



## **CHARGEURS GROUP CODE OF CONDUCT**

### **INTRODUCTION**

Chargeurs has committed to a number of international human rights standards currently in force, including:

- the Universal Declaration of Human Rights;
- the United Nations (UN) Global Compact;
- the United Nations Guiding Principles on Business and Human Rights;
- the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises;
- the International Labour Organization (ILO) Conventions.

**In 2017, Chargeurs decided to strengthen its commitment by pledging to support the United Nations Global Compact and its ten universally accepted principles, namely that businesses:**

1. support and respect the protection of internationally proclaimed human rights;
2. ensure they are not complicit in human rights abuses;
3. uphold the freedom of association and the effective recognition of the right to collective bargaining;
4. uphold the elimination of all forms of forced and compulsory labor;
5. uphold the effective abolition of child labor;
6. uphold the elimination of discrimination in respect of employment and occupation;
7. support a precautionary approach to environmental challenges;
8. undertake initiatives to promote greater environmental responsibility;
9. encourage the development and diffusion of environmentally friendly technologies;
10. work against corruption in all its forms, including extortion and bribery.

To mark the occasion, Chargeurs has grouped together all of the values and principles held by the Group since its inception and has formally enshrined them in this Code in order to raise awareness and encourage everyone to apply them in full.



## **1) FUNDAMENTAL VALUES OF THE CHARGEURS GROUP**

### **PROTECTION OF INDIVIDUALS**

#### **Human rights**

Human rights are one of the fundamental values of the Chargeurs Group and promoting the highest standards of protection is a fundamental goal. It is for this reason that we encourage our business partners, subcontractors and suppliers to commit to the human rights values promoted by the Group.

#### **Respect for local communities**

Chargeurs' operations will inevitably have some impact on their local environment, and particularly on local communities.

Wherever possible, Chargeurs privileges local employment and local procurement, thereby supporting the development of local communities, with whom we actively encourage open dialogue at every stage. We strive to take into account the concerns of all of our stakeholders and to defend human rights in our sphere of influence. To do this, we place particular importance on respect for local communities' cultural heritage and customs.

### **FAIR EMPLOYMENT PRACTICES**

#### **Fair pay**

Chargeurs ensures that its employees, as well as the employees of its business partners, subcontractors and suppliers, receive the fair pay they need to maintain decent standards of living, nutrition, healthcare, housing and clothing.

Employees are never paid less than the local minimum wage. They must receive written notification of their salary components and be able to understand this information.

The principle of fair pay also extends to equal pay between men and women, in line with each person's responsibilities.



### **Forced and child labor**

Chargeurs condemns all forms of forced or compulsory labor. Any attempt to retain identity papers or form of debt bondage is strictly forbidden. We carry out surveys to ensure that our suppliers and subcontractors do not use such practices. Should any form of forced or compulsory labor be observed at one of our suppliers' or subcontractors' sites, all contractual relations will be terminated immediately.

Chargeurs pays particular attention to the prevention of child labor and is committed to applying all related ILO standards, including in countries where they have not been transposed into national law.

In accordance with ILO standards, it is forbidden to employ people below the age of 15 and to assign people below the age of 18 to hazardous work. When local laws set a higher minimum age for work, these laws apply. We also carry out surveys to ensure that these standards are properly applied by our suppliers and subcontractors. Any breach will lead to an immediate termination of contractual relations.

### **Protection of pregnant women and maternity**

Pursuant to ILO Convention No. 183 on Maternity Protection, all women are entitled to a period of maternity leave of no less than 14 weeks. Furthermore, it is forbidden to dismiss a woman during her pregnancy, except on grounds unrelated to the pregnancy or birth of the child and its consequences or nursing. When local laws provide greater protection for pregnant women and maternity, these laws apply.

### **Workplace health and safety**

Chargeurs is particularly attentive to the working conditions of its employees and ensures that its operations comply with the workplace health and safety laws and regulations in force.

Workplace health and safety demands the commitment of each and every person to ensure the protection of all. All employees are required to know and comply with the measures implemented in their place of work.

