

WENDEL'S WHISTLEBLOWER SYSTEM

April 2019

CONTENTS

- 1. CONTEXT AND OBJECTIVES**
- 2. GUIDING PRINCIPLES**
- 3. SCOPE**
- 4. MODUS OPERANDI**
- 5. RIGHT TO ACCESS AND AMEND**

1 – CONTEXT AND OBJECTIVES

Wendel promotes compliance with applicable laws and regulations, in particular those specified in its Code of Ethics and its Anti-Corruption Policy.

In order to limit the risks a Wendel entity or one of its employees might incur because of a breach of these rules, employees may use the specific whistleblower system Wendel has implemented (hereinafter the "**Whistleblower Line**") to report serious breaches that come to his or her attention.

The Whistleblower Line may be used by employees of Wendel SE, its holding companies and its foreign offices as well as by temporary external staff.

Wendel SE is responsible for managing the Whistleblower Line. The Whistleblower Line is administered by the Group Chief Compliance Officer (GCCO) of Wendel SE¹. It is accessible by email as follows:

ethics@wendelgroup.com for Wendel's employees

ethics-ext@wendelgroup.com for Wendel's external partners

Use of the Whistleblower Line and the handling of information reported on it are governed by the rules defined below. Information reported on the Whistleblower Line that does not comply with these rules cannot be taken into consideration.

¹ The Whistleblower Line has been implemented in accordance with the Autorisation Unique AU-004 adopted by the French Data Protection Authority (CNIL): Deliberation 2005-305 of December 8, 2005, as amended, authorizes the use of an automated personal data handling procedure implemented solely as part of a whistleblower system

2 – GUIDING PRINCIPLES

- 2.1 Use of the Whistleblower Line is limited strictly to the reporting of conduct that may constitute a breach of applicable rules **in the areas enumerated in Article 3 below (and only these areas)**.
- 2.2 The Whistleblower Line may be used by **employees of Wendel SE, its holding companies and its foreign offices, as well as by temporary external staff**, namely consultants, subcontractors, suppliers or temporary workers.
- 2.3 **The Whistleblower Line does not encourage anonymity, but guarantees that the identity of the whistleblower, the subject of the report and the persons implicated will remain confidential.** You will be asked to identify yourself, but your identity will be kept strictly confidential. A report from a person wishing to remain anonymous may be handled on an exceptional basis, when the seriousness of the reported conduct has been established, the facts of the case are sufficiently detailed, and specific precautions are required to handle the report.
- 2.4 **The Whistleblower Line must be used in a disinterested manner and in good faith.** A report must be based on objective data. Accordingly, the whistleblower must objectively present verifiable facts that have come to his or her personal attention.

Anyone who abuses the Whistleblower Line may be subject to disciplinary sanctions.

Conversely, any whistleblower who acts in good faith, even if the reported conduct is ultimately determined to be inaccurate or is not pursued, will not be subject to sanctions or disciplinary measures.

- 2.5 **Use of the Whistleblower Line is not mandatory, but complementary** to the usual methods for communicating information and warnings that exist at Wendel. As a first step, you should communicate directly with your manager, unless you are afraid that he or she is involved in the reported breach, or contact the GCCO. You may contact your manager or the GCCO any way you please; a face-to-face conversation is often the best solution, but contact can also be made by post, e-mail or telephone.
- 2.7 When the report is sent via the Whistleblower Line, the whistleblower receives a receipt within 72 hours. This does not mean that the report has been validated. Once it has been validated, it is investigated for up to two months. This period can be extended if necessary. The whistleblower receives regular progress reports.
- 2.8 The Whistleblower Line is not open to internal or external staff of Wendel's portfolio companies, unless the portfolio company does not have such a system and only in very exceptional circumstances.

