

CODE OF GOOD CONDUCT
IN THE PREVENTION OF
CORRUPTION AND INFLUENCE PEDDLING



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INTRODUCTION

Paris, November 15, 2017

The commitment to integrity in the conduct of business is one of the pillars of EXEL Industries Group's values.

*EXEL Industries' group wishes to comply with anti-corruption legislations, in particular with the requirements of the law of November 8, 2016, the so-called "Sapin 2 law", on the prevention of corruption and influence peddling (hereinafter referred to as "**Corruption**") and its implementing decree of April 20, 2017.*

*This Code of Good Conduct on the Prevention of Corruption (hereinafter referred to as "**the Code**") defines the policies of EXEL Industries' group against Corruption and the group's expectations in its relations with third parties. These third parties may be any representatives of the government, customers, suppliers, agents, distributors, consultants or partners. Any employee who violates this Code may be subject to disciplinary actions that could lead to the dismissal of an employee. The respecting of the stated rules is thus an absolute requirement.*

This Code is drafted by EXEL Industries' Chief Legal Officer and its CEO and has been validated by its Executive Board. It will regularly be updated.

*This Code applies to all employees, corporate officers, executive committee members of EXEL Industries' group, as well as to all its subsidiaries worldwide (hereinafter referred to as "**the Company**"), who commit to respect it by signing a Commitment Letter.*



Gueric Ballu
Chief Executive Officer



Amandine Pascal
Chief Legal Officer

A FEW DEFINITIONS ...

What does « corruption » mean?

Corruption is the act which consists in offering, promising, or giving to somebody an undue advantage in order for this person to perform or refrain from performing an act in the performance of his job or in violation of his duties, as well as the act of accepting or soliciting an undue advantage in order to perform or refrain from performing an act in the performance of his job or in violation of his duties.

What does « influence peddling » mean?

Influence peddling is a form of corruption, which consists in remunerating or providing benefits to an intermediary who exercises influence over a public official or a business relationship in order to obtain a contract or a financial/ commercial advantage.

1. GIFTS, INVITATIONS, TRIPS

In the framework of professional relationships, occasional exchange of gifts, invitations or trips (business meals, gadgets, tickets for sport or cultural events, travel for professional purpose with business partners, etc.) can improve professional involvement, enroll in local customs, and therefore be considered appropriate in certain circumstances. However, if gifts, invitations or trips are frequent and / or of substantial value, they may be perceived as influencing a business relationship.

When you receive or offer gifts, invitations or trips, the "golden rules" of EXEL Industries' group are as follows:

- No gratification whatever the means of payment is (cash, bank checks, bank transfer, etc.) ;
- Total transparency towards your manager ;
- Share any gift received personally, including outside of the premises of the company, with a system of redistribution by inter-service lottery ;
- Respecting reasonable limits ;
- Check out and make certain that the gift, invitation or trip is directly related to the promotion of the company's products and services or contracts ;
- Always question how this could be publicly perceived ;
- Inform your manager on the receipt of any gift, invitation or trip.

2. PUBLIC CORRUPTION

Anti-corruption laws prohibit giving or promising to give, offer, pay or promise to offer or pay, in any way, directly or indirectly, any element of value to a public official, in exchange of a treatment or undue advantage.

Nevertheless, EXEL Industries' group accepts reasonable payments that have a legitimate and legal business purpose, and are documented:

- Current government payments:
 - Taxes and fees published for various government services, such as permits, licenses or visas, are permitted when they occur during normal government relations.
- Legal and valid business expenses:
 - Any expenditure that is reasonable to achieve a legitimate and valid business purpose. For example, commissions, fees that are directly related to the performance of an approved and clearly defined contract.

3. CONTRIBUTION TO POLITICAL PARTIES

EXEL Industries' group forbids all contributions to political parties.

4. DONATIONS

EXEL Industries' group supports contributions to charitable activities. However, we must ensure that these charitable contributions are not made in exchange of a favor for the Company.

For example, donations can be made to charitable organizations provided that:

- quality and reputation of the charitable organization is certain;
- donation could not be considered to be an attempt to gain an undue advantage ;
- donation is not paid to a private physical person, nor is it paid in cash.

5. INTERMEDIARIES (CLIENTS, SUPPLIERS, CONSULTANTS, SALES AGENTS, DISTRIBUTORS, ..)

Intermediaries play a fundamental role in EXEL Industries' doing business. However, they may also present a significant risk of corruption in case of misconduct. The Company and its employees may be held responsible for its actions. That is why we must ensure that our intermediaries respect our commitments to prevent Corruption.

Special measures must be applied when selecting and working with intermediaries.

In particular, the Company must:

- Communicate the Code to its intermediaries and have them signed a Commitment Letter;
- Check out the reputation and intermediaries' background, and alert his line manager, in case of doubt ;
- Check out and make sure that there is always a written contract, containing the right of the Company to terminate the contract in the event of a breach of this obligation ;
- Regularly monitor the work actually done by intermediaries ;
- Contact and stay in touch with EXEL Industries' group Legal Department.

6. PARTNERS (MERGERS AND ACQUISITIONS, JOINT VENTURES, ...)

EXEL Industries would like to collaborate with partners who share its anti-corruption commitments.

