

# CHARTER OF ETHICS

## **FOREWORD**

This Charter of Ethics (hereinafter "the Charter") sets out the values that all the employees of the Company are expected to adhere to in the course of their work.

For the purposes of this Charter:

- "The Company" refers to CNIM and to all the French and foreign entities controlled by CNIM within the meaning of the article L233-3 of the French Commercial code;
- "Employee" means any Manager, Company's employee, including seconded employees, temporary employees and any other employee category according to local regulation

The Company's values are excellence, creativity, commitment and trust. They are founded on respect for the individual, the law and the Company's bylaws.

This Charter does not replace but supplements internal rules and regulation and other applicable internal procedures and Charters.

The rules set out in this Charter must, at all times and under all circumstances, govern the behaviour of all Employees of the Company, including senior management, and anyone acting with or on behalf of the Company.

### **1. Respect for individuals and their work**

No Employee should behave in a manner that in any way undermines the dignity of individuals or their work. Employee behaviour should be free from all kinds of discrimination, harassment and intimidation.

The use of disrespectful, offensive or inappropriate language will not be tolerated. In their work, Employees are also reminded that it is important to respect individuals, companies, customers, suppliers, partners, competitors and public authorities, and to show courtesy and respect in all relations.

Any abnormal situation should be reported to the Human Resources Department and to the Division manager of the Employees concerned.

### **2. Respect for health, safety and the environment**

The Company's senior management is unrelenting in its commitment to health, safety and the environment. In all Company operations, Employees must take constant care to ensure the health and safety of individuals and the protection of the environment, and to make every effort to minimize any adverse impacts that might arise from their work. Every Employee responsible for Company activities must ensure that they are carried out in accordance with the Group's health, hygiene, safety, and environmental protection regulations.

### **3. Compliance with laws and regulations**

The Company's reputation is built on strict compliance with the laws and regulations in force in all the countries in which it is based or conducts business. All Employees must therefore comply with the laws and regulations in force in countries in which they operate and for the operations they perform as part of their professional duties.

Any concerns regarding compliance should be submitted to the Group Legal Department for consideration.

It should be noted that the Company's applicable bylaws should be applied even if local legislation is less stringent or binding, unless they are conflicting.

#### **4. Loyalty and integrity**

Loyalty and integrity should be the cornerstone of professional relations for all Employees.

##### *a) Conflicts of interests*

In any negotiations, Employees may find themselves in a position that creates or has the potential to create a conflict of interest, if they have a direct or indirect personal interest that could compromise the objectivity of their decisions. When there is a conflict of interests, the Employee must:

- i) Inform his or her line manager;
- ii) Refrain from any involvement in the decision-making process and final decision.

In any event, Employees should give their line manager and division manager advance notice of:

- i) Any commercial relations with any individual who is a relative or close friend, or with a company controlled by a relative or close friend;
- ii) Any contractual relation with, or position or shareholding in, one of the Company's customer or supplier companies (as a director, manager, consultant, etc.);
- iii) Any family connection to an Employee with whom there exists any direct or indirect relationship of subordination;
- iv) As a general rule, any personal interest that is or may be in conflict with Company interests.

##### *b) Gifts*

For protocol or courtesy purposes, Employees may occasionally offer gifts of reasonable value on behalf of the Company. Similarly, Employees may occasionally accept symbolic or reasonable gifts on behalf of the Company, depending on the circumstances, and provided that they do not bring into question the honesty of the donor or the impartiality of the beneficiary. In all cases, the Employee concerned must comply with the applicable requirements of the Group's Gifts and Hospitality Procedure.

For more information on these topics, see also:

- (i) The Purchasing Code of Ethics,
- (ii) The Anti-corruption Code of Conduct,
- (iii) The Gifts and Hospitality Procedure,

which are available on CNIM website [HERE](#).

##### *c) Procurement of goods and services*

For the procurement of goods and services, suppliers must be selected impartially, based on objective, comparative criteria, and in accordance with the tender procedures in force within the Company if a call for tenders is issued. Every effort must be made to avoid conflicts of interests and suspicions of bias. The procurement of goods and services must be conducted in accordance with the CNIM Group Purchasing Code of Ethics, which is available on CNIM website [HERE](#).

