

ANTI-CORRUPTION CODE OF CONDUCT



A WORD FROM THE CHAIRMAN

Dear colleagues, employees of the **setec** Group,

Independence and controlling our own destiny are part of **setec**'s genetic makeup. We carry on our business with rigour and passion and with a deep sense of intellectual and ethical honesty.

The global reinforcement of anti-corruption rules, many of which are of extraterritorial scope, and the renewal of the French anti-corruption system arising out of the "Sapin 2" Law, lead us today to formalise our commitment in this Code of Conduct. This code gives form to our policy of zero tolerance for any sort of corruption in any of our businesses throughout the whole of the Group, in France and abroad.

This formalisation aims for a systematic approach to ensure everyone's awareness of the risks of corruption, to reduce these risks with targeted mechanisms and to have all of us become the actors for this preventive action. This irreproachable ethic will allow us to strengthen our Group's image and reputation, forged since its creation, and maintain and extend relationships of trust with our numerous partners (subcontractors, service providers, etc.), and, *a fortiori*, with our customers.

This code of conduct applies to all of us and to all those who act in our name or on our behalf.

This is a long-term approach, that will be accompanied by tailored training for all.

I am counting on everyone's vigilance and their personal investment to respect and to advocate all of the principles of this Code of Conduct, and I ask all managers and management staff of **setec** to disseminate it broadly, to ensure compliance with it and to show, by example, that this is a major component of **setec**'s culture and values.

Michel KAHAN
Chairman of **setec**

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INTRODUCTION

Why have a Code of Conduct?

Committing an act of corruption or influence peddling is a serious act that may lead to substantial legal and financial consequences both for the employee and for the company employing him or her, and has a long-lasting effect on the reputation of all subsidiaries of the group to which it belongs.

In this context, **setec**, pursuant to Article 17 of the Law on Transparency, Combating Corruption and the Modernisation of Economic Life, known as the “Sapin 2” Law, of 9 December 2016, has put in place a compliance programme specific to the prevention and detection of corruption or influence peddling, and this Code of Conduct forms an integral part of it.

In accordance with the Sapin 2 Law, this code of conduct is integrated into the internal regulations of each of **setec**’s French companies and is applicable to foreign subsidiaries after transposition in line with each country’s legislative framework.

The code of conduct may be consulted on the **setec** dedicated intranet site and may be sent to any person who doesn’t have access to it on mere request.

In particular, this Code aims to remind everyone of:

- **the guidelines for action on combating corruption and influence peddling**
- **the behaviour that are to be observed** in this respect.

In any event, **if local law is stricter than the principles set out in the Code of Conduct, you should comply with the stricter rule.**

For whom is the setec Code of Conduct intended?

The setec Code of Conduct applies to **all in-house personnel¹ and external and occasional personnel²** (hereinafter, “Employees”) working for setec in France and abroad.

It is also expected of **all of our commercial partners** (suppliers, service providers, intermediaries, agents, customers, subcontractors, fellow contractors, partners etc.) **to comply with the principles of this Code or to apply standards that are at least equivalent to them.**

This Code of Conduct does not claim to be exhaustive and is not intended to cover all situations that Employees may have to deal with. It sets out rules which must govern their decisions. It is therefore for everyone to read this Code carefully, to understand the rules that it sets out, and to show discretion in dealing with the many situations which may arise.

Any Group Employee who wonders about the compliance of their acts with this Code, its interpretation, its scope and its application is asked to contact their superior to obtain answers to their questions. If necessary, they may also get in touch with the competent contacts in the group (**FAQ** on the setec intranet Ethic tool, questions to the Legal Affairs Department (secretariat.juridique@setec.com) or Ethics Committee (comiteethique@setec.com)) to obtain clarification and recommendations.

Similarly, if an infringement is observed of the action guidelines set out in this Code of Conduct, the Employee in question is strongly encouraged to discuss this in priority with their superior and also has a right to flag it.

