

CITELEM GROUP CHARTER OF ETHICS AND CONFORMITY

In consistency and line with the Ethics and Conformity policy of the EDF group, the Citelum group has implemented a new Charter of Ethics and Conformity, which allows it to enhance loyalty, integrity and transparency when managing commercial and operational activities.

Values

The Citelum group Charter of Ethics and Conformity is based on the three values of the EDF group working to improve performance and ensure integrity, providing structure to its long-term vision

Respect Solidarity Responsibility

These values give real meaning to the actions, motivations and management rules applied by the Citelum group in its relations with its employees, customers, partners and, more generally, its external environment.

These values must be reflected in the day-to-day behavior of all Citelum group employees and are an integral part of the economic, industrial and human dimensions of the company.

Individual behavior

The Citelum group considers excellence as a priority when obtaining and performing contracts with its clients.

These values combined guide Citelum group employees, who must treat ethics and conformity as priorities under all circumstances.

In this respect, all Citelum group employees must:

- Comply with the laws and regulations in their country of work;
- Be familiar with and adopt the provisions of the Charter of Ethics and Conformity;
- Understand and identify the risks inherent to the service;
- Comply with all Group rules and procedures;
- Do not take any decision, which could put the Citelum group at risk and/or damage its reputation;
- Avoid any situation with a conflict of interest or dependency on partners of the Citelum group;
- Consider the situation carefully and use common sense;

- Act in a transparent manner and immediately inform superiors if doubts arise on ethical- or conformity-related matters;
- Use the Citelum group warning system appropriately if necessary.

Any non-compliance with these rules by an employee will be considered as misconduct, and could be subject to the appropriate sanctions or prosecution by the Citelum group, in accordance with the applicable acts of law.

The policy of the Citelum group

The Citelum group Charter of Ethics and Conformity applies to all employees, who must be familiar and comply with the content thereof.

In terms of the practical application of the Charter, an Ethics and Conformity Program is deployed by the ethics and conformity manager of the Citelum group.

This Program mainly incorporates the recommendations of the French Guidelines in terms of detecting and preventing corruption:

- The commitment of high-level directors;
- The assessment of risks via a mapping process, used to list and integrate major risks;
- The launch of an Ethics and Conformity Program including the establishment of policies and procedures suitable for the risks identified in the mapping process, such as:
 - Using Business Introducers;
 - Conflicts of interest;
 - Gifts, invitations and tokens of hospitality;
 - Suppliers, service providers and sub-contractors;
 - Joint ventures and partnerships;
 - Sponsoring;
 - Donations to charity and patronage
 - Political contributions;
 - Lobbying;
 - Facilitating payments;
 - Insider dealing.
- Implementing a system with audits and checks;
- Implementing a internal warning system;
- Communications, general and/or specific training sessions and the regular monitoring of the Ethics and Conformity Program;
- Implementing a sanction policy.

Ethics and conformity represent a key factor in the development and success of the Citelum group on its markets, for which the fundamental principles are described in this Charter.

The Citelum group intends to apply international standards and maintain these standards at optimal levels.

More specifically, the Citelum group will strictly comply with acts of law on preventing corruption and anti-competition regulations to ensure continuous improvements in this field.

Respect, Solidarity and Responsibility are the cornerstones of the Citelum group and EDF integrity policy, enabling it to constantly act to ensure client satisfaction while complying with the highest requirements in terms of:

- 1- Compliance with ethical and conformity commitments**
- 2- Loyalty and honesty towards partners**
- 3- Respect and loyalty towards employees and the Citelum group environment**
- 4- Respect for company assets**
- 5- Guaranteed warning rights**

1 - Compliance with ethical and conformity commitments

1.1 Preventing corruption

The Citelum group will not tolerate any form of corruption - active, passive, direct or indirect -, fraud or influence peddling, to the benefit of natural persons or legal entities in the public or private sector, for any activity.

