



Anticorruption code

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1. EDITORIAL BY PATRICK DESTANG, PRESIDENT

Colleagues

Our company has adopted and is deploying a policy on prevention of corruption on all its French and international sites.

Corruption harms society, benefits a few at the expense of many, hinders healthy competition and is an universally condemned and sanctioned behavior.

It is a matter for our Group to comply with existing laws and to strengthen its culture of integrity and honesty.

Integrity and honesty are part of our culture.

Our success is based on our excellent reputation. It is the result of the quality of our products, our services, our ability to innovate but also of our behaviors, our way of conducting our business.

This is both an important event and a normal step that is perfectly in line with the entrepreneurial history of our Group.

At Ondura, we do not tolerate corruption in whatever form.

This politic is reflected in the code that I transmit to you. In this Code you will find practical information allowing you to identify prohibited or suspicious behaviors and, in any case, to identify those that should lead you to consult or inform the hierarchy. This policy is therefore there to help us to exercise good judgment and to adopt the right behaviors.

In addition, French law, like many other legislations, provides for the establishment of a reporting process open to both Employees of the Group and external partners. The aim is to allow all those who are faced with a situation that may violate the rules set out in our Anticorruption policy to freely report this suspicion of violation to our Compliance Officer, who is also the Group's legal Officer.

We encourage dialogue with the hierarchy as a matter of priority, but understand that in some situations this seems difficult, if not impossible.

The most important thing to protect our Group is that you report the situation that is challenging you. The internal alert procedure we put in place is there to allow you to do so.

Implementation of this policy is a responsibility for all of us collectively and individually.

Any violation of our Anticorruption code of conduct will be sanctioned.

We must be able to count on all of us and I thank you for your commitment.



Patrick Destang

2. ABOUT OUR CODE

2.1 *What are its objectives*

The first objective is to recall and strengthen our commitment to conducting our business with integrity and honesty and therefore our rejection of all forms of corruption.

The second objective is to identify prohibited behaviors that correspond to different types of corruption. It is important that all employees of our Group understand and can identify prohibited behaviors.

The third objective is to explain certain rules that our Group has defined to avoid risk behaviors that could lead to corruption practices.

The fourth objective is to be a practical support to conduct our business daily avoiding the risk of corruption.

2.2 *Who is concerned?*

This code concerns primarily all employees of the Group, whether in France or abroad, including external employees, namely, employees of another legal entity, or independents, who are momentarily working within our Group such as, for example, trainees, auditors, experts, temporary workers etc... Furthermore, we expect as well third parties working for a Group company (consultants, subcontractors, suppliers, and others) to apply our rules or equivalent rules.

2.3 *How do I use it?*

Our Code identifies prohibited or risk behaviors and provides practical examples so that everyone can have the right response.

Corrupt behaviors are not always easy to identify. If in doubt, all employees should discuss this with their line manager, other managers such as HR, Finance management controller and/or the Group's legal officer, who is also our Compliance Officer. Appendix 1 of this document below outlines the way forward. In addition, to allow everyone to form a first opinion, Appendix 2 offers a guide to reflection.

All employees of the Group are asked to read this Code carefully.

All managers are required to ensure that this Code is enforced daily, which means:

- Adopt an exemplary attitude,
- Make sure that the rules are understood by their employees,
- Ensure that it is effectively communicated to new entrants and it is the subject of periodic communication within the teams,
- Make the Group's alert internal procedure known within their team and protect anyone reporting an alert,
- Allow each employee to discuss or report a non-compliance issue with confidence,
- To assist their employees and, as appropriate, take responsibility for the resolution of a situation presented to him and
- Incorporate the content of this Code into our purchasing procedures.

3. WHAT IS CORRUPTION?

Corruption is generally defined as proposing or granting “**something**” in order to gain an “**undue advantage**”. The offence of corruption exists with the mere promise of an undue advantage, even if that advantage is ultimately not attributed. Moreover, the offence is constituted regardless of how the advantage is promised or granted, either directly or through a third party. The offence is constituted even if the gift was not defined and not handed over until after the advantage was granted, or even if the gift proved useless, as the benefit was ultimately not given.