In addition, **a training programme** supervised by the setec **Ethics Committee** completes the corruption prevention mechanism. E-learning modules dedicated to combating corruption, put in place under the control of setec training managers, allow setec personnel to better comprehend the stakes and risks of corruption and to master best practices in the matter.

¹ **In-house employees** means any person with an employment contract with setec;

² **External and occasional personnel** means any natural person who does not have an employment contract with setec, who, in the exercise of mission(s) that he or she carries out on behalf of one or more subsidiaries of the setec Group, is provided with a setec e-mail address in their name for professional use.

What is CORRUPTION and INFLUENCE PEDDLING?

The generic term “corruption” covers both corruption properly speaking and influence peddling.

An act of **corruption** is committed when a **gift or any undue advantage whatsoever is offered or granted to a person holding public office** (public official) **or private office, to have that person carry out, delay or omit to carry out any act that forms part of his duties.**

An act of **influence peddling** is committed when a **gift or any undue advantage is offered or granted to have the beneficiary use his influence, whether real or supposed, to obtain a favourable decision from a public authority.**

It involves **three parties**:

- ✓ He who provides the advantage or gift;
- ✓ He who uses the credit that he has due to his position;
- ✓ He who has the decision-making power (public official or administrative authority, magistrate, etc.).

The common point for corruption and influence peddling is the misdirection of the duties carried out by the beneficiary of the undue advantage (the corrupted official) who trades the power of influence that his position provides for his direct or indirect personal interest.

There are two types of corruption:

- **active corruption** is where the person making the bribe is the one at whose initiative the corruption arises, by offering or giving something (consideration) to obtain an undue advantage;
- **passive corruption** is where the act of corruption is made at the initiative of the corrupted person, meaning the person who carries out or does not carry out an act in exchange for consideration.

This “**something**” (the **consideration**) may take on **various forms: money** (cash, bank transfer or otherwise) where the means of payment may be dissimulated (fake invoices, consulting fees, donations, sponsorship, etc.) **or advantages in kind** (participation in events, entertainment, trips, gifts, the hiring of family or friends, etc.).

The “**undue advantage**” may take on various forms: preferential treatment, signature of a contract, disclosure of confidential information, “culpable” failure to act in a situation where one looks the other way when one should intervene, etc.

The offence of corruption is committed with the **mere promise of an undue advantage**, even if that advantage is not granted in the end.

What is a Public Official?

The notion of Public Official has to be construed broadly and refers to any person who has the power to wield public authority, is responsible for a public service or holds elected public office, for himself or for a third party.

A public official also includes any other person deemed to be so under a country's domestic law.

REMEMBER:

Employees must:

- ↪ Abstain from and refuse to offer, promise, give or receive any undue advantage or gift to any public or private person;
- ↪ Inform their superiors if ever they are solicited;
- ↪ Transmit and advocate, with their various contacts, the guidelines for action that are set out in the code of conduct.

I. Guidelines for action and expected behaviour

1. PRESENTS AND INVITATIONS

Offering presents and invitations is often considered to be an act of courtesy which strengthens commercial relationships. The nature of these practices varies considerably depending on the country, its customs, the company, the commercial relationship, etc.

However, anti-corruption rules **prohibit the supply of presents, invitations and other items of value to a third party with the aim of obtaining an undue advantage or of exercising any form of unjustified influence over any official acts.**

Thus, the offering or acceptance of gifts or invitations may be deemed to be one of the patent signs of corruption, particularly in the context of a commercial operation or a request for any authorisation / permit from a Public Official.

Any presents and invitations or advantages:

- ✗ must not be intended to obtain an undue advantage or to influence anyone's action;
- ✗ may only be received or offered if not prohibited by local law;
- ✗ must remain exceptional; they must be suited to the situation, the customs and practices of the profession, the occasion that caused them to be offered or received, and their value must be reasonable;
- ✗ must remain strictly professional. They must only concern the Employee or the commercial partner, and not any members of their family or other associates;
- ✗ must only be made at a remove from any important decision (e.g. at the time of any competitive tender procedure);
- ✗ are prohibited if made in cash or cash equivalents such as gift vouchers.

