

Talan[★]

CODE OF CONDUCT

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PREAMBLE

The Code of Conduct sets forth the key principles that govern and guide the actions of the TALAN Group on a daily basis.

The Code of Conduct reasserts the commitment of the TALAN Group to legal compliance, social and environmental responsibility and formalizes the rules of conduct and best practices regarding business ethics, in particular the protection of the TALAN Group's assets, but also the fight against corruption and influence peddling.

The Code of Conduct incorporates anti-corruption rules regarding the fight against corruption and influence peddling. This Code therefore complies with the requirements of the French law n°2016-1691 of December 9, 2016 on transparency, the fight against corruption and the modernization of economic life, known as "Sapin 2", as well as the US Foreign Corrupt Practices Act of 1977 and the UK Bribery Act of 2010.

The Code of Conduct applies to all directors, managers, employees and corporate officers of the TALAN Group and the companies it controls. It must also be respected by all stakeholders with whom the TALAN Group is engaged throughout the world (companies, subcontractors, partners, consultants or intermediaries working for the TALAN Group or on behalf of TALAN). The principles set forth in this Code

of Conduct establish guidelines for our actions and behavior, consistent with the TALAN Group's ethical and social policies.

Each employee undertakes to comply with the rules set forth in the Code of Conduct and any breach of the rules contained therein will constitute misconduct that may lead to the application of disciplinary sanctions.

The managers of the TALAN Group have an essential role in the implementation of the Code of Conduct as they must embody the standards of behavior defined by this Code, inform their teams of the values and challenges of the Code, and ensure that the rules are being followed.

The Code is distributed to all the TALAN Group entities, available to all TALAN employees and accessible on the TALAN Group's website.

It is the responsibility of each and everyone of us to read the Code and assimilate its rules and concepts, as well as to exercise good judgment and common sense in dealing with the various situations that may arise in our day-to-day activities.

The Code of Conduct will be regularly updated.



The trust of our employees, suppliers, clients, shareholders and partners is essential for the future and success of the TALAN Group. It is therefore our shared responsibility to behave ethically and with integrity on a daily basis to build and develop this trust.

The Code of Conduct reaffirms our commitment to comply with the highest ethical standards and to implement a zero-tolerance policy regarding corruption in all our activities and throughout the TALAN Group.

THE CHAIRMAN'S MESSAGE

The aim of this Code of Conduct is for us to adopt, on a daily basis, the fundamental principles and rights that constitute the ethical and social policy of the TALAN Group. This Code provides useful guidelines to identify risk situations and minimize uncertainties.

This Code does not cover all the situations that we may encounter in the course of our daily activities. Thus, beyond strict compliance with the rules of law and the rules of conduct listed in the Code, the TALAN Group calls upon our judgment and common sense to adopt and promote ethical and exemplary behavior in all circumstances.

This Code also points out the existence of an Internal Whistleblowing System, designed to receive reports of conduct or situations contrary to the rules set forth in this Code.

Our Code of Conduct is everyone's responsibility. As such, we must all know and comply with the Code of Conduct and ensure that all stakeholders also comply with it.

Ethics, integrity and transparency are central to the conduct of our business and compliance with the provisions of our Code of Conduct alongside our core values will contribute to the reputation and success of our Group.

The Executive Committee and I are counting on you to comply with and promote the ethical and social culture of the TALAN Group.

Mehdi HOUAS
Chairman of the TALAN Group

OUR KEY VALUES

Openness

A socially responsible company, concerned with fairness towards its employees, complying with its ethical and social policies while carrying out its missions and opening up to the world in all its diversity.

Entrepreneurial spirit

The entrepreneurial spirit must be present in each of us in order to innovate and reach our maximum potential.

Respect

Respect for the individual, the employee, the business, the clients and the missions, the institutions, the TALAN Group and the public authorities.

Transparency

Guaranteeing a healthy and long-lasting relationship, assuming its share of social and environmental responsibility in the context of its development.

Collective Intelligence

Because the major challenges of today and tomorrow can only be met by multidisciplinary teams.

1 COMPLIANCE WITH THE LAW AND ENVIRONMENTAL PROTECTION

1.1 COMPLIANCE WITH LOCAL LAWS AND REGULATIONS

The TALAN Group, present in many countries, complies with the laws and regulations in force in the countries in which it operates, and expects the same commitment from its employees and the stakeholders with whom it does business.

Where local laws or regulations impose more stringent standards than those in this Code, the local laws or regulations shall prevail. However, if the TALAN Code of Conduct provides for more restrictive rules, these shall prevail.