In addition, managers are required to:

- set an example with a workplace health and safety ethic that is beyond reproach;
- ensure that all employees under their authority comply with workplace health and safety rules;
- ensure that all employees under their authority receive sufficient training to always understand the risks associated with the tasks that they perform and to apply the appropriate measures;



## CHARGEURS

- regularly check that there are adequate and up-to-date procedures for workplace health and safety risk prevention;
- intervene and, where appropriate, take disciplinary action against any failure to abide by workplace health and safety rules.

Chargeurs undertakes to ensure the protection of its employees during business travel and special attention must be paid to health and safety rules, especially during journeys outside an employee's home country. To this end, all employees are required to know and comply with the Group's travel policy. Rules regarding the health and safety of travelers apply at all times, including outside working hours. Furthermore, the Group has an international assistance program that enables employees to anticipate risks related to their travel by providing information and access to a specialized platform as well as assistance in the event of difficulty during their travel.

### **Harassment**

Chargeurs is committed to maintaining a work environment that respects people's rights and dignity. To this end, Chargeurs combats all forms of harassment, particularly sexual and moral harassment.

Should an employee report harassment of any kind whatsoever, managers have a duty to take immediate action and to ensure that the employee suffers no negative consequences as a result.

### **Anti-discrimination**

Diversity is a source of value and success. Chargeurs is an international group with operations in many countries across five continents and, as such, draws its strength from its diverse workforce. For this reason, Chargeurs combats all forms of direct and indirect discrimination, which is defined as the act of treating a person differently, notably on the grounds of their origin, gender, sexual orientation, age, family situation, disability or membership of a political or religious group or trade union.

Chargeurs informs its partners, suppliers and customers of its anti-discrimination policy.

### **Freedom of association and right to collective bargaining**

Freedom of association is a fundamental right whereby a worker may decide to join the trade union of their choice and to take part in collective bargaining, without suffering any discrimination or negative consequences.



## **SUSTAINABLE DEVELOPMENT**

As a responsible group, Chargeurs strives to implement the most environmentally friendly solutions possible in all of its operations. Chargeurs has signed the United Nations Global Compact and applies the precautionary principle for all issues related to the environment. The environmental impacts of all of our facilities are identified and measured on a highly regular basis.

### **Resource preservation**

The potential environmental impact of our operations varies depending on the business and the production facility. To mitigate this impact, Chargeurs strives to proactively manage natural resources and biodiversity systems.

The main production facilities operated by the Chargeurs Protective Films and Chargeurs Luxury Materials businesses have been ISO 14001 certified. This standard defines a management system based on a set of metrics designed to drive reductions in the use of water, gas and electricity. The other facilities have committed to adopting a responsible approach to resource management. Chargeurs regularly monitors its environmental strategy at these facilities and reports the results on its website and other media.

### **Waste and emissions**

Chargeurs implements processes and controls to guarantee proper waste handling, transportation, storage and recycling.

Measurements are made before discharging substances into the air, water or soil. Chargeurs complies with all applicable laws and regulations. When there is a difference between these provisions and the Group's own standards, the stricter of the two applies.

## **TRANSPARENCY**

In the terms used by the 2004 United Nations Convention Against Corruption: *"Corruption is an insidious plague that has a wide range of corrosive effects on societies. It undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organized crime, terrorism and other threats to human security to flourish."*

For this reason, Chargeurs pays particular attention to compliance with transparency laws and regulations.



## **Bribery and influence peddling**

Chargeurs strives to carry out its operations ethically and transparently and to comply with all international and national laws in force regarding bribery and influence peddling.

Accordingly, Chargeurs takes a zero-tolerance approach to such matters in all of its host countries.

Chargeurs also requires its customers, suppliers and subcontractors to implement a suitable policy to combat bribery and influence peddling.

Bribery consists in:

- offering or accepting,
- directly or indirectly,
- compensation, a gift, a promise or a benefit of any kind
- in exchange for a favorable decision (negotiation or awarding of a partnership, public or private contract or any other business decision).