Any gifts and invitations of a reasonable value that are offered or accepted must be done so openly and transparently: they **must be recorded systematically in the ledger provided for that purpose.**

REMEMBER:

Employees must:

- Refuse presents and invitations if their acceptance could make the Employees feel that they owe something or could unnaturally influence their decision-making process.
- Comply with **setec**'s general policy concerning gifts and invitations in all circumstances and scrupulously record all gifts and invitations, received or offered, in the corresponding ledger.

Example:

I received a box of chocolates from a supplier for the festive season. Is this acceptable?

Yes, you can accept it if the gift is low value and offered during a period in which these sorts of gift are traditionally given.

I received an invitation from a supplier for my wife and I to attend a sponsored concert. If I were to refuse, would that not be taken badly?

*Thank your counterpart but explain politely that the **setec** ethics code does not allow you to accept such an invitation and that therefore you have to decline. This will help strengthen your own image and that of **setec**.*

Keep in mind that the risk of offending your counterpart, who himself is certainly subject to ethics rules, is less dangerous than the risk of accepting a gift that could lead to suspicions of corruption.

2. FACILITATION PAYMENTS

Facilitation payments are sums of money, often relatively small amounts, requested by Public Officials to obtain or speed up certain administrative acts (*processing State documents, issuing permits, etc.*).

These payments are prohibited in most countries.

REMEMBER:

As a rule, **setec** prohibits facilitation payments even if they are permitted under local law.

However, it is accepted that in certain parts of the world, Employees may be required to make this sort of payment on an exceptional basis to avoid imminent physical harm for themselves or for their family, or being held abusively and without justification. In this case, Employees must inform their superiors of this as soon as possible.

Example :

I am sent on a mission abroad, the border police officer takes his time checking my passport, disputes the validity of my visa then suggests that with a little cash, he could sort the situation.

*You must explain to the person in question that **setec** prohibits this type of arrangement and politely refuse, even if the problem continues and you are required to go back the way you came.*

If you are clearly physically threatened or held, negotiate the reduction of the amount as much as possible and pay it so that you can go free. You must then imperatively inform your superior as soon as possible.

While opening a new setec office in a foreign country, and particularly for the instalment of telephone lines, the public official with the power to authorise or refuse the opening of the line wishes to receive “a small incentive” personally.

You must always refuse to give any gratuity to public officials/local authorities if the claimed payment does not correspond to a legitimate charge.

In any event, if the situation is blocked, you must contact your superiors immediately to notify them and to receive instructions on how to proceed.

3. CONFLICTS OF INTEREST

A conflict of interest refers to any situation where the personal interests of an Employee could conflict with the interests of the company.

Personal interests mean the interests that could influence or appear to influence the manner in which Employees carry out the tasks and responsibilities that are entrusted to them by the company.

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

- ✓ negotiates a contract for the company in which he or she has a personal interest, whether now or at a later date;
- ✓ has a financial interest in a company controlled by competitors or the customers of his or her company;
- ✓ uses confidential information obtained in the context of his or her work, in order to obtain an advantage for himself or herself or for a third party;
- ✓ acquires an tangible or intangible asset and then rents or sells it to the company.

REMEMBER:

Employees must:

- Be vigilant in identifying a conflict of interest if one arises;
- Inform their superiors if a conflict of interest is identified, whether it is actual, apparent or potential, who may find it necessary to take them off the tasks and duties that were initially entrusted to them.

Example:

One of setec's partners, a football fan, offers to sponsor my daughter's football club which is looking for sponsors to organise a tournament.

Since this offer could be construed to mean that the partner is expecting something work-related in return, you must absolutely inform your superior who will consider how to respond, depending on the tasks entrusted to you by setec.

