



CODE OF CONDUCT

PREAMBLE

RTE International's (hereinafter referred to as '**RTEi**') **Code of Conduct** responds to a legal requirement and with this Code of Conduct, RTEi demonstrates its commitment to promoting integrity, ethical and good practices within the company, as well as in its activities in France and abroad.

As a subsidiary of the RTE company, RTEi is actively involved in the fight against corruption and fraud: in accordance with Act No. 2016-1691 from the 9th of December 2016 concerning financial transparency, the fight against corruption and the modernisation of economic life (known as the *Sapin 2 Act*) is formalised through our Code of Conduct.

This Code reminds Employees of their obligations related to the laws in force but also to RTEi's commitments and values. It also addresses potentially high-risk situations which may occur in the course of professional work activity, and the way they should be dealt with.

The Code cannot cover all possible scenarios which an Employee is likely to be confronted with. In the event of any questions, Employees are encouraged to take an active approach by contacting RTEi's Anti-Corruption Compliance Officer (hereinafter the "**Compliance Officer**").

FIELD OF APPLICATION

The Code is an integral part of RTEi's Internal Regulations as stipulated in the Sapin 2 Act. It applies to RTEi Employees and managers, Employees of RTE providing RTEi a service, trainees and temporary Employees of RTEi. These categories are hereinafter referred to as "**the Employees**".

The Code is also incorporated into RTEi's General Terms and Conditions of Purchase and Sale. It applies to RTEi's partners and suppliers - hereinafter referred to as "**Business Partners**". The Code will be made available to the Business Partners, who will sign a letter of commitment guaranteeing their compliance.

PUBLICATION

This version of the Code was approved on the 3rd of June 2019. It is available on RTEi's website (www.rte-international.com).

Article 1. COMPLIANCE WITH LEGISLATION

A company's reputation is built on its ability to comply with both national and international laws and regulations. Due to RTEi's international activities and its affiliation with the public service company RTE, it has a strong responsibility in terms of reputation and therefore requires its Employees and Business Partners to behave accordingly.

RTEi's Employees and Business Partners undertake to comply with all the laws and regulations in application – regardless of whether it is in France or abroad.

In this respect, it is a personal responsibility of Employees and Business Partners to be aware of the laws, regulations and obligations related to their tasks and to strictly comply with them.

Any activity that could lead RTEi into an unlawful practice is strictly prohibited, as well as any activity that could damage RTEi's reputation and integrity.

Article 2. RTEI'S COMMITMENT TO ETHICAL CONDUCT

RTEi upholds honest values, by encouraging the ethical conduct of business practices and developing a culture of integrity. RTEi values are the following:

- **Openness:** Employees are encouraged to show interest, curiosity and understanding for ideas and cultures that differ to their own.
- **Team spirit:** Employees are encouraged to achieve the objectives defined by RTEi by collaborating as best as they can with others and prioritising group success over individual success
- **Excellence:** RTEi puts in place the necessary tools to continuously improve the quality of its services, and thereby remain proactive in the face of rapidly changing markets; Employees remain committed to promoting this approach.

In addition, RTEi is committed to conveying the following values when conducting business:

- Honesty, fairness and transparency
- Fair business practices
- Rejecting corruption
- Sincerity and reliability
- Respect for the rules of free and fair trade;
- Respect for employees
- Respect for human rights
- Political neutrality
- Commitment to environmental protection and sustainable development

RTE International

Immeuble Lafayette – 2 Place des Vosges - 92400 COURBEVOIE La Défense Cedex - FRANCE
-mail : contact@rte-international.com
Web : www.rte-international.com

Société par Actions Simplifiée Unipersonnelle (S.A.S.U.)
Capital de 2 000 000 € - RCS Nanterre 491 590 915
TVA FR83491590915

RTEi Employees and Business Partners are committed to respecting and promoting these values in all work related to the company.

Article 3. GOOD CODUCT IN AN INTERNATIONAL BUSINESS CONTEXT

On any business trip, it is important to be mindful of the local customs. Respect for others is of utmost importance for the success of RTEi, as it contributes to the company's positive image.

When travelling abroad, RTEi Employees are representing the company and must act with care and respect the rules and values promoted by RTEi. Employees should do so by:

- Finding out more about local customs and traditions prior to their trip
- Maintaining professional and respectful behaviour throughout their journey
- Complying with RTEi's policy concerning business travel and anti-corruption practices.

Employees must pay attention to the risk of corruption abroad, as practices and regulations may differ significantly from one country to another.

Article 4. CONFIDENTIALITY - TRANSPORTING MATERIAL OR INFORMATION

The principles of confidentiality and discretion are at the heart of good business practices and RTEi expects Employees and Business Partners to respect this.

Employees and Business Partners must ensure that they travel with confidential or sensitive documents only when they are strictly necessary for the assignment. These documents should not be left unattended in a public or private place.

In case of any doubt on the confidentiality status of a document or data, Employees and Business Partners are required to contact the relevant RTEi contact person.

