

RESPONSIBLE PURCHASING CHARTER

TIKEHAU CAPITAL

December 2019



1- PREAMBLE

Tikehau Capital and its affiliates (« TIKEHAU CAPITAL » or the « Group ») undertakes to comply with high standards in terms of Corporate Social Responsibility (CSR) and to adopt an ethical behaviour.

The Group associates its suppliers and subcontractors to the implementation of vigilance measures as part of its CSR approach.

The objective of this charter is to express the expectations of the TIKEHAU CAPITAL with regard to its suppliers and sub-contractors and to share the Group's commitment.

2- COMMITMENTS OF THE SUPPLIERS TOWARDS TIKEHAU CAPITAL

2-1 Human rights, labour rights and development of human potential:

TIKEHAU CAPITAL expects that its suppliers comply with the Fundamental Conventions of the International Labour Organisation (ILO) as well as all regulations applicable to their activities in the areas where they operate. TIKEHAU CAPITAL expects them to promote and respect human rights within their area of influence.

- Child labour: The supplier must ensure that no illegal child labour is used in the completion of their work. The term "child" here refers to any person under the legal employment age in the country where the work is performed, on the additional condition that this legal age complies with the provisions established by the ILO.
- Forced or compulsory labour: The suppliers commits to forbid forced or compulsory labour as defined by ILO.
- Illegal work: The supplier undertakes not to use concealed work and to fulfil the obligations relating to declaration and payment to the administrative, social and tax authorities as provided for in the countries concerned.
- Hours worked: The working hours acceptable to the Group will be determined by the regulations of the countries in which the suppliers work.
- Remuneration: The supplier complies with local legislation on minimum wages, and undertakes to pay their salaries to employees on a regular basis. The supplier undertakes to pay overtime hours in accordance with the rates defined by the applicable legislation.
- Discrimination : The supplier undertakes not to make a distinction between people according to their age (s), sex, religion, political opinion, social or ethnic origin, sexual orientation or identity, disability, family situation, nationality, patronymic or physical appearance. It must promote equal treatment and equal opportunities in accordance with the ILO principle of non-discrimination.
- Health and security : The supplier undertakes to declare all staff to social welfare organizations and to deploy a health and safety policy guaranteeing a safe and healthy working environment for its employees and to maintain an environment in which the dignity of people is respected. The risks linked to its activity must be assessed and progress plans must be carried out to prevent them.
- The supplier guarantees his staff the rights to unionize and to communicate freely with their management on their working conditions without fear of harassment, attempted intimidation, sanctions, pressure or retaliation. They also recognize and respect the workers' right to freedom of association, whether or not joining an association of their choice.
- Harassment and abusive conduct: The supplier treats its employees with respect and dignity and prohibits any form of corporal punishment, physical, sexual, verbal or psychological harassment, or any other form of abusive conduct.

2.2 Business ethics

- Anti-corruption law: The supplier must comply with applicable anti-corruption laws, directives and regulations¹. The supplier must not offer or make inappropriate payments in the form of payments of money, gifts or valuables to representatives of the public authorities, political parties, and candidates for public office or any other person. The supplier must exercise due diligence with a view to preventing and detecting corruption in any commercial agreement, including partnerships, associated companies, compensation agreements and the recruitment of intermediaries such as agents or consultants.
- Illegal payments: The supplier must not under any circumstances offer or accept illegal payments from customers, suppliers, their agents, their representatives, or from any other party. The direct or indirect acceptance, payment, or promise of cash or objects of value intended to exert influence or procure an unfair advantage is prohibited. This is also prohibited in regions where such activities do not violate local law.
- Fraud and deception: The supplier and his staff must not use any confidential document or information obtained in the course of their business relationship with the TIKEHAU CAPITAL Group as a basis for transaction or to allow third parties to trade actions or securities of a company.
- Insider trading: The supplier guarantees the absence of any conflict of interest or any situation resembling a potential conflict of interest. When a real or potential conflict of interest arises, they must notify all parties concerned. This includes any conflict between the interests of the TIKEHAU CAPITAL Group and personal interests or those of close relatives, friends or associates.
- Misuse of company assets : The suppliers guarantees the absence of any misuse of company assets which occurs when company executives (managers, chairmen, chief executive officers, directors), in bad faith, make use of company assets or credit that they know is contrary to its interests, for personal purposes or to promote another company or business in which they are directly or indirectly interested.

2-3 Confidentiality and intellectual property :

- Data protection: The supplier must comply with the EU General Data Protection Regulation (GDPR) and other applicable laws, regulations and guidelines on personal data. In addition, the supplier must adequately process sensitive, confidential and / or exclusive information. This information must not be used for any other purpose than the commercial purposes for which it was intended, except with a prior authorization.
- Intellectual property rights: TIKEHAU CAPITAL supplier must comply with applicable laws concerning claims related to intellectual property rights, including disclosure protections, patents, copyrights and trademarks.
- Information security: Data and IT system security is an essential requirement for TIKEHAU CAPITAL. TIKEHAU CAPITAL may entrust data to and/or grant its suppliers access to its IT system. TIKEHAU CAPITAL suppliers must comply with any security requirements sent by TIKEHAU CAPITAL.

¹ In every country, there are laws that define corruption and provide for the penalties applicable to this offence, the application of which is a matter for the local authorities of the country concerned; and in certain countries (e.g. the United States, the United Kingdom, France), there are laws that are extraterritorial in scope and that allow the authorities of those countries to prosecute acts of corruption committed by persons and companies outside their borders. The American "Foreign Corrupt Practices Act" or "FCPA" applies not only to US nationals or residents but also to legal or natural persons using means of communication or payments transiting through the United States (use of the dollar, use of e-mails, travel to the United States, etc.) or where it is proved that they were part of a conspiracy (a non-exhaustive definition). The United Kingdom's Bribery Act contains rules which, in certain circumstances, allow the prosecution of foreign persons for acts committed abroad. This Act applies to foreign companies carrying on all or part of their business in the United Kingdom. Law no. 2016-1691 of 9 December 2016 on transparency, the prevention of corruption and the modernisation of the economy (known as the "Sapin II Law"). The French judicial authorities can prosecute French nationals for offences committed in France or abroad, foreigners for offences committed in France and foreigners for offences committed abroad, provided that they are normally resident in France or carry on part of their professional activity in France.

2-4 Environnement:

TIKEHAU CAPITAL expects suppliers to commit to:

- Respect the laws and environmental regulations in force.
- Monitor the impact of their activities on the environment in terms of water and energy, and waste production. Where possible, the Group invites the supplier to undertake a periodic review of its greenhouse gas emissions. Based on this information, the Group expects the supplier to adopt a progressive approach and seek to reduce the environmental impact of its products or services over their entire life cycle.

2.5 Supply chain

TIKEHAU CAPITAL expects suppliers to commit to:

- Promote and enforce the principles of the policy with their subcontractors
- Implement a monitoring process to prevent and manage any risk that could have a material environmental and social impact.

The supplier is encouraged to set up their own charter or code of conduct and to transmit their principles to their own suppliers and sub-contractors.

As part of this policy, Tikehau Capital reserves the right to request information relating to the supplier's extra-financial performance on an annual basis.

A secure inbox, Irregularity-report@Tikehaucapital.com is open to suppliers who wish to confidentially report situations that go against ethical practices.