One of my customers, who is also a friend, is proposing that I organise setec's annual seminar in his very desirable hotel, for a good price.

This proposal is acceptable. However, you must separate your private and professional interests in order to avoid being in a conflict-of-interest situation, which could hide an act of corruption.

To do so, you must declare this situation to your superior and refrain from participating in the selection process.

4. RECRUITMENT

Recruitment can dissimulate an act of corruption.

Indeed, the recruitment of a new employee by the company may potentially give rise to an act of corruption if the company is granted an undue advantage by a third party in return for hiring a particular candidate; including obtaining a benefit in future contracts or influence over an administrative decision.

REMEMBER:

- **setec** requires the usual recruitment process to be followed in all circumstances.
- **setec** managers and management staff must ensure that hiring of future Employees does indeed correspond to the company's needs.

Example :

My customer, with whom I am bound for the performance of a large contract, asks me to give his nephew a paid internship in return for a promise of future orders.

*You must refuse this proposal, explaining to your contact that **setec** forbids this type of arrangement under its anti-corruption rules. You may however offer to pass his nephew's CV on to your company's recruitment manager, while specifying that you will not be responsible for it or have any decision-making powers in this matter.*

5. INTERMEDIARIES

In certain circumstances, a company may be liable in law for acts of corruption committed by intermediaries (sales representatives, commercial agents, etc.) working independently. The company could therefore be held liable, in certain cases, for the behaviour of intermediaries if they commit acts of corruption to obtain or retain a contract for the company.

REMEMBER:

- ✎ Any use of an intermediary must be carefully considered with prior checks concerning their integrity which are suitable and proportionate to the intermediary's particular situation, so that only honest and upright intermediaries are used (reputation and any current or past lawsuits, competency and resources in the requisite fields, current or past contractual relations with a Public Official, etc.), in accordance with internal procedures.

Any failing or signs of suspicious behaviour must lead to work with that intermediary being avoided or terminated. This includes situations where the intermediary:

- ✓ appears to be incompetent;
 - ✓ asks to remain anonymous or lacks transparency;
 - ✓ asks to be paid in cash, in advance, or in a country other than the place of residence or place of business;
 - ✓ requests remuneration that is abnormally high compared to the value of the provided services;
 - ✓ asks for the reimbursement of abnormally high or undocumented expenses.
- ✎ Any use of an intermediary must give rise to a **written contract**. These contracts must explicitly contain a list of the expected services, the basis for calculating the price and fees, clauses certifying that the contracting party will comply with anti-corruption rules and laws, and provide for the contract to be cancelled in the event of breach of these rules.
 - ✎ The intermediary's remuneration must be reasonable (coherent with usual market practices) and correspond to the services and tasks carried out by the intermediary.

- ✎ No payment is to be made other than the remuneration specified for the identified specific tasks, and in strict compliance with the terms of the contract.
- ✎ Any sales representative must prepare monthly reports concerning his activities.
- ✎ All documents specific to the intermediary's activity must be kept throughout the duration of the business relationship (contract, proof of services, invoices, payments) in order to facilitate any later verification.

Example :

At the time of negotiating a contract with an agent who has key relations to win a large contract in the Middle East, the agent asks for excessive remuneration with part of it to be paid in cash.

*You must categorically refuse such a proposal, explaining to your contact that **setec** forbids this type of arrangement.*

*Keep in mind that if acts are committed that infringe the Code of Conduct, you yourself together with **setec** may incur sanctions, locally and/or in France, under anti-corruption laws and **setec's** business in that country may be compromised and its reputation harmed.*

6. COMMERCIAL PARTNERS

In the context of its activities, setec has relations with numerous commercial partners (other than intermediaries), such as suppliers, customers, subcontractors, co-contractors, partners, and particularly state-owned industrial and commercial enterprises (SNCF, RATP etc.), private enterprises in various sectors (transport, construction, energy, etc.), in addition to architects, etc.