In this context, the Citelum group commits to compliance, in particular, with the provisions of the OECD Convention of 17 December 1997, the French penal code, the US "*Foreign Corrupt Practices Act*" (FCPA), the British "*UK Bribery Act 2010*", and the acts and regulations applicable in the countries where the group operates. The Citelum group also complies with the principles of the United Nations Global Compact and, in particular, the 10th principle on fighting corruption.

Breaching acts of law on the prevention of corruption will represent a serious offence with potential criminal and civil sanctions, heavy fines for natural persons and legal entities and prison sentences for natural persons.

These acts of law apply to all Citelum group companies and employees, as well as to industrial or commercial partners, suppliers, sub-contractors, service providers or partners in the joint venture or partnership, which may be involved by the Citelum group in its activities.

Breaching these acts of law can seriously harm the reputation of the Citelum Group.

The Citelum group prohibits offering, promising or supplying a legal entity or natural person with any type of advantage in order to obtain a contract and/or receive any assistance or favor leading to the breach of an act of law on fighting corruption. In this respect, group employees must not respond to any request targeting corruption.

On the same lines, Citelum group employees are prohibited from receiving financial or other advantages from clients, industrial or commercial partners, suppliers, service providers or sub-contractors, likely to influence their behavior.

Facilitating payments, used to facilitate mandatory administrative formalities and procedures, which must be completed via the normal legal processes, are frequently qualified as "small-scale corruption". These payments are tolerated in some countries, but prohibited in most other countries. To avoid any confusion, the Citelum group prohibits facilitating payments.

Generally, all cash payments are now prohibited within the Citelum group.

1.2 Compliance with competition law

The Citelum group will not breach competition laws.

Healthy and fair competition is indeed a fundamental principle of a market economy, and provides leverage for growth and innovation.

Any breach of competition law would expose the Citelum group to heavy fines. Furthermore, third parties could request compensation for losses incurred due to the non-compliance in question.

Our employees could also face serious criminal or civil sanctions.

No Citelum group employee may, in particular, contribute to agreements with the competitors of the Citelum group aiming to fix prices, distort request for proposal processes, distribute contracts or clients or boycott a client or supplier.

Citelum group employees are also prohibited from exchanging sensitive or confidential information with its competitors.

Citelum group employees must also be very cautious with any information they may disclose within professional associations.

Rules on competition law are extremely complex, and can vary between countries. Employees are strongly recommended to contact the legal division of the Citelum group if any proven or unproven doubts arise.

1.3 Compliance with financial codes of conduct

All Citelum group employees working in the financial segment must maintain the integrity of financial information, operations and transactions, in compliance with acts of law and the applicable financial standards and accounting methods.

All Citelum group employees recording accounting transactions must be sincere and honest and check that the appropriate documentation exists for each entry. In particular, increased vigilance is required when transferring funds, particularly in terms of the identity of the final beneficiary and the grounds for the transfer.

No financial or operational component must be processed in a fraudulent manner, e.g. submit false expense statements, counterfeit or modify checks, misuse or abusively use the assets of the Citelum group, conclude unauthorized transactions, or record financial information or texts in a manner which fails to comply with the accounting standards in force. The CITEUM group also prohibits cash payments.

Citelum group employees responsible for establishing declarations for social or tax agencies must ensure that the information provided is true.

It is prohibited to attempt to prevent the due execution of internal or external checks and audits, as well as dissimulate information in the context of these checks and audits.

Money laundering is an offence involving the dissimulation of funds obtained from illegal activities. The Citelum group has decided to exclusively use industrial and commercial partners with an honorable reputation to avoid Citelum group activities being used for money laundering purposes for funds obtained in illegal activities, and in accordance with laws against money laundering.

1.4 Conflicts of interest

Any situation involving conflicts of interest can seriously damage the reputation of the Citelum group and its employees. On this basis, all Citelum group employees must avoid finding themselves in situations where their personal interests (or those of members of their family or relatives) could conflict with those of the Citelum group.