1.2 FIGHT AGAINST CORRUPTION AND INFLUENCE PEDDLING

Corruption and influence peddling are universally recognized as serious offences and are a major impediment to economic development.

The fight against corruption and influence peddling is therefore at the forefront of the TALAN Group's concerns, which is committed to implementing a zero tolerance policy with regard to any behavior contrary to integrity and honesty.

The TALAN Group complies with international anti-corruption conventions and the anti-corruption laws of the countries in which it operates. The Group's anti-corruption policy meets the requirements of the French law n°2016-1691 of December 9, 2016 on transparency,

the fight against corruption and the modernization of economic life, known as "Sapin 2", as well as the American Foreign Corrupt Practices Act of 1977 and the British Bribery Act of 2010.

1.3 ENVIRONMENTAL PROTECTION

Environmental protection is also a guiding principle of the TALAN Group. Each employee must adopt good ecological practices in the office.

The TALAN Group participates in the ECOVADIS audit, which evaluates the capacity of the TALAN Group to act on environmental, social, responsible purchasing and business ethics issues.



2 INDIVIDUAL RIGHTS

2.1 HUMAN RIGHTS

The TALAN Group undertakes to respect and promote human rights as defined by the Universal Declaration of Human Rights of December 10, 1948 and the United Nations Guiding Principles on Business and Human Rights of June 16, 2011.

The TALAN Group also undertakes to comply with the principles of the International Labor Organization and the Organization for Economic Cooperation and Development (OECD) as well as the principles of the United Nations Global Compact.

2.2 EMPLOYMENT PRACTICES

The TALAN Group treats all its employees and stakeholders with whom it engages ethically and with respect and expects the same commitment from them.

Equal opportunity, in terms of employment, promotion and training, is a fundamental principle and must be achieved without discriminatory practices based on race, color, sex, religion, political opinion, nationality, social origin, sexual orientation, age, physical appearance, disability, or any other characteristics that are not related to the person's merit or the inherent requirements of the job.



2.3 PSYCHOSOCIAL RISKS AND HARASSMENT

The TALAN Group prohibits any behavior, words and actions that may harm the dignity and physical or psychological integrity of a person, employee or third party, and that may lead to a situation of suffering.

The TALAN Group recognizes the risks of all forms of harassment, intimidation and victimization, whether sexual, physical or psychological.

The TALAN Group undertakes to prosecute any perpetrator of events of this nature of which it may become aware.

We ask all employees, agents, clients, suppliers or partners of the TALAN Group to use the Group's Internal Whistleblowing System (5.1) and/or to notify the Human Resources Department if they find themselves in or become aware of a situation of harassment or psychosocial risk.

2.4 HEALTH, SAFETY & SECURITY

The TALAN Group ensures compliance with the laws and regulations in force concerning health, safety and security.

In order to meet legal requirements, the TALAN Group has implemented safety procedures, plans and instructions. Employees must follow these rules, which are available in their TALAN Entity. Employees on assignment must also comply with the instructions given by our clients.

In the event of experienced or perceived insecurity, any employee or third party in a business relationship with the TALAN Group is invited to use the Internal Whistleblowing System (5.1) or to notify one of the following contacts:

- Your HR contacts;
- Your manager;
- The Group Chief Compliance Officer or Deputy Group Chief Compliance Officer.

IF YOU ARE A VICTIM OR WITNESS OF ACTS OF HARASSMENT, YOU CAN REPORT IT

via
the HR team

via your managers

Complete confidentiality and protection are guaranteed.

3 PROTECTING THE GROUP'S ASSETS

3.1 TANGIBLE ASSETS

All tangible assets of the TALAN Group, at the disposal of and entrusted to employees and to third parties with whom the TALAN Group is engaged, must be used strictly for professional purposes: it is forbidden to use them for personal or malicious purposes.

We rely on our employees and the third parties with whom we are engaged to take care of these assets, to ensure that they are returned in the condition in which they were entrusted and to protect them against loss, misuse and theft.

3.2 INTELLECTUAL PROPERTY

Intellectual property covers the TALAN Group's trademarks, logos, content, copyrights, as well as business and commercial secrets.

Employees and third parties in a business relationship with the TALAN Group have a duty to protect the Group's intellectual property but also not to infringe upon that of its clients, suppliers and subcontractors.

Any act that infringes upon these intellectual property rights, in particular the replication, representation, distribution, sale or transfer, in whole or in part, of elements belonging to the TALAN Group is prohibited and is likely to engage the infringer's civil and/or criminal liability.

