

CODE OF CONDUCT

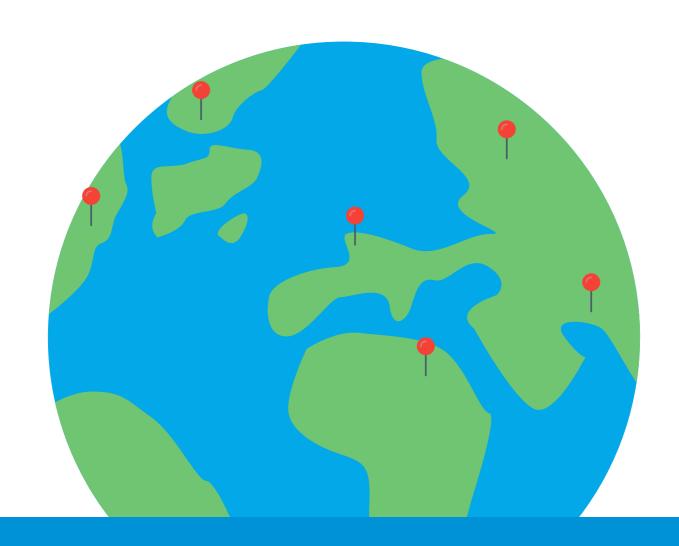


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PHILIPPE ROBARDEY CHIEF EXECUTIVE OFFICER

SOGECLAIR founds its success on the everyday commitment of all its stakeholders.

Passion and high added value expertise are the keys to its success over the last 60 years, and have enabled it to establish its position within the industrial and transport sectors.

SOGECLAIR is building its future on its cutting-edge know-how, its identity and the values it embodies.

Integrity and trust are at the heart of its DNA, its business relationships are built with ethics in the interest of the Company and its customers, while respecting the applicable regulations.

In this way, SOGECLAIR is setting up a solid corporate culture embodying ethical and reliable values, reflected in the present code of conduct, made available to its employees, suppliers, customers and, on a broader scale, to all the stakeholders.

The purpose of this code of conduct is to enable you to adopt appropriate practices in compliance with applicable legislation.

Through our actions, each of us serves as an ambassador for SOGECLAIR, and is accountable for and responsible for its values and its reputation.



SOGECLAIR GROUP CODE OF CONDUCT

THE PRESENT CODE OF CONDUCT REPRESENTS THE MINIMUM COMMITMENTS AND VALUES THAT ANY PERSON, NATURAL OR LEGAL, IN RELATION WITH THE SOGECLAIR GROUP, UNDERTAKES TO RESPECT.

This code of conduct is therefore intended to apply to all the stakeholders of the SOGECLAIR Group, itself made up of the Company SOGECLAIR SA and all its subsidiaries, hereinafter referred to as "SOGECLAIR".

Aware of the role and responsibility that are assigned to it, especially given its culture and its international dimension, SOGECLAIR commits itself to ensuring that its practices are in line with a so-called "responsible" logic and in conformity with the standards and principles of business ethics.

In this sense, it attaches to respecting the laws and applicable regulations, and it devotes particular attention to human rights and the environment.

In order to formalise this objective, SOGECLAIR has decided to deploy the present Code of Conduct and to define in concrete terms the commitments that it intends to apply and to have all its stakeholders to respect, in terms of business ethics and corporate social responsibility.

The Code of Conduct is intended to apply to all the actors linked to SOGECLAIR. In particular, it aims to enable each of the stakeholders to understand the applicable rules, to guide them in complying with them and to inform them about the procedure to follow in order to report a breach.

In order to make it accessible and known to everyone, it is addressed to all employees in each of its subsidiaries, it is communicated to the business partners if necessary, and it is made available on line on the Internet website (https://www.SOGECLAIR.com).

OUR VALUES AND COMMITMENTS

Its internal culture, its history and its know-how have forged the identity of SOGECLAIR, which is based in particular on the following values :

TRUST AND TEAM SPIRIT

As a team, SOGECLAIR addresses its customers' needs by relying on a service based on market expertise, on the diversity of knowledge held by each of its employees, and by ensuring unconditional customer service.

