

Whistleblowing Process

ANTI-CORRUPTION PROGRAMME

Revision index	C
Date	June 15, 2021
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Follow-up of modifications

Date	Revision index	Scope of the modification
31 May 2021	C	- Revision and update of the procedure
07 June 2019	B	<ul style="list-style-type: none"> - Renamed the procedure. - Extended the whistleblowing scope of application (see 4 below). - Clarified the scope of application of the whistleblowing process (see 5 below). - Changed the Referent Ethics Manager (see Erreur! Source du renvoi introuvable.). - Clarified and changed the procedure for processing Alerts (see Erreur! Source du renvoi introuvable.). - Clarified the rights of Whistleblowers (see Erreur! Source du renvoi introuvable.) and the individuals concerned by the Alerts (see Erreur! Source du renvoi introuvable.).
24 July 2018	A	Initial draft

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1. Objectives of the Alert process

The Alert process described in this procedure is intended to meet the obligations of the CNIM Group, set by:

- Law 2016-1691 of December 9, on transparency, the fight against corruption and the modernisation of economic life, known as the Sapin II law,
- Decree 2017-564 of 19 April 2017 on the procedures for collecting whistleblowers reports.

It allows all Employees, internal and external stakeholders, to have a communication channel to report an offence regarding:

- A law or regulation, within the national or international legislative framework;
- The CNIM Group Charter of Ethics, the Anti-Corruption Code of Conduct, or any other code, charter or procedure mentioned in the Charter of Ethics;
- Internal regulations applicable within CNIM Group companies.

The use of the Alert process is optional. It is an alternative that complements the usual communication channels, in particular internally: direct or indirect line manager, Human Resources Department, etc.

2. Scope

This document applies to the CNIM Group and all French and foreign companies it controls, within the meaning of Article L 233-3 of the French Commercial Code.

3. Definitions

Alert: means a report made by a Whistleblower who is aware of one of the situations described in chapter 5 of this procedure.

Charter of Ethics: formalises the values that each Employee must observe in the context of his/her professional activity. Document available on the CNIM Group website: [HERE](#).

CNIM: means CNIM Group and all companies it controls, within the meaning of Article L 233-3 of the French Commercial Code.

Anti-corruption Code of conduct: defines the different types of behaviours to be prohibited, as being likely to characterise acts of corruption or influence peddling. Available on the CNIM Group website: [HERE](#).

Employee: means any corporate officer or person who holds an employment contract with CNIM, as well as external and/or temporary workers who, while working for CNIM, are not bound by an employment contract (e.g., temporary staff, interns, and personnel made available by a service provider).

Whistleblower: refers to any natural person raising an Alert.

4. Who can raise an Alert?

All CNIM Employees and stakeholders, both internal and external (customers, suppliers, etc.), can raise an Alert.

Within the meaning of law no. 2016-1691 of 9 December 2016 known as the "Sapin 2" law, a **Whistleblower must:**

- **Be a natural person;**
- **Be personally aware of the facts that he/she thinks should be revealed or reported;**
- **Be disinterested: he/she must not benefit, in particular financially, from making the report;**
- **Be acting in good faith: he/she must have reasonable grounds to believe that the facts reported are true.**

5. Which acts may result in an Alert?

	"Common law" Alert	Anti-corruption Alert	Ethics Alert
Acts that can be reported via the process	<ul style="list-style-type: none"> • Crime or offence • Serious or manifest breach: <ul style="list-style-type: none"> ○ Of the law or a regulation; ○ Of an international commitment ratified by France; ○ Of a unilateral act of an international organisation adopted on the basis of such a commitment; • Threat or serious harm to the public interest 	Any behaviour or situation that is contrary to the CNIM Group's Anti-Corruption Code of Conduct	Any behaviour or situation that is contrary to the CNIM Group's Charter of Ethics , or any other code, charter or procedure to which it refers, as well as the internal regulations applicable within CNIM Group companies
Examples of reportable acts¹	<ul style="list-style-type: none"> • Discrimination • Harassment • Fraud • Theft • Swindling • Misuse of corporate assets • Money laundering • Insider dealing • Major pollution risk • Damage to public health 	<ul style="list-style-type: none"> • Corruption • Conflict of interest • Influence peddling • Non-compliance with the rules governing gifts and invitations 	<ul style="list-style-type: none"> • Damage to health, safety or hygiene • Damage to the environment • Violation of personal dignity • Non-compliance with internal regulations
Acts excluded from the scope of the process	Facts, information and documents covered by medical secrecy, the secrecy of the client-lawyer relationship, or National Defence secrecy , are excluded from the scope of this process.		