The Company shall:

- Communicate the Code to its partners and have them signed a Commitment Letter;
- Undertake due diligence to perform a detailed examination of possible Corruption risks before any partnership is signed;
- Incorporate clauses that would guarantee that the partner certifies its compliance with anti-corruption laws and possible sanctions.

7. ACCOUNTING AND BOOK-KEEPING

Having reliable archives is an essential part of compliance, which tax and anti-corruption laws require. This allows the Company to: (1) identify situations that may be of concern and ensure that appropriate procedures are followed; and (2) defend its actions in the event of a challenge by the authorities concerned.

Thus, the Company must:

- Follow the financial control procedures of the company ;
- Accurately and completely document any transaction ;
- Verify, if needed, that necessary measures have been taken in order to comply with internal policies, such as obtaining appropriate authorization ;
- Never make false, misleading or deceptive accounting entries ;
- Always keep and archive company records in accordance with applicable legislation and internal rules ;
- Make sure that the Statutory Auditors report to the Audit Committee any identified errors.

8. CONFLICTS OF INTEREST

A conflict of interest appears when an employee takes part in activities or begins privileging his personal interests to the detriment of EXEL Industries' group interests. It is the duty of each employee to make business decisions according to the interest of the group and not in his own interest.

Employees must inform their hierarchy (immediate superior or line manager) on any personal interests which could directly or indirectly be in conflict with the performance of their professional duties.

Employees are not permitted to contact, for contracts or personal orders, companies with which they had business relations in the course of their professional activities for the Company, if they can obtain any advantage from it.

A conflict of interest may take the form of a business relationship with a competing company, customer or supplier of the Company or an interest in that competing company, customer or supplier. Such conflict can also occur when an employee engages in ancillary activities that would prevent him / her from being able to assume his / her responsibilities in the Company. It is important that all employees identify and avoid situations of conflict of interest and avoid suspicion in this respect.

9. PREVENTION OF MONEY LAUNDERING

The greatest vigilance is required of all the collaborators in order not to let them accept and immediately report any abnormal demand that could allow suspecting an attempt to legalize incomes from illicit activities.

In particular, it is prohibited to receive payments:

- Which would come from bank accounts located in fiscal paradise or in countries other than the country of the debtor's entity. Each employee must ensure that each payment is made upon receipt of a valid invoice and is payable by the debtor's entity ;
- In cash ;
- From accounts belonging to entities other than the debtor's entity.

10. WARNING SYSTEM

EXEL Industries' group wishes to anticipate difficulties in preventing Corruption and, if necessary, both resolve them as soon as possible and limit their consequences. It is therefore essential that any failure or risk of failure be reported and that each employee seeks advice in situations of concern about certain practices.

Thus, each employee must report behaviors that are contrary to the Code. The standard and usual way is to report to line manager. If, exceptionally, the worrying situation cannot be dealt with in the standard and usual way, the employee shall directly contact his Human Resources manager, failing that, the Group Human Resources Director, and failing that the assistant of the EXEL Industries' group CEO.

In addition, any employee wishing to ask a question or obtain advice can contact Legal Officers of EXEL Industries' Group. All requests will be processed promptly and discreetly.

No employee will be penalized, fired, demoted, suspended or discriminated for neither reporting any breach of the Code nor inquiring or seeking advice on how to deal with such a breach.

11. LOCAL PROVISIONS

The good practices in this Code have been established in line with the new anti-corruption regulations. However, due to local legal specificities, particularly when they are more restrictive, entities of EXEL Industries group are invited to decline them and adapt them to the local context in compliance with the principles of this Code.

TEMPLATE OF INTERNAL COMMITMENT LETTER

I, undersigned, Mr. /Mrs. [...], employee of [...], having its registered office at [...],

Declare that I have received and understood the provisions of the Code of good conduct on the prevention of corruption and influence peddling of EXEL Industries' group,

And, commit to:

- Comply with the provisions of the Code of good conduct in the prevention of corruption and influence peddling ;
- Not to perform, during the accomplishment of my duties, acts of corruption or influence peddling prohibited by the Code of good conduct on the prevention of corruption and influence peddling ;
- Apply the warning system as described in the Code of good conduct on the prevention of corruption and influence peddling, in case of suspicion of corruption or influence peddling acts.

I also declare that I have taken note that in the event of non-compliance with this commitment, I expose myself to disciplinary sanctions that could go up to a dismissal.

Signed in [...], on [...],

[First Name, Last name]
CEO

Signature

TEMPLATE OF INTERMEDIARIES / PARTNERS COMMITMENT LETTER

I, undersigned, Mr. /Mrs. [...], title [...] in [Company name.....], having its registered office at [...],

Declare I have received, on [.../...., 201...] the Code of good conduct on the prevention of corruption and influence peddling of EXEL Industries' group.

Certify [the company.....]'s compliance with the legal provisions on the prevention of corruption and influence peddling,

And, undertake to respect the contractual provisions governing the relations between [signing company.....] and the company [affiliate of EXEL Industries' group.....], a company of EXEL Industries' group.

I also declare that I have taken note that in the event of non-compliance by my company with the aforementioned legal provisions, the company [subsidiary of EXEL Industries' group] reserves the right to terminate the contract which binds us.

Signed in [...], on [...],

[First Name, Last name]
[Title]

Signature

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