At SOGECLAIR, we place the relationship with our collaborators at the heart of our concerns and ensure that there is between us, as well as with our business partners,:

- listening,
- transparency.
- co-construction

RESPONSIBILITY AND COMMITMENT

Our commitment is based on the lasting satisfaction of our stakeholders.

SOGECLAIR, as a key actor in sustainable mobility, not only has the ambition to act for a carbon neutral energy transition but also to put human beings at the heart of this transition by promoting inclusion. Our global approach allows us to enroll our actions at territorial level but also at international level by relying on all our stakeholders to have a positive impact and to address societal issues.

PERFORMANCE AND INNOVATION

As mobility brings people together and promotes the creation of wealth throughout the world, SOGECLAIR is committed to maintaining its leadership on an international level.

Thus, as a supplier of innovative, high added-value solutions for safer and more efficient mobility, we bring its skills in high-quality engineering and production to the aeronautics, aerospace, automotive, railway and defence sectors.

To achieve this, SOGECLAIR's engineers and technicians are committed to providing innovative products and services to manufacturers and operators so as to make their equipment safer and more efficient.

At SOGECLAIR, we offer expertise in mechanical and simulation technologies, as well as industria processes.

We are continuously looking for improvements to sustain our successes and correct our mistakes, and we are constantly adapting our processes, practices and solutions to tomorrow's needs.

FAIRNESS AND ETHICS IN BUSINESS

Respect for human rights and business transparency are at the heart of our commitments. We have a zero-tolerance stance towards unethical behavior and take the necessary steps to ensure that stakeholders related to our Group meet the same level of requirements.

COMPLIANCE WITH LAWS AND REGULATIONS

As a key actor in the transportation industry operating internationally, some of our activities are governed by the laws of the countries in which we operate and/or those of the countries with which we have business relationships.

In case of uncertainty concerning the applicable law or policy or if you think that there is a conflict between local laws/regulations and our internal policies, we invite you to contact your manager, and/or the legal department, and/or the General Management of the Group, and/or your referent if you are a partner of SOGECLAIR.

SOGECLAIR has chosen to be a responsible and trustworthy company towards all its stakeholders. It is committed to ensuring that each of its activities is carried out in a healthy and honest environment.

In particular, SOGECLAIR commits itself to respecting all the laws and regulations currently applicable to its activity.

WORK IN AN ENVIRONMENT RESPECTFUL OF HUMAN RIGHTS

SOGECLAIR pays particular attention to the respect of human rights and dignity.

It therefore encourages fair practices in the workplace, advocates benevolence and inclusion, and ensures an environment in which intimidation, discrimination, sexist behaviour and harassment are prohibited.

SOGECLAIR strictly prohibits the use of child labour or modern slavery in any form.

FIGHT AGAINST CHILD LABOR

Targets individuals below the minimum legal age for employment in the country in which the work is performed.

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Applies to individuals below the minimum age of employment as defined by the International Labour Organization.

FIGHT AGAINST MODERN SLAVERY

SOGECLAIR aims to banish modern slavery in all its forms, including:

- Human trafficking.
- Forced labor.

- Debt bondage.
- Slavery.

WORK IN AN INCLUSIVE ENVIRONMENT

As a signatory of the Diversity Charter since 9 December 2008, SOGECLAIR promotes a diverse and inclusive working environment.

At SOGECLAIR, we encourage a fair working environment. In this sense, we seek to promote equal opportunities for all employees or candidates acro territory, in terms of recruitment, training access, remuneration, social protection, internal

Only the skills, experience and personal aptitudes of the individual are taken into account.

Indeed, the Group's employees, as well as candidates under recruitment, are treated with dignity and respect without exception, regardless of the following elements

- Ethnic, social or national origins.
- Race or skin color.
- Religious affiliation or beliefs.
- Age.
- Disability.
- Union activities.

- Gender or gender identity.
- Sexual orientation or preference.
- Marital status.
- Citizenship status.
- Political preferences.
- Philosophical preferences.

WORK IN AN HEALTHFUL ENVIRONMENT

SOGECLAIR guarantees a working environment free from harassment, whether physical, psychological, sexual or virtual.

