



# CODE OF ETHICS

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## Message from the Chief Executive Officer:



In a complex, highly competitive and global environment, Vantiva reaffirms its commitment to the highest ethical standards in its business, social and environmental practices. These standards are detailed in our Code of Ethics, as well as in each of the associated policies.

Our ethical principles - **Respect for People, Respect for the Environment, Valuing Integrity and Valuing Creativity** – define who we are, and how we conduct our business, and these principles must be respected in all our interactions with all stakeholders, including employees, customers, suppliers, markets and public authorities.

In doing so, these principles apply to each of us, wherever we work and whatever our function - whether we are an employee, a temporary worker, a consultant, a member of the Management Committee or the Executive Committee, or even the Board of Directors.

Any misconduct or misbehavior would have a very negative impact on our company, your colleagues and yourself, and would constitute both a personal and collective failure.

In addition, the penalties for unethical conduct and violation of our internal policies can be **life-changing, ranging from multi-million dollar fines** (for both the employer and the employee) **to prison terms for those involved**. These penalties include acts of bribery or anti-competitive agreements, but acts of harassment or discrimination, human rights abuses or modern slavery can also result in very significant fines or penalties. **Disciplinary sanctions are also available for non-compliance with our Code of Ethics and related policies.**

For all these reasons, **it is of utmost importance that we all comply with our ethical principles and compliance policies** and ensure that we achieve the Group's business objectives with ethics and integrity.

I expect you to read this Code and its associated policies and to ensure that you comply with them throughout your career with Vantiva.

**Luis Martinez Amago,  
Chief Executive Officer**

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Vantiva upholds the highest standards in our relations with employees, customers, suppliers, stakeholders, markets, and governments. This Code of Ethics governs Vantiva's business decisions and actions, and displays the fundamental values we practice in our day-to-day activities. Our businesses and employees are requested to make the right decisions and take the right actions.

In non-consolidated companies or groups in which Vantiva has minority interests (up to 50%), the Employees representing Vantiva must encourage the application of rules similar to those set out in this Code.

## **FAIR DEALING AND GENERAL INTEGRITY**

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Vantiva seeks to outperform its competition fairly and honestly. Vantiva seeks competitive advantage through superior performance and never through unethical or illegal business practices. Each director, officer, and employee is expected to deal fairly with Vantiva's customers, suppliers, competitors, officers, and employees.

Vantiva is prohibited from engaging in unfair methods of competition and unfair or deceptive acts and practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing.

## **COMPLIANCE WITH LAWS, REGULATIONS, POLICIES AND PROCEDURES**

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Vantiva is committed to complying with the laws of the states and countries in which the Group operates. This includes, for example, those relating to antitrust and promoting fair competition, preventing bribery, illicit payments and corruption, insider trading laws and labor laws and practices, preventing forced labor, child labor, human trafficking and slavery within the supply chain to name a few.

If there is any question whatsoever regarding compliance issues, you should seek advice from Vantiva's Legal department or the Ethics Compliance Committee (**Vantiva-Ethics.ComplianceCommittee@vantiva.net**).

## COMMITMENT TO OUR CUSTOMERS

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Vantiva exists to serve its customers. A relationship of service and trust with our customers is vital to our success as a company. We must provide quality products and services to our customers, in a continuing process. Further, we must accurately represent our products and services in all our marketing, advertising, and sales contacts.

Vantiva will not tolerate disparaging our competitors, their products, or their employees and insists that we sell our products and services on their merits. If you endeavor to make comparisons between Vantiva's products and those of a competitor, please accurately represent the facts and do not make false or misleading statements.

## RESPECT AND INCLUSION FOR ALL EMPLOYEES

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Vantiva's policy is to provide equal employment opportunity, support, and facilitation to our employees without regard to age, race, color, religion, sex, sexual orientation, gender identity, national origin, citizenship status, different-ability, veteran status, or any other characteristic or activity protected by law, and to fully comply with all laws prohibiting discrimination, positive or negative, in all phases of employment (including, but not limited to, hiring, training, development, compensation, promotions, demotions, transfers, end of employment, use of facilities and selection for special programs). To remain competitive in today's business climate, Vantiva must actively recruit, retain, and develop the most talented candidates from a broad range of walks of life, disciplines and experience. All employees are obligated to understand and support Vantiva's policy with respect to equal employment opportunity, support and facilitation.

