre Group's overall policy
- Going through with a patronage programme without prior consent from the Chairman of the Board
- Going through with a sponsorship programme without prior approval
- Going through with a sponsorship programme without complying with formalised procedures.

Examples:



- Making a donation to a foundation directly or indirectly linked to a customer with a pending call for tender to which the Legendre Group has applied.
- Making a cash donation.
- Making a donation to an individual, though the funding was initially aimed at a charity or foundation.
- Asking for a supplier or subcontractor to make a donation to an organisation sponsored or supported by the Legendre Group after concluding a contract between the Group and said supplier.

GOOD PRACTICES

- Asking for a presentation file about the project and the organisation that needs funding.
- Complying with the internal approval process.
- Formalising any donations or sponsorships in writing.
- Demand that the recipient comply with the company's main ethical principles.
- Clearly define each party's commitments, as well as how the funding is expected to be used.
- Include the expense in the company's accounts, in line with its accounting and tax standards.
- Transfer the amount to the recipient's bank account. Doing this helps avoid any risks linked to unusual payment methods (cash) and to payments made to individuals. Other than in exceptional circumstances (self-employed individual, study grant), funding is always aimed at a legal person (association, foundation or other organisation). Making a payment to an individual's bank account is abnormal if said payment was initially aimed at a legal person.

2. LOBBYING OR INTEREST REPRESENTATION



Lobbying or interest representation means directly or indirectly contacting a public agent with a view to influencing a political decision while defending personal interests.

Lobbying in itself is not a prohibited action. When conducted in a transparent, upright and law-abiding manner, lobbying is considered as beneficial when making decisions and/or elaborating standards. It helps bring to light certain pieces of information, and understand the lobbyist's defended interests.

For instance, the Legendre Group may want to give its opinion as part of a public consultation on a reform project for the Construction and Accommodation Code. If the Legendre Group were to hand in a report, it may highlight certain provisions that were poorly-written or would have a negative impact on the Group's activities or overall line of work.

Lobbying becomes a reprehensible practice when conducted with little transparency, and when attempting to influence public agents using inappropriate behaviour such as under-the-table money, gifts, employment promises, favours, etc.



The following is strictly prohibited:

- Conducting a lobbying initiative alone, or any operation that resembles lobbying.
- Conducting a lobbying initiative without following the Legendre Group's internal procedure.

Examples:

✓	✗
<ul style="list-style-type: none"> - Registering the company within the French High Authority for Public Life Transparency, within the European Commission’s repositories, and others. Or - Calling upon a renowned and officially registered lobbying form, that will have been previously approved. - Communicating on the Legendre Group’s position statements. 	<ul style="list-style-type: none"> - Giving a gift, making a payment or offering any other undue advantage - even of small value - to a public agent. - Accepting inappropriate requests from a public agent (employment, gift, payment, donation to an organisation, etc.). - Waiving the transparency and traceability obligations set out in the Code of Conduct and applicable regulations. - Funding a political party.

GOOD PRACTICES

- Complying with local regulations. Lobbying is regulated very differently in every country. Before implementing any lobbying actions, make sure you are in line with applicable laws (official registration, communicating on said actions, providing documents and information, etc.). You can contact the Group’s Legal and Compliance Division within this framework.
- Choosing a renowned and recognised lobbying firm, that can promote the Legendre Group’s proposals;
- Formalising the Legendre Group’s positions in writing, and registering them. Each action must be detailed in writing, clearly specifying the Legendre Group’s position. Minutes must be drafted during meetings. All these documents must be saved to a durable medium.
- Keeping a log of all actions and encounters. A logbook must be kept, stating the date of the action, its purpose, which of Legendre’s employees were involved, the institution targeted, the public agent contacted.
- Any lobbying actions must be reported to the Board of Directors and any larger-scale actions must be approved beforehand.

- Vigilance is required at all times. All people encountered during lobbying actions will necessarily be public agents. All recommendations set out in the Code of Conduct (gifts, payments, sponsorship and patronage) must be strictly complied with under all circumstances. No inappropriate behaviour will be tolerated.
- Respect the principle of political neutrality. The Legendre Group does not support any political parties.

