

Ethics Charter

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Definition

In this document, "Company" includes ESI Group, the parent company, and all its subsidiaries.

A word from our CEO

**This Charter reflects our Company culture;
one based on commitment and responsibility.**

ESI Group is a leading software partner in selected virtual test markets. Our purpose is to boost human creativity to drive industrial performance to ever higher levels.

As a specialist in the physics of materials, our mission is to empower industry players to commit to outcomes. Our solutions, built from 50 years of experience, help industrial manufacturers replace physical tests and prototypes with virtual replicas.

To achieve our mission and meet industrial challenges, we need a trusting relationship with all our stakeholders: employees, investors, customers, partners, suppliers, public authorities and civil society.

This charter is an expression of ESI's desire to further reinforce ethical behavior within an approach of mutual respect both inside and outside the Company, ensuring its long-term commitment to serve the wider society as well as being a safe, diverse and inclusive Company.

We are all ambassadors of our Company. That is why I am counting on every one of you to both comply with, and to live by, this Ethics Charter. When we all do that, we will ensure the longevity of our Company's values and our long-term growth with integrity, as well as a strong internal teamwork, and constructive collaboration and cooperation with all our stakeholders.

Olfa Zorgati
Chief Executive Officer

Endorsed by the Executive Leadership Team



Olfa Zorgati
Chief Executive Officer



Francis Griffiths
EVP Chief Revenue Officer



Emmanuel Leroy
EVP Chief Product &
Technology Officer



Corinne Romefort-Régnier
SVP General Secretary &
Governance



Yannick Charron
SVP Human Resources

Our purpose

Boost human creativity to drive industrial performance to ever higher levels

At ESI Group, our purpose is to boost human creativity to drive industrial performance to ever higher levels.

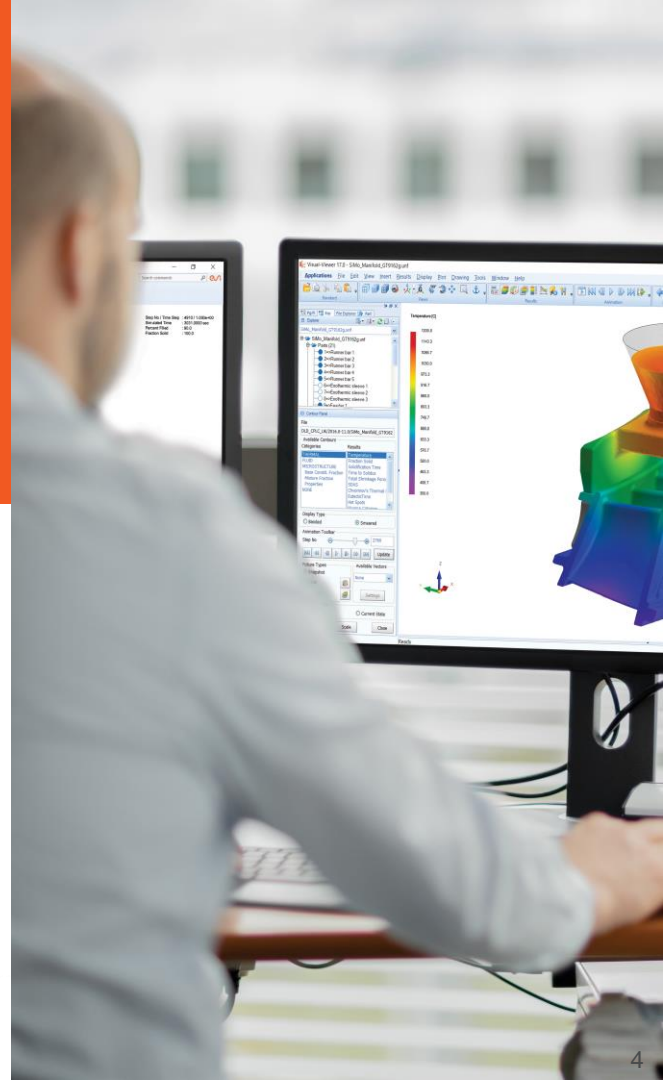
This emphasis on human ingenuity to steward massive change has always been the ESI way. We enable our customers to reach their next leap of performance in a sustainable manner, by equipping them with outcome-oriented solutions to anticipate and manage virtually the performance of their products and assets.

Moreover, manufacturers are increasingly and constantly challenged to become cleaner, safer and more productive. Hence, our purpose reflects our bold commitment to empower industrial players to reach the next leap of performance in their transformative journey, in a sustainable way.

Furthermore, we wanted our purpose to be an expression of our deeply collaborative and multi-cultural path from our very beginning, reflected in our solid governance and trusted relationships with our stakeholders. Thus, we are continuously examining our projects portfolio to make sure that we do not engage in projects that enable aggression.

Driving performance to ever higher levels is also about upholding an ecosystem that respects our values and commitments to maintain a human-centered approach to business and solutions development, while stimulating human creativity and creating value for society and industries in general.