Harassment on the basis of age, race, color, religion, sex, sexual orientation, gender identity, national origin, citizenship status, different-ability, veteran status, or any other characteristic or activity protected by law is prohibited. Any employee found to be engaging in such harassing activity will be subject to the appropriate discipline which could include termination according to applicable law. Our objective is to be a responsible social actor and ensure Vantiva's compliance with this Code and applicable laws. All Vantiva personnel, suppliers, and entities along the supply chain are expected to abide by this Code or by ethical rules that are consistent with this Code, as well as with all applicable laws. Vantiva facilitates workplaces where everyone can productively engage without fear of unacceptable workplace conduct.

## PROHIBITION OF CHILD AND FORCED LABOR

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Vantiva will not permit work to be carried out by employees who do not meet the country's minimum legal age requirements, and applies the same prohibitions to its suppliers. Exceptions to this rule apply to government-authorized job training or apprenticeship programs that are clearly beneficial to the persons participating.

Further, Vantiva strictly prohibits child labor and forced labor among its operations and its supply chain. Child labor is

not to be used in any stage of manufacturing. The term “child” refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace learning programs, which comply with all laws and regulations, is supported.

Workers under the age of 18 (so-called young workers) shall not perform work that is likely to jeopardize their health or safety, including night shifts and overtime. Student workers require appropriate support and training, proper maintenance of student records, rigorous due diligence of educational partners, and protection of students’ rights in accordance with applicable law and regulations. In the absence of local law, the wage rate for student workers, interns and apprentices shall be at least the same wage rate as other entry-level workers performing equal or similar tasks.

More broadly, Vantiva strictly rejects human trafficking and modern slavery, and performs supplier risk assessments and selected on-site audits.

Vantiva further seeks to respect, to support, and to facilitate all employees by promoting an atmosphere of inclusiveness, curiosity, and engagement. The Group recognizes that its workforce needs to mirror its customers, stakeholders, and communities, and wherever a regional imbalance is identified, Vantiva will seek to make improvement over time concerning any discovered imbalance by bringing support and visibility to under-represented target groups.

Vantiva considers employee health and safety as among its highest priorities. As such, it will maintain procedures designed to protect the health and safety of employees, as well as to protect its property and assets. In support of this goal, Vantiva personnel are required to report to work free of alcohol and controlled substances in compliance with locally applicable rules (notably our sites’ internal regulations) - except for substances taken in accordance with a prescription and that do not impair the individual’s ability to perform his or her duties. The use, possession, or distribution of illegal drugs (including unlawful use, possession or distribution of prescription medications) on Vantiva property is strictly prohibited. In addition, possession of alcoholic beverages, firearms, or other weapons on Vantiva property is prohibited (to the extent such prohibition is permitted by law). The consumption of alcoholic beverages may be authorized in a limited way in certain circumstances.

Vantiva is committed to actively protecting its employees’ health by following and implementing the World Health Organization’s Directives.

## **FREEDOM OF ASSOCIATION**

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In conformance with local law, the Group respects the right of all workers to form and join trade unions of their own choosing, to bargain collectively and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment.

## PROTECTING THE CONFIDENTIALITY OF EMPLOYEES' PRIVATE DATA

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Vantiva takes very seriously any obligation to comply with the requirements of the EU data protection rules, and any equivalent legislation where any entity in the Vantiva Group is present. Please refer to the **Personal Data Protection Policy** for further details.

## RESPECT FOR CORPORATE GOVERNANCE PRINCIPLES

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Vantiva strives to maintain the highest standards of corporate governance, with a focus on a strong and diligent Board of Directors and transparency for shareholders.

The Company has solid governance and disclosure practices, a commitment to continuously improving those practices, and an ethical corporate culture. Vantiva has implemented the principal recommendations regarding corporate governance for French listed companies as outlined in the Corporate Governance Code of Listed Companies issued by the French Association Française des Entreprises Privées and the Mouvement des Entreprises de France last updated in November 2016 (hereafter the "AFEP-MEDEF Code"). The AFEP-MEDEF Code defines certain principles of good operation and transparency intended to improve management practices and to respond to the expectations of investors and the public. It focuses in particular on the composition of the Board of Directors and the Board Committees, which should combine independence and expertise in the Company's businesses and interests, as well as in the functioning of the Board of Directors which should be able to rely on on-going and timely information.

