

# Code of Conduct

In this Code of Conduct, Devoteam Group (Devoteam SA and each of its subsidiaries), sets out the rules of behaviour expected of all employees worldwide. The way we behave towards our customers, partners, suppliers and all other stakeholders of the Group should reflect that the Code of Conduct is in effect and respected throughout the Group.

Each employee of Devoteam Group agrees to follow this Code of Conduct and to keep abreast of any updates. Our managers, throughout all entities, are involved in its proper diffusion, comprehension and its effective application across the business.

This Code of Conduct does not substitute the national and international laws in force in each country, with which the Group complies.

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# 1. Compliance with the Law

## a) Development in compliance with laws and regulations

Devoteam Group carries out its business development in compliance with national and international laws and regulations applicable to its activities.

Each of the Group's companies, as well as all of their employees, are required to comply with the laws and regulations applicable locally, in the countries in which they operate in the context of their professional activities.

The Group promotes local capacity development through close cooperation with the local community, including business interests, as well as through the development of the company's activities in domestic and foreign markets, in accordance with the need for sound business practises.

## b) Fair competition

Devoteam conducts its business in strict compliance with the principles of antitrust and fair competition. Therefore, the Group neither executes nor tolerates **cartels** between competitors, suppliers and customers, including:

- **Imposing or fixing prices:** it is illegal to raise, lower or stabilise prices among competitors. Devoteam ensures that its employees establish prices on their own, without agreeing with other competing firms or partners.
- **Conducting concerted bids:** occurs when competitors work together to manipulate the outcome of a bidding process, especially during tenders or auctions. For example:
  - Different companies participated in an auction while having already agreed in advance who will be the winner.
  - A company hired its competitor as a subcontractor to subvert the bidding process.
- **Limiting competitors, customers, distributors or resellers from market access, e.g.,** sharing or subdividing markets, allocating them to a specific territory, boycotting,...
- **Exchanging competitively-sensitive information,** especially during industry/trade association meetings. For example: prices, project margins, commercial strategy, status of negotiations, etc. Accordingly, membership in a trade association must be approved by the Legal Department ;

- **Unreasonable exclusivity clauses** (or non-compete clauses) imposed to suppliers, customers, distributors but also to employees. This situation can occur:
  - When a company prevents its partners from soliciting offers or negotiating with a third party.
  - When an employee is not allowed to work with his/her previous company's competitors.

As in general, exclusivity clauses are considered illicit if they are geographically unlimited and/or exceed 5 years (for commercial contracts) or 2 years (for employment contracts). Devoteam does not conclude any exclusivity agreement that is not justified by law and by legitimate business reason.

- **Most-favoured nation provisions** which could obligate a supplier to sell products to a customer at the lowest price or most favourable terms (or a seller who charges higher prices to other buyers) and could then create a significant imbalance between the rights and obligations of the parties, thus raising legal and compliance concerns.

Moreover, Devoteam refrains from any act that may be considered an **abuse of dominant position in the market**, e.g., pricing below cost, unfairly high pricing, obligating customers to purchase additional goods, as well as refusal to deal unless justified by legitimate business reasons (e.g., lack of capacity, creditworthiness of the customer, etc.).

The Group obligates all employees to respect this Code of Conduct and to follow a mandatory training on antitrust. Any employee or customer that remarks or witnesses a suspicious act is encouraged to report it to our independent Ethics Alert Committee through an anonymous whistleblowing system.

Further, to preserve the market's equilibrium, the Group complies with legal requirements to strictly control M&A operations, joint-ventures and other activities that may create a concentration of economic power.

Devoteam pays particular attention while working with strategic partners to not impede fair competition with other firms. We encourage our partners, customers, suppliers and subcontractors, to apply business principles alongside this Code.

Devoteam cooperates with antitrust authorities of the countries concerned and provides the fastest and most complete responses possible to requests for information.

### **c) Compliance with tax obligations**

Devoteam contributes to the public finances of host countries by making timely payment of its tax liabilities. In particular, The Group complies with both the letter and spirit of the tax laws and regulations of the countries in which they operate.

Devoteam provides authorities with timely information required by law in order to correctly determine the taxes to be collected in the context of its activities and to ensure that transfer pricing practises comply with the 'arm's length' principle.

Devoteam refrains from seeking or accepting exemptions not considered in the statutory or regulatory framework related to human rights, environmental, health, safety, labour, taxation, financial incentives, or other issues.

## 2. Protecting the Group's interests

### a) Prevention of conflicts of interest

All Group employees must avoid any conflict between their own personal interests and those of their family and friends, and the interests of the Group.

Devoteam neither takes part in nor tolerates any behaviour that potentially exposes the Group and its employees to a conflict of interest, such as:

- **Favouritism:** when a person in a leadership role gives unfairly preferential treatment to an employee over others.
- **Unlawful taking of interest:** when a public agent takes, receives or keeps any interest in the Group where he or she has the duty of ensuring its supervision, management, liquidation or payment.
- **Misappropriation of assets:** when an employee or a third party associated with Devoteam abuses their position to steal from the Group through fraudulent activities.
- **Influence peddling:** when an employee abuses his or her position to influence a decision-making authority to obtain from this authority favourable decisions (contracts, employment, etc.) for the benefit of a third party.

