



# Code of **ETHICS**

October 2021

## MESSAGE FROM OUR CEO

### **Dear Colleagues and Partners:**

Corporate responsibility and ethical behavior are critical to the success of our Company. As we continue to grow and expand globally, conducting ourselves ethically and with integrity is at the core of our actions and decisions.



Our Code of Ethics embodies and reinforces our commitment to integrity, explains our policies and provides guidelines for conducting business throughout the world. Each one of us is expected to know and understand the Code of Ethics and to abide by its principles.

The global business environment in which Orolia operates continues to evolve, becoming increasingly challenging as laws change and business relationships evolve. What will not change, however, is Orolia's policy of zero tolerance towards bribery and corruption or other illegal acts in all forms.

If you need guidance or have questions about what is proper ethical conduct for you or anyone else, promptly raise the issue with your manager or any of the resources indicated in this Code. Please know that each inquiry is handled in a confidential manner. Orolia does not tolerate any form of retaliation against any of its employees who, in good faith, requests or participates in the investigation of a suspect violation.

Thank you for following our Code of Ethics and embracing our values.

A stylized, handwritten signature in white ink, appearing to read 'JY Courtois'.

**Jean-Yves Courtois**  
**Chief Executive Officer**

## ACTION TO ENSURE ETHICAL BEHAVIOR

While our goal is to provide our customers with quality products, honest service and an experience that exceeds their expectations, we must **never compromise our integrity** in pursuing these goals. To ensure the highest degree of ethical conduct, Orolia has developed a solid compliance program, including process and policies, Representative due diligence, internal control and training.

## OROLIA'S CORE VALUES

### Global Collaboration

We pursue **personal excellence** through global collaboration, communication and team achievement. Our people genuinely **enjoy and engage** each other to leverage the breadth and depth of our collective knowledge, skills, experience, and cultures to achieve the **best solutions**.

### Innovation

We develop and implement creative solutions. We enjoy and challenge ourselves to **look at things differently**. We are comfortable moving into the unknown through experimentation to find better ways and methods for our customers, the Company and the marketplace.

### Commitment

We are **passionate** about what we do and we bring energy to **persevere** in all situations. We hold ourselves **accountable** to both each other and our customers.

### Agility

We effectively adapt to meet new challenges and manage changes. Our business, strategies and our people are ready to **adapt** to the evolving and complex needs of the markets.

### Continuous Improvement

We always demonstrate the desire to **improve results and challenge the status quo**. We always strive for continuous learning in all we do, to better ourselves and be better for our customers, and the markets.

### Fun

We all bring a **positive influence and attitude** at work. When we are at our best having fun we bring out the best in each other.

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## CODE OF ETHICS

**Our Code of Ethics is designed to help us build trust, make ethical decisions, and create a culture of integrity. This is done by:**

- ▶ Setting out Orolia's expectations of how we should behave as employees, whatever our role;
- ▶ Applying key policies and procedures in relevant business areas;
- ▶ Choosing the right course of action, even where there is no specific policy; and
- ▶ Advising how to report a concern if we do see something that is not considered ethical.

## 1 | Our Code, Orolia Policies and Applicable Laws

Upholding legal standards of conduct is mandatory for every employee, regardless of his/her position in the Company. It is a requirement that also applies to any person acting on our behalf. We are also responsible for maintaining our core values. Orolia conducts business in many countries with differing laws, customs and requirements. We must comply with the laws and practices in the places where we do business. Occasionally, there may be (or appear to be) conflicts between laws and our Code or policies. In such situations, consult the Orolia Compliance Officer.

The rules appearing in this Code are not a substitute for the national and international legislation applicable in each country, with which Orolia fully complies. They must, however, be understood and applied by all Orolia's permanent, temporary staff and Representatives.

Every individual is responsible for applying these rules, including holders of executive and leadership positions and those appointed to such positions in the future. We each have an individual responsibility to live up to the highest ethical standards of business conduct. This Code outlines our expectations regarding our behavior. Failure to live up to our values and compliance standards may result in disciplinary action, which could include termination for serious offenses.