There is a distinction between active corruption and passive corruption, but both are prohibited and sanctioned by the French and international laws, and by our Anticorruption policy.

3.1 Active corruption

Active corruption refers to a company or one of its employees proposing, offering, or giving, directly or indirectly through a third party, a payment, gift or other improper benefit to a public person or private person for the latter to perform or refrain from performing an act in the performance of his or her duties or facilitated by his or her duties.

3.2 Passive corruption

Passive corruption refers to the fact that a public person or a private person (physical or legal) solicits or accepts, directly or indirectly through a third party, a payment, gift, or other improper benefit, to perform or refrain from performing an act in the performance of his or her duties or facilitated by them.

The “**something**” can take many forms.

Some examples: money or equivalents (gift vouchers, vouchers, surety, loan) or benefits in kind such as gifts, receptions, restaurants or high-end hotels, participation in events with or without professional content (sports, exhibitions, seminars...), trips, stays, sponsorship or the hiring of family members or friends.

The “**undue advantage**” can take different forms.

Examples include preferential treatment, signing a contract, obtaining a public contract, disclosing confidential information, obtaining, or accelerating an authorization, license or concession, exemption from a sanction.

The Group does not tolerate any form of corruption, whether it involves a public official or the private sector.

3.3 Corruption in everyday working life

Corruption can take different forms in our professional activities, we develop in the sections that follow the most frequent forms, namely:

- Gifts and invitations,
- Conflicts of interest,
- Facilitation payments,
- Sponsorship and patronage,
- Influence trafficking/peddling.
- Internal control and accounting

4. GIFTS AND INVITATIONS

Gifts can take many forms and are generally regarded as benefits, or favors, granted without consideration or compensation. These are relatively common expressions of courtesy and mutual appreciation that can sometimes be a custom in some countries and can contribute to the good quality of professional relations.

These may be objects offered occasionally or periodically in the context of professional relations, business meals, invitations to events or exhibitions, sport events, trips that mix leisure and professional environment...

It is forbidden to accept or offer a gift or invitation:

- which implies a quid pro quo in any form, explicit or implied.
- which is likely to influence or give the impression that it can influence the judgment or decision of the Group's employees or the counterparty whether private or public.

Ondura has set out rules and procedures for gifts and invitations across the Group to ensure compliance with our Anticorruption policy and internal coherence.

These rules and procedures are described in Annex 3 of this document.

All employees of the Group must take cognizance of these rules and refer to them when it comes to receiving or offering gifts or invitations.

THE RESPECT OF OUR CODE IN PRACTICE

Question: As part of the signing of a contract, one of our partners wishes to offer me a present of significant value. Not wishing to compromise the good relationships that we have been able to establish, I wonder what I should do in such a situation.

Answer: In principle, this type of gift should be politely refused by explaining the Group's policy in this area. However, depending on the country and customs, it can sometimes be difficult to refuse such a present. In this case, inform your hierarchy who shall decide what to do. For example, it may be decided to share the present with all employees or to donate it to a charity.

5. CONFLICTS OF INTEREST

The Group's employees must make decisions in the Group's interests regardless of their personal interests or those of their relatives.

A conflict of interest arises when an employee of the Group owns or persons close to him or her has personal, financial, or commercial interests that could influence or appear to influence the objectivity of the decisions he makes or recommends, or the opinions he issues during the performance of his duties.

This situation may lead this employee to neglect his duty of loyalty to the Group or give the appearance thereof. It may also constitute the precursor of corruption and other related crimes.

Transparency is essential to prevent and manage a conflict, or a risk or an appearance of conflict of interest.

Employees therefore have an obligation to inform their hierarchy of situations that could create real, potential, or apparent conflicts of interest.

They are also asked to inform their hierarchy of:

- Proposal or behavior likely to create such a conflict,
- Pressure, threat, or attempted blackmail, internal or external.

The employee must also withdraw from any decision-making process, recommendation or opinion that may be affected by this conflict of interest.

Information about conflicts of interest situations must be recorded in writing and kept.

