

Anti-Corruption Code of Conduct

Preamble

Absys Cyborg and its subsidiaries (hereinafter *the "Group"*) have adopted the Anti-Corruption Code of Conduct (hereinafter the "**Code**") drawn up by Keyrus in collaboration with Middlednext¹, which refers to the United Nations Convention against Corruption and is committed to fight all forms of corruption.

This Code applies to all Group employees.

However, a document cannot address all cases of corruption and influence peddling that may occur in the course of day-to-day activities, therefore, everyone must exercise their own judgment and common sense. In case of doubt about the course of action to be taken, each employee is free to approach his or her supervisor or the Legal Department in order to adopt a course of conduct in accordance with what can be expected of each employee. Each company relies on the help and advice tools it has put in place as well as an internal whistleblowing system.

This Code may be revised.

1-Framework and scope

Each employee must adopt exemplary behaviour within each company and not do anything that is contrary to the rules of behaviour defined in this Code.

Any question from an employee on the application of the Code or on its interpretation must be escalated to his or her supervisor or to the referent designated by the company.

2- Fundamental rules and their variations

Definitions

- **Bribery** is conduct by which a person (public official or private person) offers, requests or accepts, directly or through intermediaries, a gift, an offer or a promise, gifts or benefits of any kind with a view to performing, delaying or omitting to perform an act that is directly or indirectly within the scope of his or her duties in order to obtain or retain a commercial or financial advantage, or influence a decision.

There are two types of corruption :

- Bribery is **active** when it is the person who bribes who initiates the bribery.
- Bribery is **passive** when the act of bribery is initiated by the person who is corrupted, i.e. the person who does or does not perform an act in exchange for consideration.

Corruption can take many forms under the guise of common business or social practices ; These may include invitations, gifts, sponsorships, donations, etc.

¹ Middlednext is an independent French trade association exclusively representing listed mid-caps.

- **Influence peddling** refers to the act of a person monetizing his or her real or perceived quality or influence, to influence a decision that will be made by a third party.

It involves three actors: the beneficiary (the one who provides benefits or donations), the intermediary (the one who uses the credit he or she has by virtue of his or her position) and the target person who holds the decision-making power (public authority or administration, magistrate, expert, etc.).

Principle and rules

Employees must not commit acts of corruption and must not use intermediaries, such as agents, consultants, advisors, distributors or any other business partners for the purpose of committing such acts.

If a person is confronted with a proposal, they should ask themselves:

- Are laws and regulations being followed ?
- Is it in line with the Code and in the company's interest ?
- Is it devoid of self-interest ?
- Would I be embarrassed if my decision was communicated ?

Each company that refers to the Code has **defined a detailed procedure in Article 3-3 below**, so that each employee can express his or her doubts, if he or she is faced with an ethical or business conduct choice, in complete confidentiality.

2-1 Rules specific to public officials

Definitions

The term "public official" refers to a person holding public authority, entrusted with a public service mission or vested with a public elective mandate, for himself or for others.

Principle and rules

Bribery of public officials is punishable by harsher penalties².

Any relationship with a public official must comply with the regulations governing it (i.e. the regulations applicable in the specific country of the public official or imposed on him by his employer). If it is not prohibited by law, any benefit granted to a public official must be fully transparent to the company and subject to prior authorization by the hierarchy.

2-2 Gifts and Hospitality

Definitions

Gifts are benefits of any kind given by someone as a sign of recognition or friendship, without expecting anything in return.

The act of offering or being offered meals, accommodation and entertainment (shows, concerts, sporting events, etc.) is considered an invitation.

Principle and rules

Gifts and hospitality may be perceived as acts of active or passive corruption, so care should be taken with regard to gifts, courtesy and hospitality (received or given), invitations to entertainment that contribute to good relations but can be seen as a means of influencing a decision, to favour a company or an individual.

