



Code of Conduct

ANTI-CORRUPTION

This chapter provides the necessary information to understand and implement the rules to be followed by employees in their activities to prevent and combat corruption.



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Introduction

Corruption is a major risk for companies, threatening their integrity, reputation, and economic viability. As a committed actor, the ALAN ALLMAN ASSOCIATES Group places the fight against corruption at the heart of its values and professional practices. This Anti-Corruption Code, adopted in accordance with applicable legal and regulatory requirements, aims to define the fundamental principles and rules of conduct that all employees, partners, and stakeholders of the Group must respect. This Code is part of a proactive approach to preventing corruption-related risks, ensuring the integrity of business and institutional relationships, and promoting a culture of ethics and compliance.

Every employee has the personal and professional responsibility to strictly adhere to this Code and to report any situation or conduct that may violate its provisions.

By adhering to this Code, the ALAN ALLMAN ASSOCIATES Group reaffirms its commitment to act with integrity and transparency, ensuring compliance with the highest international standards in the fight against corruption.

Gifts and Invitations

Offering or accepting gifts and invitations is often seen as a courtesy that strengthens business relationships. However, anti-corruption rules prohibit offering gifts, invitations, or any other advantages to third parties with the intent of gaining undue benefits or improperly influencing any official actions.

Thus, offering or accepting gifts or invitations may be considered a form of corruption, particularly in the context of a business transaction or a request for a permit from a public official.

Rules to follow:

- ➔ Employees must communicate ALAN ALLMAN ASSOCIATES Group's rules regarding gifts and invitations to their business partners and inquire about their policies.
- ➔ Gifts and invitations may only be given or received if not prohibited by local law. When authorized, offering or accepting a gift or invitation must remain exceptional.
- ➔ Gifts or invitations involving public officials are strictly prohibited.
- ➔ Cash gifts or equivalents, such as gift cards, are prohibited.
- ➔ Gifts and invitations must occur in a strictly professional context. They cannot be received at an employee's home and must only involve the employee or business partner, excluding their family or acquaintances.
- ➔ Gifts and invitations must be of reasonable value, appropriate to the circumstances, and align with business customs (e.g., end-of-year gifts, end-of-project meals).



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- ➔ Gifts of less than €150 (inclusive of tax) per person, per year, per business partner, are tolerated. Above this threshold, gifts must be pre-approved by the employee's direct supervisor.
- ➔ In cases where approval is not granted, the gift must be returned to the business partner with a thank-you note reiterating the Group's rules.
- ➔ Employees are encouraged to share received gifts (e.g., consumable items like chocolates) with their team or use a lottery system to distribute them.
- ➔ Business invitations (e.g., business meals, professional events) are tolerated only if directly related to the employee's regular activities, linked to ALAN ALLMAN ASSOCIATES projects, and valued below €150 (inclusive of tax).
- ➔ Invitations exceeding €150 (e.g., for entertainment, sporting events) or those occurring outside working hours (weekends, holidays) require prior approval from the employee's supervisor.
- ➔ Employees may only accept event invitations if the inviting business partner is present at the event.
- ➔ Gifts and invitations must not coincide with critical decision-making processes (e.g., competitive bidding, tenders).

Indeed, the circumstances surrounding the gift or invitation must not give rise to suspicions of corruption, even retrospectively. Therefore, attention must be paid to the context and meaning of any advantage or gift, which should not imply any expectation of reciprocity.

If the above conditions are not met, the gift or invitation must be immediately returned by the employee, accompanied by a thank-you letter reiterating ALAN ALLMAN ASSOCIATES Group's rules on the acceptance of gifts and invitations.

In any case, if local legislation is stricter than the above-mentioned rules, the stricter rule must be followed.

Business Partners

Corruption risks arise when ALAN ALLMAN ASSOCIATES Group engages with various business partners during its professional activities ("Business to Business"). In certain circumstances, the Group may be held legally responsible for corrupt acts committed by its business partners.

Rules to follow:

- ➔ Conduct due diligence regarding the integrity of business partners before establishing relationships.
- ➔ All engagements with business partners must involve a written contract.



