

# **WENDEL ETHICS CODE**

March 2015

## Message from the Executive Board

Wendel is one of Europe's leading investment firms. Year after year, thanks to the support of a stable family-shareholder structure, Wendel has been able to focus on value creation and the long-term development of its investments, to the benefit of the companies in its portfolio and of all shareholders. A firm of very long standing, Wendel has played a role in industrial history for more than three centuries, and has almost 40 years of investment experience.

The adherence of Wendel's teams to lofty values—long-term commitment, performance-focused excellence, openness, family—ensures the longevity and success of our enterprise.

In conducting our business we adhere scrupulously to the laws and regulations of the countries in which we and our subsidiaries operate. More generally, we strive to be loyal to our employees and partners. Today, with Wendel expanding its global footprint, such loyalty is more important than ever.

Our Ethics Code sets forth the values of Wendel employees and family shareholders and constitutes for all stakeholders the fundamental framework for our business of long-term investment.

With the support of the Supervisory Board, the Executive Board approves the Wendel Ethics Code and invites every member of the Wendel staff to adhere to it and take inspiration from it in the governance of each of our portfolio companies.

All employees should take the time to read this Code attentively and apply it in their daily work.

The Executive Board wishes to thank Wendel employees for their commitment and hopes that this document will serve as a guide to all.

Paris, March, 2015

## **CONTENTS**

### **1. COMPLIANCE WITH LAWS AND REGULATIONS**

*Money laundering*  
*Economic sanctions*  
*Tax obligations*  
*Corruption*  
*Fair competition*

### **2. WORK ENVIRONMENT**

*Diversity and equal treatment*  
*Health and safety*  
*Protection of personal data*  
*Protection and appropriate use of operational resources*

### **3. ETHICAL CONDUCT OF COMPANY BUSINESS**

*Information management*  
*Conflicts of interest*  
*Relations with business partners*  
*Cooperating with competent authorities*

### **4. CORPORATE RESPONSIBILITY**

*Respect for the environment*  
*Commitment to local communities*

### **5. APPLICATION OF THE CODE**

## **Objective**

In the complex environment of its business, Wendel pledges to carry out its activities with integrity and to respect the law and regulations of the countries in which the Group and its investment structures operate.

This Ethics Code (hereinafter "the Code") illustrates Wendel's commitment to promote business ethics and to act responsibly with respect to its employees and the stakeholders with whom it works.

To this end, the principles and ethical values set forth below have been designed to guide the conduct of Wendel's business.

## **Scope of application**

The Code shall apply to all of Wendel's employees and executives, its holdings and its international sites.

As a professional shareholder, Wendel ensures that its subsidiaries adhere to laws and regulations in force and supports their social and environmental responsibility programs.

More generally, Wendel shall ensure that equivalent values and principles are maintained by stakeholders, such as service providers (banks and financial advisors, legal counsel, organizational and strategic consultants), co-investors and analysts working alongside the Company.

Wendel's General Counsel was appointed by the Executive Board to oversee the Code's application.

## 1 - COMPLIANCE WITH LAWS AND REGULATIONS

### a. Money laundering:

*Keep your eyes open.*

Money laundering is a technique whose purpose is to obscure the fraudulent origin (mafia activity, corruption, arms trafficking, tax fraud, etc.) of funds by means of their reinvestment in legal activities.

All Wendel employees must be watchful in the conduct of financial transactions.

Should doubt arise as to the origin of any funds or the nature of any financial transaction, it is imperative that the General Counsel be advised.

#### Risks:

- any financial transaction whose beneficiary is an offshore company and for which the actual beneficiary is difficult to identify;
- any financial transaction involving a third country with no apparent connection to the purpose of the transaction, especially if said third country is a high-risk jurisdiction.

### b. Economic sanctions:

*Use caution when performing cross-border transactions.*

As an international firm, Wendel conducts numerous cross-border transactions. These transactions may be restricted or prohibited when conducted with countries under trade embargos or when they involve persons—whether private individuals or corporate entities—subject to economic sanctions.

Therefore we must use extreme caution when we conduct any cross-border transaction, whether directly or through subsidiaries or investments. If in doubt, consult the General Counsel.

#### Risks:

- any sales transaction involving a country placed under embargo by EU or US authorities;
- any financial transaction involving a private individual who is under economic sanction.

