



ANTI-CORRUPTION CODE OF CONDUCT

*Attached to the Internal Rules of the
SETELIA Company*

	ANTI-CORRUPTION CODE OF CONDUCT	V1	Code
		C1*	

*Privacy level: C1 class information = « INTERNAL DIFFUSION».

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I – PREAMBLE

This is an anti-corruption code of conduct that applies to everyone.

SETELIA grants a particular importance to the respect and values that they animate such as the ethic and the integrity and that, as reminded in the present document.

Indeed, SETELIA considers the integrity principle, and most importantly, the fight against corruption, in all their business activities, as fundamental for its sustainability.

« Corruption is an insidious evil whose effects are as multiple as they are noxious. She undermines the democracy and the state of right, causes a violation of the Man's Rights, fakes the market game, affects the life quality and creates a favourable field to organised crime, terrorism and other phenomenon that harm humanity. »¹

In 2018, SETELIA adheres to the **Global Compact** that promotes the values of the United Nations and incites the companies worldwide to adopt a behaviour socially responsible in engaging to integrate and promote many relative principles:

- The Man's rights,
- The international work standards,
- And the fight against corruption.

SETELIA, who is in permanent growth, has engaged to fight against all the forms of corruption within its entities and affiliates.

This Anti-Corruption Code of Conduct has its source in the Sapin II² Law with the purpose of:

- Allow everyone to identify situations or behaviours that may characterize corruption or trading in influence;
- Indicate the proper course of action in case of confrontation with such facts or situations;
- Reminding everyone of the penalties incurred in the event of commission or complicity in bribery or trading in influence

This Code does not pretend to be exhaustive and is not intended to cover all the situations to which the Collaborators might be confronted. It sets out the rules that must govern their decisions.

As such, the managers of SETELIA have a duty of exemplarity and must promote an ethical conduct of business in accordance with the provisions of this Code. The management also ensures that these rules of conduct are applied within their teams and is attentive to the ethical concerns of its employees.

It is therefore incumbent upon everyone to read carefully and understand the rules set out in this Code and to exercise good judgment and common sense in the various situations that may arise.

¹ Convention des Nations Unies contre la corruption, 2004, paragraphe 1.

² Loi no 2016-1691 du 9 décembre 2016 relative à la transparence, à la lutte contre la corruption et à la modernisation de la vie économique.

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II – GENERAL REMINDERS

Article 1 – Definition

Corruption is the hijacking of a process or interaction with one or more persons for the purpose, for the briber, to obtain particular benefits or prerogatives and / or, for the bribed, to obtain compensation in the form of bribes, exchange of complacency.

Active bribery involves offering money or a service to someone who holds power in exchange for an unfair advantage.

Passive corruption is accepting that money or service.

The French Penal Code, articles 435-1, 435-3, 445-1 and 445-2 punishes heavily active and passive corruptions.

Article 2 – Scope

This Code applies to SETELIA's entire economic activity, whether national or international.

Article 3 – Respect for the laws

The staff of SETELIA strictly respect the legislation in force.

In the event of a mission abroad, SETELIA's staff strictly respects the applicable national legislation.

In case of questioning, misunderstanding or doubt about the applicable legislation and / or its content, employees must immediately inform their supervisor.

Article 4 –Anti-corruption mail box

To ensure maximum efficiency in its fight against corruption, SETELIA sets up a permanent mailbox alert@setelia.com, dedicated to the fight against corruption.

Each employee wondering about the provisions of this code of conduct or about the action to be taken in a given situation or on a situation that he observes, may submit his questions or report the facts via this email address.

Article 5 –Prudence and vigilance

Every employee of SETELIA must be careful and vigilant in the execution of his employment contract in order never to be liable to commit any illegality.

In case of questioning, misunderstanding or doubt about a situation or practice, any employee must immediately take advice from his supervisor on the conduct to be held and / or report the facts by mail to the address alerte@setelia.com.

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Article 6 –Reporting a situation

A whistle-blower is a natural person who discloses or reports, disinterestedly and in good faith, a crime or offense, a serious and manifest violation of an international commitment duly ratified or approved by France, an act unilateral action taken by an international organization on the basis of such an undertaking, law or regulation, or a serious threat or harm to the public interest, of which it has been personally known.

Thus, in accordance with the provisions of Article L. 1132-3-3 of the Labor Code, no person may be excluded from a recruitment procedure or from access to an internship or a period of professional training. employee may not be sanctioned, dismissed or discriminated against, directly or indirectly, particularly with regard to remuneration, within the meaning of Article L.3221-3, of profit-sharing or distribution actions, training, reclassification, assignment, qualification, classification, professional promotion, transfer or renewal of contract, for having reported an alert in accordance with Articles 6 to 8 of Law No. 2016- 1691 of 9 December 2016 on transparency, the fight against corruption and the modernization of economic life.