Orolia will thoroughly **investigate any alleged misconduct or suspected violations** of the Code. Failure to comply with the Code may result in disciplinary action based on local labor laws and commensurate with the misconduct performed. Depending on the severity of the misbehavior, disciplinary action could include termination of employment and exposure to civil liability or criminal prosecution. If an employee is found to have violated the law, we will fully cooperate with the appropriate authorities. Domestic and international anti-bribery and anti-corruption laws are vigorously policed and enforced. Even the appearance of a breach of these laws could damage Orolia's reputation and put employees at risk. We therefore take our legal responsibilities very seriously. Failure to comply can result in significant civil and criminal sanctions, both for Orolia and the individuals responsible for the improper conduct. Penalties to Orolia can include fines, a ban on future government business and denial of export licenses. Sanctions for individuals that violate anti-corruption laws include fines and imprisonment.

All questions, concerns, complaints, and reported violations of our Code are taken seriously. **Anyone should report such questions, concerns, or complaints via our dedicated email [ethics@orolia.com](mailto:ethics@orolia.com).** Orolia will **not tolerate retaliation** against anyone who raises a concern regarding our Code or participates in a business conduct investigation; even if the allegations are determined not to have merit. An employee will not be discharged, demoted, suspended, threatened, harassed, or subjected to adverse treatment because of any good faith reporting. Retaliation is a violation of our Code and a cause for disciplinary action.

Orolia will, from time to time, revise the Code as circumstances and situations dictate.

## 1.1 Responsibilities as Orolia Employees

**All employees are expected to follow the guidelines specified in the Code.**

We also require that all our Representatives (e.g. agents, subcontractors, consultants, suppliers, and distributors) act in a manner that is consistent with the values listed in the Code. Furthermore, we shall make our best efforts to inform any additional third party - which includes individuals or organizations who come into contact with an Orolia employee during the course of work for Orolia, and could consist of actual and potential clients, customers, business partners, and government and public officials, including their advisors, Representatives and officials, politicians and political parties - of our commitment to this ethical conduct.

## EMPLOYEES ARE EXPECTED TO:

- ▶ Foster a **culture** of ethical behavior and integrity;
- ▶ Understand and follow the **standards of behavior** outlined in the Code and in related Company policies and procedures;
- ▶ Seek guidance and advice from appropriate Company **resources** to resolve questions or concerns about a course of action;
- ▶ Undergo annual ethics and compliance **training**;
- ▶ **Report** instances of observed or suspected violations of the Code or related Company policies; and
- ▶ Cooperate with **investigations** of alleged misconduct or suspected violations of the Code, policies, rules or laws.

Ethical breaches and non-compliance must be reported. You should only report concerns or suspected violations if you are doing so in good faith. Abuse of any reporting process to intentionally harass someone or to knowingly file false information will not be tolerated. We provide various channels for employees, suppliers and customers to receive guidance regarding ethics and compliance issues and to report suspected ethical violations. If you report a concern or violation, you are encouraged to provide accurate and complete information to permit a thorough investigation or response. Omissions or errors in the initial data reported (who/what/when/where) may cause a delay in the case intake process that may delay or negatively impact the case assignment and/or investigation process.

## 1.2 Responsibilities as Orolia Managers

Setting the proper tone starts with the highest levels of management leading by example and with integrity. **All levels of management should demonstrate honesty, ethical strength and fairness.** Our managers are the first line of communication for employees when they have a problem or need advice or information.

## MANAGERS ARE RESPONSIBLE FOR:

- ▶ Acting with **integrity** and serving as an ethical role model for others;
- ▶ Promoting a **culture** of compliance and integrity regarding policies, procedures, regulations and laws;
- ▶ Fostering an **open work environment** where employees are comfortable raising questions or concerns without fear of retaliation;
- ▶ Maintaining a professional work environment and taking reasonable steps to **prevent or detect** improper conduct;
- ▶ Encouraging employees to **ask** questions and to **report** behaviors that are inconsistent with local laws, our values, or that they suspect may violate our Code or other policies;
- ▶ Communicating to employees their support of the Code and the Compliance Program and the Company's policy **prohibiting retaliation**; and
- ▶ Ensuring that employees complete required ethics awareness, compliance and other relevant **training**.

