



CODE OF CONDUCT

Effective date: 1st April, 2021

PREAMBLE

This code of conduct (hereinafter "Code of Conduct") was adopted by RTE international (hereinafter "RTEi") to demonstrate its commitment to promoting integrity, ethics and good practices within the company and in its activities both in France and abroad.

In accordance with Act No. 2016-1691 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life (known as the "Sapin 2" Act) and as a subsidiary of the RTE company, RTEi is actively involved in the fight against corruption and fraud and formalises this stance through the Code.

The Code reminds RTEi's Employees of their basic obligations related to the laws in force, but also to RTEi's commitments and values. It also addresses the attitudes to adopt in some potentially risky situations which can be a part of professional activities.

The Code cannot cover all possible scenarios which an Employee may be confronted with. In case of doubt, Employees are encouraged to take an active approach, notably by contacting RTEi's Anti-Corruption Compliance Officer (hereinafter the "Compliance Officer"). The Compliance Officer is appointed by RTEi's CEO and carries out its mission in coordination with the RTE Sapin 2 Referent.

SCOPE OF APPLICATION

The Code is an integral part of RTEi's Rules of Procedure as provided by the Sapin 2 Act. It applies to RTEi employees and managers, employees made available to RTEi, trainees, and temporary Employees of RTEi. Those categories are hereinafter referred to as "Employees".

The Code is also incorporated into RTEi's General Terms and Conditions of Purchase and RTEi's General Terms and Conditions of Sale.

It is also intended to apply to any third party with whom RTEi enters into a business relation, including, but not limited to, any client, supplier, partner, co-contractor, subcontractor, intermediary, agent, representative. Those categories are hereinafter referred to as "Business Partners". Business Partners are made aware of the Code and undertake to comply with it.

PUBLICATION

The Code was approved in this version on the date first written above. It is available on the RTEi website (www.rte-international.com). It is also available in French. In the event of conflict between the English version and the French version, the latter shall prevail.

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 its international activities and its affiliation with the public service company RTE, RTEi has a strong responsibility in terms of reputation and therefore requires exemplary behaviour from its Employees and Business Partners.

RTEi's Employees and Business Partners undertake to comply, in all circumstances, with all the laws and regulations in force in all countries where the company carries out its activities.

In this respect, it is the responsibility of each Employee and Business Partner 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 harm RTEi's reputation and integrity.

Article 2. ETHICAL COMMITMENTS OF RTEi

Encouraging the moralization of business practices and the development of a culture of integrity, RTEi advocates strong ethical values. RTEi's core values are the following:

- **Openness:** RTEi encourage its Employees to show interest, curiosity and understanding for ideas and cultures that differ, in whole or part, to their own.
- **Team spirit:** RTEi encourage its Employees to achieve the objectives defined by RTEi by collaborating as best as possible with others and prioritising group success over individual success
- **Excellence:** RTEi implements 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
- Personal health and safety
- Fair business practices
- Rejection of corruption
- Sincerity and reliability
- Compliance with the rules of free competition
- Respect for employees
- Respect for human rights
- Political neutrality
- Commitment to environmental protection and sustainable development

RTEi Employees and Business Partners are committed to complying with and promoting these values in all professional activities related to the company.



CODE OF CONDUCT

Article 3. COMPLIANCE WITH HABITS AND CUSTOMS WITHIN THE CONTEXT OF A MISSION ABROAD

On any business trip, it is important to be mindful of the local customs. Complying to these local customs indeed determines the success of business and contributes to RTEi's positive image.

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

- Being informed on local practices and customs prior to and during their trip;
- Maintaining professional and respectful behaviour throughout their journey;
- Complying with RTEi's policy concerning business travel and anti-corruption practices.

RTEi 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 EQUIPMENT 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 combatting 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 two types of corruption:

- **Active corruption** (corrupting), 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 of a person soliciting, being promised or accepting, directly or indirectly, an undue advantage in return for an undue favour.

French criminal law distinguishes 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 euros (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.

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 people: the beneficiary (the one who provides benefits or donations), the intermediary (the one who uses the credit he holds because of his 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 FIGHT AGAINST 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 combatting corruption and fraud, based on the information at their disposal and the results of evaluations of third parties.

Article 7. GIFTS AND INVITATIONS

RTEi Employees 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.

I. Gifts received by RTEi Employees

The acceptance of gifts by an RTEi Employee is tolerated if the gifts are of low or moderate value and if they are not recurrent. The Compliance Officer and the General Manager ensure that this rule is correctly interpreted and applied by Employees by following up on the obligation to inform presented below.

Employees must inform the Compliance Officer:

- When they receive (or are offered) a gift with a value of more than 50 euros;
- If they receive a number of gifts that exceed 200 euros over 12 months.

The Compliance Officer, after consultation, if necessary, with the Employee and the CEO, formulates an opinion on the action to be taken on the gift(s): acceptance, retention or return.