This is who we are. ESI Group.



Overview

The Company's growth and success are based on strong values embodied by every employee.

Our Ethics Charter reaffirms our fundamental values – passion, global, change, trust, social responsibility and energy. These values fortify ESI's commitment to being a united company, as it creates the essential foundations for all our relationships with our stakeholders. Watch our Values video, [here](#).

In this Ethics Charter, we formally set out the main rules of conduct which ensure respect for moral principles and contribute to the Company's reputation and performance. This charter applies to all employees, in all ESI Group's subsidiaries. Every ESI employee has the duty to read, understand and comply with this Ethics Charter and, if needed, refer to its rules and principles in the course of their work.

Thus, employees are required to participate in internal trainings to raise awareness about various ethics issues via the "Metacompliance" platform. New employees are made aware of the Charter and its provisions immediately upon assuming their duties within the Company.

Furthermore, every employee has to show integrity and to honor the commitments undertaken in their dealings with our stakeholders. Also, everyone must show equal treatment of employees, partners and suppliers. All decisions must be made based on objective and transparent criteria.

The Company is committed to comply with all laws and regulations where it operates.

Failure to comply can expose the employees, and the Company, to reputational and regulatory sanctions that may result in a reprimand, fine, withdrawal or suspension of authorization to conduct business either for ESI Group or any of its subsidiaries. In addition, failure to comply, which constitutes a breach of employees' contractual obligations, may result in disciplinary actions.

For more information, please refer to the policies, regulations or other guidelines produced by the Company or its entities on different matters.

Advice for effective implementation:

- We all need to understand the Company's Ethics Charter and its values, and make them our own;
- We should lead by example, by adhering to the spirit and letter of the Charter and by always acting ethically, even when other alternatives seem easier or more opportune;
- In the course of performing our duties, we should not put our own interests before those of the Company;
- We all need to perform our tasks and our professional activities in accordance with the law and with integrity;
- Everyone can ask for assistance, advice, or explanations on ethical matters when necessary;
- We all are responsible for creating a working environment which promotes frank, open and constructive communication on all professional matters.

ESI, a responsible employer

Our employees are the Company's main asset. Training, promoting and developing skills and integrating new talents are therefore key enablers for us.

Equal opportunities

The diversity of employees and cultures represented within the Company is a tremendous asset.

In its recruitment actions and career management, the Company undertakes not to make any discrimination, in particular based on age, gender, skin color, nationality, religion, health or disability, sexual orientation, political or philosophical opinions or trade union allegiances.

As part of its employer commitments, the Company is determined to offer its employees equal opportunities in terms of recognition, progression and career path, irrespective of their origin or beliefs and does not tolerate any discrimination or harassment of any kind.

Employment relationship disclosure

Where a close personal relationship is formed between members of the same team or establishment whilst in post, this should be disclosed, in confidence to the line manager and the HR Business Partner, by the employees concerned. Any disclosure under the terms of this policy will be treated sensitively, fairly and with an appropriate level of confidentiality, in the aim to avoid any perception of unfair treatment and to explain any alternative working arrangements.





Women's empowerment

The Company is aware of the different challenges faced by women and pays particular attention to this topic within the Group in order to create a fulfilling, safe, inclusive and diverse environment.

The Company ensures that all women and men are treated equally in the workplace without discrimination and supports the process of successfully taking on responsibilities by providing the education and training necessary for their career advancement.

To structure and amplify this approach, ESI has created an Employee Resource Group (ERG) dedicated to this cause: Women@ESI. Gathering women and men from different functions, the ERG sets some long-term objectives for the company and create awareness initiatives for all employees (round tables, interviews, training, ...).

To join this network or ask specific questions about the actions undertaken, you are invited to write to WomenESI@esi-group.com.

Human Rights

ESI prohibits the following practices and will not knowingly do business with any individual or company that participates in the following:

- Exploitation of children, including child labor;
- Physical punishment; Violence towards employees, specifically when based on gender, origin, religion or sexual orientation;
- Forced or compulsory labor;
- Unlawful discrimination in employment and hiring practices;
- Provision of unsafe working conditions;
- Salary payments (or deductions) that illegally leave the worker below minimum wage;
- Illegal overtime regulations.

Our commitment to human rights is also embedded in our "Responsible Purchase Charter" available here: [Responsible Purchasing Charter FY22.pdf \(esi-group.com\)](#)



Working conditions

The Company strives to consider a harmonious work-life balance while considering the different local ways of life.

Health and safety in the workplace

The Company provides and maintains health and safety standards in the workplace of its employees in accordance with the applicable rules. In return, all employees have to do their best in preserving the quality of their working environment.

Alcohol and other substances abuse in the workplace are, as with any health and safety risk, everyone's responsibility. Employees are not permitted to be under the influence of alcohol or any other substances while at work, as it jeopardizes both efficiency and safety by increasing the likelihood of mistakes, errors of judgement and accident proneness.