RECOMMENDATIONS

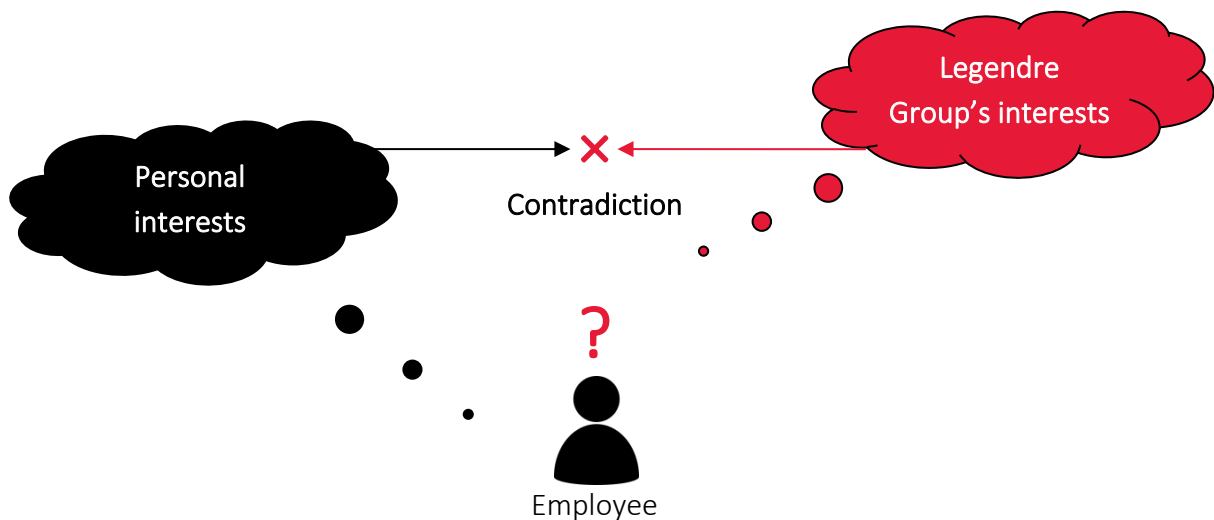
If you are faced with a risky situation, follow these steps so as not to jeopardise your independence and integrity.

1. Ask your contact person to repeat their request or proposal in writing (email, letter, SMS, etc.). Ill-intentioned people will be reluctant to put an illegal request in writing, on a durable medium.
2. Refer to this here document.
3. Politely tell your contact person that you are unable to meet their request or proposal, as it goes against Legendre's Code of Conduct.
4. Report the risky situation to the person in charge of compliance and anti-corruption, as well as to the Legal and Compliance Division.
5. Refer to the warning procedure.

3. CONFLICT OF INTEREST



3.1 PRINCIPLES AND SANCTIONS



A conflict of interest refers to a situation in which an employee's personal interest comes into conflict with the Legendre Group's interests. Personal interests may concern the employee directly, or a person close to them (family, friends). This kind of situation can influence the employee's decision-making at work, to the detriment of the Legendre Group.

Indeed, a conflict of interest brings the person's objectivity into question, and may lead to debatable choices. Furthermore, this kind of situation may lead to corruptive actions.

A conflict of interest is not illegal in itself, for people holding a function in a private company. However, it may be detrimental to the company's interests, image, trust between employees and bond between management and employees.

3.2 PRACTICAL SITUATIONS

The following non-exhaustive list of situations presents a potential conflict of interest:

- An employee wishes to rent premises belonging to them to the Legendre Group;
- A supplier, subcontractor or customer of the Legendre Group is managed by an employee's family member;
- The employee is an associate in a competing company;
- The employee has another professional activity;
- An employee's partner or close relation applies to a job within the Legendre Group.

LES BONNES PRATIQUES

Conflicts of interest pose no issue if they are anticipated and properly managed. To do so, all parties must follow these recommendations.

1. Identify any potential conflicts of interest with which you may be confronted. A conflict of interest is identified if a professional decision is likely to be influenced by these personal considerations. These questions fall under your responsibility.
2. Report the situation to ensure loyalty and transparency upon recruitment.
3. If the situation arises during your work contract, report it to a line manager or the Agency manager to ensure loyalty and transparency. This will lead to adequate solutions being found, and will make sure the situation is handled objectively to neutralise any risks.