Before entering into business relations with commercial partners, the company must make prior checks concerning their integrity which are suitable and proportionate to the commercial partners' particular situation, in accordance with internal procedures.

REMEMBER:

- The commercial partner must agree to submit, in complete transparency, to the integrity checks carried out by **setec** in accordance with its anti-corruption system.
- **setec** must ensure that commercial partners comply with rules that are at least equivalent to those of this Code of Conduct for preventing and combating corruption.
- The contracts and agreements that are entered into by **setec** with commercial partners must contain clauses concerning their anti-corruption commitments.

Example:

A partner of mine, who has received a request under our integrity-checking system, refuses to communicate some of the requested information. What should I do?

*You must explain to your Partner that this system corresponds to statutory anti-corruption obligations and that its failure to respond could lead **setec** to terminate its commercial relationship with it. If the deadlock continues, you must pass the information up to your superior.*

You compete in a foreign call for tenders requiring part of the work to be subcontracted to a local company. The manager appointed by the Ministry awarding the contract informs you that you will be awarded the contract if you accept to use a local partner that he will identify to you. It turns out that this subcontractor company is managed by the Minister's cousin.

*You must explain to your counterpart that **setec's** anti-corruption rules requires you to make in-depth checks concerning this subcontractor before making a decision. Do not accept to use partners that are imposed on you unless they appear to be competent to carry out the expected work and the contract is transparent, specifies the entire scope of the work to be provided and stipulates a remuneration at market prices, proportional to the services provided and contains anti-corruption clauses. If not, explain to your counterpart that the integrity checks have revealed that such a partnership would infringe **setec's** anti-corruption policy and propose the use of another local partner with a good reputation, selected by **setec** following a transparent procedure.*

7. LOBBYING

Lobbying means any activity intended to influence the decisions or directives of a government or institution in favour of a given cause or a given result. In particular, it refers to a constructive and transparent contribution to the drafting of public policy on subjects that pertain to a group's activities. This contribution is intended to provide refinement to the considerations of public decision-makers.

It is sometimes a very fine line between lobbying and corruption. Indeed, lobbying becomes corruption if the person doing the lobbying offers an advantage to Public Officials to incite them to support laws or activities favourable to that person.

REMEMBER:

setec expects its Employees who participate in lobbying activities on behalf of **setec**:

- to show integrity, intellectual honesty and transparency in all relations with Public Officials, no matter what situation or interest is being advocated;
- to provide reliable and objective information, without pressuring people in order to try to obtain information or decisions;
- not to try to obtain an undue political or regulatory advantage, while carrying on their activities in compliance with this Code of Conduct and the applicable regulations.

8. DONATIONS, PATRONAGE AND SPONSORSHIP

Corporate patronage is the donating of money or equipment by a business to an organisation working in the public interest, without expecting any equivalent consideration in return. The aim is to enhance the institutional image of a company, and is the equivalent to a donation in fiscal terms. Patronage donations may be made in various forms: a grant for a certain amount of money, the gratuitous supply of personnel or premises, a gift of property, goods, or the mobilisation of technology available to or used by the company.

Sponsorship is the material support given to an event, a person, a product or an organisation with the aim of obtaining a benefit in terms of advertising: the name, brand, or message of sponsoring company will be widely disseminated at the time of the event in question.

Donations, patronage and sponsorship may in certain cases be provided with the aim of obtaining an undue advantage; such practices may in this case be deemed to be corruption.

setec contributes to civil society by making donations and undertaking patronage activities, in particular for certain charities or foundations.

It also occasionally provides its sponsorship.

REMEMBER:

setec authorises the use of donations, patronage and sponsorship, provided however that:

- ↪ there is compliance with applicable laws and regulations, and procedures laid down by **setec**;
- ↪ these acts are never made in favour of natural persons and are not made to obtain an undue advantage or to influence a decision unduly.