##### *d) Sales agents*

As part of its development, the Company regularly engages sales agents for appropriate assistance and expertise regarding potential or ongoing business matters and promoting their products and services.

The Company only utilizes sales agents when marketing and sales intermediation is necessary and when the sales representative possesses the required professional expertise in areas such as local language, applicable local legislation and network.

The use of sales agents poses potential corruption risks. The Company must be particularly careful that these legal persons or entities do not compromise the Group through unlawful acts.

To this end, the Company must make sure to:

- (i) Carefully select sales agents based on their skills and reputation, specifically concerning business ethics;
- (ii) Precisely define the services expected from sales agents and the fair remuneration to which they are entitled, in view of their importance, complexity and market practices;
- (iii) Verify that the expected services have actually been carried out by the sales agents.

Any (potential) use of a sales agent for Company business must be conducted in accordance with the Selection and Management of Sales agent procedure, which is available on CNIM website [HERE](#).

e) Confidential information

Confidential information includes, but is not limited to, the Company's current and future customers, suppliers and subcontractors, financial and technical information regarding the Company and its activities, financial reports (when these have not been published) and documents relating to internal organization (procedures), as well as any information pertaining to tenders, calls for tenders, contracts, disposals or acquisitions of assets or companies that the Company may be considering.

This confidential information is essential to the Company in that it contributes to the development of its business – its disclosure would therefore be detrimental to the Company's interests.

All Employees must therefore take care to protect confidential information, not disclose it to unauthorized parties, whether inside or outside the Company, and not refer to or discuss Company's operations in public places, including restaurants, trains, and airplanes.

If in doubt as to the confidential nature of any item of information, Employees should consult their line manager or division manager.

Employees are bound by these non-disclosure obligations, both for the duration of their contract of employment with the Company and following its termination, irrespective of the grounds. They are also required to comply with the CNIM Group IT Charter, available on the CNIM Inside Portal [HERE](#).

f) External communication

As regards external communication, any contact with the media (including written press, Internet and radio) is subject to prior authorization from the Communication Department in the event of media interest in the Company or in any of its Employees in their professional capacity.

All Employees must refrain from any disparagement of the Company.

Employees must also ensure compliance with the Company's visual identity standards, available on the CNIM Inside Portal [HERE](#).

The purpose of these standards is to establish a common visual identity, ensure consistency across all external communication documents and convey a modern image of the Company. The standards are primarily for the use of Employees responsible for preparing presentations, corporate documents or brochures, but a copy should be supplied to any printer or graphic designer commissioned to produce external communication media.

g) Delegations of authority

Employees must not commit the Company beyond the powers and authorizations granted to them and must be circumspect regarding the scope of all correspondence they may be called upon to provide in their professional capacity.

Any individual granted a delegation of authority or signature must comply with its terms.

#### *h) Anti-bribery measures*

The Company's senior management takes particular care to ensure that the negotiation and performance of contracts does not give rise to behaviour or practices that could be described as active or passive bribery, or considered complicit in influence peddling or favouritism.

No Company Employee should, directly or indirectly and by any means, grant any kind of unjustified benefits to a third party to obtain or maintain a favourable business deal or treatment. Under the terms of the OECD Convention on Combating Bribery of Foreign Public Officials of December 17, 1997, all forms of bribery of foreign public officials are strictly prohibited. All Employees must avoid relations with third parties that are likely to put them in a situation of obligation and create doubts about their integrity. In the same way, Employees must avoid exposing any third parties to such a situation, whereby they endeavour to convince or lead them to close a deal with a Group company. Any Employee involved in such a situation should contact his or her line manager, who will take the necessary steps to resolve the situation.

For more information, see the Anti-corruption Code of Conduct, available on CNIM website [HERE](#).

#### *i) Anti money-laundering*

In accordance with current legislation on money-laundering, i.e., the criminal offense of making misleading statements about, or helping to place, conceal or convert the proceeds of illegal activities, all Employees must be vigilant regarding all payments made or received as part of the Company's activity. In the event of any doubt as to the legitimacy of any payments made or received, the Group Legal Department should be consulted immediately.

