
CODE OF CONDUCT



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Inclusivity Statement: «For the sake of clarity and accessibility, all terms used in this document to refer to individuals should be understood as generic and inclusive terms, encompassing all individuals without distinction of gender.»

Message from the president

A 175-year history built on the quality of our products and the values we stand for. This history began in 1849 with the creation of the JOB brand, followed by the Zig-Zag brand in 1894 and OCB in 1918. Since 1953, we have also been developing optical products under the Optinett, Siclair and Kelnet brands.

Since our creation, our reputation has been built on the quality of our products and the values we uphold. A culture of integrity is a prerequisite for a company with a global reputation like ours. Our responsible and ethical behaviour towards people, the law, society and the environment is a mark of trust for all our customers around the world. Our strength and future success depend on our reputation as an honest and reliable business partner, and everyone has a part to play in maintaining that reputation.

This Code contains a description of our basic ethical principles and sets out how we should conduct ourselves within the Republic Technologies Group. This code is not a substitute for the laws and regulations applicable in the countries where the Group operates, but is intended to promote compliance with them and ensure that they are properly applied.

More than simply recognising rules, this code reflects our values and our personal commitment to taking responsibility for our actions and always behaving with integrity. In this respect, we make the fight against breaches of probity a priority and apply a zero-tolerance principle to acts of corruption and trading in influence.

The Code of Conduct applies to all Group companies and to all employees, whatever their rank, hierarchical status or type of contract. This means that all employees, wherever they may be in the world, must respect the letter and the spirit of our code of conduct.

Similarly, this Code is intended to apply to all our partners.

Thank you for your commitment.

Santiago Sanchez,

President

Introduction

The Republic Technologies group operates in two main sectors: smoking accessories and optical products. The group has a direct presence in France, Spain, Austria, the United Kingdom and Germany through its production and distribution subsidiaries, and operates more widely in around a hundred countries where its customers are present. Notwithstanding this diversity, the group and all its employees adhere to common values and share the principles of behaviour and actions.

The Group aims to meet the expectations of its customers, suppliers, shareholders and employees, in accordance with the following principles of behaviour and action:

- professionalism, to develop the quality of the products and services delivered to its customers;
- team spirit, to undertake, innovate, create and strengthen solidarity and synergies;
- partnership, to foster balanced and transparent relations with its stakeholders;
- a sense of social and environmental responsibility;
- strict compliance with applicable legislation.

Republic Technologies respects the Universal Declaration of Human Rights adopted by the United Nations General Assembly on 10 December 1948, adheres to the values of the Global Compact adopted by the United Nations on 26 July 2000 and to the Sustainable Development Goals, and follows the Guiding Principles on Business and Human Rights approved by the United Nations on 16 June 2011. The Group also recognises the recommendations of the Organisation for Economic Co-operation and Development (OECD) for multinational enterprises.

Republic Technologies respects the international conventions of the International Labour Organisation and is aware of any national or international legislation applicable to it in terms

of preventing and combating corruption and influence peddling. The Group supports and applies the essential principles relating to human rights, labour, the environment and the fight against corruption.

This Code of Conduct sets out the values and ethical principles to which the Group as a whole subscribes and which must be respected by its corporate officers and employees in the performance of their duties.

The purpose of this code is to help identify and understand prohibited behaviour. It is intended to guide the actions of all employees, stakeholders and partners, and to make them aware of the fundamental rules that they must observe in the course of their professional lives, within the limits of their duties and responsibilities, ensuring that these rules are also applied within their team or by the people for whom they are responsible.

The code applies to all employees, corporate officers and directors of the Group, regardless of their position, responsibilities, seniority or the company for which they work. Where necessary, this code will be adapted at the level of the Group's subsidiaries to ensure that it applies to all employees.

It also applies to all their commercial partners, customers, suppliers, associates and subcontractors, who must contractually undertake to comply with it.

This code will be brought to the attention of all current employees, regardless of the entity employing them, and will be communicated to all new employees when they are hired. It is also available on the websites of the various Republic Technologies entities so that everyone can refer to it if necessary.

In practice, each employee or company officer must be personally involved, i.e.:

- know, understand and apply the rules and recommendations set out in the Code of Conduct;
- be familiar with and apply the policies and procedures dedicated to the implementation of the rules it contains (and in particular those referred to in Appendix 1) and which are applicable to his functions or corporate offices within the Group;

- take part in any training courses offered;
- is invited to report any breach as soon as it becomes aware of it.

Because of the diversity of forms that the offences referred to in this code can take, it is not possible to deal with them exhaustively. However, for these situations, it provides general guidelines to which reference should be made. It is therefore up to everyone to read and assimilate this code in order to apply their own judgement and common sense to the various situations that may arise.

However, any decision must be taken in the light of the principles set out in this Code, and the following questions must be asked :

1. Is it legal?
2. Does this comply with the code of conduct and our policies?
3. What is the consequence of my action or inaction?
4. Would I feel comfortable explaining and justifying my decision if it were known within the group or externally?

When the answer to each of these questions is «yes», the decision is probably virtuous. If there are 'no' answers, or if in doubt, it is advisable to contact the direct line manager, the Republic Technologies Group Compliance Manager or, where appropriate, its Compliance representative.

