

Code of Ethics



Specialised in outsourcing purchases
4, quai des Etroits – 69005 – Lyon – France
Tel.: +33 4 72 53 16 40 Fax: +33 4 72 53 93 49 - www.experbuy.com

Code of Ethics – 18/09/2017 – V2

Contents

	Page
Foreword by the CEO	3
Preamble	4
1. Protection of employees	5
2. Protection of the heritage	6
3. Protection of customers	7
4. Promotion of citizenship in a global environment	8
Application procedures	10

Foreword by the CEO

At its meeting held on 30th June 2017, the ExperBuy Executive Committee approved the wording of the Groupe ExperBuy Code of Ethics.

This Code of Ethics not only supplements the laws, texts and regulations that govern us and our company, it must also encourage each one of us, as regards Groupe ExperBuy, to behave in an exemplary and dignified manner worthy of the employees of ExperBuy.

It concerns all members of ExperBuy, regardless of their hierarchical position, job or the country in which they work.

It provides a summary description of the fundamental values of our company for which we are custodians, successors and responsible, values that we must embody.

We are all responsible for the complete compliance with the laws, regulations and standards.

We are all guardians of the moral and ethical principles underlying our different business activities.

We are all players in the reputation and enhancement of the internal and external image of our Group. This Code of Ethics is there to remind us of this, to guide and assist us in making the right decisions; in case of doubt, we must not hesitate to refer to it.



Jacques-Emmanuel Durand
CEO



Nicolas Bluchet
Sales Director



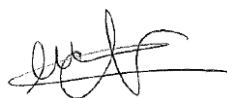
Philippe Eylenbosh
Purchasing Director



Geoffrey Lietar
Supply Chain Director



Natacha Serafin
IT Director



Laura-May Tisserant
Human Resources Director








Ivan Wallaert
Administrative and Financial
Director

Preamble

The prosperity and development of a company depend to a great extent on the confidence it places in its social environment and, in particular, the confidence that it inspires in its employees, shareholders, partners and suppliers.

The Code of Ethics reasserts the collective commitment of Groupe ExperBuy to build and develop this trust. Its aim is to enable each person, in his or her daily activities, to adopt and adhere to the fundamental values upheld by the management and employees:

-  Promote the protection of employees,
-  Safeguard the heritage,
-  Protect customers,
-  Promote responsible citizenship,
-  Enhance the services.

Respecting these values will contribute towards enhancing the positive reputation of ExperBuy and its performance.

How to use this Code of Ethics?

The Code of Ethics is a set of values and provisions which, though they cannot cover every possible circumstance, should help each person, according to his or her judgement and sense of responsibility, seek and take the correct decision in any given situation, in accordance with the laws and regulations applicable in the countries in which ExperBuy is present and the social, societal and environmental commitments undertaken by ExperBuy.

Protection of employees

Respect for persons is a fundamental value of ExperBuy: each person has a duty to contribute to the cohesion of the company by conducting professional relationships with both managers and colleagues that are open, loyal and respectful to all.

To this end, ExperBuy undertakes:

- not to discriminate, for any reason whatsoever, in working relationships and in particular:
 - not to discriminate against persons on the grounds of gender or age, racial, social, cultural or national origin, union activity, sexual preference, disability, political opinion or religion;
 - to recruit and promote its staff members according to their specific qualities and treat them with dignity, without favouritism and with due respect to their private life;
- to take all necessary measures to ensure that working conditions protect the health and safety of the employees;
- to comply with laws and regulations governing the protection of employees' personal data.

Protection of the heritage

Protection of assets ⁽¹⁾

The safeguarding of the Group's assets is key to its prosperity, which is of benefit to all employees.

ExperBuy's employees are duty-bound to help protect and preserve its assets against all forms of deterioration and damage, theft or misappropriation and, in particular, not to use them for personal reasons.

Respect for confidentiality

One of the means by which intangible assets are protected is by implementing and respecting confidentiality. ExperBuy's employees may hold information belonging to ExperBuy or its customers that must remain confidential insofar as its disclosure may be harmful to the interests of ExperBuy.

This information may relate to persons, services, missions, studies, technical projects, contractual data, commercial and financial plans, social data and all elements that may involve intellectual property rights and know-how, in particular of the customers of Groupe ExperBuy.

Each individual must ensure that this information is not circulated outside the company or even communicated to persons employed by services companies called upon to execute a services contract for ExperBuy.

Protection and enhancement of the Group's image

The quality of the Group's corporate image and the reputation of its services are necessary conditions for its long-term sustainability. ExperBuy's employees, aware of their importance, must help maintain ExperBuy's positive reputation and abstain from any disparaging act and from initiating or supporting any boycott action, negative communication, institutional campaign or any action unfavourable to ExperBuy, of any kind, including when using public social media.

No external communication may be circulated by unauthorised persons. All communication must first be approved by the management, who must inform the competent authorities.

(1) 'Assets' in this instance refers not only to tangible property such as buildings, facilities, equipment, computers, IT systems and supplies, but also intangible assets such as intellectual property, know-how and the sensitive data we handle.

Protection of customers

The confidence placed by ExperBuy's customers in its business and services is one of the company's primary concerns.