Promoting an eco-friendly behaviour in the workplace

The Company is increasingly mindful of employee's personal daily impact on the environment. In alignment with ESI values, it appears as essential to bring an eco-friendly attitude to the workplace. Watch our [video](#) promoting an eco-friendly behaviour in the workplace.

Practical example

Q: I have noticed an un-insulated wiring that may expose my colleagues to some power lines, and I think this may represent a high risk of electrical accidents. What can I do?

A: In this situation, and any other ones posing a risk to your health or safety, or that of other employees, should be immediately reported to:

- your line manager, or
- a Health and Safety Officer (if exist), or
- your Human Resources Manager.

In case of emergency, you have the duty to call your local support helplines.

Learning & Development

The Company attaches great importance to Learning & Development. L&D is a key factor in skills and personal development and furthering the career of each employee. That is why the Company strives to offer its employees an ever-greater range of learning & development options.

Individual performance appraisals take place every year. During these appraisals, the opportunity is given to discuss, between employees and managers, on the employee's contribution and performance. Moreover, these meetings are an opportunity to set out the competencies required for the current position and future career progression and discuss the needs and aspirations of employees.

In addition to these annual guided and formalized conversations, the Company highly encourages all employees and managers to use, all along, the given occasions to ask and to offer feedback for improving performance, and to use daily job tasks as opportunities of continuous learning.

Freedom of expression and social dialogue

Wherever the Company operates, ESI respects the principles of freedom of association and social dialogue, in both individual and collective form. The Company also respects the role and the responsibilities of the unions, the freedom of association and the effective recognition of the right to collective bargaining, in accordance with local provisions.



Discrimination, harassment and bullying

The Company's employees are required to comply with all laws and regulations prohibiting discrimination on the basis of age, race, gender, ethnic origin, nationality, religion, health, disability, marital status, sexual orientation, political or philosophical opinions, trade union affiliation, or other considerations protected by locally applicable legislation.

Also, harassment and bullying at workplace are unacceptable behaviors. Harassment is usually seen as acts or verbal comments that could "mentally" hurt or isolate a person in the workplace. Sometimes, harassment can involve unwelcome and/or inappropriate physical contact as well. It usually involves repeated incidents or a pattern of behavior that is intended to intimidate, offend, degrade or humiliate a particular person or group of people. It may also be described as the assertion of power through aggression.

The Company does not tolerate any form of sexual, moral or physical harassment, coercion or persecution.

The Company ensure that no adverse action will be undertaken against employees making such a report in good faith.

Practical example

Q: During the last few weeks, I have been subject to many derogatory jokes, racial slurs, personal insults, and expressions of disgust and intolerance toward my race, by one of my superiors. I am afraid of getting an adverse action and couldn't do anything about it. What should I do?

A: If you witness such abuses at workplace you should inform:

- your line manager, or
- your Human Resources Manager, or
- the Work Council or staff representative (if applicable) or
- The Ethics Committee
- any other relevant person

Professional conduct

To ensure the Company's long-term success, each one of us is individually responsible for acting professionally and ethically.

Use of the Company's assets

Using the Company's assets for illegal or unlawful purposes is strictly prohibited.

All ESI employees agree to preserve the Company's tangible and intangible assets. Any misappropriation, improper use, or waste of the Company's resources has a negative impact on its performance:

- tangible assets mainly include working tools, systems and equipment, documents and various facilities;
- Intangible assets are the Company's "non-physical" assets: information, knowledge, intellectual property rights, etc.

Employees are not allowed to use the Company's equipment or facilities for personal purposes. However, limited and isolated use may be tolerated if it does not disrupt the Company's operations and is not excessive or in breach of the Company's safety rules.

Any use of products, services and solutions for purposes other than those for which they are intended, which may lead to a breach of applicable local regulations, directives or international treaties is formally prohibited by the Company, and anyone involved in such improper use may be held liable.