Who to contact if you have any questions about this code of conduct

In the event of difficulty or doubt, everyone is invited to discuss the matter with their direct line manager, the Republic Technologies Group Compliance Officer and, if necessary, their Compliance representative.

It is everyone's responsibility to seek specific advice.

Any employee or stakeholder who suspects or has knowledge of the occurrence of facts or a situation contrary to the provisions of this code of conduct or the law, is invited to make a report via the Republic Technologies whistleblowing channel, accessible 7 days a week, 24 hours a day, at the following link:

<https://rpb-tech.integrityline.fr>

The whistleblowing channel enables whistleblowers to make a report in complete security and confidentiality, and anonymously if necessary.

The Group will not tolerate any form of retaliation or attempted retaliation against any person who makes a report in good faith through the whistleblowing channel set up by the Republic Technologies Group. Violation of this rule may result in disciplinary action up to and including dismissal.

For more information on the collection and processing of alerts issued via the whistleblowing channel, please refer to the whistleblowing policy adopted by the Republic Technologies Group.

Penalties for non-compliance with this code of conduct

It is the personal responsibility of each employee to ensure that his or her actions comply with this Code of Conduct and with all applicable laws and regulations where the Republic Technologies Group operates.

Violation of the provisions of this Code of Conduct and the policies and procedures that implement the rules it contains may result in disciplinary action up to and including dismissal, without prejudice to any damages that may be claimed.

Our values

Driven by strong values, our group is committed to promoting and respecting excellence, quality, team spirit, responsibility and innovation.

Excellence

We strive for perfection and the highest levels of performance in all the activities and tasks the Group undertakes.

Quality

All our products and services meet the highest established standards. We ensure that every aspect of the work is well done, flawless and in line with pre-established requirements and specifications.

Team spirit

We work as a team to achieve a common goal, which fosters communication, collaboration, the sharing of knowledge and resources, as well as supporting and valuing individual contributions.

Responsibility

We take responsibility for our actions, decisions and results. We honour commitments, recognise and accept the consequences of our actions, and are transparent and accountable for our work

Innovation

We seek to experiment, generate new ideas, find creative solutions and push back the boundaries to improve processes and products or services.

These five core values define who we are and apply to all our day-to-day activities.

Our commitments to good conduct and responsible practice

1 RELATIONS WITH OUR EMPLOYEES

The Group is committed to the diversity of its employees, who are a real asset to its success, and promotes a human resources policy that respects the dignity and rights of all individuals. The Group's policy is to recruit, train and promote its staff, in all positions, according to the abilities and aptitudes of each individual.

It undertakes not to discriminate on any grounds such as origin, gender, family situation, disability, sexual orientation, religion or any other personal characteristic.

In addition, the Group prohibits any behaviour that might undermine the dignity of its employees. All employees are required, in their professional relations with other employees, to adopt an attitude consistent with criteria of respect, dignity and fairness, taking into account the different cultural sensitivities of each person and not allowing any form of violence, intimidation, humiliation, harassment, abuse in the workplace or discrimination, in the form of verbal comments, actions or gestures, whether psychological, sexual or involving the abuse of power.

Harassment can lead to disciplinary action and, in many countries, to criminal prosecution.

The Group prohibits child and forced labour.

It is committed to promoting a healthy working environment in which its employees can flourish.

To support its employees' development efforts and combat social exclusion, the Group ensures that their skills are adapted and that they receive the ongoing training they need to carry out their duties and progress. It pays particular attention to the integration and career development of disabled people.

Finally, the Group is committed to protecting the health and safety of its employees. It is therefore committed to promoting and maintaining healthy and safe working conditions.

Employees are invited to join the Group's efforts to this end. Each employee must therefore understand and apply the health, safety and security rules specific to his or her job and report any dangerous or worrying situation to his or her line manager.

2 THE SAFETY AND QUALITY OF OUR PRODUCTS AND SERVICES

The safety and quality of our products and services have always been of paramount importance to the Group.

To meet its high standards, the Group imposes very strict production and quality standards, and ensures that its products and services comply with all applicable legal, regulatory and commercial requirements.

It ensures that the highest standards of hygiene, safety and quality control are applied at every stage, from product design to production and distribution. Employees are encouraged to alert their superiors as soon as the first signs of a problem appear, whether in the development, production or distribution of products or services.

TO DO

- ✓ Comply with all established processes and regulations to ensure quality and safety.
- ✓ Be aware of the contribution to product safety and quality in everyday work.

DO NOT

- ✗ Remain silent in the face of a safety problem.
- ✗ Take decisions that could compromise product quality and the safety of goods and people.

3 FIGHTING CORRUPTION

The expression of Republic Technologies' values of integrity commits it to act in strict compliance with laws and regulations and therefore to fight against any manifestation of breaches of probity. As well as affecting our ethical culture, breaches of integrity can have serious consequences for the development and operation of our Group.

One of the keys to preventing and detecting breaches of honesty is to be aware of the main risk situations. This is why it is essential that everyone working for or representing the Group is familiar with this code of conduct.

The main breaches of probity are **corruption** and **influence peddling**.

Corruption and influence peddling are criminal offences that carry severe penalties, both for companies and for those involved, even indirectly.