RTEi Employees and Business Partners have equipment at their disposal and access to information, documents and confidential data which must not be shared (regardless of whether it is lent, rented or sold). The only exception is when the contract specifically states otherwise. Under no circumstances may these elements be used for private purposes.

It is important that sensitive information is not shared without authorisation or supervision as this could cause serious damage to the company. Should sensitive information be shared without authorisation or supervision, RTEi would be able to seek compensation and impose sanctions.

In practice:

An Employee who deliberately holds information for private purposes without the permission from his or her superiors may be charged with breach of trust, unfair competition or theft and may face criminal and civil penalties as a result.

Advice:

The Employee must ask his or her superior if they are unsure about the confidentiality of a document or data. As a matter of principle, sharing sensitive data must be restricted and covered in a contract.

Article 5. IDENTIFYING CORRUPTION AND RELATED PRACTICES

RTEi, RTEi Employees and Business Partners are committed to identifying and combating any corrupt practices and similar actions such as influence peddling, fraud, facilitating payments and conflicts of interest.

I. Corruption

Corruption is defined as the act by which a person solicits, approves or accepts a donation, offer, promise, gift or benefit of any kind in order to perform, delay or omit to perform an act directly or indirectly within the scope of his duties.

French criminal law distinguishes between two types of corruption:

- Active corruption (bribery), which consists of offering, promising or granting, directly or indirectly, an undue advantage to a person with the intention of influencing him or her in order to obtain an undue favour in return.
- Passive corruption (being corrupted), which consists in a person soliciting, being promised or accepting, directly or indirectly, an undue advantage in return for an undue favour.

French criminal law distinguishes between acts of public corruption and acts of private corruption. The persons concerned are as follows:

- Public corruption: public officials and civil servants (administration employees, members of any authority, holders of a mandate received from any authority).
- Private corruption: employees, partners, agents, auxiliaries of one third of the private sector.

Under French law, corruption is punishable by up to 10 years' imprisonment and a fine of €1,000,000 (French Penal Code, arts. 435-3 and 435-4). This amount may be increased up to €5,000,000 euros for legal bodies.

Any act of corruption committed in France or abroad is strictly prohibited and may be severely punished. Knowing of actual or potential violations and doing nothing to verify their existence, or if necessary, to stop them, is also punishable.

RTE International

Immeuble Lafayette – 2 Place des Vosges - 92400 COURBEVOIE La Défense Cedex - FRANCE
-mail : contact@rte-international.com
Web : www.rte-international.com

Société par Actions Simplifiée Unipersonnelle (S.A.S.U.)
Capital de 2 000 000 € - RCS Nanterre 491 590 915
TVA FR83491590915

II. Influence Peddling

Influence peddling refers to the act of receiving - or soliciting - donations in order to abuse one's influence, real or perceived, on a third party to make a favourable decision. It involves three actors: the beneficiary (the one who provides benefits or donations), the intermediary (the one who uses the credit he or she holds because of his or her position) and the target person who holds decision-making power (public authority or administration, magistrate, expert, etc.).

Criminal law distinguishes between active influence peddling (on the beneficiary side) and passive influence peddling (on the intermediary side).

Under French law, influence peddling is severely punished by articles 433-1 and 433-2 of the Criminal Code.

In practice:

A project manager of company X gives money to an agent of a development bank (lender in the context of a project) to influence his superiors when assigning a project to company X. The project manager is guilty of influence peddling as he or she holds the position of a 'beneficiary'.

Advice:

Be alert in case of abnormally complex negotiation circuits.

III. Fraud

Fraud refers to any deceptive act or omission, whether or not criminally indicted, intended to deliberately deceive others, intentionally conceal elements from them or surprise or vitiate their consent, circumvent legal or regulatory obligations and/or violate **RTEI's** internal rules in order to obtain an illegitimate benefit.

The fraudulent acts included in this definition may consist of different practices: extortion; blackmail; embezzlement; money laundering; tax fraud. This list is non-exhaustive. In French law, pursuant to articles 312-1 ff of the Penal Code, these practices are punishable by up to 7 years of imprisonment and fines up to €375,000.

In practice:

Fraud can be an action but also an omission. It may consist of theft or destruction of property belonging to an entity (supplies, equipment, data, etc.), but also the creation of false declarations (fictitious expense reports, undeclared absences, false reports or controls, etc.).

Advice:

All internal procedures must be known, understood, controlled and respected by the company's Employees in order to avoid possible suspicions of fraud.

IV. Facilitating payments

Facilitating payments commonly refer to small amounts of money requested by service providers to provide or "facilitate" services that are expected of them – this includes payments which go towards customs, immigration or other services, in order to expedite the provision of services or permits. These payments can therefore be made to people working in the private sector as well as to people working in the public sector.

RTEi strictly prohibits facilitating payments. RTEi Employees and Business Partners are obliged to refuse this practice.

Advice:

When an official or even a trading partner requests a payment which seems to be questionable as to its legality, the project manager must request a receipt, a supporting document or any other document that establishes the authenticity of the requested amount. This request tends to discourage the applicant who is aware that they are violating local legislation.

V. Conflicts of Interest

A conflict of interest is a situation in which the interest of the company or the Employee's activity conflicts with their personal interest, in a way that could influence the performance of his or her duties.