### c. Tax obligations:

***Ensure the highest quality accounting.***

Wendel undertakes to abide by all applicable laws and regulations relating to taxation.

To this end, employees shall ensure the accuracy of financial documents, accounting documents and tax filings prepared by Wendel or its investment structures.

**d. Corruption:  
*Zero tolerance.***

No Wendel employee shall take part, directly or through third parties, in any act whatsoever that may corrupt a private individual or a government agent.

No Wendell employee shall accept, solicit or, inversely, promise or offer a government agent or a private individual anything on the following list in order to obtain or secure a contract, business relation or any other unwarranted advantage, or to induce the individual or agent to abstain from an act dutifully incumbent upon him or her:

- payment;
- gift;
- facilitation payment (i.e., a payment made for the performance or expediting of certain administrative formalities, such as authorization requests);
- service;
- kickback;
- any payment in kind or other advantage.

Wendel asks its subsidiaries to adopt similar anti-corruption policies.

**Risks:**

- payment of a sum of money to a civil servant to "facilitate and expedite" the procedure for administrative authorization of a given transaction;
- acceptance by an employee in charge of contract attribution of a valuable gift from a supplier.

**e. Fair competition:**  
*Ensure a level playing field.*

In the countries where it operates, Wendel shall abide by all applicable laws pertaining to competition.

These laws generally prohibit agreements and behavior likely to restrict or distort competition.

Therefore, the exchange of sensitive information with competitors, clients or suppliers may constitute a violation of competition law.

Furthermore, Wendel employees shall refrain from denigrating Wendel's competitors.

Risks:

- any exchange of sensitive information with competitors during meetings of professional associations;
- any exchange of information on the valuation of target companies with employees of other investment firms, which could result in the breakup or sharing of targets.

## 2 - WORK ENVIRONMENT

**a. Diversity and equal treatment:**  
*Treat everyone with respect.*

Wendel endeavors to promote diversity within the firm and considers it a vital advantage, especially in light of international expansion.

Wendel shall therefore ensure equal opportunity and treatment for all employees with regard to hiring, access to training, compensation and professional advancement. Candidates shall be evaluated solely on the basis of skills and experience.

No discrimination shall be tolerated, be it on the basis of gender, age, ethnicity, health, sexual preference, religious conviction, political or philosophical opinion, or union affiliation.

In addition, Wendel shall strive to provide a working environment that is respectful to all. Any physical or moral harassment shall be strictly prohibited and punished. "Harassment" is defined here as any behavior intended to produce or resulting in harm to an individual's moral or physical well-being or psychological equilibrium.

Any employee who considers him- or herself wronged or who witnesses unfair treatment is encouraged to speak, in full confidentiality, with a superior or with a human-resources manager.

Risks:

- telling misogynist jokes during meetings.

**b. Health and safety:**  
***Keep an eye on safety at all times.***

Wendel shall provide a healthful, safe workplace for its employees, in compliance with applicable laws and regulations. Wendel is opposed to all forms of forced or child labor.

Wendel shall guarantee a work environment that is respectful to all. Wendel shall also encourage its subsidiaries and the companies in which it holds a stake to promote these values internally and among their suppliers, subcontractors and partners.

**c. Protection of personal data:**  
***Protect the privacy of employees and stakeholders.***

In the course of daily business, Wendel collects, processes and makes use of personal data from its employees and certain partners.

Wendel shall undertake to respect the private lives of those persons and ensure the confidentiality of data, by complying with local restrictions on the processing and use of personal data.

To this end, Wendel has appointed a Data Protection Officer, charged with the protection of personal data.

**Key document:** *see Intranoo, Data Protection, employee information.*

**d. Protection and appropriate use of operational resources:**  
***Protect Wendel's image and reputation.***

Each Wendel employee shall be responsible for Wendel's property and resources and use them in conformity with their intended purpose.

We shall use in a legal, safe and ethical manner any computers, data and communications tools that are provided by the Company.

Personal use of professional e-mail accounts and internet access shall in no way interfere with the performance of our professional responsibilities.

Wendel seeks to protect its image and reputation. Employees shall therefore be mindful of Wendel's interests, carefully consider possible negative uses of any written matter and be prudent in their use of social media.

Risks:

- use of a professional computer to visit websites that incite racial hatred;
- posting on social media of negative comments pertaining to Wendel.