Republic Technologies has implemented strict measures to prevent and detect these reprehensible acts, in accordance with Article 17 of French Law 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life (known as the «Sapin 2» law). This law, which has an extraterritorial scope, consequently applies to all Group entities, regardless of the countries in which they are established.

Within the Group, there is zero tolerance of such offences, which may result in disciplinary action, including dismissal, as well as prosecution in the civil and criminal courts.

3.1. Corruption

Corruption refers to any behaviour by which a person (public official or private individual) solicits or accepts, directly or through an intermediary, offers, promises, gifts or benefits of any kind for himself or for another person, in order to perform or refrain from performing an act related to his activity or function, or facilitated by his activity or function, in breach of his legal, contractual or professional obligations.

The advantage offered or solicited in the act of bribery can obviously be a sum of money, but it can also take many forms (discounts, gifts, invitations, services rendered, sponsorship, etc.). A simple promise or offer to provide an undue advantage is sufficient to constitute bribery.

Republic Technologies prohibits such behaviour in all its forms.

In practice, there are two forms of corruption:

- **active bribery**, which occurs when the briber offers an undue advantage
- **passive bribery**, which occurs when the undue advantage is requested or claimed by the bribe-taker.

Active bribery and passive bribery are punishable independently of each other

Bribery can be **direct** or **indirect**, for example when the advantage is offered via an intermediary, or when the beneficiary of the bribery is not directly involved in the fraudulent act (e.g. a relative or friend).

Finally, the mere attempt to commit an act of corruption is punishable by the same penalties as bribery.

To do

- ✓ Act with professionalism and transparency
- ✓ Act with integrity and respect the laws in force as well as the internal anti-corruption policies of the Republic Technologies group;
- ✓ Inform your line manager or the Compliance Officer if a customer, supplier or any other third party offers or solicits improper benefits
- ✓ If in doubt, ask your line manager or the compliance officer.
- ✓ Report acts of corruption that have been identified or of which you are aware

DO NOT

- ✘ Offer or solicit an advantage that would lead to corruption, regardless of the motivation.
- ✘ Accept an advantage that could lead to corruption
- ✘ Try to manage a risky situation on your own, without seeking the support of your hierarchy or the compliance officer.
- ✘ Attempt to conceal an act of corruption in the belief that it will protect oneself, another person or the Republic Technologies group.

ETHICAL OR UNETHICAL?

Examples

In order to be able to introduce the Republic Technologies group’s products to the market of a Latin American country dominated by a distributor, the sales representative, when negotiating the contract with the latter, offered him an additional discount in return for concluding the contract. Is this an authorised practice?

No, this is an act of active bribery, prohibited by law and the Republic Technologies group.

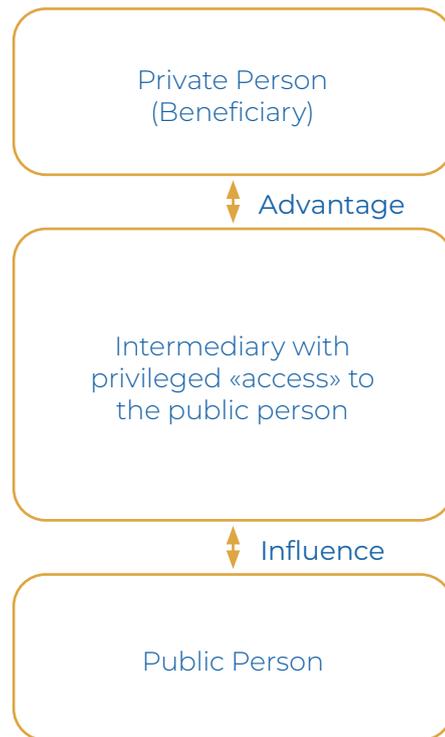
During negotiations for an important contract, an employee of the Republic Technologies group was approached by the head of negotiations for the other party. The latter promises the Republic Technologies Group employee a substantial commission in exchange for obtaining favourable terms for the contract under negotiation. Can the Republic Technologies employee accept this proposal?

No, beyond the disloyalty that this type of behaviour constitutes, it is an act of passive corruption. This practice is prohibited by law and by the Republic Technologies Group.

3.2. Influence peddling

Influence peddling occurs when a person receives or solicits advantages with the aim of using their influence (real or supposed) to obtain a favourable decision (distinctions, jobs, contracts, etc.) **from a public official.**

What is the difference between influence peddling and bribery? Influence peddling necessarily involves the intervention of an intermediary between the beneficiary and the public authority (see diagram below).



Any act of influence peddling or that could be assimilated to influence peddling is forbidden by the Republic Technologies Group.

As with bribery, the advantage offered or solicited can take many forms (money, discounts, gifts, invitations, services rendered, sponsorship, etc.).

As with bribery, influence peddling can be active or passive:

- it is **active** when a person offers an advantage to an intermediary in order to exert influence
- it is **passive**, when it is the intermediary who solicits the benefit in order to exert his influence.

To do

- ✓ Act with professionalism and transparency.
- ✓ To act with integrity and respect the laws in force as well as the internal anti-corruption policies of the Republic Technologies group.
- ✓ Increase vigilance when a public official or intermediary is involved in a transaction.
- ✓ Inform your line manager or the Compliance Officer if a customer, supplier or any other third party offers or solicits improper benefits.
- ✓ If in doubt, ask your line manager or the compliance officer.
- ✓ Report acts of influence peddling that have been identified or of which you are aware.