## 1.3 Considering Ethics in Decision-Making

- ▶ Strictly apply Orolia's rules and policies;
- ▶ Use your common sense;
- ▶ Do not put Orolia in an unlawful or an ethically questionable position;
- ▶ Do not engage in any situation that might cause a conflict or a perceived conflict of interest, e.g. a conflict between your personal interests and your professional duties;
- ▶ Do not make a decision that you would feel uncomfortable explaining to your colleagues, your family or relatives; and
- ▶ Do not make a decision that could damage Orolia's reputation.



## 2 | Doing Business with Integrity

We provide accurate and complete information to our customers so that they may **make informed decisions**. We do not tolerate misrepresentation, fraud or deliberate omission of information in our sales or marketing activities. We **honor our commitments** and follow through on our promises, agreements and obligations.

### 2.1 Bribery and Corruption

We are committed to conducting our business globally with **integrity and transparency**, free from improper influence and strictly in compliance with all anti-bribery and anti-corruption laws. The Company expressly prohibits the offering or accepting of any type of personal benefit which could be considered to influence our business decisions or the decisions of the people and companies with whom we do business. Orolia has a **ZERO-TOLERANCE POLICY TO BRIBERY AND CORRUPTION** and is committed to acting professionally, fairly and with integrity in all our relationships and business dealings.

Orolia is fully committed to complying with the requirements of the Organization for Economic Co-operation and Development (OECD) Anti-Bribery Conventions, the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act 2010, the French Loi Sapin II and with all applicable laws and regulations in the countries in which it conducts business.

#### BRIBES MAY INCLUDE:

- ▶ Gifts of significant value;
- ▶ Entertainment, hospitality and travel that go beyond business needs;
- ▶ Loans;
- ▶ Personal favors;
- ▶ Payment for travel expenses when there is not a clear business purpose for doing so;
- ▶ Political or charitable contributions; or
- ▶ A payment or benefit provided to an individual's family member in an effort to influence the individual.

## 2.2 Money Laundering

Money laundering can be defined as transforming the proceeds of crime into the legitimate economy. It will can often be seen in connection with other types of crime, including drug trafficking, terrorism, corruption and tax evasion. Red flags for possible money laundering schemes include receiving insufficient or suspicious information from our partners, avoiding recordkeeping requirements, inconsistent business activity (e.g. currency change in number, type or volume, etc.), or change in transaction patterns (e.g. payment received or made to a different entity, etc.). We only do business with **reputable customers** who are involved in **legitimate business activities** and whose funds are derived from **legitimate sources**.

Our **Company's integrity and reputation can be severely damaged** if we fail to detect customer relationships and transactions that place us at risk. If you become suspicious or have questions about money laundering, **raise your concerns and questions to your management and/or to the Compliance Officer**. Resolve any concerns before transactions proceed further.

## 2.3 Interactions with Public Officials

Many anti-bribery laws, like the FCPA in the United States and the Bribery Act in the United Kingdom, **specifically prohibit bribes to public officials**. Generally, these laws make it unlawful to give, offer or pay anything of value, directly or indirectly, to a public official, to obtain or retain business or to gain an **improper business advantage**.

Payments made to foreign officials with the specific purpose to “facilitate or expedite routine governmental action” meet the narrow definition of allowable facilitation payments. Examples could be for issuing permits, immigration controls, providing administrative services or releasing goods held in customs. **Facilitation payments are not commonly paid in most modern countries** but are common in some other jurisdictions. If asked to make a facilitation payment on Orolia's behalf, an employee must **get prior approval from the Compliance Officer**. Consideration must be given to what the payment is for, would it be required from other companies doing the same business, and whether the amount requested is proportionate to the goods or services provided. Employees should make their **best efforts to obtain a detailed receipt** that documents the reason for the payment.

## 2.4 Fair Competition and Trade Practices

Fair competition laws prohibit agreements with any competitor to raise prices or reduce output. Fair competition issues are complex and may arise in dealings with customers, suppliers or competitors. Violations of

fair competition laws can result in **serious civil and criminal charges and penalties both for the Company and individuals**. These penalties include exposing Orolia to substantial fines and exposing individuals to fines and imprisonment. We **avoid contacts with competitors** that could create even the **appearance of improper agreements**, whether the contact is in person, in writing, by telephone or through e-mail. We use care in our writing and speech to avoid any statement that could be misconstrued to indicate an intent to act in an anti-competitive way.

