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# **Anti-Corruption Code of Conduct applicable to all entities of Séché Environnement**



# Message from the CEO



Respect for ethical principles is written in the genes of Séché Environnement (the "Group"). As a family-owned company, the Group has always been committed to ensuring its future and has been built around strong values and convictions. Consequently, if the anti-corruption code of conduct to which the Group adheres is a response to the legal obligation of the Sapin II Law of December 9, 2016, it refers above all to our values. Indeed, in 2003, the Group joined the United Nations Global Compact, thereby voluntarily committing itself to respect ten universally accepted principles, including the fight against corruption.

Day-to-day business ethics, our integrity and respect for the values we stand for contribute every day to the trust of all our stakeholders and to enhancing our reputation. Clients, investors and other stakeholders want to work with companies that have an impeccable reputation and whose commitment and behavior prove it. We all know that a reputation is hard to earn but is never earned.

I ask you to adhere to the principles of this anti-corruption code of conduct and to always apply them in your professional life at Séché Environnement. These rules are not optional, they are imposed on each of us, without compromise, throughout the world, whatever our hierarchical level. Each one of us takes personal responsibility when we do not respect them. In such cases, he or she is liable to incur personal liability and may subject the Group to fines or criminal or civil penalties. If you have any questions about any of the articles of this Anti-Corruption Code of Conduct or its application, you may consult your supervisor, the Director of Compliance, the Human Resources Department or the Legal Department. Don't keep these questions to yourself: talk about them and ask for advice.

We must all set an example through our day-to-day behavior and also report any suspicion of a violation of our Anti-Corruption Code of Conduct. If you discover or suspect a violation of the rules set out in the Anti-Corruption Code of Conduct, you must report it immediately. Reporting in good faith can help to protect the Group's future, so you will always be supported in this process. For example, we have made available an ethics alert system accessible that allows you to report any activity that is alleged to be in violation of the Anti-Corruption Code of Conduct.

The Group will not tolerate any breach of your obligations: disciplinary sanctions for behavior that violates the Anti-Corruption Code of Conduct may go as far as dismissal. You can also be assured that the Group applies a zero tolerance policy regarding possible retaliation against an employee who in good faith reports an alleged violation of the Anti-Corruption Code of Conduct.

Thank you all for your efforts to comply with the rules set out in this Anti-Corruption Code of Conduct and to make them a daily reality in your business. I am counting on the exemplary nature of each of you.

Maxime Séché  
Chief Executive Officer





# Preamble

The Anti-Corruption Code of Conduct based on the model developed by MIDDLENEXT refers to the United Nations Convention against Corruption and seeks to combat all forms of corruption. It takes into account the provisions of the so-called "SAPIN II" law which came into force in June 2017.

This Anti-Corruption Code of Conduct constitutes an integral part of the Company's internal policies and procedures.

This Anti-Corruption Code of Conduct applies to all employees of Séché Environnement Group and to any person carrying out activities on behalf of the Group.

Each employee undertakes to respect both the letter and the spirit this Anti-Corruption Code of Conduct, keeping in mind that:

- The values, principles and rules of behaviour set out in this document are not optional: they must be respected.
- The Anti-Corruption Code of Conduct cannot describe and prevent all the cases of corruption and influence peddling that may arise in the course of daily activities.
- Each employee must accordingly exercise their own judgment and common sense in the application of these principles.

In case of doubt about what conduct should be adopted, each company relies on the support and advisory tools it has put in place as well as on the Group's in-house warning system. This Anti-Corruption Code of Conduct may be revised.



## 1- Framework and Scope

The Anti-Corruption Code of Conduct applies to all employees of Séché Environnement Group and their majority-owned entities.

Each employee must behave in an exemplary manner within each company and must not do anything which is at odds with the behavioural rules set out in this Anti-Corruption Code of Conduct.

Any questions from an employee regarding the application or interpretation of the Code must be referred to the employee's supervisor or to the Group General Counsel failing which, to the general management.

## 2- Basic rules and their variant forms

### Definitions

- **Corruption** is any behaviour whereby a person (whether a public official or a private individual) proposes, requests or accepts, directly or through an intermediary, any donation, offer or promise, gift or benefit in return for performing, delaying or failing to perform an act which directly or indirectly falls within his/her duties in order to obtain or maintain a commercial or financial advantage or to influence a decision.