Harassment consists of repeated acts that can lead to a deterioration in the working conditions of the person who is subjected to it.

These acts are often the cause of harmful effects on the company and its employees, including loss of motivation and productivity of employees, but also an increase in stress and absenteeism, and even resignations.

At SOGECLAIR, we prohibit the use of harassment and we constantly ensure that we offer our employees and stakeholders a healthy working environment. If you think that you are a victim of harassment, you should contact your line manager, and/or the Human Resources Department, and/or the Group's General Management, and/or your referent if you are a SOGECLAIR partner.

Anyone who is found to have committed such acts will be subject to sanctions.



EXAMPLE OF INTIMIDATION OR HARASSMENT (NON-LIMITATIVE LIST):

You may be subject to sanctions if you share inappropriate photos of your coworker, spread malicious rumors or misleading statements about your coworker, regularly and repeatedly insult your coworker, or make inappropriate gestures or statements about your coworker.

WORK IN A SECURE ENVIRONMENT

The health, safety and working conditions of employees and service providers are an absolute priority for SOGECLAIR.

At SOGECLAIR, we set up prevention, information and training actions for our employees

Furthermore, as a collaborator, you are notably required to:

- Maintain a safe, clean and healthy work environment.
- Not to contribute to the endangerment of others or oneself.
- To report any fact likely to cause a risk to others so as to enable SOGECLAIR to take the appropriate preventive and corrective measures.
- Respect internal procedures and those of business partners, in terms of safety, health and hygiene.
- Contribute to the identification of areas for improvement in prevention and safety plans.

WORKING IN A GROUP CONCERNED WITH THE ENVIRONMENT AND ENCOURAGING RESPONSIBLE PRACTICES

SOGECLAIR is committed to carrying out its activities taking into account their impact on the environment.

To this end, it aims at implementing internal procedures and policies for the effective management of its environmental performance.

SOGECLAIR's stakeholders are committed to developing, manufacturing and supplying innovative products and processes with the lowest possible environmental impact during their life cycle.

Its environmental policy is defined by the following three main areas:

- Eco-actions.
- The means devoted to the prevention of environmental risks and pollution.
- The consideration of social and environmental issues in the purchasing policy and in relations with suppliers and subcontractors.

WORK IN AN ENVIRONMENT FREE OF BRIBERY IN ALL ITS FORMS

SOGECLAIR applies a zero tolerance policy with regard to bribery and influence peddling.

It is therefore strictly forbidden for all employees or any person acting on behalf of or in relation to the Group to resort to corrupt practices.

All of SOGECLAIR's stakeholders have, in this sense, the obligation to ensure the conformity of their activities and to carry out due diligence in order to prevent and detect corruption within the Group.

SOGECLAIR invites its employees to find out about their business partners, by means of the so-called "due diligence" procedures.

We remind you that the offences detailed below are strictly prohibited. If you fail to comply, If you fail to do so, you may be subject to severe disciplinary sanctions within the Group, and more generally to legal sanctions (imprisonment and fines).

FIGHT AGAINST BRIBERY

Corruption is defined as the act of soliciting or accepting an advantage, good or service of any kind, in return for performing or refraining from performing an act related to one's duties.

Bribery is said to be "active" when a person *offers* an undue advantage to a competent official in order to perform, not to perform or to delay an act of his or her function.

-> In this case, you are the briber.

Bribery is said to be "passive" when a competent official accepts an undue advantage to perform, not to perform or to delay an act of his function.

-> In this case, you are the bribe-taker.

Active bribery and passive bribery are two complementary, but also distinct and autonomous offences. In fact, they may be subject to separate procedures and sanctions.

EXAMPLE OF ACTIVE BRIBERY:



You promise a large sum of money to one of your customers if he agrees to refuse to sign a contract with one of your competitors.

Here, the customer is the bribe-taker and you are the briber.

EXAMPLE OF PASSIVE BRIBERY:

Your supplier promises you a vacation if you sign a contract. Here, the supplier is corrupt and you are corrupted.