Conflicts of interest alter judgment, and information on such situations must be disclosed by all Citelum group employees facing a situation with a real or potential conflict of interest in a transparent manner. The employee must inform their superior and fill out a declaration form for a conflict of interest.

Citelum group employees must abstain from holding investment, financial interests or management responsibilities in the company of a supplier, service provider, sub-contractor, client competitor or an industrial or commercial partner of the group to avoid finding themselves in a situation with a potential conflict of interests.

Close attention must be paid to conflicts of interest involving a civil servant or any person representing a public authority, executing a public service mission or with an elected public mandate, or even a partner of the Citelum group.

Such a situation could represent a criminal offence.

Accepting gifts from a third party could also lead to situations with a conflict of interest, and must be avoided.

If the Citelum group recruits a person having previously held a position representing a public authority, executing a public service mission, or with an elected public mandate, as a civil servant, or a member of their family, which could lead to a conflict of interest with the Citelum group, this recruitment must be managed with due care. In-depth analysis is required prior to the final recruitment decision.

1.5 Gifts, invitations and tokens of hospitality

While exchanging gifts, invitations or tokens of hospitality is likely to improve commercial relations and mutual understanding, offering or receiving gifts or invitations can lead to situations with conflict between the interests of the Citelum group and those of its employees. In this respect, the gifts must be offered or received with the full knowledge of Citelum group management and within reasonable proportions.

Citelum group employees and members of their families or close relatives may not offer or receive a gift, invitation or token of hospitality from any party involved in a business relationship with the Citelum group, and particularly during contractual negotiations, in consideration of any advantage which could influence the outcome of a commercial decision, breaching regulations and acts of law.

2 - Loyalty and honesty towards partners

2.1 The clients

All Citelum group employees must comply with the principles of loyalty and honesty with respect to clients. The group will supply its clients with quality products and services meeting their requirements and to their satisfaction. All information provided to clients describing and qualifying the proposed products and services must be accurate and comply with the highest professional standards.

2.2 Suppliers, service providers and sub-contractors

The Citelum group selects its suppliers, service providers and sub-contractors on the basis of objective criteria and requires the former to achieve a level of performance in order to satisfy both contractual obligations and clients.

The Citelum group purchases goods and services from its suppliers, service providers and sub-contractors based on objective criteria in terms of the price, quality and performance required to meet its requirements.

According to its buyer policy, the Citelum group attempts to avoid any situation creating dependency on its suppliers, service providers and sub-contractors by systematically considering alternative solutions.

Relations with suppliers, service providers and sub-contractors are subject to procedures established by the Purchasing division, which will ensure that relations are fair and that all suppliers, service providers and sub-contractors are treated equally. In particular, the Citelum group attempts to avoid any situation involving a conflict of interest and any suspected bias.

The Citelum group particularly prohibits its employees from receiving any form of commission in consideration of a favor from a supplier, service provider or sub-contractor.

The Citelum group requires its suppliers, service providers and sub-contractors to comply with the laws and regulations applicable to their profession and to sign the Citelum group Sustainable development charter, which reiterates the importance of the following principles: respect for human rights, no use of child labour, ensuring the health and safety of employees, ethical rules – particularly in terms of preventing corruption and ensuring conformity with competition rules –, and the protection of the environment.

2.3 Business Introducers

It may be necessary to use business introducers in the context of the activities of the Citelum group. Business introducers can provide services in terms of sales and marketing in a given geographic segment and in the context of a specific remit, and work in close cooperation with potential public and private clients for the Citelum group by definition.

Business introducers may therefore lead to exposure to risks if their remit is poorly completed. The Citelum group prohibits any public or private corruption, and any illegal or unethical practices in relations with business introducers.

In order to avoid any risk of public or private corruption, when business introducers are used, integrity checks must be conducted, strict procedures applied, contracts established, regulated authorizations must be obtained from senior Citelum group management and checks must be carried out to ensure that the services to be remunerated have actually been provided.