4. The line manager will implement the required procedure, in light of these questions. If a conflict of interest arises, the solution may be to:
- Decide whether or not the employee's situation falls within a conflict of interest, based on the procedure implemented by the Legendre Group;
 - Modify the employee's tasks accordingly: authorisations for accessing information, meetings, signatures, etc.
 - Dismiss the employee's case completely.
5. Anticipate and avoid conflict of interest situation. Certain conflicts of interest can be avoided, by refraining from:
- Acquiring equity in a company acting as a partner, customer or competitor of the Legendre Group;
 - Developing personal relationships with customers, suppliers or competitors encountered within the workplace, as this may generate a conflict of interest;
 - Exercising another professional activity, within or outside the Legendre Group, which may entail a conflict of interest.

III – WHISTLEBLOWING POLICY

1. DEFINITION AND CONDITIONS

The system for collecting and processing alerts shared in this procedural document and implemented within the Legendre Group is based on the following regulations:

- [Law n°2016-1691 of 9 December 2016](#) on transparency, fighting corruption and modernising economic activity, a.k.a. the "Sapin II Law";
- [Law no. 2022-401 of 21 March 2022](#) aimed at improving the protection of whistleblowers, known as the "Waserman Law";
- [Implementation decree of 3 October 2022](#) on procedures for collecting and processing whistleblower alerts and creating a list of external authorities established by the Waserman Law.

Whistleblowers receive protection as set out in Chapter II of Law no. 2016-1691 of 9 December 2016 on transparency, combating corruption and modernising economic life.

A whistleblower is a natural person who, without direct financial consideration and in good faith, reports or discloses information concerning a crime, an offence, a threat or harm to the public interest, a violation or an attempt to conceal a violation of an international commitment duly ratified or approved by France, a unilateral act of an international organisation taken on the basis of such a commitment, of European Union law, of a law or a regulation. If the information was not obtained in the course of his or her professional activities, the whistleblower must have had personal knowledge of it.

No person may be excluded from a recruitment procedure or from access to an internship or training period in the company; no employee may be punished, dismissed or subjected to any direct or indirect discriminatory measure, in particular with regard to remuneration, according to Article L.3221-3, of profit-sharing measures or the distribution of shares, training, reclassification, assignment, qualification, classification, professional promotion, working hours, performance assessment, transfer or renewal of contract, or any other measure mentioned in Chapter II of Article 10-1 of Law no. 2016-1691 of 9 December 2016 on transparency, combating corruption and modernising economic life, for having reported or disclosed information under the conditions provided for in Articles 6 and 8 of the same law.

Facilitators or certain individuals (in particular relatives or colleagues) in the whistleblower's entourage who help the whistleblower to make an alert now also benefit from the protection provided by the law, in particular against reprisals and psychological support measures.

The alert system can also be used in the event that the people behind the alert or the facilitators feel that they have been the victims of reprisals for reporting it.

Any misuse of the whistleblowing system (e.g. slanderous accusations, defamation) exposes the perpetrator to disciplinary proceedings and sanctions. Any breach of confidentiality (identity, information) by those involved in the whistleblowing system may also give rise to disciplinary and criminal sanctions.

Every precaution is also taken by those involved in the whistleblowing system to ensure the strict confidentiality of information identifying the persons implicated by an alert. The identity of the person implicated by an alert may only be disclosed, except to judicial authorities, once it has been established that the alert is well-founded.

In all cases, information that could be used to identify the person making the alert is never communicated to the person implicated.

Alerts can be related to:

- A serious crime (e.g. robbery, rape) or a criminal infraction (e.g. tax fraud, forgery, corruption, misappropriation of company assets, breach of trust, illegal acquisition of interests, influence peddling, sexual or psychological harassment, discrimination).
- A threat or harm to the general interest.
- Violation of a law or regulation.
- Any other breach of the internal regulations or the anti-corruption code of conduct.

However, certain facts may not be reported under the whistleblowing procedure, as this would incur the civil and criminal liability of the perpetrator for failure to respect confidentiality as protected by the law:

- Information protected by medical confidentiality.
- Solicitor–client privilege.
- Information classified for national security reasons.
- Information classified as part of judicial deliberations.
- Information classified as part of a judicial enquiry.
- Information classified as part of a judicial investigation.