Do not

- ✗ Offer an advantage to an intermediary so that he uses his influence to obtain an undue advantage (e.g. favourable decision, administrative authorisation, etc.).
- ✗ Accept a solicitation from an intermediary who offers to use his influence to obtain an undue advantage (e.g. favourable decision, administrative authorisation, etc.).
- ✗ Accept an advantage in order to act as an intermediary and use one's influence on behalf of a third party.
- ✗ Try to manage a risky situation on your own, without asking your compliance officer for support.
- ✗ Attempt to conceal an act of influence peddling in the belief that you are protecting yourself, another person or the Republic Technologies group.

ETHICAL OR UNETHICAL?

Examples

A relative of a Member of Parliament (MP) asks the Republic Technologies group's staff member to grant him a benefit in return for using his influence with the MP to support a change in the regulations on tobacco accessories. Is it possible to accept the offer from the MP's relative?

No, this is passive influence peddling. This practice is prohibited by the Republic Technologies group.

In order to carry out a project, the Republic Technologies group applied for public subsidies. An employee of the Republic Technologies group proposed to a member of the committee awarding the grants that he pays all his travel and catering expenses in exchange for a one-sided presentation of the project to the other members of the jury. Is this behaviour authorised?

No, this is an act of active influence peddling, a practice prohibited by the Republic Technologies group.

3.3. Risk situations

Certain situations are conducive to breaches of probity. These situations are not all illegal, but because of the high risk they entail, it is important to be able to identify them and to spot when one of these situations constitutes an act of corruption or influence peddling.

The Group has put in place a number of measures to prevent breaches of probity. It is therefore in everyone's interest for all employees to be aware of these measures and to apply them.

The following situations, which are not exhaustive, illustrate the riskiest situations that employees may encounter in the course of their work, and the behaviour they should adopt.

3.3.1. Conflicts of interest

Group employees must demonstrate loyalty. In this respect, they must ensure that they do not directly or indirectly engage in activities that would place them in a conflict of interest.

A conflict of interest exists when an employee, regardless of his or her hierarchical level, has a private interest of such a nature as to interfere with and influence his or her decisions and the objective, independent and impartial performance of his or her duties within the Republic Technologies Group.

The interest in question may be of different kinds (personal, family, social, financial, political, commercial, etc.). The conflict of interest exists even if it has not materialised (e.g. by the making of a decision) and is only potential, such as the existence of a family relationship with one's hierarchical superior.

For example, the following situations may constitute forms of conflict of interest:

- engage in any activity that conflicts with the business interests of the Republic Technologies Group, or **work with a current or potential competitor, supplier or customer of the Republic Technologies Group**;
- enter into any personal, financial, commercial or other relationship with current or potential suppliers, contractors, competitors or customers of the Republic Technologies Group;
- enter into a **contract** with a company managed or owned by a **family member** or partner;
- obtain an **interest** or a right in a property or business which the Group may have an interest in purchasing, which is seeking to do business with the Republic Technologies Group or which already has a business relationship with a Group company;
- exploit for personal gain a **business opportunity presented to the Republic Technologies group**.

Employees throughout the Group are required not only to refrain from placing themselves in a situation of conflict of interest, but also to declare any actual, potential or perceived conflicts of interest.

In this respect, and in order to help its employees adopt the right reflexes in terms of conflicts of interest, the Republic Technologies Group has adopted a **«Conflict of Interest Declaration Policy»**. This policy describes the rules applicable to the declaration and handling of actual or potential conflicts of interest.

3.3.2. Accounting, financial reporting and documentation

Financial, accounting and administrative traceability must be accurate in order to ensure that it is legitimate and does not appear to conceal acts of dishonesty.

Therefore, in accordance with local tax and accounting laws and Group standards, all payments, receipts and other transactions must be immediately, accurately and completely recorded in the appropriate books and records. All commercial and financial transactions must also be properly supported and detailed by sufficient documentation to determine their nature and business purpose.

Employees ensure that no false or unfounded entries are made in the books and registers of Group companies

All commercial transactions with third parties must be formalised in written agreements or contracts. As a general rule, all oral contracts, gentlemen's agreements, etc. should be avoided. All transactions with third parties must be carried out on acceptable commercial terms.

It is strictly forbidden for any employee to record false, incomplete or misleading entries or documents in order to cover up breaches of probity or other offences.

Republic Technologies Group employees are required to act within their level of authority and are not authorised to make promises, commitments or assurances that are not within their competence.

All employees who sign an agreement as part of their duties within the Republic Technologies Group must ensure that the service provided by the commercial partner is genuine.

TO DO

- ✓ Formalise agreements and contracts in writing.
- ✓ Respect internal procedures.
- ✓ Record accounting and financial entries accurately and completely.
- ✓ Ensure that you have the necessary documents, information and authorisations before entering into a transaction.

Do not

- ✗ Record false, erroneous or incomplete accounting and financial entries.
- ✗ Postpone accounting and financial entries
- ✗ Commit a company of the Republic Technologies group to an agreement which does not fall within its own remit.

ETHICAL OR UNETHICAL?

Examples

A communications agency that works for the Republic Technologies group, in agreement with one of its employees, overcharges the Republic Technologies group for its services in return for a kickback or undue benefits to this employee. Is it possible to accept this proposal?

