

# DISCLOSURE PROCEDURE

APRIL 2018



# PROCEDURE FOR DISCLOSURE OF BREACHES OF THE CODE OF ETHICS AND THE ANTI-CORRUPTION CODE AND FOR THE PROTECTION OF WHISTLEBLOWERS

## PROCEDURE FOR DISCLOSURE OF BREACHES OF THE CODE OF ETHICS AND THE ANTI-CORRUPTION CODE

Apave is establishing a system for the receipt of disclosure of actions, conduct and situations in breach of the Group's Code of Ethics and its Anti-Corruption Code.

The system has been specially chosen as a means of disclosing such actions, conduct and situations, imposing any sanctions that may be necessary, and ensuring that such breaches are not repeated. The system has also been set up in accordance with the provisions applying to the protection of whistleblowers (defined below), for the benefit of those wishing to avail themselves of the system and likely to be covered by it. As a general rule, all such disclosures will be dealt with in accordance with the Single Authorisation regarding the processing of personal data implemented as part of the French Data Protection Agency (CNIL)'s «AU-004 professional alert» mechanisms. Anyone abusing this system may render themselves liable to disciplinary measures and legal action. No disciplinary measures will be taken against anyone using the system in good faith, even if the facts subsequently prove to be inaccurate or result in no further action.

The Apave Group Ethics Audit Committee, chaired by an independent figure, is responsible for processing such disclosures. The Committee will take every care to process and record only objective data that relates directly and is strictly necessary to the investigation of the disclosure. The retention of data gathered as part of an investigation is handled in accordance with the laws and regulations applicable.

*The rules applying to whistleblowers and the receipt procedure are set out in detail below.*

## YOUR PROTECTION AS A WHISTLEBLOWER

Since the enactment of the French anti-corruption Act of 9 December 2016, the whistleblower is protected by the introduction of a procedure for the receipt of disclosures by employees or related third parties.

*This receipt procedure is set out in detail below.*

An alert raised by an individual qualifying for the status of whistleblower and who wishes to remain anonymous may be investigated if the seriousness of the facts alleged is established and the factual elements are sufficiently detailed.

Specific precautions, such as a preliminary examination, must be taken when dealing with any such alert. Any whistleblower revealing their identity is guaranteed confidentiality.

Under the law, a whistleblower is defined by the combination of six characteristics, as set out by the French Anti-Corruption Agency (AFA):

- **the whistleblower is a natural person:** a legal entity (e.g. association, professional body, etc.) cannot be deemed to be a whistleblower and is not covered by the provisions of the Act of 9 December 2016;
- **the whistleblower has personal knowledge of the matters disclosed:** the whistleblower is not reporting someone else's findings, but their own personal findings, which could reasonably be thought to constitute corruption. Disclosures by proxy are therefore excluded;
- **the whistleblower is disinterested:** they will gain no advantage or reward for disclosure. Any support (e.g. from a trade union) that the whistleblower might seek if they feel under threat does not compromise the disinterested nature of their action;
- **the whistleblower acts in good faith:** at the time the whistleblower discloses the facts, these must have the appearance of corruption, so that the whistleblower cannot be accused after of the fact of having sought to do harm to others.

- **a person making allegations that they know to be false** cannot be deemed to be acting "in good faith" and is liable to prosecution for false accusation under Article 226-10 of the French Criminal Code.
- **the matters disclosed are serious:** this is the case for all offences of corruption that fall within the AFA's remit.

The protection provided to the whistleblower is as follows:

- **whistleblowers are not criminally liable** if the defining criteria set out in Act 2016-1691 of 9 December 2016 are met, if the disclosure is «necessary and proportionate to safeguard the interests concerned» and if the disclosure complies with the disclosure procedures (Article 122-9 of the French Criminal Code);
- **whistleblowers employed in the private sector or serving as public, civil or military personnel cannot be dismissed, punished or discriminated against** in any way for making disclosures in accordance with the disclosure procedure (Article L 1132-3-3 of the French Labour Code; Article 6 ter (A, 2) of Act 83-634 of 13 July 1983; Article L. 4122-4 (2) of the French Defence Code).

## THE APAVE GROUP DISCLOSURE PROCEDURE

### Context

The Apave Group and its subsidiaries are committed to conducting business in an ethical and responsible manner.

In 2014, Apave introduced a service set up specifically for the receipt of disclosures of any unethical conduct.

This service is now open to any Apave employee or related third party, offering them a means of disclosing any conduct deemed to be unethical, including corruption, fraud, discrimination and any form of anti-competitive conduct, engaged in by an Apave Group employee or by anyone linked to the Group.

The service will henceforth be made available via a secure platform managed by a trusted third party responsible for the receipt of disclosures that will then be dealt with by the Apave Group Ethics Audit Committee, in order to ensure independent and effective handling of such disclosures.