There are two types of corruption:

- **Active corruption** occurs when the act of corruption is initiated by the person on the giving end.
- **Passive corruption** occurs when the act of corruption is initiated by the person on the receiving end, i.e. the person who performs or does not perform an act in exchange for some reward.

Corruption may take many forms under the guise of common business or social practices; it may, for example, involve such things as invitations, gifts, sponsorships, donations etc.

- **Influence-peddling** refers to a person monetizing his/her position or influence, whether real or supposed, in order to influence a decision which is to be made by a third party.

It involves three participants: the beneficiary (the one who provides benefits or gifts), the intermediary (the one who uses the influence they enjoy by virtue of his/her position) and the target person who has the decision-making power (a government authority or agency, a judge or prosecutor, an expert etc.).

### Principle and rules

Employees must not engage in any form of corruption and must not use intermediaries such as agents, consultants, advisers, distributors or any other trading partners for the purpose of committing such acts.

#### Individuals faced with a proposal must consider the following:

- Does the proposal comply with laws and regulations?
- Is it consistent with the Code and the interests of the company?
- Is it devoid of personal interest?
- Would I be embarrassed if my decision were made known to others?

Each employee can express his doubts, if they are faced with an ethical choice or a choice of business conduct with their supervisor, the General Counsel or the General Management, in complete confidentiality.



## 2-1 Rules applying specifically to public officials

### Definitions

The term “public official” denotes a person who holds a position of public authority, is entrusted with public service responsibilities or occupies an elected public office, for him/herself or on behalf of others.

### Principles and rules

Corruption of a public official is punishable by more severe penalties<sup>1</sup>.

Any relationship with a public official must comply with the regulations governing that relationship (i.e. the regulations that apply in the specific country of the public official or which are imposed on the by their employer). While it is not prohibited by law, any benefit granted to a public official must be totally transparent vis-à-vis the Company and subject to prior authorization by senior management.

## 2-2 Gifts and invitations

### Definitions

Gifts are benefits of any kind given by someone as a token of gratitude or friendship, without any expectation of receiving something in return.

Offering or being offered meals, accommodation and entertainment (shows, concerts, sporting events, etc.) is considered to be an invitation.

### Principles and rules

Gifts and invitations may be related to or be perceived as acts of active or passive corruption, so care must be exercised with regard to gifts, gestures of courtesy and hospitality (received or given) and invitations to entertainment that contribute to good relationships but can be seen as a means of influencing a decision or favouring a business or a person.

Please refer to our gifts and invitations policy.

## 2-3 Gifts to charitable or political organizations

### Definitions

Grants and donations are benefits given in the form of money and/or contributions in kind; they are granted for a specific purpose: research, training, the environment (sustainable development), for charitable or humanitarian purposes etc.

Political contributions – whether monetary or otherwise – are intended to support political parties, leaders or initiatives.





## **Principles and rules**

Request for grants, donations or contributions must be carefully considered, particularly requests from those who are in a position to influence the company's activities or who could, if the grant were agreed to, derive personal benefit therefrom.

Requests for donations must be approved by a supervisor.

## **2-4 Patronage, sponsoring**

### **Definitions**

Through patronage or sponsorship, the Company wishes to provide financial or material support to a charitable organization or a social, cultural or sporting entity as a means of communicating and promoting its values.

### **Principles and rules**

They must be carried out without any seeking specific benefits from the beneficiary other than the promotion of the corporate image.

## **2-5 Facilitation payments**

### **Definitions**

Facilitation payments are unofficial payments (as opposed to legitimate and official fees and taxes) that are paid to facilitate or expedite any administrative formalities such as applications for permits, visas or customs clearances.

### **Principles and rules**

The company does not accept to make "facilitation payments" unless there are compelling reasons (the health or safety of an employee, etc.).

## **2-6 Monitoring of third parties (suppliers, service providers, clients)**

### **Definitions**

Monitoring concerns third parties, natural or legal persons with whom the company interacts and who may, in certain cases, present a particular level of risk in terms of corruption.