3.3 COMMUNICATION

Any oral or written communication with others, whether that person is an employee, a client or a supplier, must be done in a proper and professional manner, with respect and consideration for the other.

3.4 CONFIDENTIALITY

Confidentiality is fundamental to all consulting and service companies, and particularly to clients who entrust us with the realization of their projects. It is therefore essential that all employees and third parties in a business relationship with the TALAN Group comply with the following principles :

Any employee of the TALAN Group or third party in a business relationship with the TALAN Group acknowledges that the disclosure of confidential information, including TALAN Group's business secrets, could be detrimental to the interests of the TALAN Group.



INCLUDING

All versions of software, software packages, specific developments, and more generally all elements for which the TALAN Group holds the intellectual property rights (including source codes and object codes);

Technical information about the TALAN Group's products and services, including product data and product specifications, diagrams, organization charts, graphics, test results, know-how, processes, inventions, research and development projects;

Information regarding the TALAN Group's economic and financial data, including costs, profits, sales, unpublished accounting and financial information, business plans, client lists and client information, advertising strategies;

Information concerning the TALAN Group employees, including their personnel file;

Strategic, commercial or financial information provided by clients, suppliers, to employees of the TALAN Group, for research, evaluation, use or the implementation of their projects;

And any other information not generally known to the public which, if misused or disclosed, could have a negative impact on the activities of the TALAN Group.

Any employee or third party in a business relationship with the TALAN Group shall treat as strictly confidential the business secrets of the TALAN Group, whether or not they have been developed by the TALAN Group. The latter are also bound by an obligation of discretion and confidentiality concerning the activities of the TALAN Group, and the activities of clients and suppliers as well as the implementation of their projects.

Thus, all employment contracts of the TALAN Group entities include a confidentiality clause that remains in force beyond the termination of the contract. This obligation can only be lifted with the express authorization of the Group's management.

The same applies to third parties with whom the TALAN Group has a business relationship and the obligation of confidentiality applies for the duration determined in the confidentiality clauses of their contract.

These provisions thus aim to ensure that any employee or third party in a business relationship with the TALAN Group does not disclose to any third party, or use for personal purposes, any confidential technical or commercial information

concerning the TALAN Group or its clients, partners and suppliers.

In the event of a breach of the confidentiality obligation by a third party in a business relationship with the TALAN Group, the business relationship may be temporarily suspended and then submitted to the evaluation of the general management, which may decide to maintain or terminate it, without prejudice to any legal action that may be taken by the Group.

3.5 PERSONAL DATA

The TALAN Group is committed to respect and protect the privacy of all: clients, prospects, employees, suppliers, service providers. With this objective in mind, the TALAN Group, through its Data Protection Policy, undertakes to ensure the highest level of protection for all personal data entrusted to it by its clients, prospects, employees, suppliers and service providers.

All stakeholders with whom the TALAN Group is engaged throughout the world must also uphold this commitment.



4 COMPLIANCE WITH ANTI-CORRUPTION RULES

4.1 CORRUPTION AND INFLUENCE PEDDLING

Definition of corruption

Corruption occurs when a person entrusted with a specific function (public or private) solicits or accepts a gift or benefit of any kind with the intention to carry out, or refrain from carrying out, an act within the scope of their functions.

It is a dishonest behavior involving at least two actors:

ACTIVE CORRUPTION

The corrupter : the one who will offer or provide an undue benefit.

PASSIVE CORRUPTION

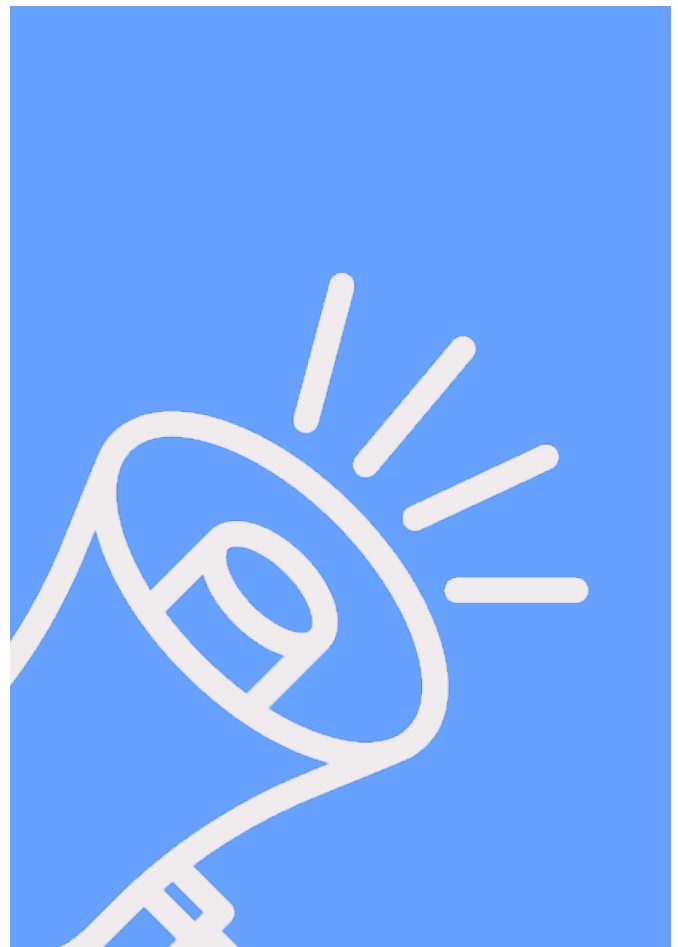
The corrupted : the one who will fraudulently use their power or influence to favor a third party in exchange for an undue benefit.