### How the disclosure mechanism works

#### 1. Disclosure

If you have personal knowledge of a fact or of conduct that you feel should be disclosed, please contact the Apave Group disclosure service by any of the following means:

- E-mail: [apave@ethicattitude.com](mailto:apave@ethicattitude.com)
- Telephone: +33788119006
- SMS • WhatsApp • Viber

*The disclosure receipt service is under a strict obligation of confidentiality as regards your identity, the matters disclosed and the persons named in the disclosure, except with respect to the Ethics Audit Committee responsible for investigating disclosures.*

If you believe that revealing your identity may put you at serious risk, you may opt to remain anonymous. A disclosure by a person wishing to remain anonymous may be investigated if the seriousness of the matters alleged is established and the factual elements are sufficiently detailed. As far as possible, however, we recommend that you reveal your identity to the contact person at the disclosure receipt service, which is a trusted third party.

#### 2. Investigation following disclosure

Whatever means of communication you choose, you will receive an automatic confirmation of receipt of your disclosure.

The disclosure receipt service takes disclosures made to it under consideration within 24 hours. If necessary, the service will contact you via the means of communication you stipulate, to amplify your disclosure by means of specific and precise questions, to ensure full clarity and understanding of the matters or conduct disclosed.

The information thus gathered is forwarded by the disclosure receipt service to the Apave Group Ethics Audit Committee, chaired by an independent figure, which will examine the disclosure and, where necessary, make recommendations to Group senior management.

#### 3. Right of rectification

Throughout the procedure, you have the right, should you so request, to access, rectify and supplement the information you have provided, using the same means of communication as are provided for disclosure, in order to report matters and/or provide supplementary information or documents, irrespective of the form or medium thereof, substantiating your disclosure.

#### 4. Destruction of information

If, once the necessary verifications have been completed, no further action is taken as regards your disclosure, any elements of the file that might identify you or the persons named will be destroyed by the disclosure receipt service within two months.

*You will be informed that the case is closed.*

This disclosure receipt service is subject to automatic data processing of disclosures, implemented under an authorisation from the French Data Protection Agency (CNIL) in accordance with the regulations applicable.

As part of our awareness programmes, this code serves to inform all those associated with Apave Group of this initiative. The procedure will be updated as often as is necessary.

# PROCEDURE FOR THE DISCLOSURE OF SERIOUS BREACHES OF THE LAW OR OF MATTERS IN BREACH OF THE APAVE CODE OF ETHICS AND ANTI-CORRUPTION CODE

This procedure is applicable to those persons enjoying the protected legal status of whistleblower as defined above (in the event of a serious breach of the law) and to any employee wishing to disclose a breach of the Apave Group Code of Ethics and Anti-Corruption Code.

You are witness to matters that you believe are in breach of the Code of Ethics or of the Anti-Corruption Code: where do you report these facts?

## Can you submit a disclosure?

Yes, if:

- You are an Apave Group employee or related third party
- And if you have personally witnessed the matters to be disclosed

## What matters should be disclosed?

- If you are a third party with links to the Apave Group:
  - Any crime or offence
  - Any serious breach of the law
- If you are an employee:
  - Any breach of the Group Code of Ethics and Anti-Corruption Code
- In the days following your disclosure, the disclosure receipt service (a platform managed by a trusted third party) may contact you, seeking answers to specific questions
- Once the service has all the necessary information, it transfers the case to the Group Ethics Audit Committee

You will always be informed when the investigation is closed

**GROUP EXTERNAL DISCLOSURE RECEIPT SERVICE**  
 E-MAIL ADDRESS: [APAVE@ETHICATTITUDE.COM](mailto:APAVE@ETHICATTITUDE.COM)  
 TELEPHONE: +33788119006  
 SMS, WHATSAPP, VIBER

24H

**YOU WILL RECEIVE AN AUTOMATIC CONFIRMATION OF RECEIPT OF YOUR DISCLOSURE**

**INVESTIGATION BY THE APAVE ETHICS AUDIT COMMITTEE**

The disclosure receipt service is under a strict obligation of **confidentiality**, except with respect to the Ethics Audit Committee carrying out the investigation

## Any disclosure must be made in good faith

- Any disclosure made in bad faith could render you liable to disciplinary measures and/or legal action

## You have the right to rectify the information disclosed

Throughout the procedure, you have the right to access the information you have provided and to rectify and supplement it, using the same means of communication as provided for disclosure

## The disclosure is forwarded to the Apave Group Ethics Audit Committee

## You are protected as a whistleblower if:

- You are a Group employee or related third party; and
- If you are reporting crimes, offences or serious breaches of the law; and
- If you have personally witnessed the matters to be disclosed;
- If you disclose them in good faith and in a disinterested manner

The Ethics Audit Committee takes further action on your disclosure

The Ethics Audit Committee takes no further action on your disclosure

**THE ETHICS AUDIT COMMITTEE WILL RECOMMEND THE APPROPRIATE NECESSARY MEASURES TO APAVE GROUP SENIOR MANAGEMENT.**

**THE COMMITTEE MAY FORWARD THE DISCLOSURE TO THE ADMINISTRATIVE, PROFESSIONAL OR JUDICIAL AUTHORITIES WHEN THIS IS PROVIDED FOR IN LAW.**

**WITHIN TWO MONTHS: DESTRUCTION OF THE INFORMATION PROVIDED, IN PARTICULAR THE IDENTITY OF THE WHISTLEBLOWER AND OF THE PERSON NAMED IN THE DISCLOSURE.**