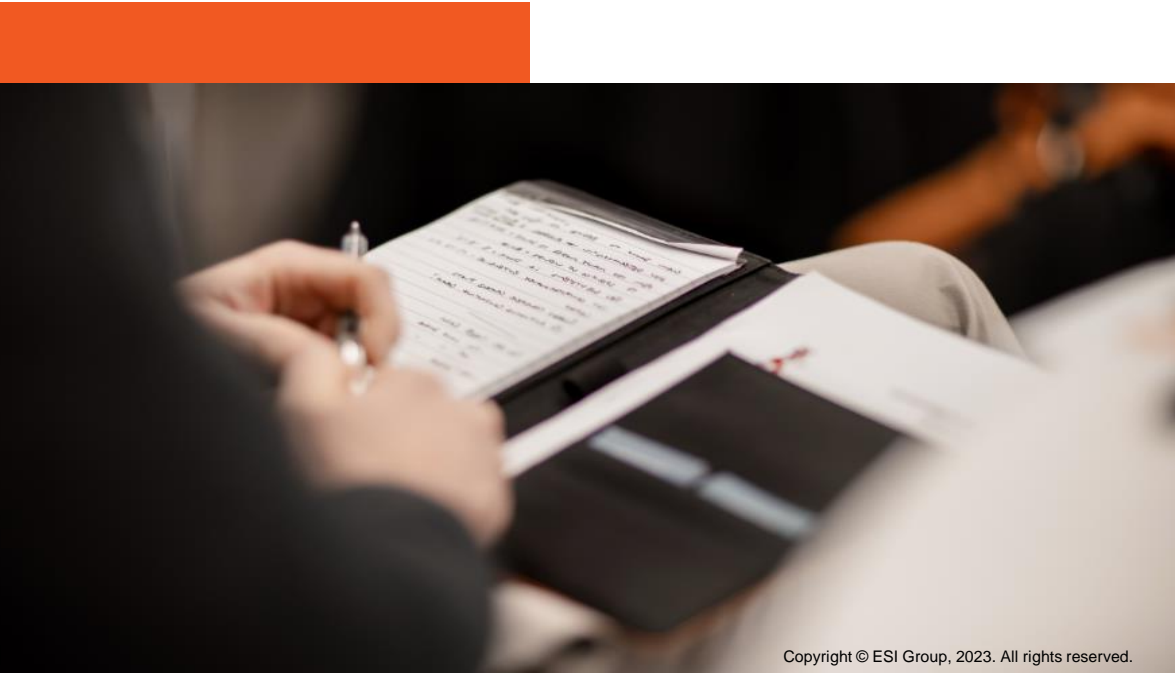
In general, purchases on behalf of the Company should not be made without a purchase order signed by the authorized person in accordance with ESI delegations of authorities rules.



Respect of third parties' rights

Third parties' intellectual property

The Company respects the intellectual property of third parties, particularly copyright on the software used for its own purposes or marketed by the Company in the countries in which it operates.



Practical example

Q: I have recently joined the company and would like to download a software that I need for my work. I found it for free on an online blog, but I think that I do not have the right to download it, right?

A: Indeed, you should not download it! We do not make and do not authorize our employees and customers to use unauthorized software or to copy software beyond what is allowed by law. For assistance, you will need to get in touch with:

- your line manager, or
- the IT Department, or
- the Legal Department.

The Company ensures that the rights of intellectual property owners are respected and that all internal users of software are informed of the rules governing the use of the software installed on the Company's hardware. Thus, employees do not have to check the origin of software made available to them by the Company. In case of doubt, employees must ask the IT Department for guidance.

Confidentiality of the Company's non-public data and documents

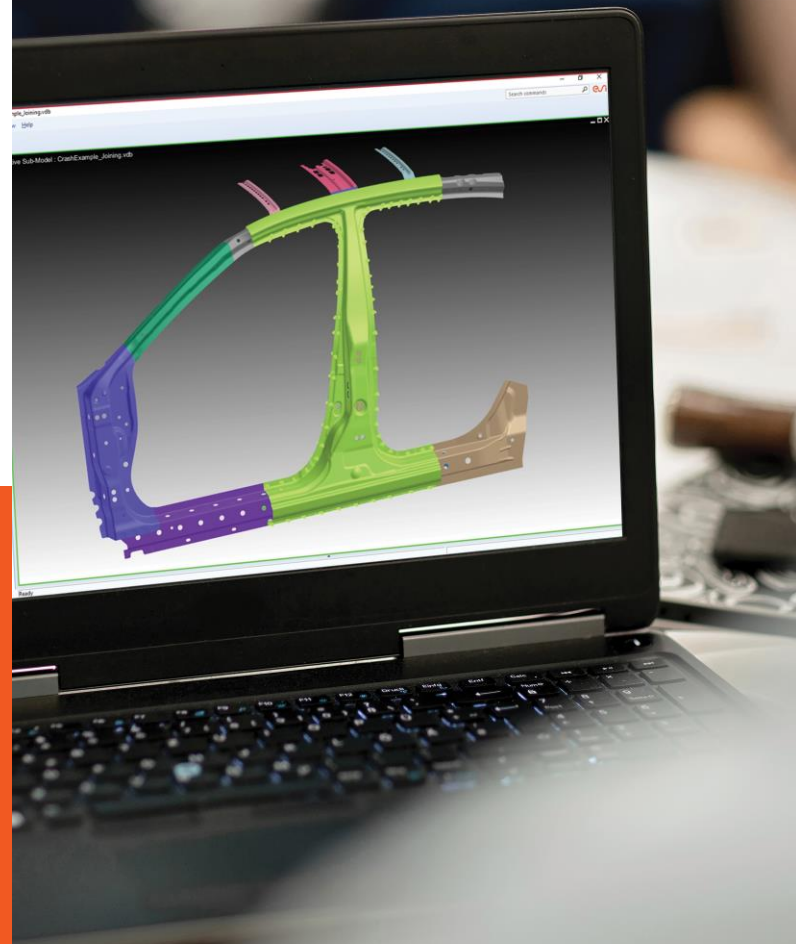
Confidential information refers to information regarding the existence, terms and conditions of business or strategic projects and agreements, supplier or customer lists, the Company's financial data, human resources and personal data and any other sensitive data, such as data relating to the revenue of production units, intellectual property rights not intended for publication, technologies, software or hardware used in the normal course of business.