2.4 Partners

The Citelum group may be required to respond to public or private requests for proposals in partnership with industrial, financial or commercial partners due to the specific nature of a project. These partners may take action within the context of a joint venture or partnership.

In order to prevent any risk of private or public corruption, a strict procedure will apply to the creation of a joint venture or partnership, particularly requiring an integrity check, and the approval of senior Citelum group management.

2.5 Government contracts

Contracts concluded with government entities in the countries of operation of the Citelum group are, in principle, subject to very strict procedures and rules on competition and publicity. The Citelum group will comply with acts of law and regulations on the sale of goods and services to public authorities for all activities.

The Citelum group will participate in allocation procedures for government contracts in a fair and transparent manner. If a government contract is allocated to a company in the Citelum group, this company will perform the contract in compliance with all contractual and legal obligations, particularly those relating to the use of confidential or restricted information.

3 - Respect and loyalty towards employees and the Citelum group environment

3.1 Respect for human rights

The Citelum group complies with the principles of the United Nations Global Compact on Human Rights.

The Citelum group particularly pays attention, in the countries where it operates, to respect for human rights, compliance with labour laws, and laws prohibiting any discrimination, particularly on the basis of race, age, gender, ethnic origin, nationality, religion, health, disability, sexual preferences, political opinions and religion, and the promotion of diversity and equal opportunities.

The human resources division of the Citelum group pays close attention to these matters. If a Citelum group employee is victim to or witnesses a breach of these principles, particularly in the form of abusive language, inappropriate gestures or verbal discrimination, the employee must report the breach to the Human resources division as rapidly as possible.

The recruitment process within the Citelum group is exclusively based on the skills, experience and qualifications of the applicants. Employee pay is based on their professional contribution to the group.

3.2 Protecting personal information

The Citelum group will comply with acts of law and regulations in terms of confidentiality and information on employees, people or third parties. Generally, the group does not disclose personal data unless so required by law or regulations in force. The Citelum group does not collect or retain data, unless this data is necessary for normal activities.

3.3 Health & safety

The Citelum group attempts to guarantee safe and healthy working conditions and aims to reduce the number of accidents to zero. The health and safety policy of the Citelum group contains the provisions, which apply to all group employees, interim staff and sub-contractors acting on its behalf.

3.4 Relations with employees

The Citelum group will pay close attention to employee respect, and employees must benefit from a working environment where personal merit is recognized at its fair value, and where career prospects act as an incentive. The Citelum group encourages employee personal development and is committed to employee training and internal mobility within the company.

3.5 Financing political activities

The legislation applicable to the financing of political parties varies between countries.

However, even in countries where contributions to political parties are legal, they can lead to corruption or be interpreted as arguable practices.

In this respect, and exclusively in countries where such action is legal, the Citelum group authorizes contributions to political parties on an exceptional basis. In this context, all financial contributions or contributions in kind to political organizations, parties and political VIPs require the prior authorization of senior Citelum group management, which must be issued on the basis of documents, which particularly demonstrate that no conflict of interest exists.

On the other hand, the Citelum group respects the right of any employee to participate in political activities and/or the activities of associations as a natural person. However, this participation must remain personal and must not, under any circumstances, interfere with the position and remit of the employee within the Citelum group.

Employees must inform their superiors if their political activities and/or involvement in associations is likely to lead to a situation with a conflict of interest with the Citelum group.

3.6 Donations to charity and patronage

Donations to charity and patronage by the Citelum group must comply with the applicable acts of law and regulations and with the company's policy and procedure on this point.

Senior Citelum group management must formally agree to any contribution in the form of a written document. The payments made by way of contribution must be specifically recorded in writing.

3.7 Sponsoring

Sponsoring may be incorporated in the Citelum group marketing and communications strategy.