## USE OF VANTIVA'S ASSETS

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Vantiva's assets are to be used only for legitimate business purposes of Vantiva and only by authorized employees, officers, or their designees. This includes both tangible and intangible assets. Intangible assets include but are not limited to: intellectual property such as trade secrets, patents, trademarks, and copyrights, business, marketing, and service plans, engineering and manufacturing ideas, designs, databases, Vantiva records, salary information, and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure, or distribution of these assets violates Vantiva policy and this Code.

Any such action, as well as theft or waste of or carelessness in using these assets, has a direct adverse impact on Vantiva's operations and profitability and will result in disciplinary action, up to and including termination, according to the applicable law.

No employee or officer should make copies of, resell, or transfer (externally or internally) copyrighted publications, including software, manuals, articles, books, and databases being used in Vantiva that were created by another entity and licensed to Vantiva. This includes copyrighted information available through the Internet. The law imposes severe penalties for unauthorized copying. Please consult Vantiva's Legal department prior to copying any copyrighted material.

In addition to being copyrighted, computer software programs are usually subject to license agreements. These agreements define the lawful use of the software. For example, a license may limit copying of a program. You should read and understand these agreements before you use the software. Unauthorized use or copying of software programs is prohibited. Your manager will be able to direct you to more information about software programs and the license agreements that govern their use. No employee should enter into any click-wrap Internet license for the use of a software or cloud-based service in connection with its functions nor on behalf of any Vantiva entity, without involving Vantiva's Legal and Sourcing departments.

Vantiva equipment, networks, and electronic systems (such as Internet access, voicemail, email, and instant messaging) are provided to help you perform your duties while supporting Vantiva's business needs and are for Vantiva business use only. Vantiva equipment, networks, and electronic systems should be used only for Vantiva business-related purposes. While incidental personal use is permitted on a very limited basis, there is no expectation of privacy as a result of any such personal use, including the use of Vantiva assets to access social networking web sites, personal password protected email accounts to transmit any type of information (including confidential or allegedly privileged information), or any other web site. Use of Vantiva-owned equipment for non-Vantiva commercial use is prohibited. Further, use of Vantiva-owned equipment, networks, and electronic systems (such as Internet access, voicemail, email, and instant messaging) to view pornography or for harassment or other illegal purposes, is strictly prohibited.

Further, as set forth in detail in the **Acceptable Use Policy**, which is available on the intranet, all information transmitted by, received from, or stored in Vantiva-owned equipment, electronic systems, or networks is the property of Vantiva and to the extent permitted by law, you do not have any expectation of privacy in any of this information, including emails sent through your personal password protected email account on a Vantiva computer or any postings made to social networking sites. Vantiva may, at its sole discretion, monitor and inspect any computer using Vantiva's network. Vantiva also reserves the right to access, review, copy, or delete any message or document on its email or computer systems, including those stored on your Vantiva-provided computers and related media, and may disclose such information to parties either inside or outside the organization as Vantiva deems appropriate. Vantiva, being a company which complies with applicable laws and regulations and this Code, will not exercise its rights referred to in this paragraph and the preceding paragraph in countries or jurisdictions where such rights are or will be unlawful (for example, some European countries have different legislation on privacy).

## CORPORATE OPPORTUNITIES

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Directors, officers, and employees owe a duty to Vantiva to advance its legitimate interests when the opportunity to do so arises. Examples of prohibited conduct with respect to corporate opportunities include, but are not limited to:

- Taking for themselves opportunities that are discovered through the use of corporate property, information, or position;
- Engaging in a business opportunity with Vantiva through an entity in which the employee has an undisclosed interest;
- Acquiring interest in real estate or an entity known by the employee, officer, or director to be of

interest or benefit to Vantiva;

- Using corporate property, information, or position for personal gain; or
- Competing with Vantiva.

If you have any doubt concerning your obligations with respect to any opportunity that presents itself, seek advice from your manager, human resource representative, and/or the Ethics Compliance Committee.