2.9 The whistleblower enjoys significant protection:

- immunity from criminal prosecution in the event that disclosure is necessary, proportional to the protection of the interests at stake and compliant with this procedure;
- confidentiality of his or her data, except in the event of an order from the public authorities as part of a legal action;
- change to the burden of proof (Wendel must prove that any decision to dismiss or discipline a whistleblower was motivated by reasons unconnected with his or her report);
- in the event a whistleblower's employment contract is terminated after filing a report, he or she can claim relief in the labor courts.

3 – SCOPE

A whistleblower's report must relate to one of the following situations:

- **a breach of Wendel's Code of Ethics or compliance policies;**
- **a crime or misdemeanor;**
- **a clear and serious violation of an international commitment, of an act issued by an international organization on its own initiative, or of the law or regulations in force,**
- **a threat or serious harm to the public interest;**

For instance, in the following areas:

- **finance, accounting, banking;**
- **market ethics;**
- **combating corruption;**
- **anti-competitive practices;**
- **health and safety at work;**
- **combating discrimination and harassment at work;**
- **environmental protection;**
- **human rights and fundamental freedoms.**

The whistleblower's report cannot relate to areas covered by national security, medical secrecy or the attorney-client privilege.

4 – MODUS OPERANDI

4.1. Categories of personal information handled

Only the following categories of information are recorded as part of a whistleblower report:

- identity, responsibilities and contact details of the whistleblower;
- identity, responsibilities, and contact details of the persons implicated in the whistleblower's report;
- identity, responsibilities and contact details of the persons receiving or handling the whistleblower's report;
- conduct reported by the whistleblower;
- information collected during verification of the reported conduct;
- the report resulting from the investigation;
- action taken on the whistleblower's report.

A whistleblower's report can be taken into account only if it is based on objective data that is within the scope of the Whistleblower Line and necessary to verify the alleged conduct, such as dates, the names of the people implicated and their function in the Wendel Group. The conduct mentioned in the report must be described in a reasonable fashion. The report must indicate that this conduct is only presumed to have occurred and will need to be verified by additional investigation.

4.2. Recipient of personal information

Wendel's GCCO is the only recipient of all or part of the information.

4.3. Holding period for personal information

If a whistleblower's report is considered to be outside the scope of the Whistleblower Line, the data related to the report are immediately destroyed or archived.

Information handled by the GCCO is destroyed or archived: (i) within two months after verification has been completed if the whistleblower's report is not followed by a disciplinary or legal procedure; or (ii) at the end of the procedure, if a disciplinary procedure or lawsuit is initiated against the accused person or against a whistleblower who submits an abusive report.

4.4. Informing the person implicated in the whistleblower's report

The GCO will inform the person implicated in a whistleblower's report. The person will also be informed of the charges against him or her, the departments that might receive the report, how the person's right to access and rectify the information can be

exercised and that Wendel SE is responsible for the system. In no event may the person be informed of the whistleblower's identity.

If precautionary measures are necessary, such as to prevent the destruction of proof related to the whistleblower's report or to conduct the investigation, the person may be informed after such measures are taken, in accordance with applicable laws and regulations.

The person will also be informed that verification has been completed, provided there is no subsequent procedure, disciplinary action or lawsuit.

5 – RIGHT TO ACCESS AND AMEND

Any person identified in the Whistleblower Line has the right to access, rectify and delete information about him/her if this information is incorrect or obsolete, in accordance with applicable regulations in France regarding the protection of personal data.

Such request must be sent by post to Wendel SE, Group Chief Compliance Officer, at the following address: 89, rue Taitbout – 75009 Paris (France), or by email to ethics@wendelgroup.com.

In no event may a person indicated in a whistleblower's report obtain, on the basis of his/her access rights, information about the identity of the whistleblower.

6 – INFORMATION ABOUT THE PROCEDURE

For Wendel staff, the procedure is available on Connect / Compliance.

For external staff, Wendel's website indicates that a report can be filed by going to Commitments / Code of Ethics.

* * *