No, this behaviour is prohibited.

Your line manager is putting a lot of pressure on you to conclude a contract in a very short space of time. However, you discover that not all the necessary internal documents and authorisations have been obtained, which leads you to believe that the deal has not been approved. What should you do?

You must refrain from entering into the contract and refer the matter to the Compliance Officer

You need a raw materials supplier to deliver an order urgently, but your usual supplier is unable to do so. You turn to a new partner who can meet your deadlines. The new partner demands payment in advance and explains that, given the lead time, it is not necessary to formalise the agreement and that this can be done after the service has been provided. How should you behave?

You should refuse the business partner's proposal and refer the matter to your superiors, as the urgency of the situation does not justify bypassing the signing of a written agreement. What's more, there is a potential risk that, following payment, the service will never be provided.

3.3.3. Gifts and invitations

Gifts and invitations are common practice in business life, yet they represent a major risk of corruption if they are not handled correctly.

Gifts can be considered to be any tangible or intangible good given to show gratitude (watch, electronic products, loan of premises, etc.).

Invitations are offers to attend events and entertainment or to cover certain expenses (meals, tickets to shows, travel costs, etc.).

The proposal or acceptance of gifts or invitations with a view to obtaining favourable treatment, an undue advantage or influencing a decision, thereby creating a feeling of

obligation, is prohibited by the Republic Technologies Group. It is therefore essential that the exchange of gifts and invitations be carried out prudently and in compliance with the applicable regulations and this code of conduct.

In addition, in order to help its employees adopt the right reflexes when it comes to gifts and invitations, the Republic Technologies Group has adopted a **«Gifts and Invitations Policy»**. This policy describes the rules and prohibitions applicable to gifts and invitations received or offered in a professional context.

3.3.4. Relations with third parties

The Republic Technologies Group takes care to exercise the utmost vigilance in its business relations with all its partners (i.e. its customers, distributors, suppliers, subcontractors, service providers, intermediaries, etc.).

Its relationships are based on the principles of impartiality, fairness and loyalty, while respecting the independence and identity of its partners.

It selects its suppliers, service providers and subcontractors by applying a rigorous selection process. It sets objective selection criteria, based in particular on price and quality of services, but also on their performance, reliability and integrity.

The Group ensures that its expectations in terms of ethics and integrity are clearly understood and respected by all its third parties, regardless of the country in which they are located. In addition, third parties must have taken the appropriate measures to comply with tax and social legislation, in particular those aimed at combating undeclared or illegal work.

Similarly, the use of distributors is necessary for the development of our commercial relations. However, they can also represent a significant risk for the Republic Technologies Group. In fact, in the course of their activities, intermediaries may be implicated in or at the origin of breaches of probity.

Actions taken by distributors may have legal and reputational consequences for the Republic Technologies group.

In order to limit the occurrence of such a risk, the choice of distributors must be made in accordance with the policies of the Republic Technologies group.

More generally, the Republic Technologies group ensures that it checks the integrity of all its partners before formalising or renewing a commercial relationship.

When carrying out these checks, you should be aware of any factors likely to give rise to a risk of breach of probity (bad reputation, lack of transparency, lack of technical competence, absence of competitive tendering, conflict of interest, high remuneration, price outside the market, proximity to public bodies, unequal treatment, etc.) and adopt a cautious attitude.

In this sense, no contract should be concluded until all the elements detected have been clarified.

To this end, and in order to assist its employees in their relations with third parties, the Republic Technologies Group has adopted a **«Procedure for evaluating third parties»**. This policy describes the specific rules to be followed when assessing the integrity of third parties

3.3.5. Interactions with the authorities and public officials

Interactions with public officials can give rise to specific risks in terms of breaches of probity. Because of their role, public officials are more exposed and are often subject to special rules, particularly in the context of their internal regulations. .

As a result, **interactions that might be acceptable between business partners (invitations to lunch, low-value gifts) are not acceptable in a relationship with a public official.**

As a reminder, a public official is a person in the service of a public administration, entrusted with a public service mission or elected to a public office (civil servant, member or agent of the government, member of an international organisation, member of a company entrusted with a public service mission, member of a political party, candidate in an election or elected in office member of a royal family, etc.).

Particular care must therefore be taken when dealing with public officials:

- Republic Technologies employees must always be honest and transparent in their dealings with public decision-makers (e.g. members of government, members of local, departmental or regional authorities);

- when dealing with such persons, they must be aware of and comply with the applicable laws and regulations;
- In addition, the funds, goods or services of the Republic Technologies group must never be used to support a candidate for political office or a political party anywhere in the world;
- public officials may ask to visit Republic Technologies' sites in order to gain a better understanding of our products and production techniques; however, such visits must not be authorised in the 15 days preceding an election in which the person in question is a candidate.

To do

- ✓ Check the qualification of the term «public official» according to the country in which the Republic Technologies group operates.
- ✓ Redouble vigilance in dealings with public officials.
- ✓ Be transparent in dealings with public officials.
- ✓ Be vigilant in your dealings with public officials and those close to them or companies under their control.

Do not

- ✗ Offer gifts or invitations to public officials.
- ✗ Supply Republic Technologies products for political purposes.

ETHICAL OR UNETHICAL?