The exchange of benchmarking information with competitors can also create serious competition law issues. **We do not acquire commercial information by dishonest or unethical methods**. In addition, if we receive questionable information from an outside party about a competitor, we do not examine the information without first contacting the legal department. Future pricing plans should never be shared with competitors; exchanging cost or salary information with competitors requires carefully controlled conditions, while the exchange of best practices can enhance competitiveness.

Internal business documents and other communications (including handwritten notes, e-mails and telephone records) **are subject to disclosure** in competition litigation and investigations by government authorities. Take care to avoid poorly worded communications, since such communications could lead to the erroneous conclusion that improper activity took place.

## 2.5 Representatives

**Representatives, performing sales and marketing services in a defined territory related to specific Company activities, may act for or on behalf of Orolia**, and may be in contact with Orolia's potential or existing customers or with public or private authorities.

Orolia has established a formal process for selecting, contracting and paying Representatives. This procedure is proportionate to the risk profile of each Representative, and includes **proper due diligences**. Higher risk profiles include Representatives performing sales services on behalf of Orolia who may be in contact with public authorities. Furthermore, the procedure must be applied to targeted companies in the context of merger or acquisition. **Orolia prohibits any bribery, public and private, and any unlawful or unethical practices in all aspects of a relationship with a Representative**. Any bribery or unlawful or unethical practice may expose Orolia to liability and damage its reputation.

To prevent public and private corruption, **the use of Representatives is subject to strict approval, to due diligence review by the Compliance Department**, and is governed by a strict internal procedure (please see Representatives Due Diligence Procedure). **IT IS STRICTLY FORBIDDEN TO ENTER INTO AN AGREEMENT WITH A REPRESENTATIVE WITHOUT COMPLYING WITH SUCH PROCEDURE**.

## 2.6 Suppliers and Contractors

Purchasing decisions are based on an **objective assessment** of the supplier's or contractor's reliability and integrity and on the overall value of the offering, taking into account short and long-term considerations and objectives. We **only do business with vendors and suppliers that have high standards of conduct**. We expect our vendors and suppliers to adhere to ethical and legal requirements in their business dealings with their employees, their local communities and Orolia.

In the best interest of Orolia, the purchase of goods and services must be based on **merit, price, quality, performance, delivery, sustainable development and suitability**. As a purchaser, Orolia ensures that no situation of dependence is established with suppliers, and therefore systematically explores alternatives and more favorable options.

All measures must be taken to avoid conflict of interest and appearance of partiality.

**AS OROLIA EMPLOYEES, YOU ARE FORBIDDEN TO RECEIVE KICKBACKS, whether in a form of money or otherwise, in return for making a favorable decision to particular suppliers and contractors.**

## 2.7 Gifts, Entertainment & Hospitality

Exchanging gifts and hospitality can nurture relationships, celebrate business successes, and strengthen business partnerships, but it can also **potentially influence decision-making or give the appearance of impropriety**. Offering and accepting such products/services (gifts, entertainment, favors, hospitality or gratuities) can only be done if the integrity of our business relationships is not compromised nor are they done to improperly influence others. We, or members of our immediate family, may only accept or receive **an employment-related gift if it comfortably falls within the range of common business courtesies**. Gifts that make the recipient feel obligated to repay the favor by doing business with the giver are always improper. We will not extend a gift or entertainment to customers if doing so would violate their own policies. Gifts and entertainment may never be excessive, unusual or extravagant in the eyes of a third party. **UNDER NO CIRCUMSTANCES DO WE GIVE OR ACCEPT CASH OR CASH EQUIVALENTS, such as gifts certificates or gift cards, regardless of the amount, from anyone who has business dealings with Orolia.**

Questions or information on whether any gift, entertainment or hospitality expense is allowed should be directed to the Compliance Officer.