Influence peddling consists in:

- soliciting or accepting,
- directly or indirectly,
- compensation, a gift, a promise or a benefit of any kind
- to use one's influence with a view to obtaining a favorable decision from an authority or government body.

The following forms of conduct, for example, are likely to be considered acts of bribery or influence peddling and, as such, are forbidden under all circumstances:

- offering, directly or indirectly, or receiving unlawful payments or bribes, for whatever reason;
- using a third party to offer or accept bribes or facilitation payments;
- offering a gift or benefit to civil servants, public officials or private-sector employees with a view to influencing an administrative decision, attempting to obtain or retain a contract, forming business partnerships or securing an unfair advantage.

Failure to comply with these rules puts Group employees at risk of severe penalties from Chargeurs, notwithstanding any legal action in which such behavior may also result.

To combat all forms of bribery and influence peddling, Chargeurs has implemented an internal whistle-blowing system for Group employees. Chargeurs encourages employees to use this system to immediately report any actual, suspected or potential acts of bribery or influence peddling.



### **Gifts and gratuities**

Chargeurs believes that gifts and other gratuities from or to employees may affect their independence when performing their duties or make them indebted to third parties.

Gifts and other gratuities may also constitute acts of bribery and expose Chargeurs and its employees to legal action and criminal sanctions.

Consequently, Chargeurs forbids its employees from giving or receiving gifts or gratuities of any type.

As an exception, Chargeurs allows employees to occasionally give or receive minor gifts or benefits within the framework of a polite business relationship. To classify as acceptable, such gifts or benefits must be authorized by local law, be directly related to business dealings, be of reasonable value and be given in good faith.

Chargeurs requires all employees to inform their line manager of any gift or benefit given to them or to members of their family, regardless of their value.

### **Conflicts of interest**

Chargeurs believes that it is of the utmost importance that its employees do not have any actual or potential financial, commercial or personal interests that are contrary or prejudicial to the interests of the Group.

An employee's personal interests include not only any benefit for the employee but also any benefit for the employee's parents, friends and relatives as well as any persons or organizations with which the employee has or has had a personal or business relationship.

A conflict of interest can influence an employee when making decisions or performing their professional duties and responsibilities.

Any employee who has formed or is about to form a financial, commercial or personal relationship with a third party that may create a conflict of interest must immediately inform their line management so that all suitable measures may be taken to protect the Group's interests.



### **Charitable donations**

As a responsible group, Chargeurs believes in supporting worthy causes, organizations and projects.

Before making a charitable donation, it is important to look into the history and reputation of the beneficiary company and its representatives.

Donors should also ensure that the donation will not make it easier to secure an unfair advantage.

A charitable donation must never be made to a private individual or paid in cash.

### **PROTECTION OF GROUP ASSETS**

#### **Intellectual property**

Chargeurs' intellectual property and world-renowned expertise in each of its business lines constitute a significant competitive advantage and one of the Group's most valuable assets.

With its history and operation methods built on a process of continuous innovation, Chargeurs constantly seeks to ensure the greatest possible legal protection of its cutting-edge solutions, developed in response to customer requirements. To make this protection effective, Chargeurs requires its employees to take the utmost care in protecting the Group's patents, trade names or marks, business secrets (especially manufacturing and trade secrets) and other confidential or sensitive information.

Chargeurs employees are also bound to respect the intellectual property rights of third parties. New products or processes must not infringe third parties' intellectual property rights.

#### **Inventions by Group employees**

All employees must immediately inform their employer of any invention related to the Group's operations, even if the invention was developed outside of an employment contract. The Group then has the right to decide how to proceed and, in the event that it chooses to apply for a patent, the employee will refrain from disclosing anything about the content of the invention until the application has been filed. **All work, studies and research carried out on behalf of Chargeurs within the framework of an employment contract will remain the sole property of the Group.**

As Chargeurs will hold the industrial property rights, it will carry out the formalities to apply for the patent or obtain any other protection deemed necessary.