Example :

You are competing in a call for tenders and the Mayor sitting on the contract award committee asks you whether setec could sponsor the next local rugby tournament.

*Since this proposal could lead one to think that the elected official might influence the decision of the contract award committee in exchange for the requested sponsorship, you must explain that **setec**'s anti-corruption rules do not allow you to sponsor the event.*

Keep in mind that it would be easy to draw a link between the award of the contract and the sponsorship of the sports tournament, and this may be denounced by a competitor.

You have authority to decide on the allocation of a sponsorship budget within setec and a company with which setec is trying to obtain contracts wants setec to sponsor one of its events.

*You must refuse to sponsor this event since this could lead one to think that the company has given a contract to **setec** in exchange for the requested sponsorship. It should be explained to the company that the anti-corruption rules put in place by **setec** do not make it possible to sponsor this event.*

9. THE FINANCING OF POLITICAL ACTIVITIES

The financing of political activities refers to any direct or indirect contribution for the purpose of providing a solution for a political party, a candidate or an elected person.

This contribution may consist in the payment of money or any other advantage such as gifts or services, advertising or any other partisan activity.

The financing of political activities may be used to dissimulate an undue advantage in order to obtain or maintain a commercial transaction or relationship. In other words, the financing of political activities may be considered or construed to be direct or indirect corruption.

REMEMBER:

- **setec** prohibits the payment of any contribution, in cash or in kind, directly or indirectly, to organisations, parties or politicians even if the law of the country authorises it.
- Employees must separate their personal political activities from their duties within **setec** in order to avoid any situation that may give rise to a conflict of interest, and must not use the property and resources of **setec** for personal political purposes.

Example:

May I give my financial support to a candidate's election campaign?

***setec** respects the right of its Employees to involve themselves individually in local political and civil society. Your contribution must be made personally, and neither in the name of **setec** or in such a manner that **setec** might benefit from it in any respect.*

10. ACQUISITIONS, HOLDINGS AND JOINT VENTURES

On acquiring companies, acquiring assets forming a complete branch of activity, acquiring holdings, undertaking mergers or putting joint ventures in place, it is necessary to ensure that the target or partner does not conduct itself (and has not conducted itself) a way that it reprehensible under applicable anti-corruption laws, and complies with laws and regulations in force in this matter.

REMEMBER:

The target or partner in the context of acquisitions, acquiring holdings or entering into joint ventures must:

- ➔ accept to submit, in complete transparency, to the integrity checks carried out by **setec**;
- ➔ accept to include an anti-corruption clause in contracts and agreements concluded on the context of acquisitions, on acquiring holdings or on entering into joint ventures.

11. KEEPING ACCURATE BOOKS AND LEDGERS

Books and ledgers in this context means all accounting, financial and commercial records. This includes the accounts, correspondence, summary reports, books and other documents pertaining to accounting, financial and commercial matters.

In the drive to combat corruption, it is essential for transactions to be transparent, exhaustively documented and allocated to accounts which accurately reflect their nature.

REMEMBER:

- **setec**'s books and ledgers must be a faithful and accurate reflection of the transactions carried out, drawn up in accordance with accounting rules and standards in force. No record in the books and ledgers must be false, erroneous, fake or fabricated
- All checks and approval procedures in place within **setec** must be applied.

II. Compliance with the Anti-Corruption Code of Conduct and applicable sanctions

1. THE ETHICS COMMITTEE

In the drawing up this Code of Conduct, it was decided to create a structure dedicated to supervising **setec**'s ethics and compliance programme: **the Ethics Committee**.

Directly placed under the responsibility of the Chairman of **setec** and chaired by a member of the central management of setec consultants, the Ethics Committee comprises 5 to 8 members from the various departments of **setec**, bound by a duty of confidentiality and the protection of personal data.

In charge of laying down and providing a management framework for ethics procedures and their development, the Ethics Committee actively supervises the proper application of the commitments and principles of **setec**'s Code of Conduct and following up on all questions pertaining to ethics and compliance within **setec**.