Employees must always consider all technical data and any other technical information coming from a customer or a partner, secret. Because of non-disclosure agreements (NDAs), employees may only share such information with others that have to know within their company or within the Group.

As for commercial information (name of client, ESI Products), the internal use is permitted unless a particular client imposes secret. An authorization should then be asked for external communication.

Employees who are not sure whether they may properly communicate on information must seek guidance from their manager and the legal department in case of doubt.

Employees whose contract of employment is coming to an end or those who no longer have an employment contract with the Company have a responsibility of confidentiality. Beyond the employment contract, case law imposes a duty of loyalty and secrecy which remains after termination of the employment contract, without prejudice to obligations imposed by the employment contract itself which may impose to keep the information secret as long as it is not freely available to the public.



Data protection

Protection of personal data

The Company and each of its employees are required to comply with laws and regulations on personal data protection concerning employees, job applicants and business partners (customers and suppliers). Personal data is information that can be used to identify an individual or can be associated with an identifiable individual (person's name, address, telephone number, government identification number, or other identifier...).

Therefore, the Company implements all the technical and organizational measures that ESI deems appropriate in order to guarantee the security and confidentiality of personal data. Moreover, each employee must keep their own personal data confidential, and collect, process, use, disclose, or store personal data only if you have a legitimate business purpose for doing so, and any necessary notices have been provided to the relevant individuals.

The Company's business will thrive if our customers, employees, suppliers, and regulators trust us to be a responsible steward of personal data.

Practical example

Q: My brother is starting a new business and asked me for some contact information from our customer database, to build his network. Can I help him by providing some names, e-mails and phone numbers?

A: No, you are not allowed to use or reveal Company's data, or data from partners or customers which are communicated to the Company under non-disclosure or secrecy obligations, to any other person, throughout your employment at the Company or after leaving the Company. This provision applies irrespective of the origin of such information or the means by which it was obtained.

Any breach of this rule may result in legal action being taken pursuant to the applicable employment law, civil law or criminal law provisions.

Need more assistance? Please reach out to ESI data protection team: dataprotection@esi-group.com.

Insider Dealing

ESI Group is a listed company on the French Paris Stock Market. In the normal course of business, some employees may have access to confidential information considered as inside information.

Inside Information, as defined by law, is any information of a precise nature that has not been made public, relating directly or indirectly to the Company and which, if it were made public, would be likely to have a significant effect on the Company's share price. As an insider, you may not engage in the following conduct as long as the inside information has not been made public:

- Personally, buy or sell the Company's shares if the decision is based on Inside Information; obtained through in your role within the Company;
- Recommend to another person to buy or sell the Company's shares if the recommendation is based on Inside Information;
- Disclose any such Inside Information, including accidentally, other than in the normal exercise of your profession duties, to another person who is not entitled to receive such information. It includes:
- any other ESI employees;
 - any persons outside the Company, such as close relations, family, friends and business acquaintances.

This Inside Information may include yet unpublished financial results, income forecast, acquisitions or sales planned by the Company, the conclusion or termination of major contracts, surveys, research and development conducted by the Company, etc.

Insider dealings are criminal offences and employees that commit such an offence may therefore be subject to disciplinary measures and have their employment contract terminated.

The French financial market authority (*Autorité des Marchés Financiers - AMF*) also sanctions the individuals and companies for breach of Stock Market regulations with imprisonment and systematically with severe fines.

Practical example

Q: I have been told that ESI Group is about to acquire another company. I got the idea of buying ESI shares since the value is likely to increase once the deal is announced to the public. However, I do not think that I have the right to do such a purchase as an employee of the Company.

A: You got it right! In this case, as an ESI employee, you are most likely considered as an "insider". You cannot buy or sale stock until the deal has been closed and made public and within the authorized periods (excluding the black-out periods).

For assistance or advice regarding these topics, please contact:

- your line manager, or
- the Corporate Communication Department, or
- the Legal Department.

For further information on insider dealing, please refer to the "Rules related to trading prohibitions and restrictions on communication" (G.LE.21.0002-A)

Relations with the media and the financial community

The Company communicates actively to strengthen its image among its customers, opinion leaders, analysts, and investors. As the Company is listed on the stock exchange market, any communication with the media, analysts, or investors may affect its image and/or its reputation. Such communications must therefore be carefully examined and monitored. The Corporate Communication department is responsible for media relations.

This communication strengthening the Company's image is also channeled through Social Media. As for "traditional" media, all communications made must be examined and monitored. The Digital Marketing department oversees this. Also, and as Social Media can be used by everyone, official information must be published on official Company's accounts and by the authorized teams. All employees statement on Social Media must relay the status that "All views are their own".