Examples

You are in charge of setting up a new plant. Administrative authorisation is required to install the plant. For the festive season, a member of your team offers to give a gift of reasonable value to the public official who has the power to issue the authorisation. Is it possible to give this gift?

No, no gifts of any value should be given to public officials. All the more so as, given the request for authorisation, such gifts could easily be construed as corruption. This behaviour is prohibited by the Republic Technologies group.

A Republic Technologies site was being inspected by a public authority responsible for ensuring compliance with safety conditions in the workplace. A member of the human resources department, fearing a negative report, wants to invite the public official responsible for the inspection to lunch at a very good restaurant to make a «good impression». Is it possible to extend this invitation

Inviting public employees to a meal, in this type of restaurant and in this context, is behaviour prohibited by the Republic Technologies group.

One of your team members supports a political party. He is seeking your authorisation to use a Republic Technologies meeting room to film his candidate's campaign video. Can you give your permission?

No, it should be refused, because providing authorisation would be tantamount to placing the assets of the Republic Technologies group at the service of a political party.

3.3.6. Facilitation payments

Facilitation payments are unofficial payments, often small amounts, made to civil servants or public officials to guarantee, speed up or facilitate routine administrative formalities (customs formalities, providing a licence, obtaining a visa, etc.).

Facilitation payments are tantamount to corruption and are therefore prohibited by the Republic Technologies Group, regardless of the country in which they are made.

ETHICAL OR UNETHICAL?

Examples

An important and urgent order is sent to a foreign country. However, the order is held up at customs because the administrative documents relating to the shipment are incomplete. When you speak to the customs officer, he tells you that the order could be held up for several weeks. However, he says that if you pay him the sum of €400, he could release the order in three days. Should you accept the customs officer's offer?

No, this is a facilitation payment prohibited by the Republic Technologies group. In this situation, you should wait until the situation is officially resolved. You must alert your hierarchy of the situation.

You are in charge of building a new factory. The work has been delayed for various reasons. You now need to obtain administrative authorisation before the plant can be opened and started up. When you speak to the public official in charge of issuing permits, he tells you that his team has a lot of work to do, but that in exchange for a small sum of money, he could give your application priority. Should you accept the public official's offer?

No, this is a facilitation payment prohibited by the Republic Technologies group. You should alert your hierarchy of the situation.

3.3.7. Lobbying or interest representation

Lobbying refers to all activities carried out by individuals or groups with the aim of influencing the decisions of public authorities, legislators and other political decision-makers in various fields. Lobbying, when carried out in a transparent and ethical manner, is considered a legitimate means of democratic participation.

The Republic Technologies Group has adopted a «**Procedure for the Representation of Interests**» designed to provide a framework for the actions of its employees who are involved or contribute, directly or indirectly, in the jurisdictions where the Republic Technologies Group operates, to the development of public policies and to the decision-making process through various forms of advocacy activities.

3.3.8. Patronage, donations and sponsorship

Patronage is material or financial support given by a donor (e.g. a company), without any direct or indirect consideration from the beneficiary (e.g. an association), to a work or person for activities of general interest.

Sponsorship involves providing material or financial support to a person, event or organisation with the aim of obtaining a direct, quantifiable benefit in terms of brand awareness, in proportion to the support provided. These operations generally have a commercial objective and are used for advertising or communication purposes to promote the company's image.

Within the framework of its activities, the Republic Technologies Group may initiate this type of sponsorship or patronage operation, provided that they are in line with its strategy and values.

Similarly, while commendable, these transactions, if not properly controlled, can also be used to disguise an undue advantage or an act of corruption, which is why it is necessary to be vigilant and comply with specific rules and principles when carrying them out.

To this end, and in order to help its employees adopt the right reflexes when it comes to sponsoring and patronage, the Republic Technologies group has adopted a «**Donations, patronage and sponsoring policy**» which describes the rules and prohibitions applicable to sponsoring and patronage operations.

4 RESPECT FOR HUMAN RIGHTS, APPLICABLE LEGISLATION AND INTERNAL REGULATIONS

To preserve the reputation and integrity of the Republic Technologies Group, its activities must be conducted with absolute respect for human rights and all applicable laws and regulations. All actions and activities carried out by the Group must meet the highest ethical standards and enable the establishment and dissemination of concrete, complete and verifiable information on the Group's activities. Employees must be familiar with the laws and regulations applicable to the jurisdiction in which they operate, and management must provide the necessary instructions and guidelines as required.

Employees of the Republic Technologies Group must not take any action that they know would violate applicable laws, and the application of the Code may in no way imply non-compliance with the legal provisions in force in the countries where the Group operates. The Group will not support employees if they have violated laws or regulations, even if such actions result in a potential benefit to the Company.

Compliance with laws and regulations also applies to all intermediaries used by the Republic Technologies Group. At all times, the Group will act responsibly and abide by the final decisions rendered by the courts.

Employees must also ensure that they comply at all times with the principles, objectives and commitments set out in this Code of Conduct.

This Code is communicated to all employees, who are fully aware that a breach of any of the principles set out is likely to have a negative impact on the Group and give rise to personal liability.

Within the framework of its internal regulations, the Group assumes the content of the national and international agreements and collective bargaining agreements that it has signed, and undertakes to promote and respect them.