## CONFLICTS OF INTEREST

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A conflict of interest exists when a person's private interests interfere in any way with the interests of Vantiva. Vantiva's policy concerning conflicts of interest is as follows:

Officers, directors, and employees must disclose to the Ethics Compliance Committee any material financial interest (typically an interest of more than 10% of a company or other economic entity) that they or their close family members may have in a competitor, supplier, or any other business that could cause divided loyalty or provide even the appearance of divided loyalty. If your professional or managerial responsibility includes working directly with information about a competitor, supplier, or other organization, you must not have any material financial interest in any such organization. A material financial interest is one in which you would, or would be tempted to, make a decision that would not be in the best interest of Vantiva.

There are many types of conflict situations. Here are some examples:

- Marketing products or services that compete with Vantiva products or services;
- Working for a competitor of Vantiva as an employee, consultant, or member of its board of directors;
- Entering into any business relationship that could reasonably be interpreted as not being in the best interest of Vantiva;
- Possessing ownership interest in a party to a transaction when you can influence a buying or selling decision to do business with that party;
- Purchasing services from a company in which you or a family member is part- owner; and
- Influencing or being involved in the decision to hire friends or relatives as consultants or employees for Vantiva.

Conflicts are not always clear-cut. If you cannot avoid the conflict nor resolve it, you must remove yourself from the conflict situation. If you become aware of a conflict, potential conflict, or have a question as to a potential conflict, you should consult with your manager, human resources representative, and/or the Ethics Compliance Committee. If you

become involved in a situation that gives rise to an actual conflict, you must inform your manager, human resources representative, or the Ethics Compliance Committee.

Not only should you disclose the potential conflict of interest as soon as it arises, you must also disclose annually any and all potential or actual conflicts of interest in January each year by sending an email to the Ethics Compliance Committee at **Vantiva-Ethics.ComplianceCommittee@vantiva.net**.

## INSIDER TRADING

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Occasionally, Vantiva personnel receive information about Vantiva that has not been shared with the public, such as plans, pending acquisitions or divestitures, potential liabilities and prospects for sales or profitability. Such information could be considered as “inside information” if this information:

- (i) is of a precise nature;
- (ii) has not been made public; and
- (iii) if made public, would be likely to have a significant effect on the prices of Vantiva’s securities or the market price of related investments (i.e. information that a reasonable investor would be likely to use as part of the basis of his or her investment decision).

European Securities laws prohibit any person (i) from making transactions (i.e., buying or selling) on Vantiva’s securities, including options and derivatives such as puts and calls, at any time when they may possess inside information and (ii) from disclosing inside information concerning Vantiva to persons who do not have access to this information in the ordinary course of their relationship with the Company.

These prohibitions apply to all senior and executive officers, members of the Board of Directors, employees, consultants, and contractors, including members of their immediate families and members of their households who receive or have access to, material non-public information regarding Vantiva.

Vantiva strongly urges you to read the **Memorandum on the possession of Insider Information** available on the intranet and to pay particular attention to the potential criminal and civil liability for insider trading violations.

In addition, members of Vantiva’s Board of Directors, senior and executive officers, designated managers, employees directly involved in the preparation, review or communication of Company financial reports or summaries are subject to the **Corporate Policy on the Purchase and Sale of Company Shares, Insider Trading and Protection of Material Non-public Information** (available on the intranet), which contains additional restrictions on the trading of securities, including mandatory “blackout periods” during which they may not engage in any Vantiva securities transactions.

Any questions about buying or selling Vantiva securities should be directed to Vantiva’s Legal department or the Ethics Compliance Committee.

## ANTITRUST LAWS

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Fundamental antitrust laws prohibit business practices that restrain trade. These laws exist in the United States,

European countries, and many other countries where Vantiva does business and are vigorously enforced. Their purpose is to ensure that markets for goods and services operate competitively and efficiently so that customers enjoy the benefit of open competition among their suppliers and sellers similarly benefit from competition among their purchasers. It is Vantiva's policy to compete fairly in the market based on its ability to promote high quality products and services at reasonable prices.

Failure to comply with antitrust laws could result in serious consequences for Vantiva and its personnel. Violations of antitrust laws can lead to substantial civil liability - including triple the actual economic damages to a plaintiff. Moreover, violations of the antitrust laws are often treated as criminal acts that can result in felony convictions of corporations and individuals.