RTEi's Employees and Business Partners are committed to maintaining the most professional and neutral attitude to prevent conflicts of interest. In addition, Employees and Business Partners must alert their superiors or RTEi project managers, should a potential conflict of interest arise in order to find an appropriate solution and avoid serious consequences.

Article 6. RTEi's COMMITMENTS TO COMBAT CORRUPTION AND FRAUD

RTEi pursues a policy of zero tolerance towards acts that can be linked to corruption and other related practices as they undermine the development of the economy, trade and democracy on a global level.

The Sapin 2 Act now requires managers from certain companies to "take measures to prevent and detect the commission, in France or abroad, of acts of corruption or influence peddling". That being said, RTE and RTEi ensure that the measures required by law are implemented and updated, namely:

1. A code of conduct; 2. an internal alert system; 3. a mapping of corruption risks; 4. procedures for assessing the situation of customers, first-tier suppliers and intermediaries with regard to risk mapping; 5. Accounting control procedures; 6. A training system; 7. A disciplinary system; 8. A system for internal control and evaluation of the implemented measures.

RTEi and RTEi Employees are actively involved in the use and updating of these tools.

RTEi Employees and Business Partners promote commercial relations with French or foreign public companies or organisations who are most compliant with national and international laws and regulations aimed at combating corruption and fraud, based on the information at their disposal and the results of evaluations of third parties.

Article 7. GIFTS AND INVITATIONS

RTEi's personnel members and Business Partners are particularly vigilant towards gifts that may be offered to them when working alongside customers, suppliers, service providers and other partners – regardless of whether they receive this gift directly or indirectly (e.g. from a third party).

Gifts can come in various forms (offers of goods or services, promotional offers, discounts on the price of goods and services, including travel, hotel stays, meals, shows, receptions, airline tickets or for cultural or sporting events).

Gifts must not influence, or even give the impression of influencing, the business decisions made by the personnel members. The acceptance of a gift may be considered as an act of corruption.

Low-cost and non-recurring gifts are accepted.

Employees must inform the Compliance Officer of the gifts they receive when:

- The gift is worth more than 50 euros
- The cost of gifts received exceeds 200 euros over 12 months

Any gift offered in the form of a sum of money must be refused.

In practice:

A gift offered by a project manager to a client in recognition of a fulfilled contract is not tolerated if the consultant's company is in the process of negotiating or responding to a call for tenders for another project with the same client – as the gift could be interpreted as an attempt at corruption.

Advice:

In order to avoid an ambiguous interpretation, a gift must be offered or received in complete transparency. Regardless of the amount, the Employee should not hesitate to notify the Compliance Officer of the gift. Employees must inform the Compliance Officer when the cost of the gift exceeds 50 euros.

Before accepting a gift, Employees should check their Business Partner's gift policy. Employees must also learn about the rules applicable in countries in which they are working.

Article 8. DONATIONS AND SPONSORSHIPS

RTEi considers itself a corporate citizen: it regards general interest in its daily activities and its development. In this context, RTEi can make donations, carry out sponsorship actions and hold sponsorship events.

In practice:

Making a financial contribution to political parties, foundations or associations of a political nature is both risky from the point of view of anti-corruption rules, and prohibited in view of the RTEi values outlined in the Code of Conduct.

Advice:

Donations, patronage and sponsorships must only be requested from the Director of RTEi, as well as from the Head of Communication and the Head of Compliance.

To avoid violations, RTEi understands that donations, sponsorships and sponsorship actions, can be used to conceal acts of direct or indirect corruption. RTEi carries out the necessary preliminary checks on the beneficiary body – which means checks on the following: composition of the governing body, list of founders or sponsors, absence of registration on the international sanctions lists - corruption, money laundering, terrorist financing, etc. Therefore, it is always necessary to obtain the approval of the RTEi General Manager and the RTEi Compliance Officer before making any donation or sponsorship.

Article 9. ETHICAL ALERT SYSTEM

RTEi has a designated Compliance Officer as single point of contact to anonymously collect, analyse, investigate and treat any incident reported as being in violation of this Code of Conduct.

All RTEi Employees and Business Partners have a duty to alert the Compliance Officer when they witness an act of corruption, fraud, unethical behaviour or any other illegal acts, which do not comply with the contents of this Code of Conduct.

The Compliance Officer may be contacted by e-mail at the following address:

alert@rte-international.com

An acknowledgement of receipt will be sent within 10 business days; the alert will be recorded in a dedicated register, which may be audited by RTEi Governance Committee and elected staff representatives.

An information will be made to the Chief Executive Officer, or, if he or she is suspected of violating the Code of Conduct, the Chairman of the Governance Committee.

No legal proceedings, or any form of discrimination, will be filed against a person who makes an alert about the violation of this **Code of Conduct**, regardless of whether his or her alert has resulted in an investigation or legal proceedings. Anonymity is guaranteed by RTEi.

This previous provision does not apply if this person uses his or her 'Right of Alert' in an abusive manner, for which the sole purpose is to harm a person or the company.