Definition of influence peddling

Influence peddling occurs when a person receives - or solicits – an undue benefit in order to exert their influence, real or supposed, to get a third party to take a favorable decision.

Corruption refers to conduct by which:

- offers, promises, gifts or presents ;
- are solicited, accepted, received, offered;
- directly or indirectly (through a third party for example) ;
- to a public or private person;
- for the purpose of carrying out or refraining from carrying out an act, obtaining favors or benefits.



The TALAN Group prohibits its employees and the stakeholders with whom it is engaged from carrying out acts of corruption in all their forms: active corruption; passive corruption; direct or indirect corruption; influence peddling; bribery of public or private agents; facilitation payments; favoritism; extortion; collusion with a supplier, a client or a partner; money laundering; embezzlement; excessive gifts or benefits that are detrimental to impartiality in commercial relations, etc.

Beyond the rules defined in this Code, common sense and good judgement must be used to prevent any situation of corruption and/or influence peddling.

Corruption of public officials (civil servants, elected officials, members of public companies, magistrates, hospital employees, police officers, local authorities, etc.) constitutes an abuse of public power used for private purposes. It is a particularly serious form of corruption and can be subject to reinforced criminal sanctions.

Employees and third parties who do business with the TALAN Group must be particularly vigilant in their relations with public officials to avoid any behavior that could constitute or be interpreted as an act of corruption or influence peddling.



EXAMPLES

CASE LAW EXAMPLES

(Source : French Anti-Corruption Agency)

An employee in charge of negotiating the best rates with the Group's suppliers obtains false discounts on which the employee receives commissions (Corruption).

The use of amendments to entrust the company chosen with work of a different nature from the initial market, and irregularly requesting work outside the market without any bidding process (Favoritism).

A senior civil servant working in or on behalf of a company and trading his address book and network within the ministries in exchange for compensation (Influence peddling).

EXAMPLES OF CORRUPTION SCENARIOS

(Source: Transparency International France)

A sales representative proposes to give a gift to the purchasing manager of a client company to guarantee the renewal of a contract.

I work in sales in the TALAN Group. Every year, a very large client company renews its maintenance contract. The overall annual contract amounts to several hundred thousand euros and is shared from year to year between two or three service providers. I am competing for this contract and one of TALAN Group's sales representatives makes me understand that, in order to win, I will have to be "a little generous" with the purchasing manager in question: "a nice watch should be enough".

Invitation sent by a software publisher to the IT manager in order to guarantee the renewal of a contract.

In liaison with the purchasing department, I am the new final decision-maker for a very large company that renews part of its software licenses each year. This overall contract amounts to ten million euros shared each year between two or three publishers. One of the publishers suggests that I spend a weekend at the Formula 1 Grand Prix in Monaco, with all expenses paid.

Awarding contracts in exchange for hiring a relative.

The sales manager of a client group asks me to hire his son-in-law who has just lost his job and tells me that in return, this will secure my contracts and allow me to maintain good business relations. My company regularly provides the group with communication tools, and this budget corresponds to 30% of its turnover.

Request for a commission by the managing director of a client company in return for the award of a contract.

I work in sales in the TALAN Group and I invite the managing director of a group to come our premises in order to materialize and validate the terms of the contract for a large digital transformation project. The contract represents a significant increase in the group's revenue in the field of digital transformation. Given the size of the budget, the group's managing director requested, for final signature, that a 3% commission be paid, in the form of a payment for a consultancy service delivered by an imposed company.



Promise to award new contracts in exchange for an honorary position in an association.