The following are considered third parties: business partners, suppliers, service providers, agents, clients, intermediaries etc.

### **Principles and rules**

Each company shall endeavour to ensure that third parties comply with its principles and values and shall, where appropriate, carry out due diligence on such third parties





## **2-7 Conflits d'intérêts**

### **Definitions**

Conflicts of interest arise from any situation in which employees' personal interests conflict with their duties or responsibilities.

### **Principles and rules**

Employees must avoid situations of conflict of interest when making business decisions. If circumstances arise that give rise to a potential or actual conflict of interest, employees must report the situation to their supervisor and to the Chief Compliance Officer.

## **2-8 Enregistrements comptables/Contrôles internes**

### **Definitions**

The company must ensure that its accounting departments and/or its internal and/or external auditors are vigilant in checking for concealment of corruption in books, records and accounts.

### **Principles and rules**

Persons undertaking accounting control assignments (audits, certification of accounts) must be particularly vigilant with regard to the accuracy and veracity of the accounts.







## **3- Applying the Code**

### **3-1 Training**

Employees are required to acquaint themselves with this Anti-Corruption Code of Conduct and to participate in the training sessions organized by the company to raise awareness of the fight against corruption. New employees are made aware of the Anti-Corruption Code of Conduct and its provisions immediately upon assuming their duties within the company.

### **3-2 Reporting practices that are in breach of the Code and protection of whistle-blowers**

Employees, while observing the procedure laid down by the company, can express their concerns and/or ask questions of their supervisor and/or the designated contact person or via the Group's internal warning system:

- If they find themselves faced with a risk of corruption;
- If they genuinely believe that a violation of the Anti-Corruption Code of Conduct has been, is being, or may be committed;
- If they discover that someone is experiencing reprisals after having lodged a report in good faith.

Any employee who, in good faith and without being influenced by personal interest or advantage, that is to say, being sincerely persuaded that his/her statement is accurate, reports a violation or a risk of a violation of the Anti-Corruption Code of Conduct to his/her supervisors or the designated contact person, will be protected from all forms of reprisal. The identity of any such employee and the facts of the matter will be treated confidentially, in accordance with the relevant regulations.

Furthermore, while a bona fide error will not result in any disciplinary action, allegations that are deliberately vexatious or made with malicious intent will be penalized.

### **3-3 Whistle-blowing schemes and protection of personal information**

Employees must be informed of the existence of the scheme.

In accordance with the rules applying to the protection of personal information in force in most of the countries in which the company operates and, in particular, within the European Union, any persons identified in connection with a whistle-blowing report, whether as the author or the subject of a such report, may exercise their right to access the data relating to them.

Likewise, anyone may also request the correction or deletion of personal information if it is inaccurate, incomplete, ambiguous or out-of-date.





### **3-4 Penalties for violation of this Anti-Corruption Code of Conduct**

Non-compliance with the rules triggers the personal liability of the employee and exposes him/her to penalties, in particular criminal sanctions , according to the applicable legislation.

The company undertakes to:

- take all statements into account;
- diligently investigate whistle-blowing reports;
- assess the facts objectively and impartially;
- take appropriate corrective and disciplinary measures.

Under the sanctions, wrongful conduct may be penalised as follows and according to the seriousness of the facts by measures ranging from:

- Verbal or written warning
- A reprimand
- Layoff/Suspension
- Demotion
- Dismissal for real and serious cause
- Dismissal for serious misconduct (without notice or compensation) or gross misconduct (without notice, compensation or paid leave).

These disciplinary measures are without prejudice to any legal proceedings. Under no circumstances can behaviour which violates this Anti-corruption Code of Conduct or applicable laws be justified on the grounds of a person's belief and it was acting in the interests of the company.

### **3-5 Implementation: accountability and oversight**

It is incumbent upon each employee to implement the Anti-Corruption Code of Conduct as part of the responsibilities attached to his/her position.

The company carries out periodic checks to confirm that work practices comply with the Anti-Corruption Code of Conduct.

The company and/or Group governance bodies provide regular updates on the monitoring of the Anti-Corruption Code of Conduct and on any follow-up arising from whistle-blowing reports.