All Citelum group employees wishing to propose a sponsoring operation must comply with the policy and procedure of the Citelum group on this point and request the prior agreement of the communications division prior to making any commitment. All decisions reached or action taken must be specifically recorded in writing. If the sponsoring is approved, an agreement must be signed.

3.8 Lobbying

The Citelum group may use lobbying initiatives to promote a cause or a project in order to encourage a positive perception of the group.

All Citelum group employees wishing to launch a lobbying operation must comply with the policy and procedure of the Citelum group on this point and request the prior agreement of senior management prior to making any commitment. All decisions reached or action taken must be specifically recorded in writing. If the lobbying is approved, an agreement must be signed.

4- Respect for company assets

4.1 Protecting the assets of the Citelum group

The assets of the Citelum group include tangible and intangible assets such as patents, intellectual property, ideas, information on clients, suppliers, service providers, sub-contractors and industrial and commercial partners, and all data or information accessed by employees in the context of their activities.

No employee may disclose any confidential information verbally, in writing, or in electronic or other format, and all employees must comply with the Citelum group rules on intellectual and industrial property. These obligations will continue to apply when the employee leaves the Citelum group.

Disclosing information outside of the group could cause prejudice to the Citelum Group. In case of doubt, Citelum group employees are requested to contact their superior for advice.

Information must only be shared in-house with employees who require this information for their activities and in the interest of the Citelum group.

All confidential data, of any type, must be securely stored by the employees in possession of this information.

All employees must protect the assets of the Citelum group, and these assets must not be used for illegal purposes under any circumstances, either for the personal use of the employee, or for a third party, to obtain a personal benefit or other, or in view of misuse or theft. Misuse or theft of these assets will represent a criminal offence and may lead to prosecution and/or sanctions.

4.2 Corporate means of communication

The IT resources and means of communication provided by the Citelum group (electronic message service, voice message service, Internet, telephones or other) are intended for professional usage.

However, in this field, as professional and personal usage are closely interrelated, Citelum group employees can use these means of communication for personal purposes, within reasonable limits, and in compliance with the applicable laws and internal rules.

4.3 Use of social networks

Citelum group employees must use external and internal social networks in a reasonable manner and with precaution, for either professional or personal usages.

Employees may not send messages containing confidential information on the Citelum group, or which belongs to the Citelum group, or information which could be considered as insulting, slander or, more generally, showing a lack of respect to people or which could harm the reputation of the Citelum group, or the EDF group more

generally.

Photographs owned by the Citelum group, of people or groups, must be published in good faith and appropriately, in compliance with the applicable regulations, particularly those on the protection of personal data.

44 Insider dealing

Insider dealing is a stock market offence where confidential information, not yet known to the general public, is used to purchase or sell shares in a company. Citelum group employees may find themselves in possession of restricted information on the EDF group due to their position within the EDF group.

Citelum group employees in possession of restricted information on the EDF group may not disclose this information to another person, conclude transactions for financial instruments in which the EDF group is involved, either directly or indirectly, themselves or via other parties, on their own behalf or on behalf of others, or recommend transactions for financial instruments covered by this information to another person. In case of doubt, employees must contact the Citelum group legal division.

5- Guaranteed warning rights

Any employee wishing to report unacceptable or inappropriate behavior may indicate their concern to their direct or indirect superior using normal channels.

If an employee wishes to report unacceptable or inappropriate behavior, but considers that informing their superior would be complex, or that the anomaly reported may not be followed up appropriately, the employee may use the Citelum group warning system, in compliance with the acts of law and regulations in force in the country in question.

The warning system can also be used by clients, suppliers, service providers, sub-contractors, partners or other third parties by contacting the ethical and conformity manager of the Citelum group, or using the dedicated warning e-mail address

alerte.ethique@citelum.fr

The Citelum group guarantees that all warnings will be processed in a confidential manner and that no employee will suffer any form of discrimination, change of status, harassment or other, if they use this system in good faith.