Carrying out a suspicious financial transaction under the threat of individual variable remuneration being called into question.



4.2 CONFLICTS OF INTEREST

A conflict between personal and professional interests leading to a biased decision is an act of corruption.



Définition of conflict interest

A conflict of interest exists when the personal interest of an employee or a third party in a business relationship with the TALAN Group is likely to conflict with a professional obligation. Conflicts of interest create ambiguous relationships that can lead to doubts regarding the independence of the parties and the impartiality of decisions.

All conflicts of interest must be identified and reported to your TALAN Group manager.

In order to limit the risk of conflicts of interest with the TALAN Group, employees must **inform their manager in writing of any potential conflict of interest**, including:

- Conducting contractual relations with a parent, relative - or with a company controlled by a parent or relative - in a contractual or pre-contractual relationship with the

TALAN Group;

- The recruitment of a relative by the TALAN Group;
- The purchase by the TALAN Group of goods or services provided by a company in which a parent or a relative performs functions with responsibilities related to the contract in question;
- Conducting an activity or holding interests in a third party with a contractual or pre-contractual relationship with the TALAN Group;
- The existence of a direct or indirect relationship of subordination between employees who have a family or other relationship.

All employees must ensure that they do not directly or indirectly engage in any actions that would put them in a situation of conflict of interest with a TALAN Group entity.

TALAN Group employees are prohibited from:

- Using the goods or services of the TALAN Group for their personal use in the context of an external activity or project;
- Participating in any activity/project that competes with the TALAN Group's activities and that could affect their professional performance within the TALAN Group;
- Receiving compensation in any form whatsoever from a third party (competitor, supplier, client, service provider) with a contractual relationship with the TALAN Group, if this investment is likely to influence their behavior and the performance of their duties within the TALAN Group.

If in doubt about how a situation might be perceived, do not rely solely on your own judgment!

It is always preferable to talk to your manager or to contact the Group Chief Compliance Officer or the

Deputy Group Compliance Officer for advice.

Employees should not underestimate the stakes of a conflict of interest and the risks it entails.

FOR EXAMPLE

I have been asked to negotiate a contract with a company in which my cousin is the majority shareholder. Can I accept this assignment?

No, I must inform my manager and withdraw from the negotiations to avoid any conflict of interest.

One of my friends runs a company that the Group could use as a subcontractor to design a website. Is it prohibited to enter into an agreement with this company?

No, but you must disclose the existence of this relationship to your manager and not interfere in any way with the contract award process.

I am working on a listing. A member of my family is involved in this project. What precautions should I take?

I inform my hierarchy and do not validate this project without their express consent.

Other examples of situations that present a conflict of interest:

Use confidential information for personal gain.

Facilitate the recruitment of a family member by the TALAN Group.

Hold a job other than with the TALAN Group.



4.3 FACILITATION PAYMENTS

Facilitation payments are a form of corruption and are prohibited unless there is a danger to the safety of the employee.



Definition of facilitation payments

Facilitation payments are small payments made to public officials to secure or speed up routine administrative procedures to which the payer is legally entitled.

Facilitation payments, regardless of their frequency or amount, are subject to criminal prosecution for corruption.

If a public official requests a facilitation payment, employees and stakeholders should refuse and:

- 1.** Explain that the law and the policies of the TALAN Group prohibit making such a payment.
- 2.** Immediately inform your line manager so that the General Management can make an operational and transparent decision to protect the TALAN Group. It is also possible for employees and stakeholders to have recourse to the Internal Whistleblowing System.

If the public official is insistent, it is advisable to ask that the request be made formally in writing, containing the identity and signature of the public official, which should discourage them.

However, if such a document is written, the employee or third party in a business relationship with the Group must notify their manager or the Whistleblowing Officers.

EXCEPTION

Facilitation payments requested under duress or that expose the employee or a third party in a business relationship with the Group to a risk to their integrity or safety may be accepted.

Following such a payment, the employee or third party in a business relationship with the Group must notify their manager or the Whistleblowing Officers as soon as possible

FOR EXAMPLE

A foreign official is requesting a payment in cash to issue visas. Can you comply with this request?

No, this is a facilitation payment and, in the absence of danger, the TALAN Group bans this practice. If the foreign official insists, ask for a formal request in writing.

4.4 GIFTS AND INVITATIONS

Gifts or invitations may be offered or accepted only when their value is reasonable and their purpose or effect is not to influence a business decision.

Limit as much as possible the number and value of gifts/invitations offered or received. More importantly, business gifts must not, under any circumstances, be perceived as acts of corruption or influence peddling.