4.1. Combating money laundering and the financing of terrorism

Money laundering consists of facilitating, by any means, the false justification of the origin of the assets or income of the perpetrator of a crime or misdemeanour that has procured him a direct or indirect profit.

Employees of the Republic Technologies Group shall not engage in any activity by customers, suppliers, agents or others that conceals or attempts to conceal the source of illegal funds to make it appear legitimate.

In most countries in which the Republic Technologies Group operates, cash payments are restricted by law or practice. Therefore, Republic Technologies employees should only accept or make cash payments within the limits of local laws and regulations.

To limit any risk of money laundering, it is important for employees to know their customers or business partners and to be extremely vigilant about unusual orders, invoices or payments.

Triangular» transactions can be defined as payments received by an entity from either (i) third parties who have no apparent business relationship with the entity, or (ii) banking institutions located in countries other than the customer's official country of residence/incorporation. The Republic Technologies Group strictly prohibits such «triangular» transactions and applies the following rule: **the entity entering into a business relationship with the Republic Technologies Group must be the same as the entity making the payment to the Republic Technologies Group.**

Terrorist financing is the act of raising or providing funds or material resources to be used, or in the knowledge that they will be used, for terrorist purposes.

The Republic Technologies Group and its employees undertake not to enter into or continue any commercial relationship, operation or transaction which could place the Republic Technologies Group in a risky situation with regard to the regulations on the fight against money laundering and the financing of terrorism.

All unusual or suspicious payments, requests for payment or financial transactions must be reported by employees to their line managers.

4.2. International sanctions

The Republic Technologies Group complies with all rules relating to international sanctions (freezing of assets, export bans, territorial bans, etc.) and sectoral embargoes in accordance with the European Common Foreign and Security Policy (CFSP).

Article 459 of the Customs Code provides for the following penalties for breaches of the European Regulation: (i) imprisonment for five years, (ii) confiscation of the «corpus delicti», the means of transport used to commit the offence and the goods and assets derived directly or indirectly from the offence, and (iii) a fine of between the amount of the offence and twice that amount.

As a result, you should be particularly vigilant when dealing with organisations, individuals or states subject to international sanctions and ensure that you are not in breach of any international sanctions by obtaining all the necessary authorisations.

4.3. Antitrust laws

The Republic Technologies Group believes in an open system of free competition, because it guarantees that our work and skills in terms of creativity, quality and innovation will be rewarded. Many countries have adopted trade regulations to protect their systems from anti-competitive practices. These measures are likely to apply to the majority of operations carried out by the company and affect our day-to-day relations with suppliers, distributors, customers, competitors, etc. The Group does not tolerate any infringement of free competition. Consequently, our actions must always comply with all applicable antitrust and other competition laws

4.4. Misleading advertising and commercial practices

Our marketing and promotional work must not exaggerate or misrepresent our products and must not mislead our customers. As such, our communications must never be likely to mislead consumers. This is the very foundation of our reputation for excellence in products and services in our sector: we keep our promises.

5 CONFIDENTIALITY AND COMMUNICATION OF INFORMATION

5.1. Protecting confidential information

The protection of confidential business information and trade secrets is paramount to the interests and success of the Republic Technologies Group

The qualification of confidential information or trade secrets may vary from country to country, however this generally includes, but is not limited to, the following examples:

- customer lists ;
- product prices ;
- processes and procedures ;
- financial information, including financial statements, reports, budgets and projections ;

- marketing and sales strategies ;
- scientific and technological research ;
- manufacturing or production methods, techniques, processes, etc. ;
- internal company reports ;
- or any other data of a strategic nature, in any form whatsoever.

With respect to such confidential information, employees shall (i) refrain from discussing Republic Technologies Group business in public places or anywhere where they may be overheard by persons who are not Republic Technologies Group personnel, (ii) refrain from removing Republic Technologies Group materials from Republic Technologies Group offices when not necessary for the proper performance of their work, (iii) protect all laptops, computers, tablets and mobile phones used to conduct any Republic Technologies business and (iv) refrain from leaving Republic Technologies group materials freely available, even in Republic Technologies group offices or facilities, if such materials may be observed by unauthorised persons. Reasonable precautions must be taken at all times and in all circumstances to protect the Republic Technologies Group's confidential information.

Republic Technologies Group strictly prohibits the unauthorized dissemination or disclosure of any confidential information or trade secrets by any means. Any employee who improperly uses or discloses confidential business information or trade secrets or who fails to take reasonable precautions to protect such information will be subject to disciplinary action, up to and including termination of employment and legal action, even if he or she would not benefit from the disclosure of the information.

Future or former employees also have an obligation to refrain from disclosing or improperly using trade secrets or confidential business information of the Republic Technologies Group.

The same restrictions apply to any confidential information communicated to Group employees by its customers, suppliers or other partners.

5.2. Personal data protection

The Republic Technologies Group pays particular attention to the protection of the personal data entrusted to it. For this reason, the Republic Technologies Group is committed to respecting all applicable laws and regulations regarding the protection of personal data.

For companies of the Republic Technologies group established within the European Union, when they are data controllers within the meaning of the General Data Protection Regulation (GDPR), these companies ensure that the processing of personal data transmitted to them by all persons complies with the provisions of the GDPR.