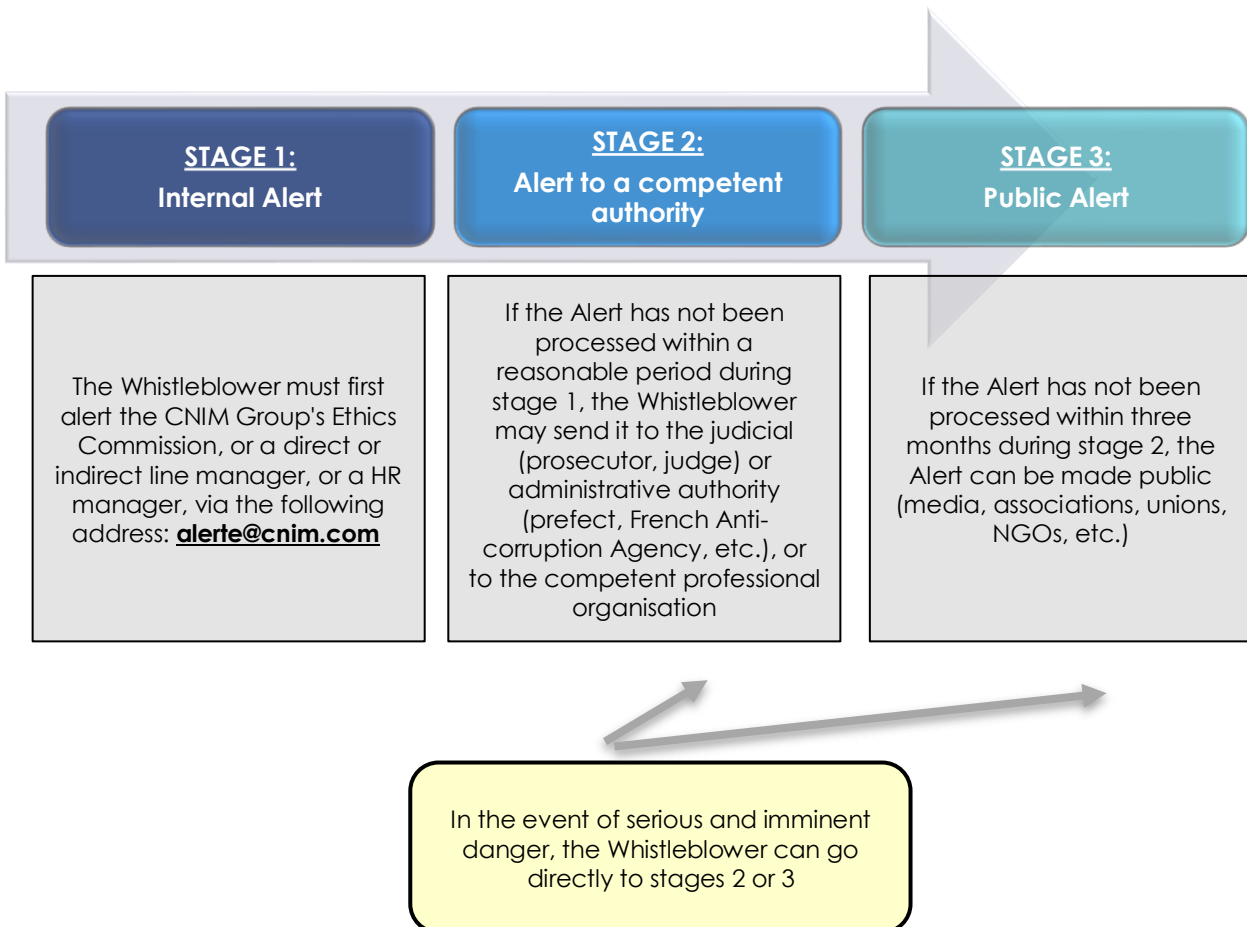
¹ Non-exhaustive list

6. How to issue an Alert?


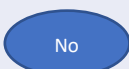

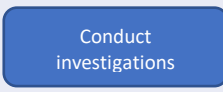


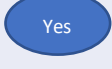
How to launch the Alert	<p>To issue an Alert, the Whistleblower may:</p> <ul style="list-style-type: none"> • Contact the CNIM Ethics Commission at the following email address: alerte@cnim.com • Or contact a direct or indirect line manager, or the Human Resources Manager to whom he/she reports, or his/her Employer, who will forward it without delay to the Ethics Commission at the same e-mail address.
Alert Content	<p>To issue an Alert, the Whistleblower may:</p> <ul style="list-style-type: none"> • Write an open email, • Or use the Alert declaration form, available in the appendix to this procedure and on line at the following address: HERE. <p>The Alert shall include:</p> <ul style="list-style-type: none"> • A precise description of the facts observed • The name and position of the person(s) concerned by the Alert • All possible documents supporting its description
Choice of the Whistleblower to disclose his/her identity or remain anonymous	<p>The Whistleblower may disclose his/her identity or decide to remain anonymous; in this case, he/she shall use an email address preserving his/her identity.</p>

The Group Ethics Commission is composed of the Group Human Resources Director, the Group General Counsel and the Group Data Protection Officer.

The law provides for a three-level scale, which must be complied with:



7. Collection and processing of Alerts

#	Steps	Description
1	Issuing an Alert	The Whistleblower issues an Alert to: - The Ethics Commission via email at the following address: alerte@cnim.com - His/her direct or indirect line manager, or the Human Resources Manager to whom he/she reports, or with his/her Employer.
2	Receipt of the Alert and referral to the Ethics Commission	Any person who is not a member of the Ethics Commission who receives an Alert should immediately forward it to the Ethics Commission via the following email address: alerte@cnim.com
3	Acknowledgement of receipt of the Alert	As soon as the Ethics Commission receives the Alert, it sends the Whistleblower an acknowledgement of receipt within 7 days (the acknowledgement of receipt does not constitute notification of the admissibility of the Alert).
4	Preliminary analysis of the Alert	An initial analysis is conducted to verify that the level of information provided is sufficient to evaluate the admissibility of Alert. If necessary, the Ethics Commission may request additional information from the Whistleblower.
5	 <p>Is the Alert admissible?</p>	<p>Within 20 working days, the Ethics Commission checks that the Alert is admissible based on the following criteria:</p> <ul style="list-style-type: none"> - Alert falling within the scope of the process, - Clear and detailed, - Accompanied by supporting documents. <p>The Ethics Commission meets to decide on the admissibility of the Alert (the meeting is the subject of a decision report).</p>