## **Data protection**

Chargeurs takes all necessary measures to protect the Group's sensitive and confidential information under all circumstances, notably in the event of a cyber attack.

Protecting Group data is everyone's business and can only be entirely achieved with the full support and commitment of each and every employee. For this reason, Chargeurs requires all employees to strictly comply with the Group's IT Charter, to be entirely familiar with the internal control procedures and to systematically take note of IT security alerts.

Chargeurs expects employees to exercise the utmost care to ensure the detection and avoidance of any type of malicious attack on the Group, especially by e-mail, Internet or phone calls intended to obtain information on the Group (phishing).

In any event, Chargeurs employees are asked to report any incident likely to put the Group's data in jeopardy to their line manager.

## **RELATIONSHIPS WITH THIRD PARTIES**

### **Relationships with customers**

In its relationships with customers, Chargeurs places great importance in meeting its legal and contractual obligations.

As part of a continuous process of innovation and development, Chargeurs undertakes to supply its customers with quality products and services that offer the best performance at a competitive price while complying with the Group's environmental commitments.

This approach should guide all Group employees.

### **Relationships with suppliers**

When dealing with suppliers, Chargeurs' first concern is to meet its legal obligations and comply with its fairly negotiated contractual provisions.

Chargeurs selects its suppliers based on objective criteria measuring performance and respect for the Group's ethical values and principles. These selection criteria are included in contracts between the Group and its suppliers. Chargeurs reserves the right to check compliance with these criteria and, in the event of a serious violation, immediately terminate contractual relations.

It is crucial that Group employees uphold these rules.



## **Competition**

Chargeurs is committed to combating anti-competitive practices in all of its host countries.

To this end, Group employees are asked to scrupulously comply with the Chargeurs competition law guidelines.

## **INTERNAL AND EXTERNAL COMMUNICATIONS**

### **Group image**

Drawing on close to 150 years of activity, Chargeurs enjoys a reputation for excellence in all of its business lines, all around the world. The Group's image is an essential asset.

Chargeurs' corporate communications seek to express this image in the same way that we convey it through our collective and individual conduct, always in keeping with the values enshrined in this Code.

Employees represent the Chargeurs Group and, as a result, are responsible for its image and reputation. As a Chargeurs ambassador, each employee must take care to protect this image.

### **Means of communication, e-mails and Internet usage**

To enable employees to perform their duties, Chargeurs provides them with various devices, information systems and means of communication including computers, telephones, e-mail addresses, intranet portals and Internet access.

These devices, information systems and means of communication are intended for professional purposes only, and Chargeurs may at any time monitor their usage, subject to the applicable legal and regulatory limits.

The applicable rules are notably contained in the Group's IT Charter, to which all employees are asked to refer.

In particular, in accordance with Article 4 of the IT Charter, social media such as Facebook, Twitter, LinkedIn and blogs may only be consulted for personal reasons provided their use does not affect an employee's ability to complete the tasks assigned to them or the security of the IT network. In any event, Group employees must always take care when using social media. Employees are strictly forbidden from acting or appearing to act as Group spokespersons (without authorization). Employees are also strictly forbidden from disclosing confidential, sensitive or non-public information about Chargeurs of any sort whatsoever, be it financial, commercial, technical or other.



### **Communication with the media**

All public communications made through media of any type must be defined in collaboration with Chargeurs SA.

All communications made by employees on a product, project or any other topic must make reference to the Chargeurs Group.

### **Crisis communication**

In the event of a crisis, the Group's official response is decided by its governance bodies in accordance with the process described in the crisis management plan, which all managers are invited to read.

### **Insider trading and financial information**

Financial communication is the sole responsibility of the Group's governance bodies.

As a listed company on the Euronext Paris market, Chargeurs forbids any employee with inside information – namely any information that is not known to the public and is likely to influence the share price of a Group company once disclosed – from communicating or using such information to carry out one or more transactions on the company's shares, either directly or through an intermediary.