Strict compliance with antitrust and competition laws around the world is essential. These laws are very complex. Some types of conduct are always illegal under the antitrust laws of many countries. Individuals must be alert to avoid even the appearance of such conduct. Below are examples of the type of conduct that likely violate the antitrust laws:

- Allocating customers or dividing markets or marketing territories between or among suppliers/competitors;
- Placing restrictions on production or sales;
- Fixing prices for products among horizontal competitors;
- Entering into agreements that unduly limit a customer's ability to sell a product or service, including setting the price at which the customer may market that product or service;
- Requiring customers to purchase or provide a product or service as a condition for another product or service being made available (a "tying" arrangement);
- Conducting activity to monopolize a market or reduce competition in a market, including pricing a product below cost in order to eliminate or reduce competition;
- Using illegal or unethical means to gather information about competitors;
- Colluding to boycott others suppliers;
- Inducing disclosure of proprietary information by past or current employees of other companies; or
- Bid rigging (collusive concertation, i.e. cooperation among competitors).

Verbal exchanges (regardless of when or where the communications are made) can be viewed as an agreement. Thus, you should always exercise caution whenever you meet with competitors and limit your discussions to the legitimate business purpose of the meeting. Avoid discussions with competitors related to pricing strategies, marketing, market share, projected sales for any specific product or service, revenues and expenses, production schedules, inventories, unannounced products and services, and, of course, any proprietary Vantiva information.

Because of the complexities of antitrust and competition laws, please contact our Legal department if there are any questions regarding a specific situation. Further, any agreement that could limit competition in a specific market may be a violation of these laws and must be reviewed by a Vantiva legal counsel. Also, as with any suspected violation, please refer to the section below entitled “Reporting Non-compliance, Illegal or Unethical Behavior, and Protection against Retaliation.”

## DISCLOSURE AND REPORTING OBLIGATIONS

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Vantiva, as a listed company on Euronext Paris, is subject to various disclosure obligations under European and French securities law. In order to comply with these obligations, reports and documents that Vantiva files with or submits to the Autorité des Marchés Financiers (“AMF”) as well as all other public communications made by Vantiva should be accurate, precise and presented fairly.

Further, information you record and submit to another party (which includes statements made in advertising, promotional activities, and sales presentations), whether inside or outside of Vantiva, must be accurate, timely, complete, and have a reasonable basis in fact. Reports should not be used to mislead those who receive them or to conceal anything that is improper.

In addition, those employees who also serve as the CEO, CFO, controllers or finance managers of the Vantiva Group are also required to execute and comply with the **Financial Ethics Charter** available on the intranet.

## EXTERNAL AND INTERNAL AUDITING

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Vantiva personnel who communicate with Vantiva’s external auditors and internal audit staff must adhere to the guidelines set forth below:

- Be candid and forthright in all dealings with Vantiva’s external auditors or internal audit staff;
- Do not make false or misleading statements or fail to disclose material facts; and
- Do not take or direct any other person to take any action to fraudulently influence, coerce, manipulate, or mislead any auditor engaged in the performance of an audit of Vantiva’s financial statements.

If you have a disagreement or dispute with your superiors relating to Vantiva’s financial statements or the way transactions are recorded in Vantiva’s books, you should notify the Ethics Compliance Committee. Please document your understanding of the facts, issues involved, and parties with whom these matters were discussed. Also, as with any suspected violation, please refer to the section below entitled “*Reporting Non-compliance, Illegal or Unethical Behavior, and Protection against Retaliation*”.

Please note that if you are an attorney you may be subject to additional ethical and legal responsibilities with respect

to reporting such matters and you should act accordingly.

## DEALING WITH SUPPLIERS

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All dealings and agreements with suppliers must be handled by Vantiva Sourcing. As set forth in detail in the **Sourcing Ethics Policy** and **Supplier Ethics Handbook**, Vantiva Sourcing will evaluate fairly all prospective suppliers and provide a competitive opportunity for all suppliers to qualify for and earn a share of Vantiva's purchase volume. **Sourcing Ethics Policy** and **Supplier Ethics Handbook** are available from the Sourcing organization and on the intranet.

## GIFTS, MEALS AND ENTERTAINMENT

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No Vantiva personnel should directly or indirectly seek or accept any payments, fees, services, or other gratuities regardless of the size or amount from any person, company, or organization which does or seeks to do business with Vantiva. Gifts of cash or cash equivalents of any amount are strictly prohibited. Similarly, Vantiva personnel shall not offer any payments, fees, services, or other gratuities regardless of their size or amount, to any company or organization with whom Vantiva does or seeks to do business.