## 2.8 Political and Charitable Contributions

**OROLIA DOES NOT MAKE DONATIONS OR CONTRIBUTIONS OF ANY KIND TO POLITICAL PARTIES, candidates, or causes.**

In addition, Orolia does not allow for donations to charitable organizations for the purpose of gaining any commercial advantage. Prior to making any charitable contributions, proper due diligence shall be conducted on the potential entity to ensure there is no potential conflict of interest (Please see Representatives Due Diligence Procedure). Documentation of this due diligence shall be provided to the Compliance Officer and the Chief Financial Officer for approval prior to making the donation. **A receipt which details the reason for the charitable donation must also be obtained** from the recipient organization and provided to the Compliance Officer and the Chief Financial Officer as proper documentation of the contribution.

## 2.9 Sponsorship

Sponsorship is part of the marketing and communication strategy. It is authorized in **compliance with applicable laws and regulations**. As Orolia employees, you must obtain **prior approval from Orolia's Chief Operating Officer** to engage Orolia in any sponsorship. Your HR manager will consult with the Chief Executive Officer and/or Chief Financial Officer, as appropriate. Proper written recordings of any decisions or actions taken related to sponsorships must be retained.

## 3 | Protecting Orolia's **Assets**

### 3.1 Conflicts of Interest

Orolia employees are expected to **act in the best interest of the Company**. Occasionally, situations may arise where our personal interests conflict, or appear to conflict, with the interests of the Company. When these actual or potential conflicts of interests arise, it is important to **disclose them** to your manager, your Human Resources Manager, or the Compliance Officer as soon as reasonably possible.

### 3.2 Confidential Information & Intellectual Property

Confidential information is a broad term that includes any **confidential** (product performance, business forecasts, strategic plans, legal information), **proprietary or trade secret information, whether or not it is marked or otherwise designated as confidential**. Orolia is committed to keeping its confidential information, as well as its export-controlled information and intellectual property, protected and secure. This information may be in written, electronic, or in other forms. All employees, as well as our stakeholders, are required to keep Orolia's information secure, as well as that of its business partners, including suppliers and customers. Employees shall follow best practices whenever transferring proprietary information, whether to other Orolia employees or to business partners and contacts. In particular, information must only be based on a need-to-know basis even within the Company. Questions on whether information is confidential should be directed to the Compliance Officer.

Among our most valuable assets is our **Orolia intellectual property — inventions, patents, trade secrets, trademarks, copyrights, design rights, know-how and other proprietary information. We are accountable for establishing, protecting, maintaining, and defending Orolia rights** in all commercially significant intellectual property and original works of authorship (including, but not limited to, computer programs, equipment manuals and databases) and to use those rights in responsible ways. We respect the valid, exclusive, intellectual property rights or copyrighted materials of third parties. The General Counsel is an excellent resource for more information on the use and disclosure of Orolia and third parties' intellectual property.

### 3.3 Business Records and Record Management

Each of us is responsible for making sure that the information we process and the records we create in our jobs are **complete, accurate and timely**. All transactions must be prepared and reviewed in compliance with applicable laws and Orolia policies and procedures. Our work must always satisfy accounting standards, internal controls and audit practices and never establish any undisclosed or unrecorded funds or accounts.

#### OROLIA'S FINANCIAL BOOKS, RECORDS, STATEMENTS, AND REPORTS MUST ALWAYS:

- ▶ Accurately reflect transactions of the Company;
- ▶ Contain no false or misleading statements or entries;
- ▶ Properly account for all assets and liabilities; and
- ▶ Properly document business expenses in compliance with established policies and procedures.

These records include employee records, expense reports, **bribes or requests for bribes including facilitation payments**, confidential information and intellectual property.

### 3.4 Communicating Company Information

Orolia is committed to providing **accurate and timely information** about our Company to the public, the media, and government officials, as required. This helps us retain **integrity with our external stakeholders**, which in turn **bolsters our reputation**. Since accurate information is essential, only designated personnel are authorized to speak on Orolia's behalf or communicate with the media, and these communications must be done through the Chief Operating Officer or the Orolia Communication Department.

**Each of us is accountable for obtaining approval from the Orolia Communication Department** before committing to a speech, interview, article, customer endorsement, press release or other published or broadcast statement that references Orolia for external audiences. Keep in mind that such communication may impact Orolia's intellectual property.