Inside information may, for example, consist in confidential information of which Group employees become aware when negotiating agreements or important transactions involving Chargeurs that have not yet been made public.

### **Confidentiality**

All employees are strictly bound by a general obligation of discretion and a duty of total confidentiality with regard to all information and documents on the Group's operations, to which they have access in the performance of their duties, be it in written or oral form.

Confidential information includes but is not limited to: information and expertise related to the projects of Group companies; manufacturing processes and inventions held or used by Group companies; and, more generally, industrial property rights of Group companies; details of projects of Group companies (including project organization and the number of people involved); software; customer lists, customer contact details, price scales and details of business relationships; concepts, techniques, processes, methods, systems, designs, programs, codes, formulas, research, equipment and results; and experimental work and work-in-progress. Such information is considered confidential regardless of the media on which it is stored.



This confidential information also concerns all customers and suppliers of Group companies.

The strictest ban on disclosing or using such information will remain effective for an unlimited period following the termination of the employment contract until the information in question ceases to be confidential.

Moreover, in application of Article L.1227-1 of the French Labor Code (*Code du travail*): *"the disclosure or attempted disclosure of a manufacturing secret by an executive or employee is punishable by a prison term of two years and a fine of 30,000 euros."*

### **Non-disparagement**

Employees undertake not to make disparaging statements or comments about the operations of Group companies or about people who work or have worked in Group companies in any capacity whatsoever.

## **2) REPORTING VIOLATIONS OF THE CODE OF CONDUCT**

All employees may report the following violations to the Group's ethics authorities: a violation of the Code of Conduct, a violation of a legitimate interest and, more broadly, a serious violation of legal requirements of which the employee may be personally aware.

Designed as a regulatory tool for the Group, the violation reporting system defined by Chargeurs ensures the proper implementation of the practices described in the Code of Conduct.

The success of the process depends on the responsible implication of each and every employee.

### **SCOPE**

#### **Who can report violations?**

Violations may be reported by any employee of a Chargeurs Group entity.

They may also be reported by external associates who occasionally work for the Group, such as subcontractors or temporary staff.



Regardless of the whistleblower's position, they must:

- be a disinterested party, i.e., not be motivated by financial gain;
- act in good faith, i.e., not report a violation that they know is untrue;
- have personal knowledge of the acts reported.

If the whistleblower fails to comply with the above conditions, they will no longer be entitled to the protection afforded by this system.

### **What acts may be reported?**

Whistleblowers have the right to report the following acts:

- crimes, offenses or serious violations of an international commitment: corruption, influence peddling, financial crimes, antitrust law infringements, discrimination, harassment, infringements of health and safety regulations, environmental damages, etc. (this list not being exhaustive);
- serious threats or injuries to the public interest.

Any violation of the Code of Conduct in effect within the Chargeurs Group can, even if it does not qualify as a crime or an offense, constitute a serious threat or injury to the public interest.

Regardless of the nature of the acts observed, reporting a violation is not mandatory.

Whistleblowing is always optional, which means that employees cannot be disciplined for not using the system.

## **VIOLATION REPORTING PROCESS**

### **Summary of the Chargeurs Group ethics structure**

Various authorities ensure ethics compliance within the Chargeurs Group.

- The Compliance Officer

The Compliance Officer receives all violation reports, which they then allocate to the division Heads for greater efficiency in handling.

The Compliance Officer directly handles violation reports if they implicate an employee falling under their scope.

- The Heads of Human Resources of each business, in consultation with the Heads of business units

They handle violation reports emanating from the division for which they serve as Head of Human Resources.



➤ **The Ethics Committee**

The Ethics Committee helps define and implement the Chargeurs Group's ethics policy. It also monitors the proper implementation and modification of professional ethics rules within the Group.

It is informed of reported violations and their follow-up.

In very serious cases, the Ethics Committee may take on the reported violation and handle it directly.

**How to report a violation**

To report a violation, send an e-mail to the following address: [alertes@chargeurs.com](mailto:alertes@chargeurs.com)

Copying another person on an e-mail to this address is strictly prohibited.