5.a	 <p>No</p>	If the Alert is deemed inadmissible, the Ethics Commission informs the Whistleblower of this decision; the file is anonymised and archived.
5.b	 <p>Yes</p>	If the Alert is deemed admissible, the Ethics Commission informs the Whistleblower of this decision and initiates the necessary investigations, internally and/or externally. The processing time varies depending on the investigations to be carried out; the Whistleblower is kept informed of the progress.
6	 <p>Conduct investigations</p>	The Ethics Commission mandates the person(s) responsible to carry out the necessary investigations, to gather the information and prepare a report presenting the conclusions of the investigation. This/these person(s) should be able to carry out the investigations with full objectivity; external service providers or experts may be called upon.
7	 <p>Are the facts justified?</p>	At the end of the investigations, the Ethics Commission meets, and on the basis of the conclusions of the investigation, determines whether the Alert is justified or not, or whether it is a malicious denunciation.
7.a	 <p>No</p>	If the Alert is unfounded, the Ethics Commission informs the Whistleblower of this decision.
7.b	 <p>Yes</p>	If the Alert is justified, the Ethics Commission decides what are the actions to undertake.

8	<p>Define possible sanctions and corrective action plan</p>	<p>Based on the conclusions of the investigation, the Ethics Commission notes:</p> <ul style="list-style-type: none"> - possible disciplinary sanctions and/or legal proceedings; - any improvement actions to be implemented within the Group. <p>In this case, it appoints the persons and/or operational entities in charge of executing them.</p> <p>The Ethics Commission informs the Whistleblower and the person(s) and/or entities concerned of the closure of the procedure. The meeting is the subject of a decision report.</p>
9	<p>Execute sanctions and implement corrective action plan</p>	<p>The Ethics Commission:</p> <ul style="list-style-type: none"> - Monitors any disciplinary procedures, legal proceedings and improvement actions with the persons responsible for implementing them; - Ensures that the Whistleblower has not been subject to sanctions, discriminatory measures, reprisals, etc. in connection with the Alert.
10	<p>Archive or destroy data</p>	<p>The Group Compliance Officer is responsible for archiving the data in accordance with the applicable regulations.</p>
11	<p>Annual activity monitoring</p>	<p>The Ethics Commission prepares an annual anonymised report containing:</p> <ul style="list-style-type: none"> - The number of Alerts received, whether admissible or not, - A summary of the decisions taken for each Alert received.