Therefore, each employee shall:

- Carry out his or her missions in the strict and sole interest of Devoteam, and never in accordance with his or her private interests.
- Refrain from any personal relationship whatsoever with a third party that would violate his or her professional duties or put him or her in a conflict of interest situation.
- Not disclose any conflict of interest to which Devoteam or its collaborators would be exposed.
- Declare any conflict of interest, even suspected, to the Ethics Department, or directly to the [Ethics Alert Committee](#).

To tackle this issue, Devoteam will be providing online training on conflict of interest for its employees. Moreover, collaborators are committed to sign an annual declaration of related parties which helps detect and manage any potential conflict of interest.

In case of doubt about a particular transaction or situation in the context of this Code of Conduct, the employee must seek advice from his or her superiors or from the Group's Ethics and Anti-Corruption Department ([ethics@devoteam.com](mailto:ethics@devoteam.com)).

## **b) Protecting the Group's assets**

Every Group employee is responsible for the proper use, preservation and protection of the Group's assets.

Devoteam's information, equipment (including computer hardware and software), financial resources, tools, intellectual property rights, know-how and ideas are among the Group's most important assets. These assets must be protected.

Any abuse or improper use of the Group's assets, whether for personal purposes or in violation of the law, is prohibited and may lead to disciplinary, civil or penal sanctions.

## **c) Confidentiality of information**

Confidentiality is an essential component of the Group. Each of its employees is committed to preserving the confidentiality of information and ensuring the protection of the Group's intangible assets.

Therefore, employees shall:

- Protect confidential information of the Group in public places by avoiding open discussion and limiting use of the Group's electronic devices and documentation.
- Refrain from disclosing confidential information outside the Group, unless formally authorized by their management, or in cases provided for by law, in particular at the request of legal authorities.
- Respect confidentiality of information legislations and comply with policies related to collection, use, storage, retention, deletion and erasure of information.

Any disclosure of confidential information unauthorised by the Group or by law is prohibited and may lead to disciplinary, civil or penal sanctions.

### 3. Doing business without bribery

#### a) Refuse bribes and payments of convenience

The Group does not tolerate any form of corruption or influence peddling. Therefore, each employee undertakes, under all circumstances, not to make any payment or grant any undue advantage that could constitute an act of corruption.

Bribes, kickbacks or other similar payments are never permitted, regardless of whether they are paid to a government official or to clients, investors, customers or other third parties. Neither may Group employees solicit or accept such payments.

If an employee experiences a request or demand for improper payment or other violation of this policy, such request or demand must be immediately rejected and reported to his or her management. If a Group employee becomes aware of any improper payment made or to be made, he or she must also report the payment without delay to [ethics@devoteam.com](mailto:ethics@devoteam.com).

#### b) Comply strictly with the anti-money laundering rules

The Group actively seeks to prevent money laundering, terrorist financing and tax evasion. All Group managers are committed to implementing all necessary procedures to ensure the control of each financial transaction with third parties.

Group employees agree not to pursue, under any circumstances, any business relationship whatsoever that could place the Group at risk with regard to anti-money laundering regulations.

The Group is developing a specific anti-money laundering procedure to secure its business. If necessary, the Group may :

- Confirm the identity and activities of its customers and suppliers based on reliable evidence ;
- Report suspicious activities to the Group's Internal Audit department, which may open an investigation, in strict compliance with the law, to prevent or identify any known or suspected money laundering operations ;
- Cooperate with local authorities to prevent any development or project that could lead to money laundering activities.



### **c) Control related party transactions**

The Group has established policies and procedures to monitor, approve and report on all related party transactions.

The Group's managers are aware that all transactions with known related parties must be reviewed and approved before being executed. Unjustified transactions are subject to sanctions.

The Group's Internal Audit department is committed to monitoring related party transactions on behalf of the Group and investigating potential violations of the Code of Conduct.

### **d) Avoid influencing local political affairs**

The Group refrains from any undue interference in local political activities. It does not make any illegal contributions to candidates for public office or to political parties or other political organizations.

All political contributions must fully comply with public disclosure requirements and must be reported to management.

### **e) Compliance trainings**

To raise awareness on different Compliance issues, Devoteam operates three mandatory online training courses via its MDA Game platform:

- Doing business without bribery
- Doing business in fair competition
- Conflict of interest

These training courses, belonging to the "Ethics & Corruption" program, are mandatory for managers, Group Corporate and employees whose positions are exposed to risk of non-compliance. Nonetheless, they remain available and highly recommended to other employees.

## 4. Gifts and invitation

### a) Gifts

In general, the Group conducts its business through the quality of its people, products and services, not through gifts.

The use of the Group's funds or assets for presents, gratifications or other favors to a third party with the power to decide or influence the Group's business activities is prohibited.