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- ➔ Contracts must include clauses ensuring the partner's compliance with anti-corruption laws and stipulate contract termination for violations.
- ➔ Payments to business partners must correspond to appropriate and proportional compensation for services rendered. Extra caution is needed for payments to foreign bank accounts.
- ➔ Payments must be made via bank transfer to the partner's verified account, following invoice validation. Cash payments are prohibited.
- ➔ Verify the services delivered and match financial conditions with contractual terms before making payments.

Conflicts of Interest

A conflict of interest refers to any situation where the personal interests of an Employee (or those of a legal entity or individual to whom they are connected or close) are contrary to the interests of the ALAN ALLMAN ASSOCIATES Group.

Personal interest includes any interests that could influence, or appear to influence, the way the Employee carries out the duties and responsibilities entrusted to them by the Group.

Such a situation could arise, for example, if an Employee:

- negotiates a contract on behalf of ALAN ALLMAN ASSOCIATES Group from which they derive a current or future personal benefit;
- holds a financial interest in a company controlled by competitors or clients of the ALAN ALLMAN ASSOCIATES Group, etc.

As a conflict of interest may conceal an act of corruption, it is essential for Employees to be vigilant about the occurrence of conflict-of-interest situations.

Rules to follow:

- ➔ Employees must always prioritize the interests of the ALAN ALLMAN ASSOCIATES Group by refraining from promoting any personal, financial, or familial interest.
- ➔ In the event of potential or actual conflicts of interest, Employees must inform their hierarchy as soon as possible and, at the very least, before making any decisions regarding the business relationship with the commercial partner in question. In such cases, Employees must abstain from participating in the decision-making process.

Facilitation Payments

Facilitation payments are small sums of money requested by public officials to expedite certain administrative actions (e.g., document processing, permits).



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Rules to follow:

- The ALAN ALLMAN ASSOCIATES Group prohibits facilitation payments, even if local laws permit them.

Recruitment

Recruitment at the Group may lead to corruption risks if undue advantages are offered in exchange for hiring specific candidates, potentially influencing contracts or administrative decisions.

Rules to follow:

- Offering or accepting undue advantages in exchange for recruitment is strictly prohibited.

Lobbying

Lobbying refers to any activity intended to intervene with a government or institution in favor of a particular cause or expected outcome. More specifically, it involves a constructive and transparent contribution to the development of public policies on relevant subjects related to the Group's activities.

This contribution aims to enrich the reflection of public decision-makers.

The line between lobbying and corruption is sometimes thin. Indeed, lobbying becomes corruption when the person engaging in lobbying activities offers an advantage to a public official to encourage them to support legislation or activities that would be favorable to them.

Rules to follow:

- Act with integrity, intellectual honesty, and transparency in all relations with institutions and/or public officials, regardless of the situation or interest defended.
- Provide reliable and objective information without seeking to obtain information or decisions by exerting any kind of pressure.
- Refrain from seeking to obtain an undue political or regulatory advantage.
- Ensure that interest representatives conduct their activities in compliance with this Code and applicable regulations.



Fraud is an intentional act aimed at obtaining an undue advantage through illegal means, such as document falsification, manipulation of financial or commercial information, or concealing essential facts. It poses a direct threat to the integrity, reputation, and economic viability of the ALAN ALLMAN ASSOCIATES Group.

Fraudulent acts may incur criminal liability for their perpetrators, as well as for the Group, under the provisions of Articles 313-1 et seq. of the French Penal Code, and expose the company to financial, legal, and reputational sanctions.

Rules to follow:

- ➔ Employees must ensure compliance with internal procedures and applicable legal obligations to guarantee the transparency and integrity of the Group's activities.
- ➔ Any suspicion or identification of a fraudulent act must be immediately reported through the professional alert system.
- ➔ Employees must refrain from any behavior that could conceal or facilitate an act of fraud.

The ALAN ALLMAN ASSOCIATES Group is committed to maintaining a zero-tolerance policy toward fraud, raising awareness among all Employees about its risks and consequences, and implementing robust prevention and detection mechanisms, in compliance with applicable laws.