As the only exceptions to this rule, gifts, meals, or entertainment may be given or received only if:

- They are ordinary, reasonable, and of limited value;
- They do not violate any law or generally accepted ethical standards, including the standards of the recipient's or giver's organization; and
- They are consistent with accepted business practices.

Vantiva employees are to courteously decline or return any kind of gift, favor, or offer of excessive entertainment which violates Vantiva's guidelines, and inform the offerer of Vantiva's policy. In countries where local custom is so strong that to refuse to accept a gift or not to reciprocate with a gift would be considered an insult, you may give and receive gifts consistent with the above guidelines only after you have sought approval from your manager. For more details and guidance, please refer to the **Travel and Customer entertainment Policy** and the Vantiva **Anti-corruption and Anti-bribery Policy**.

## ANTI-CORRUPTION AND ANTI-BRIBERY

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No Vantiva directors, officers, employees and business partners should ever engage in bribery or any other form of corruption. Accordingly, the prohibitions and requirements of the Vantiva **Anti-corruption and Anti-bribery Policy**, complete with a Compliance Manual, are designed not merely to comply with the U.S. Foreign Corrupt Practices Act, French Criminal Code and any applicable Anti-corruption laws, but also to avoid the appearance of questionable conduct in connection with Vantiva operations.

Strict compliance with the Vantiva **Anti-corruption and Anti-bribery Policy** is required of all Vantiva personnel and failure to comply can result in fines, penalties, and criminal liability against Vantiva and the individual committing the violation. If you have any questions about how to treat third parties (private parties or government employees), you should consult with Vantiva's Legal department, a Compliance Officer or the Ethics Compliance Committee.

## ANTI-HUMAN TRAFFICKING AND MODERN SLAVERY IN THE SUPPLY CHAIN

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Vantiva requires direct suppliers to comply with Vantiva policies against forced labor, child labor, human trafficking and slavery within the supply chain. Such topics of concern are included in Vantiva's Supplier Ethics auditing program.

Vantiva maintains internal accountability for employees or contractors to meet company standards regarding slavery and human trafficking. The Group requires its employees dealing with suppliers to report any suspected or detected violation among the operations and the supply chain and it allows reporting by other employees through the whistle blowing procedure.

## ANTI-MONEY LAUNDERING

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Money laundering is "any act or attempted act to conceal or disguise the identity of illegally obtained proceeds so that they appear to have originated from legitimate sources" (Interpol definition). Vantiva conducts its business in compliance with applicable anti- money laundering laws. Please contact Vantiva's Legal department or the Ethics Compliance Committee if you have any questions regarding a specific situation.

## POLITICAL CONTRIBUTIONS

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Vantiva does not use its resources to support political parties or candidates. Therefore, any exceptions to this rule of prohibition, in circumstances where it would be clearly legal to do so, would require specific approval by the Ethics Compliance Committee. Vantiva personnel, of course, may support parties and candidates as long as they do so on their time and do not use Vantiva resources.

## GOVERNMENT INVESTIGATIONS

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If Vantiva becomes involved in a government investigation regarding its operations, employees, customers, or suppliers, we will cooperate. As soon as you become aware of a government investigation, you must promptly notify Vantiva's Legal department. Vantiva will not alter or destroy any documents, not only Vantiva documents, in anticipation of government investigation, which includes computer records and emails. Vantiva will not provide false or misleading information to any government investigator, nor attempt to cause another person to provide false or misleading information.

## RESPECT FOR THE ENVIRONMENT

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Climate change remains one of the world's most pressing sustainability challenges and Vantiva is committed to environmentally responsible business practices. Vantiva understands that consistent standards help each site meet local requirements. Standards also provide a base to encourage people at each location to go beyond local regulatory requirements. This approach has been formalized in the **Corporate Environment, Health & Safety (EH&S) Charter**, which provides a global framework to manage and foresee environmental risks. Vantiva tracks a wide range of environmental data at dozens of sites worldwide, including waste management (total waste generated, landfilled and recycled), energy consumption (electricity and fossil fuels), water consumption, air emissions (greenhouse gas emissions), and processing wastewater effluents.