## 3.5 Social Media

Orolia supports the appropriate use of social media both personally and, if authorized, on behalf of the Company. If employees engage in social media, they are expected to protect Orolia's brand and adhere to Orolia's key social principles of being **authentic, involved, responsible and respectful**. Each and every one of us is responsible for what we say or post online.

Whether through social media or other forms of public speaking, employees may not represent that they are speaking on behalf of Orolia unless they are **authorized to do so by Orolia Communication Department**. At all times, we must protect against any unauthorized disclosure of confidential information belonging to Orolia, our customers or any third parties with whom we do business.

All social media and social networking accounts created by Orolia employees that leverage Orolia's brands or that are created using an Orolia business email address are considered the property of Orolia. Employees must be authorized by the Orolia Communication Department before creating or managing these Orolia-owned properties.

## 3.6 Information Systems

We provide electronic information systems to employees to support their achievement of business objectives. Information systems include hardware, software, media or network, including non-Orolia owned devices used to originate, store, process, display, print, or transmit Orolia information in electronic form. **Our information systems may only be used for purposes that effectively and efficiently support Orolia's business goals and objectives.** Casual personal use is permitted but only if it has negligible or trivial impact (limited frequency, duration or volume) on computer and network resources and does not impact employee's productivity. Inappropriate use includes the transmission of Orolia classified, sensitive personal information to unauthorized individuals or unsecured locations, communicating in a discriminatory, defamatory, derogatory, libelous or harassing manner, infringing on intellectual property rights (including copyright, trademark and trade name), creating or transmitting chain letters, non-business related video/graphic/audio material or any information that contributes to a hostile or unproductive workplace, use for any illegal purpose, use in excess of granted authority, or creating, storing, viewing or transmitting pornography or other graphics that are offensive or would otherwise violate Orolia policies or national laws. **Employees who misuse information systems may have their access denied or restricted;** they may also be subject to further disciplinary action, in proportion to the nature of the infringement.



## 4 | Creating a Compliant and Healthy Work Environment

### 4.1 Commitment to Quality

We believe that the best way to build healthy, long lasting customer relationships is to provide them with **superior products and services**. We are passionate about our customers' success and strive to exceed their expectations every day. This includes complying with all internal quality controls and any laws or regulations governing our products and services. We must also always follow requirements specified in our customer contracts.

### 4.2 Environment, Health and Safety

Orolia is committed to protecting the health and safety of our employees, customers, visitors and the public. **All employees should strive to work safely and prevent occupational illnesses and injuries.**

Orolia is also committed to making best efforts to conserve resources, reduce waste and minimize the environmental impacts of our activities, products and services in ways that contribute to the success of our business. Orolia will comply with all government regulations relating to the environment, employee health and safety that apply to our facilities and products. Each employee must also comply with the programs, procedures, internal controls and training that the Company has established to meet or exceed these requirements.

### 4.3 Discrimination and Harassment

**Orolia does not tolerate discrimination against groups or individuals based on race, color, national origin, religion, citizenship status, age, gender identity, sexual orientation, marital status, veteran status, genetic information, or other protected characteristics.** Orolia recruits, employs, promotes, and takes other personnel actions based on each person's qualifications and ability to meet the job requirements.

**Orolia does not tolerate retaliation** against any employee who files or participates in discrimination complaints files with appropriate investigative agencies.

Orolia makes every effort to provide a **respectful work environment** that is free from all forms of harassment. We strive to make all employees

feel comfortable coming to work. Behavior or harassment that creates an intimidating or offensive working environment will not be tolerated, nor will retaliation against anyone who raises a concern about harassment in good faith.

Employees experiencing or having concerns about discrimination or harassment should **report them** to their manager or the Human Resources Manager immediately. All discrimination and harassment complaints will be **investigated** promptly, and where appropriate, disciplinary action will be taken to stop the inappropriate behavior and prevent future reoccurrences.

## 4.4 Violence-Free Workplace

As part of our commitment to ensuring the safety of our employees, we strive to maintain a violence-free workplace. **Abusive language, harassment of any type will not be tolerated.** In addition, weapons are not allowed in the workplace.

## 4.5 Drug-Free Workplace

**Orolia employees must never be under the influence of drugs or alcohol that might impair our ability to do our job and/or put other employees at risk.** Orolia prohibits the inappropriate use of alcohol and legal drugs and the use, possession or sale of illegal drugs on Company property or whenever we are at work or representing the Company.