In the interests of transparency, the Compliance Officer records the list of gifts received by Staff. The list may be transmitted to the CEO at the latter's request.

Any gift offered to an Employee in the form of a sum of money must be refused, regardless of the amount.

II. Gifts offered by RTEi Employees

The possibility for RTEi Employees to offer gifts to Business Partners is tolerated if the gifts are of low or moderate value and if they are not recurrent.

Any gift offered in excess of 50 euros must be declared in advance to the Compliance Officer, who will formulate an opinion and record the list of gifts offered by RTEi Employees.

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, PATRONAGE AND SPONSORSHIP

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 patronage actions, and sponsor actions or events.

To avoid violations, RTEi understands that donations, patronage 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. In this context, it is necessary for the initiator of the donation, patronage or sponsorship project to consult the communication manager and obtain the assent from the CEO of RTEi and the RTEi Compliance Officer before committing any donation, patronage or sponsorship. For the sake of transparency, the RTEi Compliance Officer records the list of donations and patronage or sponsorship operations carried out by RTEi.

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 be prior approved by the CEO of RTEi and the Compliance Officer, as well as the opinion of the communication manager.

Article 9. WHISTLEBLOWING SYSTEM

Any Employee or Business Partner of RTEi who is aware of an act of corruption, fraud, or any other illegal act or of non-compliance with the content of this Code of Conduct has a right to alert.

- **Triggering of an alert**

The right to alert is exercised by contacting the Compliance Officer:

- By email to the following address: alert@rte-international.com (access to which is reserved for the Compliance Officer).

OR

- By post, in a double envelope, addressed to RTE international headquarters (2/3 Place des Vosges, 92400 Courbevoie) for the attention of the Compliance Officer (the second envelope containing the letter must be marked "To be opened only by the recipient (Compliance Officer)").

- **Processing an alert**

Upon receipt of an alert:

1. The Compliance Officer acknowledges receipt within 10 calendar days to the whistleblower ("whistleblower");
2. The Compliance Officer forwards the alert, upon receipt, to the RTE Sapin 2 Referent;
3. The RTE Sapin 2 Referent manages the processing of the alert, whether external or internal, in coordination with the Compliance Officer;
4. The Compliance Officer monitors alerts, and for that purpose, holds an alerts register. This register can be audited by the Governance Committee and by the RTEi staff representatives;
5. The Compliance Officer may, at the request of the RTE Sapin 2 Referent, participate in the analysis and investigations concerning the alert;

The persons who are identified by the alert are informed of the facts or behaviour attributed to them by the Compliance Officer, in coordination with the RTE Sapin 2 Referent. When protective measures are necessary to prevent the risk of destruction of evidence, the informing of these persons takes place after the adoption of these measures.

- **Confidentiality**

The system guarantees the strict confidentiality of the Whistleblower and of the identity of the persons identified by the alert, as well as of the documents and information revealed, including in the event of communication to third parties when necessary for the sole purpose of verification or processing the alert. Under no circumstances can an identified person know the identity of the Whistleblower.

The elements likely to identify the Whistleblower can only be disclosed, except to the judicial authority, with the consent of the latter, once the well-founded nature of the alert



CODE OF CONDUCT

has been established. This identity, in particular, cannot be disclosed to the persons possibly involved, even when the latter asks to consult the developments of the verification report concerning them.

In application of Article 6 of the Sapin 2 Act, facts, information or documents, whatever their form or medium, which are covered by national defense secrecy, medical secrecy or confidentiality of relations between lawyers and clients, are excluded from this system.

- **Right of access to data and other GDPR rights**

The Whistleblower and any person concerned has a right of access to data concerning him, as well as other rights provided for by the general data protection regulation (Regulation (EU) 2016/679 known as "RGPD"). In particular the right of rectification, right of opposition or right to erasure may be exercised under the conditions provided for by the GDPR and RTEi's internal procedures.

- **Protection of the Whistleblower**

Anyone who uses the whistleblowing system of RTE and its subsidiaries in good faith is protected in accordance with the second paragraph of Article L. 1132-3-3 of the Labor Code, which sets out the principle of non-discrimination.

According to Article 13 of the Sapin 2 Act, anyone who obstructs the reporting of an alert in any way faces a one-year prison sentence and a fine of 15,000 euros.

- **Bad faith use of the device**

The bad faith use of the whistleblowing system, in particular when the alerts are carried out with the intention of harming the reputation of one or more natural or legal persons or in the case of intentionally false alerts, is likely to expose its perpetrator to disciplinary proceedings as well as to legal proceedings on the basis of the offense of slanderous denunciation.

Article 10. DISCIPLINARY REGIME

In the event of breaches of this Code, Employees expose themselves to the disciplinary sanctions provided for by RTEi's rules of procedure.