



Anti-Corruption Code of Conduct

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Author	Fanny PETOT	Legal Manager		30/06/2025
Technical Checker	Anne MONTOYA	Reactor Project Lead		
Technical Checker	Xavier BRAVO	CTO		
Approved by	Julien DEREUX	Managing Director		05/09/25

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1. Preface

Dear colleagues,

An ethical culture with regard to corruption is essential to meet our commitments and responsibilities, in the same way as the excellence and performance of our solutions.

This ethical culture is promoted by the new Anti-Corruption Code of Conduct, which I ask you to quickly apply in your daily activities.

This new Anti-Corruption Code of Conduct must be our frame of reference. It informs and advises us about how to behave as a responsible company committed to combating corruption.

Corruption is harmful, it hinders the development of our economies, and it is our duty to help prevent and detect all illegal and immoral acts in accordance with the requirements of this Code and applicable national and international legislation on corruption.

The adherence of all employees to the principles and values set out in this Code is an essential prerequisite for maintaining the lasting relationships of trust established with our customers and partners, preserving the company's image and reputation, and more generally for our future success.

Under this voluntary approach, which marks our belief in transparency, ethics and responsibility, I ask you to ensure that you act proudly and with complete integrity.

Julien Dereux

Managing Director

2. Ethical rules regarding corruption

2.1. Introduction

This Code embodies our company's commitment to conducting its business with transparency and integrity. It is intended to formalise and reinforce our commitments to preventing and combating corruption, by establishing basic principles that will help all employees to think about the attitudes to be adopted and the rules to be respected in order to make the right decisions in all circumstances.

It replaces the code of conduct of Gorgé SA, our reference shareholder, to which the company adhered when it was created. It retains its principles, adapting them to our company.

It enters into force on 30 June 2025

The Anti-Corruption Code of Conduct is made available to all employees in order to provide a frame of reference for the ethical behaviour to be adopted by the company itself and by its employees.

They must respect the company's commitments regarding combating corruption and must help to spread the ethical culture.

To ensure compliance with the requirements for good conduct promoted within the company, disciplinary measures will be applied in the event of violation of the principles laid down. Any breach of the Principles of this Anti-Corruption Code of Conduct may have particularly harmful consequences for the company: substantial financial consequences as well as consequences for our reputation and our image.

To ensure that these Principles are applied as effectively as possible, all employees will have the right and the duty to report any breaches of this Code by referring to the instructions provided below.

The Code may be revised and/or amended at any time in order to take into account the necessary adjustments.

2.2 Zero tolerance for corruption

"Corruption" is understood as the fact of directly or indirectly promising, offering, seeking or receiving money or any article of value, to or from a third party, in order to obtain or retain a contract, or any other undue advantage when conducting business.

Corruption may take different forms, and in particular:

- active corruption: when a person obtains, or tries to obtain, an undue advantage by offering money or any article of value to a third party, in particular a Public Official;
- passive corruption: when a third party (a Public Official or an employee of a customer, partner, service provider or supplier) takes advantage of their position by seeking or accepting money or any article of value, in exchange for performing their duties (or refraining from performing them) in a biased manner, or exercises their influence inappropriately

Influence peddling means the fact, by any person, of seeking or accepting, at any time, directly or indirectly, offers, promises, gifts, presents or any advantages, for themselves or for others, to abuse or have abused their real or assumed influence in order to obtain distinctions, jobs, contracts or any other favourable decisions from an authority or the civil service.

For the purposes of this Code, the term "**corruption**" is understood to include indiscriminately (active or passive) **corruption** and ***influence peddling***.

Our key commitment is zero tolerance of corruption. No employees may engage in acts of corruption.

Employees must not commit acts of corruption and must not use Intermediaries, such as agents, consultants, advisers, distributors or any other business partner for the purpose of committing such acts.

Our vigilance must enable us to prevent and detect any acts of corruption involving an Intermediary or employees of the company.

The term **Intermediary** means any person involved in national or international commercial relations, i.e. agents, sales representatives, business getters, consultants, consultancy firms or interest representatives.

All employees must therefore apply the provisions of the Code when performing their duties, and in particular observe the following basic principles:

- avoid any behaviour likely to constitute a risk and/or cause any harm to the company;
- act transparently, honestly and quite legally;
- consider the interests of the company and not their personal interests.

More generally, when in doubt, all employees should ask themselves the following questions:

- Do my actions comply with the applicable laws and regulations?
- Do my actions comply with the Code? Are they in the interests of the company?
- Are my actions free from any personal interest?
- Would I be embarrassed if my decision was made known?