The TALAN Group has implemented a Gifts and Invitations policy, which prohibits:

- Gifts and invitations offered or received to obtain an undue benefit or to influence a decision;
- Monetary gifts in any form whatsoever (cash, bank transfer, check, etc.);
- Gifts and invitations that do not comply with the applicable laws and regulations;
- Gifts in the form of services or other benefits in kind (job offer);
- Receiving or giving gifts and invitations outside of a professional context;
- Gifts and invitations of an unreasonable value;
- Receiving or giving gifts or invitations too frequently;
- Receiving or giving gifts and invitations at a strategic moment: call for tenders, commercial negotiation period, signing of agreements, etc;
- Concealing gifts or invitations;
- Offering or receiving a gift or invitation from a public official;
- Requesting gifts and invitations from our partners.

Each employee must:

- Consider how the gift or invitation may be interpreted by the recipient, including whether the recipient may perceive it as a corruption or influence peddling attempt.
- Refuse to receive or give gifts

that may influence a business decision. Thus, gifts received or given during a strategic moment (a commercial negotiation phase for example) are strictly prohibited.

- Read and comply with TALAN Group's Gifts and Invitations Policy.

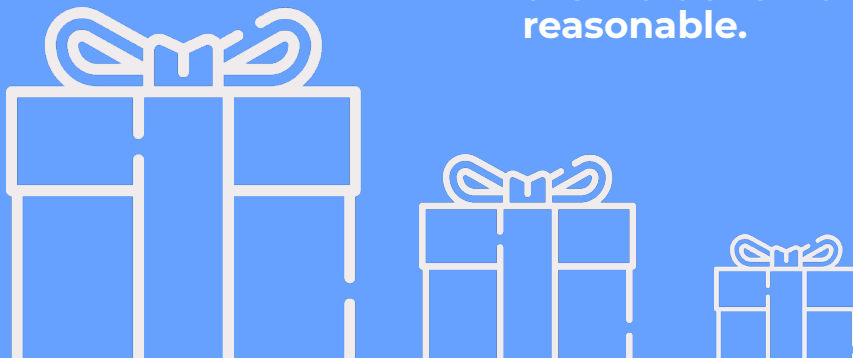
FOR EXAMPLE

A long-standing client of the Group spontaneously decides to offer you a bottle of wine to thank you for your professionalism. Can you accept this gift?

Yes, as it is a low-value gift symbolizing a good business relationship and is not likely to influence a business decision.

You are conducting negotiations with a potential supplier. She invites you to a business lunch during which she offers you a box of 6 bottles of Grand Cru wine. Can you accept the gift and the invitation?

You should refuse this gift and invitation because in a business negotiation phase, any gift or invitation is likely to influence you and be interpreted as an act of corruption. In addition, the value of this gift is not reasonable.



4.5 PATRONAGE AND SPONSORSHIP

Any patronage or sponsorship activity must: pursue a legitimate purpose; be authorized by the Group's General Management; and be formalized in writing and documented.

Definitions

Corporate patronage is a financial or material support, with no direct compensation, provided by a company to non-profit activities. The patron has a liberal intent, his action is mainly disinterested.

Sponsorship is financial or material support, with direct compensation, provided by a company to non-profit activities. The sponsor has a commercial intent, his action is interested.

Patronage and sponsorship operations are financed by the TALAN Group's internal resources.

However, it is important to ensure that they are not used to conceal practices that could be qualified as corruption or influence peddling.

Anti-corruption laws prohibit patronage/sponsorship operations for a third party for the purpose of obtaining an undue benefit.

It is necessary to be careful regarding the context of sponsorship operations. They should not take place during a strategic moment: signing of a contract, commercial negotiations between the TALAN Group entity and the beneficiary.

FOR EXAMPLE

The representative of a public entity organizing a call for tenders suggests that your Group carry out a sponsorship action in favor of an association chaired by one of its friends in order to promote your candidacy in this call for tenders. Can you undertake this operation?

No, such a practice is strictly prohibited. Sponsorship activities are illegal when their objective is to influence an official decision taken by a public or private organization.

5 COMPLIANCE WITH COMPETITION LAW



As part of its ethics and compliance policy, the TALAN Group is committed to implementing all necessary measures to ensure free competition. The Group is concerned with preserving free and undistorted competition, favorable to market development, innovation and growth within the TALAN Group.

All employees of the TALAN Group as well as third parties in a business relationship with the TALAN Group undertake to comply with competition law, and notably with the competition rules in force in the countries in which they operate.