THE RESPECT OF OUR CODE IN PRACTICE

Question: My brother has just launched his business and wants to offer his services to the Ondura Group. He offers attractive and competitive rates. Can I recommend it to the General management?

Answer: Whether this offer may be considered interesting or not, it is important to always report as soon as possible any potential conflict of interest such as a family relationship. Your brother's offer will not be excluded and will be studied objectively in the same way as the others. Such a family connection cannot have the effect of influencing the choice of the company in a favorable or unfavorable sense. It goes without saying that you must refrain from participating in any decision-making process that relates to your brother's activity.

6. FACILITATION PAYMENTS

Facilitation payments are small amounts paid unofficially to a public official to facilitate or ensure the proper conduct of administrative procedures or necessary formalities that fall due to him and that the person who pays is entitled to expect.

These payments are not intended to gain an undue advantage. They aim to encourage public officials to carry out their function with normal diligence and efficiency.

This practice and these payments are assimilated to corruption in most countries.

However, the resort to facilitation payments still exists in some countries.

The Group prohibits this practice. Facilitating payment may expose the Group's employees to criminal prosecution and damage the Group's reputation.

Faced with such a situation, the employee must contact his hierarchy who will take charge of the management of this situation with him.

THE RESPECT OF OUR CODE IN PRACTICE

Question: I am facing a delay in processing a customs file. In talking to another person who just had his file processed quickly, I understand that the official would be sensitive to a gesture. This person tells me that he paid 50 euros. I wonder what I should do in such a situation.

Answer: Facilitation payments are prohibited in our Group. I should inform my hierarchy right away.

7. SPONSORSHIP AND PATRONAGE

Sponsorship is the material support given to an event, a person, a product, or an organization to benefit from it in terms of advertising: the name, the brand, the message of the sponsor company will be widely disseminated during the event.

Sponsorship should not be confused with patronage, which is a cash or material gift from a company to a general interest organization, without waiting for equivalent consideration.

Wherever our Groupe operates it respects applicable laws and regulations and acts in accordance with our rules of integrity and honesty.

This principle applies to sponsorship or patronage actions in which our Groupe occasionally participates. It is important to pay attention to the conditions under which these actions can be decided. In certain circumstances these actions could be characterized as corruption or associated behavior or create such a perception that would damage the good reputation of our Groupe.

In practical terms, these sponsorship or patronage actions must always meet the following criteria:

- Their aim must be to strengthen the image of our Groupe both internally and externally,
- They must be consistent with our values and the vision of our Groupe,
- They are never a consideration even incidental to the award of a contract, public contract, permit or authorization,
- They must always comply with local laws and regulations,
- They must be approved previously by the General Management.

THE RESPECT OF OUR CODE IN PRACTICE

Question: The president of the local basketball club is proposing us to become the main sponsor of the club. Our brand would be highlighted, among other things, on the players' jerseys. The president of the club is also the head of the local political party that runs the municipality. I wonder what I should do in such a situation.

Answer: To the extent that the costs are within the budget, that the only direct consideration is the promotion of our brand, that the activity concerned by the sponsorship is consistent with our values, the application should be approved.

The mere fact that the club president has also a political role does not in itself constitute an obstacle, provided that the purpose pursued is not to unduly influence a public or private decision.

8. INFLUENCE PEDDLING

from a person or company for the purpose of abusing his or her real or supposed influence on a third party (public official or public authority) so that that third party makes a favorable decision for this person or business.

It involves three actors: the beneficiary (the one who provides donations or other benefits of any kind), the intermediary (the one who uses the credit he (allegedly) has because of his position) and the target person who holds the decision-making power.

The difference between corruption and influence peddling lies in the nature of the act to be committed in return: if the act is in the prerogatives of the person receiving the gift, it is corruption; if, on the contrary, the act is to use its influence for another public decision-maker to decide, then the offence is that of influence peddling.

The so-called "active" influence peddling is the fact of proposing one to a person or giving in to his solicitations to provide him with any gift or other benefit so that the latter abuses his influence to obtain, for the benefit of the person paying that gift or other benefit, a favorable decision and therefore an unfair advantage of a public authority.