In the event of a negative answer to any of these questions, all employees are asked to discuss the matter with one of the persons indicated for that purpose in the paragraph "Contact point" of this Code.

2.3 Relations with public officials

Public Official(s) means not only (appointed or elected) representatives of a government or civil service, but also a wide range of civil servants and employees of entities belonging to and/or controlled by a state. Administrators or employees of foreign governments, international organisations, ministries, international governmental or public entities, political leaders and candidates for public office, as well as any person acting in an official capacity for or on behalf of the aforementioned persons, are deemed in particular to be Public Officials.

French and foreign public procurement contracts represent a significant proportion of the company's business. Consequently, relations with Public Officials must meet the highest ethical standards in order to preserve the company's reputation and integrity, as well as its access to funding and public procurement contracts.

Consequently, all employees undertake to: (i) always state clearly to Public Officials that the company does not tolerate any form of corruption, (ii) never directly or indirectly offer or promise any personal, financial or other advantages to a Public Official with the aim of obtaining a favourable decision from the Public Official and/or any undue advantage, and finally (iii) ensure that relations with Public Officials are transparent, honest, and more generally comply with the regulations in force in France and in the country where the Public Official resides.

Any advantage granted to a Public Official or a member of their immediate family, when authorised by French or local law, may only be granted in complete transparency with regard to the company, and must be subject to the prior authorisation of the manager of the company.

Example: In connection with an invitation to tender abroad, a Public Official in charge of awarding the contract tells you that your bid would be received more favourably if it included a local subcontracting component, and for that purpose asks you to contact a company in which the Public Official or their immediate family is a minority shareholder.

In such a situation, you should inform your line manager, who will take the necessary measures to verify, in complete transparency and in accordance with the applicable internal procedures, whether or not there is a risk of corruption.

2.4 Policy regarding gifts and invitations

Gifts and invitations are part of customary business practices. However, firstly they are forbidden by law in certain countries and under certain conditions, and secondly they may also be seen as a means of influencing a decision, affecting a judgement, favouring a company or a person, and more generally as similar to an act of corruption.

These acts must reflect normal business relations in our business sector and in the countries concerned and must in no way influence commercial decisions.

In any case, the gifts and invitations received or given:

- must be for a reasonable or symbolic amount;
- must never be in cash or cash equivalents (e.g. discount vouchers etc.);
- must not involve any consideration;
- must be directly linked to the performance of the company's activities;
- will be subject to compliance with the principles of transparency and proportionality.

All employees undertake to comply with the procedure applicable within the company regarding gifts and invitations. In this connection, as part of a transparency approach or if in doubt about normal business practice regarding gifts and/or invitations offered or received, you must refer the matter to your line manager.

Example: You have just signed a major contract with a new supplier. The next week, you receive an invitation from them to an international sports event, with a substantial market value.

In this situation, you should thank the supplier for their generosity, but must nevertheless politely refuse the invitation. If you think the refusal is likely to be misinterpreted or badly perceived by the supplier, ask for advice from your line manager, who will be able to advise you about what to do.

2.5 Regulation of donations and sponsorships

Donations and/or sponsorship are contributions paid for charitable, cultural or political purposes or to support any cause whatsoever. These contributions may be of a monetary nature or take the form of services, new or used items, or more generally, assistance of any kind.

These contributions are likely to constitute a risky practice, since the grounds may be used to conceal acts of corruption.

Consequently, requests for donations and/or sponsorship must be considered with care and attention, in particular those from persons in a position to influence the company's activities or who could, if the request is granted, obtain a personal advantage.

No donations or sponsorship must therefore be made if there is direct consideration by the beneficiary of the act, except for advertising which is accepted. The amount of the donation and/or sponsorship approach must in any event reflect what is commonly and reasonably accepted in customary business practices.

All employees undertake to ensure that any requests for donations and/or sponsorship:

- are carried out without any direct consideration (other than promotion of the company's image) by the beneficiary;
- are subject to prior authorisation by the legal representative of the company;
- are not contrary to the company's values and strategy;
- are not forbidden by the applicable (French or local) laws.

Example: *In connection with your duties, you have been asked to provide financial support through your company for the organisation of a cultural event in your town.*

In this situation, you should not make any commitments on behalf of the company to the organisation that has contacted you, and discuss it beforehand with your line manager, who will be responsible for ensuring that the purpose of the project is in line with the company's strategy and values and may, where appropriate, submit the project for approval by the legal representative of the company.

2.6 Ban on political financing

In accordance with the regulations in force, it is forbidden to finance political parties, whether in the form of donations, the supply of goods or services or any other direct or indirect benefits. The company strictly forbids any suspected or proven practice of political financing.