However, under certain cumulative circumstances, gifts and donations to third parties may be given and accepted:

- the gift does not involve cash or cash equivalents (e.g., gift cards, store cards, etc.);
- the gift is authorized both by local law and by the guidelines of the beneficiary's employer;
- the gift is presented openly and transparently;
- the gift is properly recorded in the company's books and records;
- the gift is offered as an expression of esteem, courtesy or in exchange for hospitality and must be in accordance with local customs.

### b) Third Party Invitation

Reason and moderation should prevail in business entertainment and payment of travel and accommodation expenses undertaken on behalf of the Group.

Group employees may provide business entertainment to customers or suppliers only if such entertainment is infrequent, modest and intended to serve legitimate business purposes.

All Group employees comply with the regulations issued by the Group and its component companies regarding invitations to third parties.

## 5. Economic Sanctions Compliance Policy

The Devoteam Group is committed to conducting its activities with integrity and in compliance with all applicable economic sanctions.

Violations of applicable economic sanctions may result in severe financial and penal sanctions. Any potential violation of economic sanctions or any suspicion of non-compliance with this policy must be reported without delay to the Group's management ([ethics@devoteam.com](mailto:ethics@devoteam.com)).

The Group undertakes not to carry out any activity, directly or indirectly, in or with a country subject to restrictions or any other country subject to international sanctions.

In addition, no Devoteam Group entity directly carries out transactions or operations with any person located, organized or ordinarily resident in any of the countries mentioned below :

- Crimea
- Cuba
- Iran
- North Korea
- Sudan
- Syria

Furthermore, the Group pays particular attention to doing business with high-risk countries. To assess and verify any potential risk, a strict due diligence process is required when carrying out activities in or with the countries labelled as "high risk".

Depending on the country where the activity is carried out, the mandatory diligence process can be operated through The Sanctions List Search Tool which helps collaborators to ensure a client or a supplier is not on international sanctions lists, as well as through local management assessment.

This list of restricted countries is subject to change. In case of doubt, the employee undertakes to contact [ethics@devoteam.com](mailto:ethics@devoteam.com).

## 6. Group Rules of engagement

The Managing Director of each entity or country is responsible for assessing and managing the risk inherent in any of the company's commitments with third parties, whether customers, partners, suppliers or employees.

According to the degree of importance of the associated risks or the nature of these external commitments, the prior authorization (or information) of the Group Steering Committee may be required.

The Managing Director of each entity or country must comply with the following rules of engagement detailed in [Appendix 2 "Groupe Rules of engagement"](#), and ensure that they are applied within his teams.

## 7. Group Corporate Social Responsibility

The additional value Devoteam brings is rooted in the digital skills of all the employees who work on a daily basis at Devoteam's customers' sites. However, the Group cannot rely exclusively on this factor for its success, and considers the contribution of its stakeholders to this growth to be highly important.

Sustainable development - and CSR more particularly at our level is equally important, not only for large companies, but for the whole of society. Failure to do so could endanger the future of the Group and of future generations, calling into question the worth of the digitization work we are currently carrying out.

The Group is therefore actively committed to implementing policies that directly support sustainability and is acting primarily on 4 fronts:

- Environment: energy consumption, waste management, employee travel management and biodiversity;
- Social: diversity, working conditions, social dialogue, skills and career management;
- Responsible Purchasing: the social and environmental impact of purchasing in the supply chain;
- Sustainable offerings and business models: Green IT, Data Privacy, Social Risk Management.

## 8. Group's Ethics Alert System

The Group takes its commitment to comply with anti-corruption legislation very seriously and expects all its employees to share this commitment.

The Group therefore expects and requires that any member of the company's staff who is aware of or has reason to suspect a violation of this policy to contact [ethics@devoteam.com](mailto:ethics@devoteam.com) immediately.

The Group also provides an ethics alert system for its employees and all its stakeholders, accessible in all countries in which the Group is established.

This system allows any person who is a victim or witness of the facts mentioned below to report them to an independent actor, responsible for relaying the information to our Ethics Alert Committee, while protecting the identity and guaranteeing the anonymity of the whistleblower:

- a crime or an offense;
- any serious and manifest violation of a law, regulation or international commitment duly ratified or approved by France ;
- all obligations defined by European regulations and by the French Monetary and Financial Code (CMF) or the general regulations of the French Financial Markets Regulator (AMF) ;
- more specifically, conduct or situations contrary to the Company's Code of Conduct and Anticorruption Charter, concerning acts of corruption and influence peddling.

The ethics alert system is available on the Group's Intranet and on the website.

## 9. Code of Conduct Implementation

### a) Sanctions

The rules enacted in this Code of Conduct have been approved by Devoteam Group's management.

Any signatory failing to comply with this Code may be subject to appropriate sanctions and prosecution by the Devoteam Group.

Appropriate sanctions and legal proceedings will be taken in accordance with the legal procedures applicable to the employee concerned, while respecting the rights of the said employee.

### b) Updates

This Code of Conduct is updated at least annually. Each year, the Group's Audit and Internal Control department runs a campaign for signing the new Code of Conduct, as well as related party declaration forms.

### c) Contact

All questions regarding this policy should be directed to [ethics@devoteam.com](mailto:ethics@devoteam.com).