Donations, Sponsorship, and Sponsorship Activities

The ALAN ALLMAN ASSOCIATES Group may work in favor of civil society by making donations and engaging in sponsorship or patronage activities, particularly with charitable organizations.

These donations, sponsorship, and patronage activities may qualify as acts of corruption when carried out with the aim of obtaining an undue advantage.

Thus, donations, sponsorship, and patronage activities may be used as a means to corrupt a person likely to influence a decision in a transaction, especially if this person has a familial interest in the organization receiving the donation or sponsorship.

Rules to follow:

- ➔ Donations, sponsorship, and patronage activities are permitted, provided they comply with applicable laws and regulations.
- ➔ Donations, sponsorship, and patronage activities must never benefit private individuals.
- ➔ Donations, sponsorship, and patronage activities must not be carried out to obtain an undue advantage or unduly influence a decision.



The funding of political activities refers to any direct or indirect contribution intended to support a political party, candidate, or elected official.

This contribution may take the form of money or any other benefit, such as gifts or services, advertising, or any other partisan activity.

The funding of political activities may be used to conceal an undue advantage to obtain or maintain a transaction or business relationship. In other words, the funding of political activities can be considered or interpreted as direct or indirect corruption.

Rules to follow:

- ➔ Any contribution, financial or in kind, direct or indirect, made by the ALAN ALLMAN ASSOCIATES Group or its Employees on its behalf to organizations, political parties, or political figures is prohibited.
- ➔ Employees must separate their personal political activities from their mission within the Group to avoid any situation that could generate a conflict of interest. Naturally, each Employee may participate in political activities personally, during their free time, outside the workplace, with their own financial resources, and without referencing, in any way, their affiliation with the Group.

Acquisitions, Equity Investments

During the acquisition of companies, the acquisition of assets involving an entire business line, equity investments, mergers, or the establishment of joint ventures, it is essential to ensure that the target or partner has not engaged in or been involved in conduct that violates applicable anti-corruption laws and complies with current legislation in this area.

Indeed, in the aforementioned operations, the civil or criminal liability of the ALAN ALLMAN ASSOCIATES Group could be engaged, leading to significant commercial, financial, and reputational repercussions.

Rules to follow:

- ➔ Include an anti-corruption component in the due diligence process as part of acquisitions or equity investments.
- ➔ Include an anti-corruption clause in contracts and agreements concluded as part of acquisitions, equity investments, or joint venture setups.



ALAN ALLMAN ASSOCIATES

Books and Records

Books and records refer to all accounting, financial, and commercial records. These include accounts, correspondence, summaries, ledgers, and other documents related to accounting, finance, and commerce.

In the context of combating corruption, it is essential that transactions are transparent, exhaustively documented, and recorded in accounts that accurately reflect their nature.

Rules to follow:

- ➔ No entry in the books and records of the ALAN ALLMAN ASSOCIATES Group should be unfounded, erroneous, falsified, or fictitious.

Interpretation and Compliance with the Code

Each Employee of the ALAN ALLMAN ASSOCIATES Group, as defined in the preamble, must read, understand, and comply with this Code.

The Group's Management ensures the dissemination and compliance of this Code by its Employees.

For any questions related to this Code or difficulties in interpreting its application to a given situation, Employees are encouraged to contact their direct or indirect supervisor.

- The Group's books and records must be a true and accurate reflection of the transactions carried out and must be prepared in accordance with current accounting standards and frameworks.
- The principle of separation between decision-making and payment functions must be respected, and payment traceability ensured.
- All controls and approval procedures implemented within the Group must be applied.
- Documentation demonstrating the appropriateness of the relevant services and corresponding payments must be retained.



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Compliance with the Anti-Corruption Code and Applicable Sanctions

The Whistleblowing Mechanism

The ALAN ALLMAN ASSOCIATES Group has implemented a whistleblowing mechanism aimed at strengthening the means of expression available to all Employees so they can report any behavior or situation contrary to this Code.

While direct or indirect hierarchical channels remain available, the whistleblowing mechanism offers Employees enhanced guarantees of protection in case of a report.

As part of this mechanism, whistleblowing alerts are brought to the attention of the Legal Department of ALAN ALLMAN ASSOCIATES.