In this respect, all employees must ensure that the personal data they process complies with the applicable regulations on personal data.

5.3. Respect for the intellectual property of third parties

The Republic Technologies Group also respects the patents, trademarks and copyrights of third parties (suppliers, customers, competitors, distributors, etc.). In fact, the integrity of the Republic Technologies Group is incompatible with any behaviour that would infringe the intellectual property rights of third parties.

Consequently, you must not (i) attempt to obtain confidential information by inappropriate means or (ii) accept confidential information from a third party without the prior written authorisation of the owner of the information.

5.4. Sensitive information

It is strictly against the policy of the Republic Technologies Group for any employee to benefit, directly or indirectly, from internal and non-public information concerning the company, its subsidiaries or any other third party with which the Republic Technologies Group engages in business activities.

If you are in possession of such inside information about a particular company (including the Republic Technologies Group), you must not trade in the securities or shares of that company or provide that information to others for that purpose.

This behaviour is both unethical and illegal. It may therefore lead to criminal prosecution.

Consequently, it is formally forbidden to share this information with other people, including employees of the Republic Technologies group (unless they need to be in possession of this information as part of their professional activity), members of their family and friends.

5.5. The protection and use of the assets and information of the Republic Technologies group

Employees are responsible for conserving and protecting the Group's assets and resources entrusted to them in the course of their activities.

Republic Technologies Group's physical assets, intellectual property rights and information must be handled with care to prevent loss, theft or damage. Furthermore, none of these assets may be used for illegal purposes. In addition, the Company's assets are intended to be used for business purposes only. Nevertheless, some personal use of company equipment (such as mobile phones, computers and vehicles) may be acceptable, as long as it remains reasonable and does not result in equipment breakdown, loss of productivity or psychological problems among employees.

Fraudulent use of the assets of the Republic Technologies group may result in disciplinary sanctions and, where appropriate, civil or criminal proceedings.

5.6. Information systems

The Republic Technologies Group's information systems are there to help us work efficiently and professionally. These information systems are to be used only for business purposes, in a manner that does not infringe the rights or interests of Republic Technologies, and in accordance with the rules published by the Republic Technologies Group in its «IT Charter».

Please note that any communication by e-mail may be considered a statement by the Republic Technologies Group. Therefore, employees should take care not to disclose via this channel any information that is commercially sensitive, contentious or likely to have undesirable contractual or legal implications for the Republic Technologies Group.

In addition, all the laws governing copyright, defamation and discrimination apply not only to written communication, but also to communication online and by e-mail.

Unauthorized or unlicensed software must not be placed on Republic Technologies' information systems. The group's information systems must not be used to undermine the integrity of the company's or third parties' networks or data. This includes the creation or transmission of chain letters or unsolicited commercial e-mails and spam.

The information produced and stored on the Republic Technologies Group information systems is considered the property of the Republic Technologies Group and the Republic Technologies Group reserves the right to access all such information, except where restricted by law or agreement.

5.7. Communication and the media

All communications with customers, suppliers and other third parties must be professional, respectful and courteous. The Republic Technologies Group will not tolerate any communication that has the effect of defaming or making derogatory remarks about any person or company, or that could be construed as racism or discrimination. It is important to keep in mind that communications with third parties are not confidential, so anything said, written or sent about the Republic Technologies Group or its activities could one day become public and be used to harm the Republic Technologies Group.

It is the policy of the Republic Technologies Group that all communications to the public, including financial information, press releases and speeches, must be accurate and truthful. In the event that you are asked by an outside person to make a statement regarding the Republic Technologies Group's position on a public issue, certain company activities or legal matters, you must refrain from making any statement and speak directly to your local communications manager who is authorised to deal with such requests. In addition, no public statements regarding Republic Technologies Group financial information may be made unless authorized by the appropriate personnel.

5.8. Sales opportunities

Employees of the Republic Technologies Group shall respect the assets of the Company and shall not seek personal gain from the use of the assets, information or position of the Republic Technologies Group. In addition, Republic Technologies Group employees must not take, for themselves or anyone else, any business opportunity that could also benefit the Republic Technologies Group and must not in any way compete with the activities of the Republic Technologies Group.

6 RESPECT FOR THE ENVIRONMENT

The Group scrupulously complies with national, European and international environmental standards applicable to each of its areas of activity, and seeks to favour the use of methods that reduce its impact on the environment.

The Group's practices in terms of sustainable development and the environment are described in the «**Republic Technologies Group Environmental Policy**», available from <https://republic-technologies.com>.

Done at Perpignan, April 2, 2025, and entered into force on April 21, 2025.

Santiago Sanchez
President

Anis Ben Ticha
General Manager

Xavier Prud'homme
General Manager

Appendix 1

List of anti-corruption policies

As an extension of this Code of Conduct, the Republic Technologies Group has formalised a number of anti-corruption policies.

These policies are designed to enable the Republic Technologies group to prevent the risks of corruption that may arise in the context of some of its activities. Ces politiques sont les suivantes :

- Alert policy;
- Gift and invitation policy;
- Policy on declaring conflicts of interest;
- Donations, sponsorship and patronage policy;
- Travel policy - expense accounts;
- Policy on representations of interest;
- Third-party assessment procedure.

They may be supplemented by any other policy or procedure, which will then be brought to the attention of all persons to whom they apply.