So-called "passive" influence peddling is the use of soliciting or accepting a gift or other benefit from a person to abuse his or her influence to obtain, for the benefit of the person paying that benefit, a favorable decision by a public authority.

THE RESPECT OF OUR CODE IN PRACTICE

Question: A friend tells me that he has privileged contacts in an administration that has just launched a call for tenders to which I intend to respond. He offers me his help to facilitate a decision in our favor. He also tells me that his daughter has applied for a holidays internship in my company and asks me if I can recommend her. What am I supposed to do?

Answer: This proposal, although it may be well-intentioned, could be analyzed as influence peddling. It is therefore necessary to submit this case to your hierarchy or to the Compliance Officer.

9. INTERNAL CONTROL AND ACCOUNTING

At Ondura, all our business relationships are described and framed by contracts. Payments are made based on these contracts and upon presentation of properly established and justified invoice.

All expenses and corresponding payments must respect the following conditions:

- Be supported by a written document that permits to identify the nature of the expense, the beneficiary of the payment, the justification thereof and, if required, the authorization obtained and,
- Be accurately and correctly recorded in the accounts.

We do not tolerate any practice that would affect the regularity and integrity of our accounting and, in general, any fraud or falsification of documents.

These behaviors are criminally sanctioned, and the persons involved in our Group are subject to disciplinary action.

Some examples of situations that should alert you:

- A subcontractor offers to overvalue and therefore overcharge services made in a country. It will compensate on the accounts of services rendered in another country.
- A sales agent or consultant asks you to pay part of his remuneration on the account of a subsidiary in a country unrelated to the contractual relationship.

These situations can be related to other serious behaviors such as corruption, tax evasion, money laundering, ...

It follows that if you have any doubts about a payment being asked to you or if you witness a practice that challenges you, it is your duty to inform your hierarchical superior or the Compliance Officer.

10. COMPLIANCE WITH THE ANTICORRUPTION CODE AND SANCTIONS

All employees of the Group's companies are required to comply with our Anticorruption rules and the Group will not tolerate any violations.

For all Companies of the Ondura Group, this code is part of the employment conditions.

Violation by an employee of the Group of the provisions of our code will be subject to disciplinary action up to the dismissal of the person concerned, without prejudice to any civil, criminal and/or administrative sanctions against him.

Indeed, in recent years, Anticorruption laws have been strengthened and sanctions are more severe.

11. HOW DO I GET INFORMATION AND HELP? HOW DO I REPORT RISK BEHAVIORS?

To protect our Group, it is essential that all employees of the Group as well as external employees who are confronted with or who are aware of a situation or behavior that could violate our Anticorruption policy or any applicable legislation on corruption in a specific country react without delay.

The purpose of this paragraph is to give employees who are aware of or witnessing risk behaviors the necessary information and possibly the support to deal with this situation.

11.1 *Assessing the situation.*

Any collaborator of the Groupe, faced with a situation likely to violate our Anticorruption policy or the legislation of the country in which he finds himself, must talk about it and take advice by priority from his line manager, other managers (Human Resources, CFO) or the Group's legal officer who is also the Compliance Officer.

The objective is first to assess jointly the situation encountered and its risks so to take the decision that will prevent behaviors that could prove to be contrary to our policy or the laws in force in the countries where the Group is active.

To form an objective opinion of the situation, it is recommended that this code be re-read and to use the reflection guide proposed in Annex 2.

11.2 *Using the internal alert procedure.*

The French law, like many other legislations, provides for the establishment of a reporting process open to both Group employees and external employees.

This process, described in Annex 1 to this document, aims to enable those who are faced with a situation at risk of non-compliance with the Group's Anticorruption rules to freely report it.

It is important that author of the alert acts in good faith and in a disinterested way.

The author of the alert who acts under these conditions benefits from protection which in some cases is guaranteed by law (as is the case in France) and in all cases by the Group and its entire hierarchy.

It will therefore not be subject to retaliation or sanctions of any kind.

Dialogue with the hierarchy must be privileged. However, in some situations, this is difficult if not impossible.