2. THE ALERT MECHANISM

The professional alert mechanism is intended to allow all Employees to be involved in preventing the risks of corruption.

All Employees who do not have a personal interest and who act in good faith have a right to flag the existence of behaviour or situations that infringe the Code of Conduct, insofar as the facts that they wish to flag constitute acts of corruption or influence peddling.

Nobody must hinder, in any manner whatsoever, the transmission of such an alert. No sanction may be applied against any Employee having exercised their right to flag a situation without hoping to obtain a financial advantage or to cause harm to another.

In practice, in the event that an infringement of the guidelines set out in this Code of Conduct is observed, Employees are strongly encouraged to discuss this in priority with their immediate superiors or the superiors of the latter.

All Employees may also send their alert to the **setec** Ethics Committee via one of the following specific channels:

- ✓ **A single e-mail address:** alert.ethic@setec.com
- ✓ **A single postal address, by sealed envelope marked “confidential”:**

SETEC CONSULTANTS
Ethics Committee of the setec Group
Immeuble Central Seine,
42-52 Quai de la Rapée
75583 Paris cedex 12

The Ethics Committee will then receive the alert and ensure that the received information is dealt with.

The rules on the working of the professional alert mechanism and the guarantees provided to Employees for its use are set out in detail in a specific document “Professional alert mechanism within **setec**”. This document may be consulted on the **setec** dedicated intranet site and may be sent, on request, to any person who does not have access to it.

3. CONSEQUENCES IN THE EVENT OF INFRINGEMENT OF THE CODE OF CONDUCT

What does **setec risk?**

Any behaviour contradicting the rules laid down in the Code of Conduct may not only **harm and undermine the reputation** of **setec** and **affect its business activities**, causing it to **lose the trust of its commercial partners**, but may also **expose it to liability to compensate loss** caused, and **expose it to criminal prosecution**.

In addition, with the internationalisation of sanctions and the extraterritoriality of anti-corruption laws, the involved company and/or group (even if due to a single one of its representatives) in a case of corruption in one country, may be **prohibited access to public procurement and works contracts not only in that country** but also in other countries.

What do Employees risk?

For Employees, where the circumstances justify it, an infringement of the anti-corruption rules appearing in the Code of Conduct may give rise to **disciplinary sanctions up to and including termination of the employment contract** under the conditions laid down in the internal regulations, and **the bringing of criminal prosecution and/or civil lawsuits against them personally**.

Some examples of sanctions in cases of corruption or influence peddling:

➤ In France :

Natural person: 5 to 10 years in prison and a fine of 500,000 to 1,000,000 euros, or double the proceeds from the crime

Legal person: 2,500,000 to 5,000,000 euros for a legal person or double the proceeds from the crime, plus additional penalties

➤ In Germany:

Natural person: up to 10 years in prison, fine

Legal person: fine of up to 10 million euros

➤ In Brazil (corruption of public officials)

Natural person: up to 12 years in prison, fine

Legal person: fine of up to 20 % of annual turnover, seizure of profits made from corruption and liquidation of the company.

III. Publication formalities and entry into force

For the French companies in the Group, this Anti-Corruption Code of Conduct has been submitted to the prior information-consultation procedure with employee representatives, if there are any.

As an integral part of the undertaking's internal regulations, the Anti-Corruption Code of Conduct has been duly filed with the secretariat of the clerk's office of the local *Conseil de Prud'hommes* (Labour Court) for each company of the Group and it has been brought to the attention of anyone having access to the workplace or to the premises where hiring is made, in particular by being available on **setec**'s dedicated intranet web site from its entry into force or transmitted on request to any person not having direct access.

This Code of Conduct has been communicated to the competent labour inspectorate for each of the Group companies.

This Code of Conduct shall enter into force one month after its last filing with the Labour Inspectorate.