## SOCIAL MEDIA

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As detailed in the **Social Media Responsible Use Policy**, blogging, tweeting and other online dialogue are far-reaching forms of communication. Information purported to be published by Vantiva contained within Social Media websites could have a negative impact to Vantiva and our stakeholders, with potential legal implications.

Unless you have been certified as an Official Social Media Content Contributor by Corporate Communications and expressly authorized to speak on behalf of the company via Social Media, you must not claim, purport to be or in any way imply that you are speaking on behalf of Vantiva or expressing an official company position in such communications. We encourage you to share any Vantiva public information with your personal and/or professional contacts as long as you do not modify or alter the original message. However, you must not comment on Vantiva public information, including products, services, or organizational information without expressly identifying yourself as a Vantiva employee. Please consult the **Social Media Responsible Use Policy** — available on the intranet — for more detail on this topic.

## PUBLIC COMMUNICATIONS

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Only Vantiva corporate communications or investor relations managers are permitted to make or respond to a news media contact. Failure to observe this simple policy can cause tremendous damage to Vantiva and spread misinformation. If a reporter asks you a question, explain that it is Vantiva's policy to respond to media inquiries through

its corporate communications and financial communications staff, and refer that reporter to the appropriate Vantiva corporate communications or investor relations manager, who can be identified on the intranet.

## RESPECT FOR THE INTELLECTUAL PROPERTY OF OTHERS

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Vantiva respects the intellectual property of others and never intentionally infringes the valid patent rights of others or violates valid trademark rights of others in any jurisdiction anywhere in the world. When you learn of an adverse patent or trademark, please immediately notify Vantiva's Licensing-In and Legal departments. Once aware of an adverse patent or trademark, Vantiva will conduct the appropriate investigation and take any necessary steps as determined by Licensing-In and Legal departments and the relevant business unit to avoid, cease, or ameliorate the impact of any adverse valid patent or trademark.

Finally, as detailed in the **Information Protection Policy** and **Significant Business Incidents (SBI) Policy**, Vantiva strives to prevent piracy and protect its assets as well as those entrusted to it by third parties. Those policies are designed to prevent pirating images or other content provided by our customers. Please consult these policies for more detailed information on this topic.

## PROTECTING CONFIDENTIAL INFORMATION

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Vantiva's information and business data—and the security of that information and data—are crucial to our success. Vantiva must safeguard confidential information against improper disclosure, both inside and outside Vantiva. Vantiva information (or information that Vantiva maintains on behalf of its customers, suppliers, agents, or other representatives) that has not been publicly disclosed should be treated as confidential. Such information, whether verbal, written, or stored on electronic media, includes non-public information on products, services, methods, systems, internal reports, analyses, production and sales statistics, financial data, business plans, and marketing methods and strategies.

As an employee of Vantiva, your obligation to protect confidential information is effective while you are employed by Vantiva and after your employment ends. In other words, even if you retire or leave Vantiva, you may not disclose Vantiva confidential information or use it in any manner. In addition, if you received confidential information or trade secrets from a previous employer, you have an obligation to avoid disclosing it to Vantiva or Vantiva personnel. By using or revealing such information, you place Vantiva and yourself at legal risk. You do have a right to use general skills and knowledge acquired with previous employers in your job at Vantiva and to take general skills and knowledge with you when your employment with Vantiva ends.

## CONFIDENTIAL INFORMATION FROM OTHERS

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It is not uncommon for Vantiva to receive confidential information for a variety of legitimate business reasons. We must take great care in handling information that has been entrusted to us by others. In the event Vantiva is receiving confidential non-public information, there should be a written agreement defining Vantiva's obligations for the use

and protection of the information. This agreement should be reviewed by Vantiva's Legal department.

Once the information is entrusted to Vantiva, you must protect its confidentiality and limit your use of it to what is authorized by the agreement. You also are responsible for making sure that Vantiva personnel or departments who are not authorized do not have access to the confidential information.

Vantiva will not tolerate acquiring confidential information about other companies unless acquired through proper means. You may not engage in industrial espionage or acquire information about other companies through improper means. Examples of improper means are:

- Persuading present or former employees of another company to divulge confidential information; and
- Receiving information that was illegally or improperly acquired by another party.