2.7 Facilitation payments

Small payments known as "**facilitation payments**" are those made unofficially (as opposed to official taxes) in some countries, to encourage Public Officials to perform their duties, such as for example to ensure or speed up the performance of a compulsory routine administrative procedure, or the issue of an authorisation or permit.

The OECD recommends banning these facilitation payments, which are illegal in most countries.

No employees are authorised to request, offer or make facilitation payments, except for compelling reasons (imminent danger to the health or safety of an employee).

Example: During customs clearance, you are asked to pay a small amount of money in order to "speed up and facilitate" a particularly long routine check.

In this case, you must not pay the amount as it may be considered an act of corruption. On the contrary, you must act with integrity and transparency and report the incident to your line manager, who will tell you what to do.

2.8 Management of conflicts of interests

A **conflict of interest** means any situation in which a person (employee, Public Official, customer etc.) has a personal interest that may influence the impartial and objective performance of their duties within a (public or private) organisation.

A conflict of interest is not automatically an act of corruption, but if a conflict of interest is not managed transparently, ethically and responsibly, there will be a risk of corruption.

If circumstances give rise to a potential or known conflict of interest, the employees concerned must declare it to their line management, and an appropriate solution will be applied for all known conflicts of interest if they represent a risk of corruption.

Example: *You work in the Purchasing Department and are responsible for selecting a supplier in the course of a call for tenders. Your cousin is the manager of one of the companies that has submitted a tender to your company.*

In this case, you must inform your line manager as soon as possible and withdraw from the supplier selection process in order to avoid any potential conflict of interest.

2.9 Accounting records - internal control

Employees who work on accounting missions, drawing up or auditing accounts, and in cash management, must be particularly vigilant as regards the faithfulness and accuracy of the accounts and look out for suspicious payments. Their controls must include the objective of identifying any acts of corruption that may be concealed in their company's accounts.

Off-the-books accounts and falsified or misleading data in the accounts of the company's firms are strictly forbidden.

Cash transactions are forbidden.

3. Implementation of the Code

3.1 Implementation and Training

This Code is included in the internal regulations. All employees are required to read it and to implement it in the framework of their duties within the company.

Employees are required to take part in the training sessions that are organised by the company in order to raise their awareness of combating corruption. New employees are made aware when they take up their duties by the inclusion of the Code in their induction booklet.

All employees are free to consult the Code at any time:

- on the company's website;
- by sending a simple request to the Human Resources Department.

3.2 Reporting practices that do not comply with the Code and protection of whistleblowers

All employees of the company, and the third parties provided for by the law, can issue a whistleblowing report via the company's whistleblowing system available on the company's website or by sending a simple request to the company's Human Resources Department.

All employees and authorised third parties provided for by the law who report in good faith and in a disinterested manner (i.e. who are genuinely convinced that their declaration is accurate) a violation or risk of violation of the Code to their line management and/or via the whistleblowing system, will be protected against all forms of reprisals. On the other hand, whistleblowing that is deliberately abusive or intended to cause harm will be liable to penalties.

If you are reluctant to talk about a problem with your line manager, the Human Resources Manager, the Legal Manager or the Managing Director, you can use the dedicated ethics address indicated in the company's whistleblowing system available on the website.

The identity of the whistleblower and the facts declared will be treated confidentially in accordance with the applicable regulations, and in particular the provisions of the Sapin II Law.

3.3 Protection of personal data

In accordance with the applicable data protection regulations, anyone identified in connection with the whistleblowing system, whether they made a whistleblowing report or are the subject of one, can exercise their right to access their personal data in accordance with the whistleblowing system.

They can also request the rectification or erasure of their personal data if they are inaccurate, incomplete, ambiguous or out of date, in accordance with the same terms.

3.4 Penalties for breaches of the Code

Failure by employees to comply with any of the provisions of this Code, or with the procedures referred to in the Code, may result in them incurring personal liability, and disciplinary measures in proportion to the seriousness of the breach, up to and including dismissal. These penalties will be applied in accordance with: (i) the provisions of the internal regulations, or failing that (ii) the applicable legal provisions in this regard.

Under French law, active corruption (the briber) and passive corruption (the bribe-taker) are equally punishable. For an individual, the maximum penalty is 5 years' imprisonment and a fine of €500,000 (which may be increased to twice the amount of the proceeds from the offence).

4. Contact point

All employees who require assistance regarding the interpretation of any of the provisions of this Code may contact:

- their line manager;
- the company's Human Resources Manager;
- the company's Legal Manager;
- the Managing Director.

In the event of a whistleblowing report, please refer to the company's whistleblowing system available on the website.

Company website: **<https://www.calogena.com/>**