The confidence of customers is acquired and maintained, in particular, through stringent respect for their rights, preservation of their interests and a constant concern to undertake only those commitments that can be upheld and respected.

To this end, ExperBuy and its employees undertake to:

- comply with all rules, processes and technical and environmental requirements that govern the performance and quality of ExperBuy's services;
- only deliver to customers honest information about the offer and the products and services delivered and their characteristics;
- comply with the commitments undertaken by Groupe ExperBuy as regards its customers concerning data received from them and processed on their behalf;
- take all measures aimed at ensuring customers are only delivered non-counterfeit products;
- record in a transparent manner any non-compliance in order to engage actions to resolve this and undertake analysis leading to corrective actions;
- comply with laws and regulations governing the protection of customers' and/or prospective customers' personal data.

Promotion of citizenship in a global environment

Political and religious activities

Employees who undertake political and/or religious activities shall do so outside ExperBuy, in a strictly private capacity, outside working hours and abstaining from any attempts at proselytizing. They shall under no circumstances invoke their employment by ExperBuy. Moreover, ExperBuy does not finance political parties or religious institutions.

Relationships with third parties

Economic partners

ExperBuy wishes to foster loyal and equitable relationships with its economic partners (financial partners, suppliers, etc.).

Suppliers

All services undertaken on behalf of ExperBuy must be subject to competitive tendering and an order or contract, as well as a regular inspection of their appropriateness and compliance with changes in competition, according to the rules of the company's purchasing policy as specified in the ExperBuy Purchasing Charter. Suppliers must only be selected according to their performance, assessed on the basis of objective criteria. This selection should also take into account ethical criteria applied internally by suppliers; respect for the fundamental social rights of employees, the occupational hazard prevention policy and that they undertake to ensure these are also adhered to by their own suppliers.

Non-commercial partners

Public relations, sponsorship and all other forms of non-commercial relationships must not be subject to favouritism.

Recourse to intermediaries

Having recourse to agents, appointed or not, negotiators, advisers and consultants forms part of those acts which are necessary for the proper management of ExperBuy thanks to the skills and assistance which such parties can provide.

The intervention of these intermediaries is only justified in this context after a rigorous selection procedure and provided that it gives rise to real services; it must be incorporated naturally into the legal framework.

Their remuneration must be transparent and proportional to the services stipulated in the contract.

Conflicts of interest - Investments in external companies

ExperBuy's employees may be confronted with situations in which their personal interest, or the interests of natural persons or legal entities that they are associated with or in the management of which they are involved, may enter into conflict with the interests of ExperBuy.

It shall be their responsibility in such cases to declare what may be a conflict of interest to their line manager.

Corruption and disguised rebates

No employee of ExperBuy may, directly or indirectly, demand or accept any bribe or advantage of any kind (gift, invitation, etc.).

ExperBuy must not offer or give any bribes or other advantages, nor agree to any requests for the same.

ExperBuy must not grant any rebate concerning part of the payment for execution of a contract to the employees of their contracting party, nor have recourse to any other practices (subcontracting, orders, etc.) in order to make payments to officials, employees, relatives or associates of their contracting parties.

Paid work

No paid work for an entity outside ExperBuy can be accepted if it is in conflict with the interests of the Group. To avoid any difficulties, any full-time employee of ExperBuy wishing to pursue a professional activity outside the company shall first seek the prior approval of his or her line manager.

Corporate social, community and environmental responsibility

Corporate social and community responsibility

Corporate Social Responsibility is the framework based upon which ExperBuy implements the concepts of sustainable development. ExperBuy's employees undertake to incorporate social, environmental and economic concerns into their actions, taking the interests of all stakeholders into account (employees, customers, shareholders, suppliers, etc.).

ExperBuy places four priority focus areas at the forefront of this voluntary undertaking: training, diversity, respectful relationships and sustainable purchasing.

Corporate environmental responsibility

The commitment of all ExperBuy's employees to take into consideration and seek to reduce the negative impact of their activities on the environment as a whole is key to ensuring the company's sustainable development.

The protection of the environment is thus a fundamental principle for the company and one that applies at all stages of its activity and is implemented by each employee through the ExperBuy Environmental Charter.

Application procedures

Useful contacts

Employees should address any questions regarding the application of the principles defined in this Code of Ethics to their line managers; if they deem the information received to be incomplete and unsatisfactory, they may contact the CEO of ExperBuy.

In addition to the standard routes (line manager, human resources department, statutory auditors, etc.) and for the financial, accounting, banking, anti-corruption and anti-competition fields, if an employee has good grounds for doubt or suspicion concerning practices that may have a seriously adverse affect on the company's business or incur its liability in these fields, a business whistle-blowing system is available by using the contact form on the ExperBuy website (www.experby.com).

“Shared Ethics”

Implementation of Shared Ethics

The Code of Ethics is intended for all employees of ExperBuy and its parent company (Label).

The Code of Ethics is a process intended to help resolve the dilemmas employees may face in their work. This process may change and be supplemented by specific awareness-raising sessions.

The Code of Ethics is available in English and French.

The reading and awareness of this Code of Ethics will be materialised by a receipt signed by each employee of Groupe ExperBuy and its parent company (Label).