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III – FIGHT AGAINST CORRUPTION

Article 7 – Gifts and benefits received

As a matter of principle, no employee may receive a gift, gift or benefit from a customer of SETELIA, a SETELIA supplier or an authority (political, economic, or other).

- By exception however, minor gifts or benefits (meals, promotional products, reimbursement of travel expenses, etc.) may be tolerated, insofar as they are reasonable and in good faith,
- Directly related to the promotion of SETELIA's products or services.

Each employee of SETELIA must in all cases keep a written and precise record of the type of gift or benefit received and its justification.

Each employee must ensure that these gifts or benefits have been granted only in the context of a normal commercial relationship, and not in order to improperly influence a decision to come.

In case of doubt, each employee must send an email to the address alert@setelia.com to solicit his recommendation and follow it.

Article 8 –Donations or gifts made

Any gift or gift made in the course of the professional practice must be reasonable and disinterested.

With the exception of a commercial transaction validated by SETELIA, a donation must never be paid to a natural person. It must never be paid in cash and must be accurately traced.

8.1 Political donations and contributions

Except exception, limited, locally justified, it is prohibited to any employee to make donations and / or contributions, for the benefit of political parties involving SETELIA in any way whatsoever.

8.2 Charity donation or contribution

In the case of a charitable donation or contribution to a charity involving the company, each employee must ensure the quality and reputation of the charity.

In case of doubt, each employee must send an email to the address alert@setelia.com to solicit his recommendation and follow it.

Article 9 – Business relations

9.1 Business Conduct

In the case of a business relationship, each employee in charge of the assignment / business relationship must make himself known to the client, the beneficial owner of the current transaction, (the natural person who controls, directly or indirectly) indirectly, the customer or the one for whom an activity is carried out) as well as the purpose of the operation in which SETELIA could participate.

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Any element or situation suggesting that corruption is possible (bad reputation of the business environment, lack of transparency, conflicts of interest, level of remuneration required by a disproportionate intermediary, recommendation by a foreign public official or customer, etc.) should lead to a thorough analysis.

In case of doubt, each employee must send an email to the address alert@setelia.com to solicit his recommendation and follow it.

No commercial contract should be concluded until all elements of doubt are removed.

9.2 Execution of the contract

The success of certain commercial operations is sometimes subject to the prior use of intermediaries.

In this situation, each employee in charge of the assignment / or the commercial relationship will have to check the reputation and the antecedents of the intermediaries, to make sure that there is always a written contract with a sufficient right of inspection especially through audits and training.

Regular monitoring must be done of work actually done by intermediaries.

Payments to intermediaries must be made only if they are lawful, in accordance with the terms of a regular contract and carried out against an invoice in good standing.

No payment should be made without proper documentation and without proof of the work done.

Receipts must be provided for reimbursable expenses.

Payments must never be made in cash.

In case of doubt, each employee must send an email to the address alert@setelia.com to solicit his recommendation and follow it.

No contract should be concluded with an intermediary until all elements of doubt are removed.

9.3 Partnerships, Mergers & Acquisitions

In the context of partnerships, mergers or acquisitions, SETELIA can be held responsible for the actions of its partners, and to see its responsibility engaged in the context of mergers or acquisitions under the responsibility of the buyer.

This, including for corruptions prior to the acquisition.

Furthermore, SETELIA can be held responsible if it accepts inappropriate montages designed to hide or conceal corruption.

It is therefore essential to conduct a thorough investigation into the reputation and track record of all targets in a merger or acquisition project and all potential partners, to incorporate the appropriate safeguards into the contractual documents of the company. Acquisition or partnership, and avoid structures based on inappropriate schemas.

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In case of doubt, each employee must send an email to the address alert@setelia.com to solicit his recommendation and follow it.

No transaction can be started or continued until all elements of doubt are removed.

Article 11 –Documentation and archiving

The use of corporate assets must always be administratively traceable and accountable. It is therefore necessary to keep the documentation demonstrating the appropriateness of the services concerned and the corresponding payments.

For this, any use of company assets must be recorded precisely according to the procedures in force in the service concerned.

Article 12 – Consequence in case of code violation

Any breach of the duties defined by this code of ethics exposes the author to the disciplinary sanctions provided for in SETELIA's internal regulations, without prejudice to the administrative measures and penal sanctions provided for by the applicable national laws and regulations.

Any collaborator who would, in good faith, see a potential violation of the Anti-Compliance Code of Conduct.

Corruption must, under the protection of Article 5 above, report it in a traceable way to the anti-corruption mailbox and to his superior.

Article 13 – Diffusion

This code is annexed to SETELIA's internal rules and may be modified according to regulatory changes.

It can be referred to in contracts with customers and constituents.

Done in Paris on the 27 November 2018

For SETELIA
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