8. Protection of the Whistleblower

8.1 Confidentiality

In accordance with the regulations in force, all means are put in place to ensure strict confidentiality:

- **Of the identity of the Whistleblower,**
- **Of the identity of the persons concerned by the Alert,**
- **Of the facts subject to the report and, more generally, any information communicated in connection with the Alert.**

Apart from the Ethics Commission and the person receiving the Alert, information relating to the Alert is only communicated to the extent that it is strictly necessary to verify the facts that are the subject of the Alert. Any person who has access to information in the context of this Alert procedure, its processing and the investigations that may result from it, is bound by a strict obligation of confidentiality.

Outside of a judicial authority, information that identifies the Whistleblower may only be disclosed with his/her consent. Similarly, information that identifies the person(s) concerned by the Alert may only be disclosed once the validity of the Alert has been established. In addition, in order for the Whistleblower not to suffer any harm as a result of his/her approach, the person(s) concerned by an Alert may not, under any circumstances, obtain information concerning the identity of the Whistleblower.

Persons disclosing confidential information are liable to legal action and/or disciplinary sanctions.

8.2 No reprisals following an Alert

Subject to compliance with the conditions described in this procedure, the Whistleblower benefits from a legal protection, guaranteed by law:

- **Invalidity of retaliatory measure or reprisals** that may be taken against him/her following an Alert;
- If the Whistleblower is an Employee, he/she may not be **dismissed, sanctioned or discriminated against** in any way, directly or indirectly. Otherwise, he/she would benefit from a change in the burden of proof, i.e. it would be up to CNIM to prove that the decision was motivated by objective elements unrelated to the Alert;
- In the event of disclosure of a secret protected by law (e.g. professional secrecy), the Whistleblower is criminally not responsible, it being specified that the disclosure must be necessary and proportionate to safeguarding the interests in question.

Provided that the Alert is disinterested and the Whistleblower is acting in good faith, legal protection also applies if the facts subsequently prove to be inaccurate, or cannot give rise to any action.

However, this legal protection does not apply if the Alert:

- **Does not fall within the scope of the process;**
- **Is not serious;**
- **Contains elements that are not sufficiently precise and cannot be verified;**
- **Or if the Whistleblower is acting in bad faith.**

Abusive use of the Alert process may in disciplinary and/or legal action. The same applies to an Employee who, in the context of an Alert, is retaliating against another Employee.

Finally, any person who obstructs, in any way whatsoever, the transmission of an Alert, may be subject to disciplinary sanctions and/or legal proceedings.

9. Personal Data Privacy Policy

Personal data (called Data) is collected as part of this procedure. All operations on the Data are carried out in accordance with the regulations in force, in particular the provisions of Regulation (EU) 2016/679 applicable from 25 May 2018 (hereinafter "GDPR").

9.1 Data processed

As part of this process, CNIM processes the following Data:

For all categories of Alerts:

- Surname, first name, email address, telephone number, and all the Data necessary to identify the Whistleblower, as well as the person(s) concerned by the Alert.

Case of Alerts that are falling out of the scope of the process:

- Personal life, economic and financial information, connection or location Data: potentially, in the event that the Whistleblower passes on this information.
- Sensitive Data revealing racial or ethnic origin, political opinions, religious beliefs, trade union membership, health, life or sexual orientation, criminal convictions or offences: potentially, in the event that the Whistleblower passes on this information.

Case of Alerts falling within the scope of the process:

- Personal life, economic and financial information, connection or location Data: potentially, in the event that the Whistleblower passes on this information, or if the investigations relating to the processing of the Alert require it.
- Sensitive Data, revealing racial or ethnic origin, political opinions, religious beliefs, trade union membership, health, life or sexual orientation, criminal convictions or offences: potentially, in the event that the Whistleblower passes on this information, or if the investigations relating to the processing of the Alert require it.

9.2 Purpose, legal basis and recipients of the processing

The Data is processed by CNIM Group and the French and foreign subsidiaries it controls within the meaning of Article L 233-3 of the French Commercial Code, which are jointly responsible for the processing.

