



WHISTLEBLOWING PROCEDURE

PRINCIPLES OF THE WHISTLEBLOWING MECHANISM

Axens' whistleblowing mechanism is available to all employees in the Axens Group (Axens and its subsidiaries) throughout the world, and allows them to report any issues involving breaches in ethical matters. The mechanism is overseen by the General Counsel, who is on hand to answer any questions from employees about how it works.

The mechanism has the following four key characteristics:

1) It is optional

Employees are in no way obliged to make use of the whistleblowing mechanism. Potential users are free to make use of it as they see fit, when they feel that it forms the most appropriate way of reporting an ethical issue. As a result, employees cannot be rebuked for not making use of the whistleblowing mechanism.

Consequently, even though the mechanism is in place, employees still have the option of reporting any issues to their line manager or Human Resources, or to employee representation bodies.

2) It covers serious acts:

- Felonies and misdemeanors;
- Serious and manifest infringements of legal or regulatory obligations;
- Threats or serious risks to the general interest of which the employee has personal knowledge;
- Infringements of any obligations which are laid down in European regulations, the French Monetary and Financial Code or the general regulations of the French Financial Markets Authority, and which are regulated by the French Financial Markets Authority or the French Prudential Supervision and Resolution Authority;
- Any conduct or situation that breaches the Axens Group Integrity Code especially those involving corrupt acts or influence peddling.

However, the whistleblowing mechanism cannot be used in relation to information covered by national defense secrecy, medical confidentiality or client-lawyer confidentiality.

3) Its territorial scope is unlimited

The whistleblowing mechanism is available to all employees of Axens, irrespective of their location. Each alert will be evaluated according to the applicable laws in place. However, data collected in the European Union as a result of an ethical alert cannot be transmitted outside the European Union, unless a data transfer agreement containing the standard European Commission contractual clauses has been signed in advance. The General Counsel will advise on this, if applicable, as part of the alert.

4) It is regulated by French Law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernization of economic life, and by the French data protection authority, the *Commission Nationale de l'Informatique et des Libertés* (CNIL)

The whistleblowing mechanism is subject to conditions imposed by the CNIL, concerning in particular:



- the guaranteed confidentiality for the whistleblower with respect to his/her identity and the documents or information disclosed;
- the processing of factual information gathered, and their recipients;
- the period for which personal data is retained;
- security measures and provision of information to employees regarding this mechanism;
- the right to access and correct any personal data gathered, and to object to the processing thereof: any person identified in the whistleblowing mechanism has the right to access their personal data and, if the data is found to be in error, incomplete, ambiguous or out of date, to request that it be corrected or deleted.

This mechanism has obtained the relevant authorization from the CNIL.

USE OF THE WHISTLEBLOWING MECHANISM

Who can make use of the whistleblowing mechanism?

Any person working in the Axens Group, irrespective of his/her position or role, including internal employees, trainees, alternates, consultants and interim employees.

How can it be implemented?

Alerts can be submitted to the General Counsel, in his/her capacity as recipient of alerts relating to the existence of conduct or situations contrary to the Group In'tegrity Code.

Alerts can be submitted:

- by email to: ethics@axens.net, which will generate a message to be read only by the General Counsel;
- in writing and placed in a double envelope sent to: **Axens**, For the attention of the General Counsel, **89 Boulevard Franklin Roosevelt, 92500 Rueil-Malmaison, France** (you are advised to write the word “**CONFIDENTIAL**” on the outer envelope and “**reporting of an alert**”] on the inner envelope);
- by telephone to: **+33 1 47 14 67 89**, leaving a voice-mail which can be accessed only by the General Counsel. The person submitting the alert should provide his/her contact details (either business or personal) and be available if further exchanges prove necessary. In general, the objective of these further exchanges will be to obtain additional information from the whistleblower or inform the whistleblower of the findings generated by the alert.

To facilitate processing, the whistleblower should provide information which is as accurate as possible on the alleged acts or conduct and supply all relevant documents at his/her disposal (e.g. letters, emails, text messages, accounting and financial documents, contracts, invoices, reports, written testimonies, certificates).

The whistleblower should identify himself/herself (by indicating his/her identity, position and contact details), and must under no circumstances disclose the nature of the alleged acts or the identities of the individuals or legal entities concerned to others, unless there is a legal obligation to disclose such information to the police, a court of law, an administrative authority or the French Defender of Rights.

HOW WILL THE GENERAL COUNSEL PROCESS THE ALERT?

“Anonymous” alerts will generally not be processed by the General Counsel.

As an exception, an alert submitted by a person who wishes to remain anonymous may be processed, provided that the following conditions are met:

- the severity of the alleged acts is established and the factual information is sufficiently detailed, and



- the prior assessment and the taking of other specific precautions allow the alert to be processed by the General Counsel under this mechanism.

When an alert is received by the General Counsel, a written receipt will be issued within 7 working days of the date of receipt of the alert, accompanied by an opinion on its admissibility.