Any conduct preventing, restricting or distorting free competition constitutes a breach of competition law. Depending on the country and on the case, a violation

of competition law is sanctioned by fines, imprisonment, payment of damages, and can lead to the termination of commercial contracts and the nullity of agreements deemed anti-competitive.

For these reasons, the TALAN Group prohibits and condemns any type of competition law breach and in particular any concerted practice, anti-competitive agreement or other arrangement with competitors concerning prices, the distribution of market shares, customers and territories.

Thus, this chapter of the Code of Conduct reasserts the main rules that all employees of the TALAN Group as well as third parties in a business relationship with the TALAN Group must know and apply in their day-to-day business relationships.

5.1 DO'S / DON'TS

DO'S



- Be careful regarding the recipient of the disclosed information (competitor/potential competitor). In case of doubt, check with the Legal Department that sharing this information with a competitor would not be considered an anti-competitive agreement.
- Take all necessary and appropriate measures to ensure the protection of confidential information concerning clients, markets or any other information that could be qualified as such.
- Avoid any informal contact with a competitor, including forums, trade shows, and professional associations.
- If a competitor shares sensitive information, attempts to distort the outcome of a call for tenders or engages in any other behavior violating competition law, make it clear that such behavior constitutes a breach of competition law, end the conversation and alert your manager as well as the Legal Department.
- If, during a meeting with competitors, they behave in a way that violates competition law, immediately leave the meeting, make sure that your departure has been recorded and report the incident to your manager and the Legal Department.

DON'TS



- Exchange or communicate to persons outside of the TALAN Group and to its competitors regarding strategic or commercial matters, including information concerning :
 - Prices and pricing methods;
 - Terms of sale, billing and discounts;
 - Margins and profits;
 - The distribution of markets, by customer and by geographical area;
 - The allocation of customers, bids, and intent to compete in a bidding process;
 - Suppliers, customers, service providers of the TALAN Group;
 - And any other sensitive or confidential information.
- Communicate misleading or deceptive information concerning the TALAN Group's markets or concerning its competitors, for example with the intention to denigrate them.
- Make informal or implicit agreements with competitors on prices, margins, or the distribution of customers.
- Encourage customers or suppliers to break off contractual relationships with competitors of the TALAN Group.
- Disclose sensitive information concerning a company that you have previously worked for.
- To hold, use, obtain or disclose information about competitors of the TALAN Group, in particular when such information comes from employees who have previously worked for such competitors.
- Provide an unfair advantage to a customer or supplier.
- Enter into an agreement to boycott a customer or supplier.
- Exchange information with competitors responding to the same call for tenders, except in the case of a bidding group.
- Designate the winner of a call for tenders in advance by reaching an agreement with the other candidates.

5.2 FOCUS: RISK SITUATIONS



Definition of anti-competitive agreements

Anti-competitive agreements are agreements or concerted actions between independent companies whose purpose is to distort free competition.

A simple discussion or a minimal exchange of information between competitors can be qualified as an anti-competitive agreement. It is therefore necessary to be very careful when talking to a competitor.



Definition of cartels

Cartels on the other hand, are illicit agreements that are usually secret and whose sole purpose is to eliminate competition on the market.

Therefore, companies behave as if they were a single entity with a monopoly on the market.

EXAMPLE

During an event with several companies engaged in the same activities as the TALAN Group, a representative of one of these companies informs a TALAN Group employee of the upcoming price increase for several services provided by his company. The TALAN Group employee promptly discloses this information to his manager so that he can revise the prices of future services accordingly. Is this conduct compliant with competition rules?

NO. Exchanging information about prices and pricing with competitors is a violation of free competition. The TALAN Group employee must not disclose this information to his or her manager and must immediately end the conversation with the competitor and alert his or her manager and the legal department. The same applies when a customer shares sensitive information about a TALAN Group competitor with an employee.



Response to a call for tenders

A call for tender can be public or private.

A project owner puts in competition several companies for the realization of its project, in order to choose and contract with the candidate company the most suitable for the realization of the project.

This procedure, which is compulsory above a certain amount, encourages companies to submit more competitive bids than the others, and is therefore very favorable to free competition.

However, the tendering process can be the source of many competition law violations, because candidate companies may be tempted to do each other favors and to collude in order to influence the client's final choice.

Indeed, although it is possible for several companies to form a bidding group to respond to the call for tenders when their competences are complementary or when one of them is not large enough to compete alone, it is forbidden for companies to consult each other outside of this bidding group and in particular to

exchange information concerning the identity of the tenderers, the amount of the bids, or the distribution of the lots.