In accordance with Article 6 of the GDPR, the Data processing described in this document is based on the legitimate interest of the Data controller, with the aim of collecting and processing the Alerts, in accordance with the law known as the "Sapin II" law.

For Alerts falling out of the scope of the process, the internal recipients are:

- The Whistleblower and the Human Resources Department to which he/she reports,
- The Ethics Commission receiving the Alert and evaluating its admissibility,
- The Group Compliance Officer, in order to report to the management bodies of the Group, or for archiving, in the case of an inspection by an external body.

For Alerts falling within the scope of the process, in addition to the aforementioned internal recipients:

- Any other department that is the subject of the Alert or that is contacted as part of the investigation,
- Subcontractors and any administrative and/or judicial authority that might be contacted as part of the investigation.

Security and confidentiality measures: CNIM implements all appropriate technical, organisational and security measures aimed at avoiding any unauthorised access, alteration, disclosure, destruction or loss of Data, which is hosted in data centres located within the European Union.

9.3 Retention period

For Alerts falling out of the scope of the process: Data are anonymised within 2 months after the Ethics Commission informs the Whistleblower that the Alert is not admissible, then archived for 5 years.

For Alerts falling within the scope of the process, for which no action has been taken: Data are anonymized within 2 months from the classification without action by the Ethics Commission, then archived for 5 years.

For Alerts leading to the implementation of an internal and/or external action plan, or a disciplinary or litigation procedure: retention until the action plan is completed, the last disciplinary measure is taken, or the appeals process of the last litigation is terminated, then anonymization and archiving for 5 years.

9.4 Individuals' rights

We remind you that in the context of processing Data, in accordance with the GDPR provisions, natural persons have the right to know whether CNIM is holding their Data and, if this is the case, have the following rights under the conditions specified by the GDPR:

- Right of access (Article 15 GDPR);
- Right of rectification (Article 16 GDPR);
- Right to erasure (Article 17 GDPR);
- Right to restriction of processing (Article 18 GDPR);
- Right to portability (Article 20 GDPR);
- Right to object (Article 21 GDPR).

All the rights listed above are personal. They can only be exercised by the natural person concerned, by contacting the CNIM Group's Data Protection Officer at dpo@cnim.com. If the response does not satisfy the request, a complaint may be made to the French Data Protection Authority.

9.5 Transfer of Data outside the EU

For Alerts that fall out of the scope of the process, Data may be transferred outside the EU, to the Whistleblower and the Human Resources Department to which he/she reports, in the country of a subsidiary company concerned by the Alert, over which CNIM Groupe has control.

For Alerts falling within the scope of the system, Data may be transferred outside the EU, to the Whistleblower and the Human Resources Department to which he/she reports, and to any subcontractor, administrative and/or judicial authority that might be contacted in the course of the investigation, in the country of a subsidiary company concerned by the Alert, over which CNIM Groupe has control.

10. Appendix: Alert declaration form

Country you are in at the time of reporting: _____

Country in which you usually work: _____

Country in which the incident occurred: _____

Date(s) of the incident(s): _____

What is your status (internal: Employee on fixed-term or permanent contracts, apprentice, trainee, occasional Employee - external: customer, supplier, subcontractor, other)? _____

Do you wish to remain anonymous: **YES** **NO**

N.B.: if yes, you must not provide any information relating to your identity. In this case, you must provide us with an anonymous email address, so that we can contact you and inform you of developments in the processing of the Alert.

Surname and first name: _____

Email address: _____

Telephone: _____

Name and address of the company that employs you:

To which of the following categories do the acts relate?

- Insider Trading
- Corruption
- Fraud
- Bullying/sexual harassment
- Discrimination
- Security
- Health/Hygiene
- Human Rights
- Conflicts of interests
- Anti-competitive practices
- Environment
- Other (specify): _____

Please set out your concerns below. We ask you to give as much information as possible: when and where did the acts occur? Who is/are the person(s) involved? What is/are the possible victim(s)? What are the potential consequences (financial or other)?

Depending on the state of your knowledge, are the acts currently continuing?

If the acts involve other people or companies, can you please specify their identity?

Click or tap here to enter text.

Free text (you can add text pages and documents relating to this Alert)

Have you told anyone about it? YES NO

If yes, can you give us the name/s and contact details of this/these person(s)?

Date: _____

Form to be sent by email to alerte@cnim.com