FIGHT AGAINST INFLUENCE PEDDLING

Influence peddling is defined as the fact of abusing the influence (real or supposed) a person has with a public authority in order to obtain an advantage or a favorable decision for a third party.

Here, the bribe-taker uses his influence with the decision-maker to obtain a decision favorable to the briber.



EXAMPLE OF INFLUENCE PEDDLING:

You offer or agree to pay a public official to use his or her influence to obtain a decision in favor of work on your premises.

PROHIBIT FACILITATION OR GRATUITY PAYMENTS

Facilitation payment is defined as offering, promising, making, accepting or agreeing to accept undue payments or anything of value, to a public official for the completion or acceleration of administrative formalities that should be obtained through normal legal channels.



EXAMPLE OF FACILITATION PAYMENTS:

You offer a sum of money to a public official to ensure the issuance of your visa before your planned trip abroad the following week.

FOCUS AND IMPLEMENTATION OF THE PROCEDURE TO FOLLOW IN CASE OF ATTEMPTED BRIBERY

You decide to meet the representative of a company with a view to its potential referencing as a supplier. During this discussion, he tells you that if he succeeds in being referenced within SOGECLAIR, "he will know how to thank you".

As SOGECLAIR has adopted a zero tolerance policy towards any risk of bribery, you must therefore:

Reply to your interlocutor that such a practice is contrary to the values of the Group and its desire to be in full compliance with the legislation in force.

Inform your manager, and/or the legal department, and/or the Group's General Management, and/or your referent if you are a SOGECLAIR partner, and/or use the "warning system".

ENSURE COMPLIANCE WITH "GIFTS AND INVITATIONS" POLICY

SOGECLAIR invites its collaborators to ensure that the gifts and commercial gestures offered or received are allowed by the legislation currently applicable.

These must comply with practices and customs accepted within the business world.

They are only accepted if they are of reasonable value, if they comply with the local regulations currently applicable and if they are free of any intention to grant or give an undue advantage.

An employee may not receive, without prior authorization (non-exhaustive list):

- cash.
- loans
- valuable equipment or the use of such equipment.
- free services (e.g. hotel stay etc.).
- gifts or invitations of unreasonable value.
- facilitation payments.



EXAMPLE OF A RISKY SITUATION:

A supplier whose contract is about to expire offers you a ticket to your favorite artist's concert (including flight and accommodation).

You cannot accept this gift because, besides its unreasonable value, it is a situation in which you might feel indebted and want to renew the business arrangements with the supplier.

ENSURE COMPLIANCE WITH FAIR COMPETITION

SOGECLAIR, believing in free and healthy competition, commits itself to respecting and ensuring the respect of the laws applicable to fair competition.

SOGECLAIR's collaborators and business partners therefore commit themselves not to enter into anticompetitive agreements aimed in particular at setting prices, rigging offers, creating collusion, limiting supply or controlling markets.

Entering into agreements on prices or sharing markets with partners or competitors is also prohibited.

Similarly, they must ensure that they do not participate in any other activity that would illegally affect competition.

Thus, SOGECLAIR prohibits and sanctions the use of illegal and unfair means to gather information on its competitors, to denigrate them and, more generally, all anti-competitive practices.



EXAMPLE OF ANTI-COMPETITIVE PRACTICE:

As you prepare to bid on a contract, a third-party company suggests that they submit an overpriced bid so that you can win the contract and tells you that you will reciprocate.

BAN ANY RISK OF CONFLICT OF INTEREST

The collaborators and other stakeholders of SOGECLAIR have the duty to act by taking the interests of the Group as a priority.

They must therefore ensure that their personal interests do not interfere with those of the Group.

Conflicts of interest are common situations in the life cycle of a company, but they must be reported in time to avoid any negative consequences for the Group, its image and/or its reputation.

Any employee who finds himself in a situation likely to be qualified as a conflict of interest must immediately report it to his manager, and/or the legal department, and/or the Group's General Management, and/or his referent if he is a partner of SOGECLAIR.

IMPLEMENTATION OF THE CONFLICT OF INTEREST

A conflict of interest is the fact that an employee of the Group uses his or her position to obtain any advantage for himself or herself or for those around him or her.