Alerting is an act of loyalty to our Group, but an employee could not be blamed for not doing it.

12. APPENDIX 1: OUR INTERNAL ALERT PROCEDURE

The French law, like many other laws, provides for the establishment of a reporting process open to both employees of the Group and external collaborators. In this context, as a Kingspan company, Group employees and external employees who are aware of a situation or act that violates or may violate our Anticorruption rules are invited to report it through EthicsPoint (Kingspan's anonymous and independently run whistleblower hotline) by following the guidance at <https://secure.ethicspoint.eu/domain/media/en/gui/106845/index.html>

Concerns may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reported concerns will be kept confidential, consistent with the need to conduct an adequate investigation.

It is important to note that the Group undertakes to take any appropriate disciplinary action and to initiate any legal proceedings for the purpose of preventing or ending any facts that constitute a violation of the Anticorruption policy.

If the reported facts do not prove to violate the provisions of the Anticorruption policy, the author of the Alert who acted in good faith and in a disinterested way will not be subject to disciplinary proceedings or reprisals.

13. APPENDIX 2: A GUIDE TO REFLECTION

The purpose of this annex is to help any employee of the Group who questions the conduct to be taken if he is personally confronted with behaviors or witnesses behaviors that appear to him to be non-compliant with the Group's rules in the fight against corruption.

The question the employee must ask himself is: "Does the behavior in question violate our Anticorruption rules or any other regulations that I am aware of?"

If the answer is clearly "yes":

1. The employee must inform without delay his hierarchy by priority, another manager (HR, Finance,) or the Group's legal Officer, who is also the Compliance Officer.

If the answer is not clear, if you have any doubts, what can you do?

Always take advice from your line manager, another manager or the Compliance Officer before deciding.

To prepare for your discussion, you can ask yourself the following questions that will help you to form an initial opinion:

- *Could this situation, if known, negatively affect the reputation of our Groupe?*
- *In this situation, does a person or company ask or propose an advantage that is not justified by the normal and correct application of contractual rules or administrative procedures?*
- *If the situation were to materialize, could this pose an accounting and/or tax problem?*
- *If I were personally involved, what would I do and could I talk openly to my colleagues about it?*

Obviously, you can also use our internal alert procedure to seek advice.

14. APPENDIX 3: GIFT AND INVITATION POLICY

14.1 General Principles

- a) It is forbidden to accept or offer a gift or invitation:
 - which implies a quid pro quo in any form, explicit or implied.
 - which is likely to influence or give the impression that it can influence the judgment or decision of the Group's employees or the counterparty whether private or public.
- b) Under no circumstances should the Group's employees accept or offer monetary gifts, gift vouchers, purchase vouchers, or similar benefits.

14.2 Special cases

In other cases, the following rules should be followed:

Gifts and invitations must be in a professional context, be reasonable in both their frequency and amount, and be accepted transparently and, if possible, be shared as a team.

Under no circumstances can they benefit family members or relatives.

Gifts or invitations valued at less than 40 euros may be offered or received without information or permission from the line manager.

Gifts or invitations with an estimated value of between 40 and 80 euros can be offered or received. They are the subject to the prior authorization from the line manager or, as the case maybe, for gifts or invitations received subject to immediate a posteriori information.

The principle is that gifts or invitations with an estimated value more than 80 euros must be refused and cannot be offered. If for cultural reasons an employee felt compelled to accept, he must obtain the prior authorization of the line manager or, if impossible, inform him posteriori without delay. They will decide how to proceed by favoring sharing, if possible, with the team (through, for example, a draw).

Similarly, if, for specific reasons, an employee considers offering a gift or invitation of a value in excess of 80 euros, he must obtain the prior authorization of the line manager providing him with the justifications.

In any case, it is necessary to keep track of these gifts to avoid any suspicion in the future.

In the event of a repetition of gifts or invitations from the same person or entity, the threshold to be retained is then assessed according to the overall amount corresponding to the gifts and invitations received or offered in the same year.

If in doubt, or to obtain further information, the employee must contact his line manager.

The line manager will consult with the Compliance Officer if face with difficulty to apply our rules or with a particular situation.