- If the General Counsel finds the alert to be lacking in credibility, he/she may ask the whistleblower to provide further information or recommend that the allegations be pursued through other channels (such as Human Resources or Axens' Risk Committee). If an alert or certain information contained in it is deemed non-admissible then the alert and all related information will immediately be destroyed or archived.
- Once the credibility of the alert has been established, the General Counsel will conduct an investigation and, depending on the circumstances, inform the Risk Committee (of which the General Counsel is a member), which will manage the alert. The type of investigation carried out (interviews, data searches, consultation of experts, etc.) will depend on the context and subject-matter of the alert. During the investigation, the Risk Committee may contact various individuals and entities (employees of Axens, clients, suppliers, etc.) to obtain relevant information and appropriate data and documents. If deemed necessary, the Risk Committee will be able to make use of appropriate internal and/or external resources, solely for the purposes of verifying and processing the alert.
- The individuals named in an alert will be duly informed (either by the Risk Committee or their line manager) that allegations have been made against them (the whistleblower's name will remain confidential). These individuals will be entitled to exercise their rights under the French Data Protection Act or any substituting legislative or regulatory provision. Where necessary, to prevent any risk of evidence being destroyed, interim measures will be put in place for safeguarding the relevant information and/or documents.
- For alerts alleging discrimination or harassment, the General Counsel will refer the case to the Director of Human Resources (DHR), who will be responsible for processing these alerts subject to the guarantees described below.

The Risk Committee (or, for any alert alleging discrimination or harassment, the DHR) will officially close all alerts by issuing a final report (verbal or written) to the whistleblower and Axens Senior Management. The report will rule on the credibility of the alert and, where necessary, provide recommendations on how to rectify and/or prevent the problem.

WHAT GUARANTEES ARE PROVIDED TO THE WHISTLEBLOWER?

It is essential that all whistleblowers who act in good faith are protected; the following three guarantees are therefore provided:

1) Confidentiality of the whistleblower's identity

The General Counsel and the Risk Committee will ensure that the identity of the whistleblower is not disclosed and, to the greatest extent possible, that the information and documents supplied remain confidential. In practice, the identity of the whistleblower will not be disclosed to the individuals named in an ethical alert (even if those individuals expressly request it), but may be disclosed to external authorities (judicial, administrative, etc.) entitled to access such information, if so obligated.

Under exceptional circumstances, where it may prove necessary to lift confidentiality, the General Counsel will give advanced warning to the whistleblower in writing, setting out the reasons and requesting the whistleblower's written authorization to disclose his/her identity and, where applicable, all or some of the documents and information submitted. If this request is refused, the whistleblower's identity will remain confidential, and the General Counsel will inform and consult members of the Risk Committee in order to determine whether or not the inquiry should be pursued and discuss how best to proceed with investigating the alert. In this case, the whistleblower will be informed of the decision reached.



2) Disclosure of conclusions concerning the alert

The whistleblower may ask the Risk Committee to disclose the conclusions relating to the alert (which may, at the discretion of the Committee, be done verbally or in writing). However, the identities of any individuals named in the investigation will not generally be revealed to the whistleblower as part of this disclosure.

All documents and information, in any medium, obtained within the remit of an alert, will be destroyed, retained or archived according to the internal procedures currently in force. If the alert does not result in disciplinary or judicial proceedings, all documents and information that could identify either the whistleblower or the individuals accused by the latter will be destroyed, or anonymized and archived within two months of the date of closure of the verification procedures. If an alert gives rise to disciplinary or judicial proceedings, the documents and information will be retained until the proceedings have ended. If information or documents are archived, data will be retained in a separate restricted-access register for a period not exceeding the timescale of the litigation proceedings.

The whistleblower has the right to access and correct documents or information concerning him/her at any time. This right can be exercised by sending an email to ethics@axens.net.

3) Protection against possible retaliation

A whistleblower who, in good faith, submits an alert under this Axens whistleblowing mechanism will not, under any circumstances even if the allegations subsequently prove to be untrue, be subject to the following:

- prosecution, sanctions or dismissal for having submitted the alert;
- direct or indirect discrimination, in particular with regard to remuneration, training, upgrading, assignment, change of status, promotion, transfer or contract renewal, in retaliation for the alert.

In order to guarantee such protection:

- a reminder is automatically sent to the Management of the entity in which the whistleblower works, stating that no retaliatory measure will be tolerated for any alert submitted in good faith;
- the General Counsel shall directly intervene if improper treatment has been duly established. He/she will take all available measures to restore the rights of the whistleblower, irrespective of the sanctions that may be imposed on the perpetrator of the retaliatory measures.

SANCTIONS IMPOSED IN THE EVENT OF AN ALERT SUBMITTED WITH MALICIOUS INTENT

A whistleblower acting in bad faith may be sanctioned if such bad faith is established, owing to the significant damage that such an alert may cause either to the individuals named and/or to the relevant entities in the Axens Group.

An alert submitted with the intent to harm the reputation of an individual or legal entity, or to deliberately supply false information, will expose the perpetrator to disciplinary sanctions and legal proceedings, for the misdemeanor of having made false accusations.