In such situations, it is recommended to:

- Be transparent by reporting to your manager, the Legal Department or the Group Human Resources Department any facts in your personal life that may interfere with your work.
- Stay out of situations that may constitute a conflict of interest.
- Do not disclose or use for personal purposes information obtained through your position or through the use of goods or information provided by the Group.

EXAMPLE OF CONFLICTS OF INTEREST:



You work in the Human Resources Department. Your cousin applies for a job offer for which you are in charge of conducting the interview.

-> You are faced with a conflict of interest because you will not be objective in the decision making process.

You must immediately step aside from the recruitment process and inform your manager and/or the Group Human Resources Department.

FIGHT AGAINST THE USE OF PRIVILEGED INFORMATION FOR PERSONAL BENEFIT OR TO BENEFIT A CLOSE RELATIVE (INSIDER TRADING)

Using privileged and confidential information acquired in the course of your duties to trade in financial instruments or to provide investment "advice" to others is a violation of the company's policy.

Some information should be kept confidential until it is formally disclosed.

It is therefore prohibited to disclose such information to third parties or to direct them to buy or sell securities or financial instruments on the basis of the information obtained.

EXAMPLES OF PROHIBITED USE OF PRIVILEGED INFORMATION:



SOGECLAIR has just been awarded several important contracts in the aeronautical field representing a significant part of its annual turnover.

As long as this information has not been made public, it will be impossible for you to use it or to forward it to your brother/sister working in finance

it to your brother/sister working in finance.

He/she could acquire or help his/her client to acquire shares in the SOGECLAIR Group.

The SOGECLAIR Group, listed on the Euronext Paris stock exchange, has an obligation to communicate its turnover every quarter.

In the context of my duties, I have access to this information before the official communication date. It is then forbidden for me to use this information or to communicate it to a third party in order to buy shares in the SOGECLAIR Group.

RESPECT AN HONEST AND FAIR PROCEDURE FOR THIRD-PARTY PARTNER SELECTION

SOGECLAIR ensures that its suppliers and subcontractors are chosen fairly.

Thus, its employees are committed to respecting internal procedures aimed at choosing the best business partners according to the offers and prices proposed in compliance with the specifications, and predetermined objective criteria.

These procedures must ensure financial and technical competitiveness between third-party candidates. Respecting the process resulting from the "Purchasing Policy" ensures fair competition between candidates and thus prevents any act of corruption or conflict of interest.

It is therefore forbidden for any employee to disclose confidential information or to define bid evaluation criteria in order to favour a particular supplier or subcontractor.

Furthermore, it is strongly recommended to select suppliers or subcontractors who have been approved in particular by a third party evaluation procedure. It is also mandatory to:

Be transparent about the bid selection process.

 ensure that the selection of offers is fair and carried out in accordance with technical, objective and predetermined criteria in the consultation.

EXAMPLE OF NON-EQUITABLE PARTNER SELECTION:



The representative of a subcontracting company asks you to communicate to him/her before the official opening of the consultations, the specifications as well as the selection and evaluation criteria of the offers. In return, he offers you tickets for the Rugby World Cup finals. If you accept, you are committing a corrupt act that would be contrary to the principle of fairness in the selection of partners set out in this Code of Conduct.

RESPECT A STRICT POLICY OF CONFIDENTIALITY AND DATA PROTECTION

Aware that personal data is part of the private life of each individual, and that confidential information as well as the intellectual property rights of each individual constitute considerable commercial assets, SOGECLAIR attaches the greatest importance to the confidentiality and protection of the data to which it has access.

Each stakeholder therefore ensures:

to the protection of personal data.

to respect the intellectual property rights of its business partners and third parties, as well as the confidentiality of all information transmitted to it.

Misuse or disclosure of this information could damage our image and reputation in the marketplace, harm our business and even affect our financial results.

It is therefore important to adapt certain actions in our daily lives in order to protect all the data to which we have access.