**Key document: Charter Governing the Use of IT and Electronic Resources.**

## 3 – ETHICAL CONDUCT OF COMPANY BUSINESS

### a. Information management:

*Provide complete and reliable information.*

Wendel shall take care to provide accurate, precise information in good faith to its investors, shareholders and analysts. Wendel shall also strive to maintain equality of information.

Unless otherwise bound by pledges of confidentiality, employees shall, in presenting Wendel and its activities, ensure that the information they disclose is accurate and in good faith.

*Protect the confidentiality of inside information.*

Wendel shall handle with the utmost care, in compliance with all applicable laws and regulations, any inside information with which it is entrusted.

“Inside information” is defined herein as specific information that has not been made public and that, if made public, would likely have a material effect on the price of financial instruments.

As a professional shareholder, Wendel may be privy to inside information, whose confidentiality Wendel is obligated to ensure.

Wendel employees are prohibited from using inside information outside the normal framework of their duties or for any purpose other than that for which said information was provided.

#### Risks:

- unauthorized use of any document found by chance (e.g., in a meeting room or on a photocopier) that details an acquisition strategy;
- discussion of a financial operation with regard to a given company with a friend who works in said company.

**Key document: Wendel’s Market Confidentiality and Ethics Code.**

### b. Conflicts of interest:

*Avoid any conflict of interest, whether real or apparent.*

Employees exposed to a conflict of interest (i.e., who are in a position where their personal interests may influence, in fact or in appearance, the performance of their professional duties) shall exercise extreme caution.

Wendel employees shall ensure that they are acting in the interests of Wendel.

In cases where a conflict of interests is unavoidable, employees subject to the conflict shall inform their hierarchical superior and, if necessary, refrain from taking part in decisions concerning the transaction.

Risks:

- The spouse of a Wendel employee holds financial interests in a company that seeks to offer its services to Wendel.

**c. Relations with business partners:**

*Ensure that service providers and subcontractors uphold the highest principles.*

Wendel seeks to establish relations of trust with business partners that are vital for its enduring prosperity.

These relations shall be handled equitably and in conformity with Wendel's interests.

Wendel's subsidiaries and the companies in which it holds a stake shall be encouraged to promote among their service providers and subcontractors standards similar to the principles and values set forth in this Code.

**d. Cooperation with competent authorities:**

*Report to the General Counsel immediately.*

Competent authorities may demand information concerning Wendel. We are obligated to comply within the limits of applicable laws and regulations.

Wendel employees receiving such a demand shall inform the General Counsel as soon as possible, before disclosing any information.

Any request from competent authorities for information on the Company shall be handled in cooperation with Wendel's General Counsel.

## 4 – CORPORATE RESPONSIBILITY

### **a. Respect for the environment:**

*Limit the environmental impact of our business.*

Wendel endeavors to limit the impact of its business activity on the environment. As a professional shareholder, Wendel encourages subsidiaries and the companies in which it holds a stake to take innovative, environmentally sound measures in designing their products or services and in the management of their business activities.

### **b. Commitment to local communities:**

*A long-term commitment.*

Wendel has long been involved in local communities.

This involvement has usually taken the form of support for projects that foster family-owned businesses, such as INSEAD's *Wendel International Center for Family Enterprise*, and for cultural projects or institutions, such as the Centre Pompidou-Metz.

## 5 – APPLICATION OF THE CODE

*Application of the Code depends on everyone's commitment.*

This Code shall apply to all Wendel employees, regardless of their duties or geographic location.

It sets forth Wendel's values and expectations for the conduct of its business.

Each subsidiary or shareholding shall have a Wendel representative in charge of ethical matters.

*Do not hesitate to ask the General Counsel for help.*

Wendel employees are strongly encouraged to express their doubts and concerns to their hierarchical superior, the Human Resources Department or the General Counsel.

Similarly, Wendel encourages its employees to consult the above-mentioned persons as soon as they witness or learn of any infringement of the principles set forth in this Code or of the laws and regulations applicable to Wendel.

Moreover, Wendel shall not tolerate any measure taken under individual initiative against employees who, in good faith, disclose their concerns with respect to the values and principles set forth in this Code.

Any infringement of the rules of this Code may constitute professional misconduct.

Questions or suggestions may be addressed to the Wendel General Secretariat.

\*\*\*