If you come into possession of information from another company marked confidential or you believe the information is confidential and it is not governed by a written agreement or you have questions about our right to receive it, you should immediately contact Vantiva's Legal department or the Ethics Compliance Committee. Please see the **Information Protection Policy** for more detailed information on classifying and protecting confidential information from others.

## CREATION OF INTELLECTUAL PROPERTY

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As an employee of Vantiva, you have assigned to Vantiva the right to any ideas and inventions you develop if they are capable of being used in an area of Vantiva's business. Computer software and publications are covered by this Policy, and it may also apply to software and inventions developed at home on personally owned equipment. However inventions that are not developed for Vantiva, that are not within Vantiva's area of business, and are not developed with the use of Vantiva resources may be excluded. If you believe your invention falls outside Vantiva's business interests, you can ask Vantiva for a written release of any claim or right it may have to the invention.

## RECORDS RETENTION

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Records are a vital part of maintaining a high level of ethical business transactions. The **Records Retention Policy**, available on the intranet, establishes a retention period for each record type consistent with laws, rules, and regulations in the United States, France and other countries. Failure to comply with this Policy may have severe consequences for Vantiva and its personnel, agents, and contractors. After the record has reached its retention period, unless it is subject to a Hold Alert, it must be destroyed.

All business and accounting transactions must be fully and accurately described in Vantiva's records, and payments on Vantiva's behalf should never be made other than as described in the records. At Vantiva, there is never any reason for false or misleading entries and there is no place for undisclosed or unrecorded funds, payments, or receipts.

## REPORTING NON-COMPLIANCE, ILLEGAL OR UNETHICAL BEHAVIOR, AND PROTECTION AGAINST RETALIATION

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Vantiva will not tolerate retaliation against anyone who has made good faith reports or complaints of violations of this Code. Employees should, only in good faith, bring to Vantiva's attention suspected financial, accounting, banking, antitrust and anti-bribery violations, suspected hygiene, health and safety and environment protection violations (including in the supply chain), and suspected discrimination and harassment at work that may constitute a violation of this Code or any applicable law. Information regarding suspected violations should be given to the Ethics Compliance Committee at the address below. While Vantiva requests that you disclose your identity when reporting a suspected violation, you may submit a report anonymously. The identity of the individual reporting, as well as the report itself, will be kept confidential to the fullest extent possible, consistent with the need to conduct an adequate investigation:

You may contact the Ethics Compliance Committee via email at **Vantiva-Ethics.ComplianceCommittee@vantiva.net**, or submit written reports to:

**Vantiva**  
**Ethics Compliance Committee**  
**8-10 rue du Renard - 75004 Paris FRANCE**

If you are in Australia, Belgium, Brazil, Canada, China, France, Germany, India, Italy, Mexico, Poland, Singapore, Spain, Switzerland, Thailand, United Kingdom, or the United States and wish to submit a report on any of these countries, you may also submit a report through EthicsPoint. EthicsPoint's local toll-free telephony and web-based hotline solution enables employees to easily and confidentially report alleged violations of this Code. It is an independent third party that specializes in providing the tools and information necessary to receive, investigate, analyze and resolve such reports. You can submit a report using EthicsPoint at **www.vantiva.ethicspoint.com** either online or through a dedicated toll-free phone line, or in the US at **+1 (866)-492-3362**.

Upon receipt, as detailed in the **Charter for the Ethics Compliance Committee** available on the intranet, the Ethics Compliance Committee will promptly investigate each and every report, and will take appropriate action if a violation is found, up to and including termination and criminal charges, according to applicable law. All involved are expected to cooperate with internal investigations of alleged misconduct. Any good faith communication of violations will be kept confidential to the extent practicable.

Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put her or him in a false light. Reports of suspected violations should always be made in good faith. For additional information, please consult Vantiva [Whistleblower Policy](#) available on the intranet.

## QUESTIONS OR CONCERNS

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If you have any questions or concerns regarding any ethical issue, please contact the Ethics Compliance Committee ([Vantiva-Ethics.ComplianceCommittee@vantiva.net](mailto:Vantiva-Ethics.ComplianceCommittee@vantiva.net)) or the Chief Compliance Officer ([Vantiva-cco@vantiva.net](mailto:Vantiva-cco@vantiva.net)).