Thus, the best practices to adopt are the following:

- To collect only the personal data <u>strictly necessary</u> for the performance of our activities and to avoid their transfer to territories that do not offer the appropriate guarantees.
- Strictly limit the distribution and use of personal information to those with a genuine need to know.
- Use or copy licensed software or information only as expressly permitted by the terms of the license agreement or other applicable commercial agreement.
- Limit access to computer tools to authorized
- Limit the distribution of confidential information to only those with a genuine need
- Disclose information to third parties only if you are authorized to do so AND if such disclosure is necessary to conduct our business.

ENSURE RESPECT FOR THE IMAGE AND REPUTATION OF THE GROUP AND ITS STAKEHOLDERS

SOGECLAIR attaches great importance to its image and its reputation.

In order to preserve them, it takes care to adopt responsible communication and rejects any form of greenwashing or fairwashing, by which companies resort to advertising and marketing strategies with the aim of giving themselves a responsible image with regard to the environment, when in practice this is not the case.

It is important to consult the communication department before making any statements relating to SOGECLAIR, particularly on social networks.

SOGECLAIR also commits itself to respecting the image rights of all its stakeholders. It therefore aims to inform the persons concerned of any collection of images of them, as well as the objective pursued. It also ensure the implementation of technical and organizational measures to guarantee their protection.

CONSIDER THE RIGHT QUESTIONS AND ENSURE COMPLIANCE WITH EXPORT CONTROL REGULATIONS

Aware that military equipment as well as dual-use products respond to a logic of security on an international scale, SOGECLAIR ensures a level of security for the products, services and data through export control.

SOGECLAIR undertakes to respect the relevant procedures in order to ensure compliance with the applicable legislation.

Thus, all employees must respect the procedures in place regarding to export controls.

It is therefore important to check the nature and destination of the products submitted to export, notably by interviewing its commercial partners, in order to make the necessary licence applications. These verifications should be made as soon as possible, and if possible, at the tender stage.

LAUNCH AN ALERT PROCEDURE

SOGECLAIR is committed to transparency and trust in its relationship with its employees and stakeholders.

For this reason, it allows them to share their concerns and any questions relating to facts contrary to the principles of business ethics.

It allows anyone who witnesses a violation of this Code of Conduct, or anyone to whom such violations are reported, to report them through the Group's whistleblower procedures.

"Whistleblowers" are persons who make a report in good faith and without financial consideration concerning:

- a crime.
- an infraction.
- a threat or harm to the public interest.
- a violation or attempted concealment of a violation of international law or European Union law, and any other legislation or regulations, as well as this Code of Conduct

Since the law of March 21, 2022, known as "Waserman", the procedure to be followed by whistleblowers has been simplified. From now on, the whistleblower can choose between internal and external reporting.

Internal process

In this case, the alert can be sent to the supervisor, the employer or the person designated by the employer, or by e-mail to the following address: compliance@sogeclair.com.

External process

In this case, the alert can be launched by the intermediary:

- Of the competent authority (namely, administrative authorities, public or independent administrative authorities, professional orders and legal persons entrusted with a public service mission);
- The judicial authority;
- The Defender of Rights[1].

[1] Contact the "Défenseur des droits" (defenseur des droits.fr)

If you wish to use the external reporting procedure, we recommend that you contact the "Défenseur des droits" or its equivalent, who will be able to direct you to the appropriate authority.

Whistleblowers will be provided with suitable protection measures in terms of confidentiality of the report and the procedure, as well as the prohibition of reprisals, provided that the reporting is made in good faith.



SOGECLAIR's stakeholders commit themeselves to respect the principles of the Code of Conduct.

They must therefore take the necessary measures to transmit the principles of this Code of Conduct to any person having a direct or indirect link with SOGECLAIR.

The Code of Conduct will form part of the documentation for new hires and subcontracting, but also for any tenders procedure. Its respect by suppliers will be an important evaluation criterion during the selection process.

By signing this Code of Conduct, employees, subcontractors and suppliers agree that this document constitutes a commitment to the principles set forth herein.

Finally, this document is governed by French law.

SIGNATORY'S NAME:	
SIGNATURE :	DATE: (preceded by the words "Good for agreement, Read and approved.")

NOTES