The persons responsible for financial communication are responsible for all financial communications intended for analysts and investors. Any request from an analyst or an investor for information about the Company must be forwarded to this department to manage it.

Finally, employees other than the representatives appointed by General Management are not authorized to make statements to the media about the Company, its activities or employees, even when such statements are presented as reflecting the personal opinions of the author.

Practical example

Q: Further to the release of our financial report, an announcement has been shared on LinkedIn. Two users have commented the post, asking for more details about a specific figure in that report. I think that I have the information and would like to answer. Is that okay?

A: No, you cannot answer these comments. Any statements or answers to questions/comments on the media platforms must be coordinated and channeled throughout the Corporate Communication department. This also applies to the provision of images: simulation images, employee pictures, offices, etc.

For assistance or advice regarding these topics you can contact:

- the Digital Marketing Department, or
- the Corporate Communication Department.

Business ethics

A woman with dark hair, wearing a white button-down shirt and blue jeans, is gesturing with her hands while speaking. She is holding a blue and green marker. In the background, a man in a light blue shirt is partially visible, also gesturing. They appear to be in a meeting or presentation setting with whiteboards.

The laws governing our activities enable the Company to develop and foster our long-term growth. That is why we must comply with them.

Conflict of interest

Conflicts of interest distort judgement. A conflict of interests exists when the personal interests of an employee are at odds with the Company's interests within the context of a professional commitment.

Conflicts of interest arise when an employee would have private interests in the relationship with a competitor, customer or supplier of the Company during the negotiation or execution of a contract or the performance of a mission for a Company entity. It is also considered as a conflict of interest when advances, loans, guarantees or services are directly or indirectly received with a view to influencing the Company's decision.

Employees must conduct themselves with honesty, fairness, dignity and integrity and should avoid any conflict between private and business interests. They should take care that they conduct themselves in their private life in a manner that does not bring the Company into disrepute. Employees must also ensure that the Company's partners have ethical concerns which are shared by the Company.

During the course of their work within ESI, employees must refrain from integrating a job position for a supplier, customer or competitor and should not be involved, without the prior approval, in any outside work that may adversely affect their performance or judgement.

Practical example

Q: My sister has been recruited as Sales Director of one of our main customers. Even though we do not speak business and I am not willing to share with her any decisions or information related to our Company, I have informed my manager about this relationship. Is it the right thing to do?

A: Yes, you did well by disclosing this relationship to your manager, as it may appear as a conflict of interest. Each employee must prevent conflicts of interest by avoiding any direct or indirect financial relationship with a competitor, customer or supplier of the Company outside their professional activities within the Company.

To avoid any problems, this kind of relationship should be indeed disclosed to:

- your line Manager, or
- your Human Resources Manager.



Relations with our business partners

Relations with customers

The Company strives to establish transparent and loyal business dealings and to deal honestly and fairly with all customers, no matter the size of their company. The Company is committed to providing quality products and services to its customers which meet their needs.

The Company is committed to providing accurate information on its products and services in its advertisements, public statements and offers to customers. All employees who negotiate contracts must ensure that all statements, communications and presentations to customers are accurate and reliable.

Confidential, sensitive or private information about customers have not, under any circumstances, to be disclosed to other parties by any employee, unless said disclosure is required or authorized as part of a project or contract or for legal means, in accordance with the principles included in the non-disclosure agreements.

Relations with suppliers and subcontractors

Purchasing decisions are made based on an objective assessment of the reliability and integrity of the supplier or subcontractor, as well as the overall appeal of their offer in relation to short- and long-term aims and considerations. In order to protect the Company's interests, goods and services are purchased based on price, quality, performance, delivery, and suitability criteria. The Company takes care not to create a situation of dependence with suppliers and subcontractors.

The Company requires its suppliers and subcontractors to strictly comply with all legal provisions relating to their activities and their professional environment.

With the aim of increasing its performance, the Company is implementing, for activities that may have an eventual impact on the Company, a due diligence to diminish its exposure and ensure a tighter monitoring of its activities.





Fight against non-compliant behaviours

Corruption, facilitation payments and influence peddling

Corruption is any behaviour whereby a person (whether a public official or a private individual) proposes, requests or accepts, directly or through an intermediary, any donation, offer or promise, gift or benefit in return for performing, delaying or failing to perform an act which directly or indirectly falls within his/her duties in order to obtain or maintain a commercial or financial advantage or to influence a decision.

Facilitation payments are unofficial payments (as opposed to legitimate and official fees and taxes) that are paid to facilitate or expedite any administrative formalities such as applications for permits, visas or customs clearances.

Influence-peddling refers to a person monetizing his/her position or influence, whether real or supposed, in order to influence a decision which is to be made by a third party. It involves three participants: the beneficiary (the one who provides benefits or gifts), the intermediary (the one who uses the influence they enjoy by virtue of his/her position) and the target person who has the decision-making power (a government authority or agency, a judge or prosecutor, an expert etc.).