² The French Penal Code imposes heavy penalties on individuals guilty of public corruption – penalties of up to 10 years in prison and a fine of €1 million. The mere attempt – for example, offering a bribe or asking for it – is condemned in the same way as the act of bribery committed.

**For more details, please refer to the Gifts and Hospitality Policy adopted by Absys Cyborg.
(Only Absys Cyborg's personal.)**

2-3 Donations to Charitable or Political Organizations

Definitions

Donations are benefits given in the form of money and/or in-kind contributions. They are allocated for a specific purpose: research, training, the environment (sustainable development), for charitable or humanitarian purposes, etc.

Political contributions – monetary or non-monetary – are intended to support political parties, officials or initiatives.

Principle and rules

Requests for donations or contributions should be considered carefully, especially those from persons in a position to influence the company's activities or who could, if the donation were granted, derive personal benefit from it.

Requests for donations must be approved by a manager.

2-4 Patronage, sponsorship

Definition

Through patronage or sponsorship, the company wishes to provide financial or material support to a charity, social, cultural or sporting action in order to communicate and promote its values.

Principles and rules

They must be achieved without seeking benefits specific on the part of the beneficiary other than the promotion of the company's image.

2-5 Facilitation Payments

Definition

Facilitation payments are informal payments (as opposed to legitimate, official duties and taxes) that are made to facilitate or expedite all formalities, including administrative formalities such as permit applications, visas or customs clearances, etc.

Principle and rules

The company does not accept "facilitation payments" unless there are compelling reasons (health, safety of an employee, etc.).

2-6 Monitoring of third parties (suppliers, contractors, customers)

Definition

Supervision focuses on third parties, natural or legal persons, with whom the company interacts and who may in some cases present a particular level of risk in terms of corruption.

Third parties include: business partners, Suppliers, service providers, agents, customers, intermediaries...

Principle and rules

Each company is committed to ensure that third parties respect its principles and values and to carry out appropriate due diligence.

2-7 Conflicts of Interest

Definition

Conflicts of interest arise from any situation in which the personal interests of employees conflict with their duties or responsibilities.

Principle and rules

If circumstances give rise to a potential or actual conflict of interest, the employees concerned must report it.

2-8 Accounting Records/Internal Controls

Definition

The company must ensure that its accounting departments and/or internal and/or external auditors are attentive in their controls to the concealment of corruption in the books, registers and accounts.

Principle and rules

People who work on accounting control missions (audits, certification of accounts) must be particularly vigilant as to the fidelity and sincerity of the accounts.

3- Enforcement

3-1 Training

Employees are required to familiarize themselves with the Code and to participate in training sessions that are organized by the company in order to raise their awareness the fight against corruption. New employees are made aware as soon as they take up their duties.

3-2 Reporting of practices that do not comply with the Code and protection of the whistleblower

Each employee can share their doubts and/or ask questions to their superiors and/or referent.

Each Employee, in accordance with the procedure defined by the company, can launch an alert :

- If it is faced with a risk of corruption,
- If it believes in good faith that a breach of the Code has been or is being or may be committed,
- If he is confronted with a breach of probity.

3-4 Penalties in the event of a violation of the Code

Failure to comply with the rules engages the personal liability of the employee and exposes him/her to sanctions, in particular criminal sanctions,³ according to the applicable legislation.

³French law criminalises both active corruption (the corrupter) and passive corruption (the bribe) in the same way. For a natural person, the maximum penalty is 5 years in prison and a fine of €500,000 (the amount of which can be increased to twice the proceeds of the offence).

The company is committed to :

- Take all declarations into account,
- Investigate alerts diligently,
- Evaluate the facts objectively and impartially,
- Take appropriate corrective action and disciplinary action.

3-5 Implementation: Accountability and Oversight

It is the responsibility of each employee to implement the Code as part of the responsibilities of his or her position.

The company carries out periodic checks to verify compliance with practices.

The governance bodies of the company and/or the group shall provide regular updates on the follow-up of the implementation and follow-up given to alerts.