Likewise, it is forbidden for a company participating in a call for tenders to reach an agreement with another company in order to determine in advance the winner or to influence the distribution of lots. Thus, the recurring practice of submitting fictitious bids ("cover bidding") in order to create the impression of a competitive bidding process, constitutes a violation of competition law.

EXAMPLE

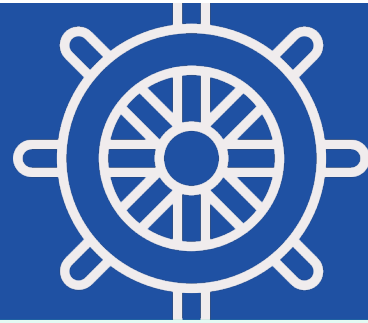
A TALAN Group sales representative is preparing the Group's response to a call for tenders from a public company for an integration mission. A competitor contacts him and suggests that he submits an overpriced bid, which will allow the TALAN Group to win the tender, provided that the TALAN Group sales representative reciprocates the favor in another call for tenders that the competitor will want to win. Can the TALAN Group sales representative accept this proposal?

NO. This agreement can be qualified as an anti-competitive agreement and constitutes a violation of competition law. It is possible for several companies to form a bidding group in order to respond in the most complete way to a call for tenders, but they cannot agree in advance to determine the winner of this call for tenders. Thus, the TALAN Group sales representative must refuse the proposal, immediately terminate the conversation with the competitor and alert his manager and the Legal Department.

6 IMPLEMENTATION AND COMPLIANCE

6.1 INTERNAL WHISTLEBLOWING SYSTEM

All employees of the TALAN Group or third party in a business relationship with the TALAN Group may use the Internal Whistleblowing System.



IN ORDER TO REPORT A BREACH FALLING WITHIN THE SCOPE OF THE INTERNAL WHISTLEBLOWING SYSTEM, THE WHISTLEBLOWER MAY:

Submit their whistleblowing report by post- registered mail with acknowledgement of receipt in a sealed double envelope.

The outer envelope must be addressed to the Whistleblowing Officers, at the following address: 21 rue Dumont d'Urville 75116 Paris. The envelopes (inner and outer) sent to the Whistleblowing Officers must be marked: "strictly personal and confidential".

Submit their whistleblowing report by email to the following address:

compliance@talan.com

Only the Whistleblowing Officers have access to this secure mailbox.

The Internal Whistleblowing System guarantees the strict confidentiality of the identity of the author of the alert, the persons concerned by the alert, any third party mentioned in the alert and the information collected and processed by the recipients of the alert.

Any whistleblowing report received outside of these two channels must be sent without delay to the Whistleblowing Officers in accordance with the procedure described above.

Before submitting a whistleblowing report, employees may contact their manager or the contacts mentioned page 29 for guidance or advice, unless the latter are

involved in the alleged facts.

More information on the Internal Whistleblowing System, submitting the whistleblowing report, confidentiality, data protection, the processing of the whistleblowing report, and the follow-up procedure can be found in the TALAN Group's Internal Whistleblowing System, which is available on the TALAN Group's website.



6.2 SANCTIONS

The violation of the TALAN Code of Conduct by an employee constitutes misconduct of such a nature as to justify the application of disciplinary sanctions, without prejudice to any proceedings that may be initiated by the TALAN Group.

In the event of a violation of the TALAN Code of Conduct by a third party in a business relationship with the TALAN Group, the business relationship may be temporarily suspended and then submitted to the evaluation of the General Management, which will decide whether to maintain or terminate it, without prejudice to any legal proceedings that may be initiated by the TALAN Group.

In addition, any violation of applicable anti-corruption laws and regulations may result in criminal penalties for the perpetrator as well as for the employer.

6.3 SUPERVISION, MONITORING AND TRAINING

This Code is distributed in all the entities of the TALAN Group, accessible to all employees and available on the TALAN Group website.

All employees and third parties in a business relationship with the TALAN Group are required to strictly comply with the standards of behavior defined by this Code of Conduct.

Managers must inform their employees of the contents and importance of the Code of Conduct and ensure that it is observed.

The employees of the TALAN Group are required to become familiar with the Code and to participate in the training activities organized within the TALAN Group.

Compliance with the provisions of this Code will be monitored on a regular basis.



CONTACTS

Any employee or third party with whom the TALAN Group is engaged can contact one of the following persons:



Direct manager

The Whistleblowing
Officers via the following
e-mail address:
compliance@talan.com

**The Legal
Department**

**Human
Resources**

The Group Chief
Compliance
Officer
and/or
the Deputy
Group Chief
Compliance
Officer

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