The alert must include at least the following information:

- The identity, role, and contact details of the whistleblower;
- The identity, role, and contact details of the persons concerned by the alert;
- The reported facts illustrating the concern subject to the alert.

This information can be provided in the following ways:

- By mail (marked "Strictly Confidential") to the following address:
Alan Allman Associates
Legal Department
9-15 rue Rouget de Lisle
92130 Issy-les-Moulineaux
- By email to the following address: compliance@alan-allman.com
- By phone or video conference, calling 01.74.90.50.40 and requesting to be connected with the department responsible for handling reports.

The protection granted to the whistleblower is guaranteed as long as they have acted in good faith and without self-interest.

The processing of alerts is based on the following principles:

- Guaranteeing anonymity for whistleblowers wishing to remain anonymous, except in cases of specific judicial requisition;
- Traceability of reports in a confidential register, accessible only to a narrowly designated committee;
- Strict prohibition of any retaliatory measures against an Employee who has made a report in good faith, regardless of the outcome of the alert.



ALAN ALLMAN ASSOCIATES

Additionally, the Group commits to conducting annual internal communication campaigns to raise awareness among Employees about the whistleblowing mechanism, its procedures, and the confidentiality guarantees it provides.

Upon receiving a report, the service in charge must respond to the whistleblower within 7 business days and may also request additional information from the whistleblower.

The service in charge of processing the reports will inform the whistleblower, where applicable, of the reasons why their report does not meet the validity conditions stipulated in Article 6 and Article A of Section I of Article 8 of the law of December 9, 2016.

The identifying details of the whistleblower cannot be disclosed, except to judicial authorities, without their consent. Similarly, the identifying details of the person implicated cannot be disclosed, except to judicial authorities, without establishing the validity of the alert.

Using the mechanism remains optional.

Consequences of Violating the Code

Failure to comply with the rules set out in this Code may have severe consequences, not only for the Group but also for the Employees involved.

For the ALAN ALLMAN ASSOCIATES Group, any behavior contrary to the rules established in this Code could harm its reputation, affect its activities, require compensation for any resulting damage, and expose it to criminal prosecution.

For Employees, when circumstances justify it, failure to comply with the anti-corruption rules outlined in the Code may result in disciplinary action, up to and including termination of the employment contract under the conditions specified in the internal regulations, as well as personal exposure to criminal and/or civil proceedings.

Any disciplinary procedure initiated due to a suspected violation of the anti-corruption rules in the Code will be conducted in accordance with principles of fairness and transparency. In this regard:

- An internal investigation will be systematically conducted by a committee designated for this purpose, including a member of the Legal Department and a representative of Human Resources. This committee will ensure respect for defense rights, particularly through written and detailed notification of the charges against the concerned Employee and the organization of a contradictory interview.
- Any contemplated sanction must be proportionate to the gravity of the established facts, and its application will be preceded by consultation with the employee representative body, in accordance with applicable legal provisions.
- Disciplinary sanctions may include, without limitation: written warnings, disciplinary suspensions, demotions, or dismissal for gross misconduct. In all cases, sanctions will be applied in compliance with the internal regulations of the Group.

The sanctioned Employee will have the right to appeal to an internal arbitration body, whose composition and operating procedures will be defined by a specific internal procedure.



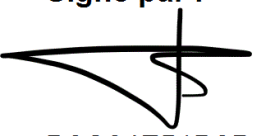
The fight against corruption is an absolute priority for the ALAN ALLMAN ASSOCIATES Group due to its direct impact on the trust of our partners, our reputation, and our ability to conduct business ethically and sustainably.

Adherence to the principles and rules outlined in this Code is an essential condition of our collective commitment to integrity.

We call on every Employee and every business partner to adopt exemplary conduct, in line with the letter and spirit of this Code. By reporting any suspicious situation and applying the defined rules, everyone actively contributes to strengthening our organization against corruption risks.

The Group is committed to continuing to provide the resources and tools necessary to support its Employees in this effort and to evolving this Code to meet regulatory changes and international best practices.

By working together, we affirm our determination to build a company based on values of ethics, transparency, and responsibility.

Signé par :

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