## 4.6 Human Trafficking

Orolia has a **zero tolerance policy regarding human trafficking**, which includes forced labor, bonded labor, sex trafficking, involuntary domestic servitude, forced child labor, child soldiers, exploitation, and debt bondage. These acts are reprehensible, and laws such as the UK Modern Slavery Act of 2015 and the U.S. Federal Acquisition Regulation prohibit any such activities. Violation of this policy may result in **termination of employment**.

## 4.7 Exports, Imports and Trade Compliance

Orolia conducts all of its international business in compliance with the export laws and regulations of the countries in which we do business. **These**

**laws regulate, and in some instances prohibit, the export of certain commercial products, dual-use items, strategic goods, defense articles and their related technical data and technologies and the furnishing of defense services.** They may also apply to the re-export of goods and services.

Under U.S. law, an export can occur whenever equipment or technical data is released or made available to a “foreign person,” whether within or outside the U.S. A foreign person includes virtually everyone who is not a U.S. citizen or permanent resident. Exports of technical data can take place in a variety of ways, including document shipments, proposals to foreign customers, technical publications and presentations, demonstrations and promotional literature, trade and air shows, and plant tours.

In addition to export laws and controls, most countries also have laws and controls governing the import of products, services and technologies. Under these laws, only certain goods are allowed to enter the importing country and the correct amount of duties and taxes must be paid.

**All questions dealing with this topic should be discussed with the Export Control Representative or Compliance Officer.**

Orolia makes its best efforts to comply with other countries’ import regulations, including proper documentation of products shipped, which describes the items, their harmonized tariff codes, countries of origin, and values. **Orolia will not falsify documents to bypass customs or to illegally avoid duty payments.**

## 4.8 Anti-Boycott Laws

**Orolia does not enter into any agreements or voluntarily provide information that could be construed as furthering boycotts that are restricting international trade practices or are illegal.** These activities could violate anti-boycott laws and result in **criminal or civil penalties** for Orolia and the employees involved. Because the mere receipt of a request to engage in illegal boycott activity may require a report to the U.S. Government, all employees and Representatives must be vigilant when reviewing transaction documents and must immediately preserve any documents containing this type of request.

Certain countries may be subject to economic sanctions and we may be prohibited from doing business with them. We must ensure that we comply with all applicable laws and regulations prohibiting doing business within certain countries.

## 5 | Appendices

There are many resources available to help employees make the right decisions, ask questions when in doubt, and to report potential violations of the Code of Ethics, including:

**Alert email:** [ethics@orolia.com](mailto:ethics@orolia.com)

### Compliance Officer

Isabelle Melody, General Counsel

[isabelle.melody@orolia.com](mailto:isabelle.melody@orolia.com)

Tel: +1.585.321.5816

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### Human Resources

Jennifer Steier, Vice President Human Resources

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### Finance

James Rochette, Chief Financial Officer

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### Sales and Operations

Rohit Braggs, Chief Operating Officer

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### Communication

Erik Oehler, Director Marketing

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## Internal Incident Reporting Contacts

### Legal or General Issues

- ▶ Immediate supervisors
- ▶ A member of the employee's management team
- ▶ Compliance Officer (or designee at relevant location)

### Conflicts of Interest

- ▶ Immediate supervisors
- ▶ A member of the employee's management team
- ▶ Compliance Officer (or designee at relevant location)

### Political Contributions, Lobbying, and Gifts and Hospitality

- ▶ Compliance Officer (or designee at relevant location)
- ▶ Human Resources
- ▶ Chief Financial Officer

### Government Contracts or Other Dealings with Government Officials

- ▶ Director of Contracts
- ▶ Compliance Officer (or designee at relevant location)
- ▶ Human Resources

### Employment Law or Personnel Issues

- ▶ Human Resources

### Financial Issues

- ▶ Chief Financial Officer

### Export Control

- ▶ Export Control Officer
- ▶ Compliance Officer (or designee at relevant location)

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SAS with a capital of 89 346 756 euros | 817 469 497 RCS Grasse  
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October 2021