

Gravic Group Anti-bribery and Corruption Policy

Gravic Group prohibits any improper payments being given or received as inducements, or any gifts of value, given or received with the intention of:

- influencing the judgement of others regarding Gravic Group;
- gaining an improper advantage on behalf of Gravic Group, conducting business transactions or representing Gravic Group; or
- Suppliers shall operate in compliance with Gravic Group's anti-corruption policy set out herein, and with applicable laws and regulations. Specifically, it is prohibited to attempt to obtain business advantage through the use of improper payments or any illegal means.
- Where any payments are made which are legal under local written law and normal business practice in a particular country, but which are contrary to this policy, permission should be obtained from Head of management.
- Suppliers are not permitted, apart from the normal course of business, to accept business gifts and courtesy's of value from individuals, their relatives or any association that does or seeks to do business Gravic Group.

Any deviations from this procedure shall be immediately reported to Gravic Group Head of Management.

Patrice Jacquemin & Olivier Jacquemin , CEO

Gravic Group Anti-Trust / Competition Policy

“We at Gravic Group are dedicated to conducting all of our business activities with the highest level of ethical standards, therefore compliance with all laws is a fundamental part of our corporate values.”

Patrice Jacquemin & Olivier Jacquemin , CEO

1. Purpose

The purpose of the Gravic Group Anti-Trust Policy is to promote compliance with all Anti-Trust laws. Anti-trust laws are designed to:

- Guarantee free and open competition in a free market economy; and
- Prohibit anti-competitive behaviour from either individuals acting alone or multiple players acting together.

2. Why Do You Need to Understand Anti-Trust Law?

All employees have a responsibility to ensure that they do not violate any Anti-Trust laws or Gravic Group Anti-Trust Policy. Remember:

- Gravic Group conducts business all over the world.
- Each country has its own Anti-Trust laws. Even though they may follow common principles, there are differences between them that may result in some actions being considered legal in one location but illegal in another.
- Anti-Trust enforcement is conducted both at a national level and through cooperation between governments worldwide.
- Our business dealings may impact more than one country and therefore be subject to several Anti-Trust laws and jurisdictions.

Therefore you need to be familiar with Gravic Group Anti-Trust Policy as well as local laws that may apply to you.

3. What do Anti-Trust Laws Target?

- Price fixing with competitors
- Market sharing and customer sharing with competitors
- Co-operation with competitors in relation to tenders (bid rigging)
- Agreements between competitors to restrict supply or boycott customers.

4. Penalties for Violation of Anti-Trust laws:

Gravic Group operates in different countries and is therefore exposed to different civil and/or criminal penalties, for example in European union the company penalties can go up to 10% of worldwide annual gross revenue.

Gravic Group could also be exposed to claims for damages if a customer or competitor can show that they have been harmed by anti-competitive behaviour.

5. Major Areas of Risk Under Anti-Trust Laws

The major areas of risk under Anti-Trust laws are:

- Price Fixing
- Clandestine Discussions
- Market Sharing and Allocation
- Tying/Reciprocal Dealing
- Boycotts and Refusal to Supply

5.1 Price Fixing

Price Fixing is an agreement or understanding between competitors on price. To avoid price fixing allegations:

- Never discuss with your competitors the prices that you have agreed with your customers.
- Discussions with a competitor must be strictly limited to the same information as you would discuss with a customer (in particular never disclosing what terms and conditions you have fixed with another customer or competitor).
- All bids for works must be independent; never share a bid strategy with a competitor.
- Never exchange non-public information unless you consult the Head of Risk Management or Legal Department.

5.2 Clandestine Discussions

It is important to be vigilant of and not partake in discussions that are in secret or for improper purposes.

Trade Associations, industry network meetings, seminars and conferences can be legitimate forums for discussing legislation, safety, public policy, etc. However, it is important to remember that they are meetings where competitors are in attendance and therefore:

- Ideally such meetings should have an Anti-Trust statement read before the meeting commences and a lawyer should be present to monitor proceedings, however, it is not your responsibility to ensure that occurs.
- Conversations about prices, markets, customers, volumes, strategy, etc must be avoided.
- If any conversation goes off topic:
 - ❖ Stop the conversation. Advise the person that this is now an inappropriate conversation
 - ❖ Where applicable, appropriate, and if possible, excuse yourself as loudly and as memorably as you can.
 - ❖ Advise the management as soon as possible and to seek further advice

Decisions about when, where and how you do business should be made internally. It is prohibited to collude with competitors about sharing the market in order to decrease competition:

- ❖ Any commercial agreement that involves a non-compete clause must be reviewed and approved by the Head of Management.

5.3 Market Sharing & Allocation

It is illegal to share or allocate volumes or capacity in a market. Therefore it is imperative that you do NOT:

- discuss, agree or exchange information with competitors on the geographical areas in which we operate or intend to operate in; or
- agree not to compete in a competitor's geographical market or let a competitor agree not to compete in Gravic Group's geographical market; or
- discuss, agree or exchange information with competitors on the type of services that we operate or intend to operate; or

5.4 Boycotts

Boycotts include agreements or arrangements whereby we either refuse to sell to a customer unless they discontinue buying from a competitor, or buy all their services from Gravic Group. Both these arrangements breach Anti-Trust laws.

Any decision not to contract with a party (whether a supplier or a customer) should be made internally, and based on legitimate business reasons. Therefore, depending on the circumstances, professional legal advice may be required.

Never participate in joint boycotts with competitors.

6. Topics that may be discussed with Competitors

When you communicate with competitors, either in the course of business or in a social context, you may discuss matters of general interest, industry standards and common problems such as pollution and environmental requirements.

Furthermore, you may discuss legislative initiatives, reports from brokers, market research and trade publications as well as other industry related information, which can be regarded as generally known or public information.

You may also discuss the supply and demand conditions in the various markets on a general basis, but you must be careful to ensure that these discussions cannot be misconstrued as an attempt to fix prices, share markets or customers or to constrain supply.

7. Signalement

If you have concerns regarding the compliance with Anti Trust legislation and / or the Gravic Group policy you should speak with your direct manager and advise him or her of your concerns.

Gravic Group will not discriminate against and will support employees who signal.

8. Conclusion

Every employee must remember that they have a responsibility to adhere to Gravic Group's Anti-Trust Policy and to follow Anti-Trust laws.

Careful language will not avoid an Anti-Trust violation when the conduct is in fact illegal. Think before you speak or write. Consult with the Head of management whenever in doubt.

Patrice Jacquemin & Olivier Jacquemin , CEO