2. PROCEDURE FOR COLLECTING AND PROCESSING ALERTS

STEP 1: COLLECTING THE ALERT

The whistleblower may issue an alert:

- By e-mail: conformite@groupe-legendre.com. An acknowledgement of receipt is sent by e-mail within 7 working days to inform the sender that the admissibility of the alert will be examined.
- Through an exchange with the Legendre Group's Head of Compliance. In the event of an actual or potential conflict of interest, the Head of Compliance must relinquish his duties in favour of the Director of the DJCA.

If the whistleblower so requests, a video conference or physical meeting can be arranged in order to submit the alert. In this case, it must be organised no later than 20 working days after receipt of the request. Oral alerts must be properly documented (recording, transcription, minutes). Whistleblowers must be given the opportunity to check, correct or approve the transcript or minutes, with traceability of the correction and approval.

STEP 2: EXAMINATION OF THE ADMISSIBILITY OF THE ALERT

Each alert is examined for admissibility by the DJCA. First, the person sending the alert must be a staff member of the Legendre Group or a non-employee third party. Then, the admissibility of the alert is based on the following criteria:

- The plausibility of the facts reported.
- The detailed nature of the facts reported or the evidence provided.
- Compliance with the scope defined above.

Within a period not exceeding three months from the date of acknowledgement of receipt of the alert, the DJCA will inform the person who issued the alert of its admissibility. This information will be provided in writing and will specify the measures planned or taken to assess the accuracy of the allegations and, where appropriate, to remedy the matter reported.

Where it is clear that the alert does not fall within the scope of the present system, this information must be included directly in the acknowledgement of receipt and the case must be closed.

STEP 3: PROCESSING THE ALERT

As soon as the alert is deemed admissible, the DJCA activates the Alert Processing Committee.

The committee is made up of the following members:

- Director of the Legal, Compliance and Insurance department (DJCA);
- Director of Human Resources;
- Employment Lawyer;
- Head of Compliance & CSR.

The following people are also invited to attend on a case-by-case basis:

- N+1 or N+2 of the person against whom the allegations are being made;
- Human Resources Manager;
- Facilitator;
- Managing Director in charge of the operational scope.

This Committee will be responsible for investigating the facts that are the subject of the alert. It will meet as often as necessary to approve the processing strategy, monitor the progress of the investigation, share any difficulties, and approve the conclusions and recommendations of the investigation.

STEP 4: INTERNAL INVESTIGATION

Depending on the nature and seriousness of the facts reported, the Alert Processing Committee may decide that the alert requires an internal investigation to be carried out by persons appointed by the Committee. If the Committee initiates an investigation, it will share its first set of minutes, which will constitute the investigation team's mission order, including the allegations, the questions asked, the deadlines for the alert, the scope of the investigation, etc.

If the data resulting from the alert require independent or specific expertise, it will be possible to call on external service providers (law firms, forensic investigators, etc.).

Particular care must be taken if the alert involves psychosocial risks or suspected psychosocial risks, so that these risks can be dealt with while the alert is being processed.

STEP 5: APPROVAL OF RECOMMENDATIONS

At the end of the investigation, the Committee may issue recommendations based on the findings of the investigation. Examples of recommendations include (but are not limited to):

- Implementing precautionary or disciplinary measures.
- Setting up an external audit.
- Reorganising a team or department.
- Setting up coaching or training.
- A process review.

STEP 6: CLOSURE OF THE PROCEDURE

The recommendation is given to the relevant persons who must make decisions about the recommendation in accordance with the opinion of the Processing Committee. The transmission of this recommendation marks the end of the investigation and therefore the closure of the procedure. If a disciplinary sanction is recommended, the time limit for imposing the sanction begins on the date on which the person initiating the disciplinary procedure becomes aware of the facts (i.e. the date on which the letter containing the recommendations is sent).

The Committee is responsible for deciding to close all operations relating to the handling of the alert. The person who issued the alert and the person who is the subject of the alert are informed in writing by the DJCA of the closure of the alert processing procedure.

While the investigations or audits carried out following a whistleblowing alert may have major professional and personal implications for the people implicated, these investigations can in no way be likened to a judicial enquiry. At the end of the investigation, and in the event that the alert has demonstrated the existence of a criminal offence, the Committee reserves the right to share the file with judicial authorities for further action.