The whistleblower is required to reveal their name, but will benefit from the Chargeurs Group's firm commitment to confidentiality (see "Confidentiality" below).

Where possible, the whistleblower provides facts, information and/or documents to substantiate the reported violation, regardless of their type or medium.

The report is received by the Compliance Officer (currently Joëlle Fabre-Hoffmeister).

It is then passed on to the Head of Human Resources of the business unit concerned by the violation, who will investigate matters.

However, if the whistleblower believes that passing on such information to the Head of Human Resources of the business unit may give rise to difficulties, they may request that the reported violation be directly investigated by the Compliance Officer.

The Compliance Officer may also decide, at their own discretion, to directly investigate the reported violation.

In the event that the violation implicates the Compliance Officer, the report will be sent directly to the Ethics Committee.

The whistleblower is informed, within three working days:

- that their report has been received;
- of the time required to review its admissibility, which shall not exceed 30 working days;
- that they will be notified via secure e-mail of the outcome of the report following the preliminary review of its admissibility.



## **HOW REPORTED VIOLATIONS ARE PROCESSED**

### **Preliminary review**

Each reported violation results in a preliminary review of its admissibility by the division Head or the Compliance Officer (in the event of their direct investigation of the case).

The purpose of this preliminary review is to verify the serious nature of the report. This process notably involves verifying that the reported violation falls within the scope of the system and that the whistleblower has personal knowledge of the violation being reported.

The preliminary review of admissibility may not exceed a period of 30 working days as of the date on which the report was received.

Following this review, the whistleblower is notified of the outcome of their report, i.e., that the case is closed if the reported violation is not deemed to be serious or, otherwise, that an internal investigation has been opened.

### **Confidentiality**

The persons in charge of receiving and handling reported violations must comply with the strictest confidentiality requirements. In particular, the name of the whistleblower, the nature of the reported violation and the name of the person linked to the violation must be kept strictly confidential.

Where it is strictly necessary to disclose any of the above information to a third party in order to process the reported violation, this third party must also comply with the same confidentiality requirements. Where this is the case, any information that identifies the whistleblower cannot be disclosed prior to obtaining their consent, except when such information is disclosed to legal authorities. In any event, the name of the whistleblower cannot be disclosed to the person implicated by the reported violation.

The whistleblower is also required to comply with strict confidentiality requirements regarding the reported violation and its nature.

Any failure to abide by the above-mentioned confidentiality requirements could end in the termination of an employee's work contract for serious misconduct. Moreover, the whistleblower would no longer benefit from the protection afforded by this system.

### **Information on persons who are the subject of a reported violation**

The person(s) implicated in a reported violation are informed by the Compliance Officer as soon as it has been recorded.



However, in the event that discretionary measures need to be taken, particularly in order to prevent the destruction of evidence, the persons(s) will be notified after said measures have been taken.

### **How the investigation is carried out**

If the person in charge of handling the reported violation notes any behavior that is contrary to the Group's ethics rules, they must immediately notify the Ethics Committee, which adopts any measures it deems necessary (additional checks, analyses of the need to initiate disciplinary/and or legal proceedings).

Investigations into reported violations lead to one of the following outcomes: the case is closed, appropriate corrective measures are adopted or disciplinary and/or legal proceedings are initiated. All of these measures must be completed within a maximum of three months as of the date on which the report was received.

During this timeframe, the whistleblower must comply with strict confidentiality requirements and may not report the violation to any other authority or to a third party.

### **Storage of collected data**

The collected data may be processed automatically.

In this case, the person implicated in the reported violation is informed of their right to modify and/or oppose the data if they have a legitimate reason to do so, although they may not obtain the name of the whistleblower.

The data concerning reported violations will be destroyed:

- immediately following the preliminary review of admissibility where the reported violation is not deemed serious;
- within a period of two months as of the end of the verification process where the reported violation does not lead to disciplinary or legal proceedings;
- at the close of any disciplinary or legal proceedings where the person implicated initiates legal proceedings in order to dispute the disciplinary proceedings against them, the data will be stored until the close of said legal proceedings.