### **5. Dealings in CNIM securities**

As CNIM shares are listed on the Euronext Paris regulated market, its Employees are required to comply with the market authorities' regulations and recommendations, which aim to prevent market abuse offenses (namely insider trading, the unlawful disclosure of inside information and market manipulation) by people holding inside information.

"Inside information" refers to all specific information that has not been made public and concerns, either directly or indirectly, CNIM or the CNIM Group, or one or more CNIM securities, and which, if it were made public, would be likely to influence the price of CNIM securities.

Market abuse offenses are punishable by heavy administrative or penal sanctions depending on the case. The persons concerned could also incur civil and/or disciplinary liability, and more generally, are likely to seriously damage the image of the Company or the CNIM Group.

It is the responsibility of every Employee to maintain the confidentiality of all unpublished information that could influence CNIM share prices, until its publication by the authorized person(s). Also, all Employees must refrain from conducting transactions in respect of CNIM shares when information likely to influence the price of the shares has not yet been made public. Using such information, directly or indirectly, for personal gain or to enable a third party to conduct a stock market transaction, is prohibited and subject to penal sanctions.

The Company has implemented a Charter of Market Ethics and Confidentiality, with the main objective of reminding holders of insider information of the applicable obligations and the preventative measures regulating transactions in respect of CNIM shares carried out by people having access to, or likely to have access to, insider information or sensitive information concerning the Company or the CNIM Group. This Charter is available on CNIM website [HERE](#).

All Employees of CNIM and the CNIM Group are responsible for taking note of the Charter and complying with it fully.

### **6. Use of Company property**

Company property made available to Employees for the performance of their duties is strictly for professional use only. Employees are therefore prohibited from:

- i) Stealing or misappropriating Company property for personal benefit;
- ii) Transforming or destroying Company property without authorization;
- iii) Using Company services or equipment for personal ends.

Any expenditure using the Company's financial resources must be incurred solely for professional purposes.

As regards intellectual property, Company practice is to acquire the necessary licenses for the software it uses, and only the IT Systems Department is authorized to install software on workstations. Copying said software for personal use is strictly forbidden.

The email system is to be used for professional purposes only. Email may be intercepted, printed, transferred to other recipients, retained for very long periods of time and may, in certain cases, be legally binding upon the Company. In view of this, Employees communicating via email must observe the same precautions as those used in their private correspondence.

As regards Internet access, Employees are prohibited from downloading data of a non-professional nature or from visiting sites unconnected with the Company's business or containing content that could potentially be harmful to the Company's image. It is also forbidden to use the Internet for unlawful purposes, including the transmission or reception of messages of a racist, sexual or offensive nature. Employees are also prohibited from installing software or any other applications onto computers without prior authorization from the Company's IT Systems Department.

As a general rule, all Employees are expected to be aware of and to comply with the Company's IT Charter, available on the CNIM Inside Portal [HERE](#).

## **7. Principle of subsidiarity**

It is primarily the managers who are responsible for adapting the rules and principles of the Charter of Ethics to their local context and regulations, and they must ensure that they are known and understood by all the Employees under their responsibility.

They should also guide their co-workers and encourage them to discuss their concerns regarding ethics and their questions concerning the application of the rules. Employees must inform their line manager or their entity's compliance officer, where appropriate, of difficulties that they might face in applying this policy.

Finally, managers must verify that their Employees follow the relevant rules and principles correctly.

Above all, however, it is through their own exemplary behaviour that managers transmit the message of ethical practices and compliance to their subordinates.

All Employees, regardless of their roles, are responsible for their own behaviour and the consequences of their decisions. If an Employee commits an unethical act, he or she will be subject to disciplinary, administrative or even civil or penal sanctions. In the case of an unethical instruction, both the person executing the order and the person giving it are at fault. Anyone under pressure to act against Group principles should speak with someone who can advise them on the matter.

## **8. Implementation of the Charter**

This Charter is available for all Employees on the CNIM Inside Portal. Third parties may also consult the Charter on the CNIM website.

Any Employee entertaining suspicions of, or who has been informed of, any failure to comply with the Charter is invited to initiate the whistleblowing procedure available on CNIM website [HERE](#).