The Company strictly prohibits any form of corruption in its relations with its business and institutional partners and with the administration. No financial or in-kind gratuities may be given with a view to obtaining an advantage, nor may such gratification be received to benefit a company or person.

Therefore, it is prohibited to offer or accept gifts with a value exceeding the amounts imposed by law or internal policies. It is further prohibited to accept and/or pay bribes or other gratifications, or to grant undue benefits, whether directly or via an intermediary, to a public agent and/or a private person in any country with a view to obtaining favorable treatment or influencing the outcome of a negotiation which involves the Company. Such practices are illegal. If an employee makes facilitation payments or influence-peddling in the course of their professional activities, they are likely to be subject to criminal penalties and their contract of employment will be terminated.

In case of doubt on the acceptance or the offer of a gift, the employee should consult their manager and clarify whether such action is appropriate.

Pursuant to applicable international rules on corruption, the Company is prohibited from directly or indirectly receiving or giving, promising or soliciting facilitation payments and influence-peddling or other undue benefits with a view to granting, obtaining or maintaining a contract or any other advantage, whether or not the local laws permit it.

A specific attention shall be brought to third parties like : consultants, subcontractors, franchisees, sales agents, resellers, customs brokers, accounting or law firms, or companies that provide assistance with obtaining visas, permits, or inspection certificates, and joint venture partners.

A written contract (reviewed by the Legal Department) must be entered into in accordance with internal procedures and policies and signed by the authorized persons. The compensation must not exceed a reasonable amount for the commercial services rendered, and checks have to be made to ensure the services are useful and have indeed been provided.



Gifts and hospitality

Gifts are benefits of any kind given by someone as a token of gratitude or friendship, without any expectation of receiving something in return.

The Company aims to ensure that any business decisions taken by its employees, customers or suppliers are made solely through the proper business channels – fundamentally based on competitiveness, performance and the quality of the products and technologies it offers — and are not driven by any form of personal improper advantage or conflict of interest.

In some cultures, good business relations may sometimes involve the exchange of symbolic gifts and hospitality. Employees must not offer, accept or authorize a family member or relative to accept gifts, money, loans, invitations or any other form of special treatment from anyone involved in business dealings with the Company, if the ultimate goal is to influence business decisions.

Employees may accept or offer, on behalf of the Company, an occasional business meal invitation or an occasional non-pecuniary symbolic gift of low value in which no compensation is expected. Any employee required to offer or accept a gift or invitation of value as a result of protocol, courtesy or other reasons must first inform his hierarchy within 48 hours. If the gift is considered inappropriate, the employee must politely give it back.

Practical example

Q: I received a luxurious pen as a gift from a customer, with an invitation to a lunch to discuss business. Is that fine?

A: No. The gift should be politely returned, with an explanation of our policy. However, offering or being offered meals, accommodation and entertainment (shows, concerts, sporting events, etc.) is considered to be a hospitality.

In any case please inform your manager.

Fraud and money laundering

Fraud and money laundering are the processes disguise illegal origin of money and typically associated with criminality activity.

The Company respects laws on fraud and money laundering and conducts business only with reputable partners.

Each employee has to be vigilant regarding any payments made in order to detect any irregularities, notably with partners whose business conduct may raise suspicion.

The Company ensures that the accounting and tax declarations sent to the authorities are complete and reflect the reality of each subsidiary. The internal control mechanism must be particularly vigilant with regard to the accuracy and veracity of the accounts. It must be particularly vigilant about warnings (false invoicing, market price for equivalent services, etc.).

Patronage, sponsoring

Through patronage or sponsorship, the Company wishes to provide financial or material support to a charitable organization or a social, cultural or sporting entity as a means of communicating and promoting its values.