## **WHISTLEBLOWER RESPONSIBILITIES**

The misuse of this system may lead to disciplinary action, including the termination of an employee's work contract for serious misconduct.

Any misuse may also lead to legal proceedings on charges of defamation, in accordance with applicable local law.

## **PROTECTION OF WHISTLEBLOWERS**

If this system is used in good faith, in accordance with the rules described above, no disciplinary action or any other reprisals of any kind whatsoever may be taken against the whistleblower.

Any mistreatment or reprisals, whether direct or indirect, by any employee of the Chargeurs Group against an employee that has reported a violation under this system may lead to disciplinary action, including the termination of an employee's work contract for serious misconduct.

### **3) PENALTIES FOR VIOLATIONS OF THE CODE OF CONDUCT**

This Code is applicable to all subsidiaries of the Chargeurs Group and their employees, who are required to take note of it.

Depending on their severity, violations may lead to:

- appropriate corrective measures; or
- disciplinary action, including dismissal for serious misconduct,

without prejudice to any legal proceedings that may be initiated by the Group where appropriate.

#### **4) COMPOSITION**

The Ethics Committee comprises three members who include a well-known person from outside the Group and members from the Group's Audit Committee. They are selected based on their reputation, independence and support of humanist values. The Group's Compliance Officer serves as Secretary and Rapporteur General of the Ethics Committee and presents its members with an analysis of the Group's ethics issues.

If necessary, the Chairman and CEO of the Group may, on the initiative of the Ethics Committee, personally participate in the Committee.

Ethics Committee members are chosen by the Chairman and CEO of Chargeurs SA and approved by the Board of Directors.

Their compensation is defined at the beginning of each year of their term.

Each member is appointed for a two-year term.

The Ethics Committee is chaired by one of the three selected members, on the recommendation of the Chairman and CEO of the Board of Directors.

#### **ROLES AND RESPONSIBILITIES**

The Ethics Committee's roles and responsibilities include:

- defining and recommending best governance and ethics practices for the Group to the Board of Directors;
- overseeing and verifying the proper implementation of the Code of Conduct;
- providing an advisory opinion on any situation that may violate the Code of Conduct;
- expressing a position on the most critical cases, which are submitted to the Committee by the Compliance Officer;
- investigating reported violations under the whistleblowing system and deciding what action needs to be taken: closing the case, adopting appropriate corrective measures or initiating disciplinary and/or legal proceedings;
- providing an advisory opinion on the suitability of the measures adopted by the Group in various situations.



### **CASE REFERRALS**

Cases are referred to the Ethics Committee:

- automatically by the person in charge of handling a reported violation that has undergone a preliminary review of admissibility;
- on a discretionary basis by the Chairman and CEO of Chargeurs SA, in the event that the Ethics Committee is requested to provide an advisory opinion on a situation that may violate the Code of Conduct or on the adoption of a measure by the Group in a given situation.

Other than for case referrals, the Ethics Committee meets two times a year, with the agenda for meeting set by the Chairman.

### **AD HOC BODY**

When the Ethics Committee is asked to give an opinion on specific technical issues, in particular when the Committee is called on to decide on the appropriateness of a measure adopted by the Group in a given situation, the Chairman of the Ethics Committee may propose that the decision be referred to an ad hoc body with the requisite expertise.

If the Ethics Committee agrees to appoint an ad hoc body, it will be comprise:

- a well-known person selected by the Chairman of the Board of Directors of Chargeurs;
- a well-known person selected by the Ethics Committee.



**CODE OF CONDUCT**

**Acknowledgement**

I hereby acknowledge that I have received, reviewed, and understand, the Chargeurs **Code of Conduct** and that I am in compliance with the policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Location

**(The original of this Acknowledgement is to be kept in employee's Personnel File, and a copy is to be returned to and maintained by the Chargeurs PCC Fashion Technologies HR Manager)**