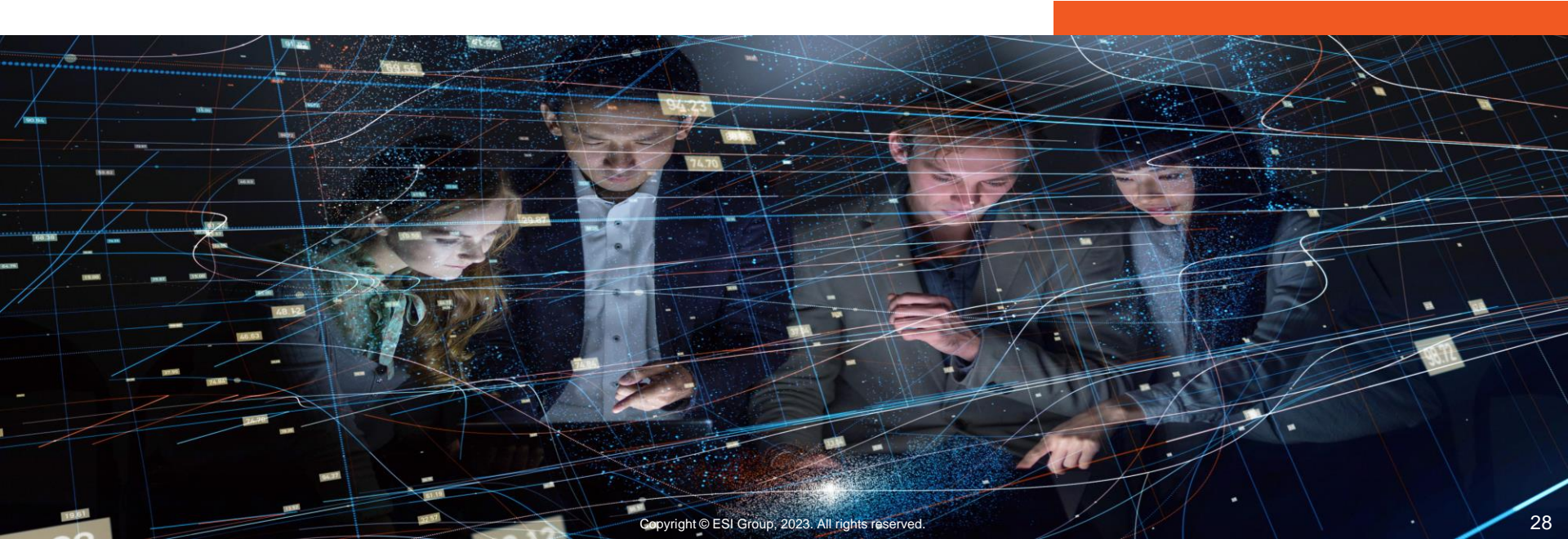
They must be carried out without any seeking specific benefits from the beneficiary other than the promotion of the corporate image.



Lobbying

Lobbying refers to any action carried out by one of the Company's interest representatives, aimed at exercising influence over public authorities or providing them with information, with a view to guiding a political decision. Lobbying practices can give rise to controversy, and at times may challenge public trust.

The Company is politically neutral. When undertaking its business activities, the Company ensures it does not disproportionately advantage any party or political viewpoint.





International Compliance

Compliance with Antitrust laws

The Company respects the principles of fair competition. Competition is necessary for economic efficiency. It is one of the essential conditions of the open and fair economy in which the Company believes.

The Company prohibits any exchange of confidential information and any arrangement – formal or informal – or attempt to enter into arrangements with competitors which seek to fix prices or conditions of sale, to share a market or to boycott a particular market actor, for example in the course of meetings of professional organizations or associations.

Furthermore, the Company refrains from abusing a dominant position or a monopoly and from acquiring or maintaining a dominant position.

Any breach of competition laws is subject to heavy penalties, even criminal sentences for the Company and the employee in question. Employees who receive a communication or notification from a local or supranational antitrust authority must immediately refer it to their line manager or to the Company's Legal Department or to the Ethics Committee.

Compliance with Trade laws

The Company ensures that all software and services provided are compliant with applicable rules related to trade, international sanctions and embargoes.

Whistleblowing procedure

Any individual in the employ of ESI, or any customer, supplier, partner or other third party, who becomes aware of a possible violation of the Ethics Charter, or of a violation of the law by the Company or any of its employees, has an important duty to report it.

While it is natural to have misgivings about raising such a concern, everybody is strongly encouraged to do so, as remaining silent could have serious negative consequences for the Company.

In accordance with the rules applying to the protection of personal information in force in most of the countries in which the company operates and, in particular, within the European Union, any persons identified in connection with a whistle-blowing report, whether as the author or the subject of such a report, may exercise their right to access the data relating to them.

Likewise, anyone may also request the correction or deletion of personal information if it is inaccurate, incomplete, ambiguous or out-of-date.

Reporting a violation of the charter

Please follow this whistleblowing procedure:

- The first contact is the local/regional HR correspondent or the line manager;
- In the case of a conflict of interest involving the HR correspondent or the line manager, please contact the Group's HR corporate directors or the N+2 manager;
- or directly to the Ethics Committee: ethics@esi-group.com

Please note that the use of the professional whistleblowing procedure described in this section is neither mandatory nor exclusive.



Whistleblowing procedure

Confidentiality and anonymity

Employees who, in good faith and without being influenced by personal interest or advantage, that is to say, being sincerely persuaded that their statement is accurate, report a violation or a risk of violation of the Charter to their supervisors or the designated contact person, will be protected from all forms of reprisal.

All inquiries will be handled promptly and discreetly. If you report a possible breach of the Ethics Charter, you have the right to remain anonymous, and confidentiality and/or anonymity will be maintained through the whistleblowing procedure, in accordance with the relevant regulations. However, it is usually easier to conduct a full and fair investigation of your concerns if you identify yourself and those involved.

Furthermore, while a *bona fide* error will not result in any disciplinary action, allegations that are deliberately vexatious or made with malicious intent will be penalized.

More details on Whistleblowing procedure are available on ESI's Internal Compliance Platform.



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