

# Code of Conduct

## Antibribery



*Update: August 2023*



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## INTRODUCTION

This anti-bribery code of conduct (the “Code”) guides us in adopting an ethical behavior and in preventing the bribery risks that anyone can face.

The Code helps to understand sensitive situations and presents a set of rules so our activities are conducted in compliance with the laws in force.

This Code applies to every employee, managers, and officers of the company JACQUET METALS and its subsidiaries (the “Group”). Managers and officers are responsible for its proper distribution and comprehension by their employees.

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## I. DEFINITIONS

This Code defines and illustrates the various prohibited types of behavior liable to constitute acts of corruption or influence peddling.

### *Corruption*

Corruption is the act of soliciting or accepting, directly or indirectly, offers, promises, donations, gifts or any other benefits, for oneself or for another person, in exchange for performing or having performed an act related to the person's position, assignment or office, or for refraining from such an act or facilitating it via the person's position, assignment or office.

### *Influence peddling*

Influence peddling is the act, by a person holding public authority, charged with a public service assignment or holding publicly elected office, to solicit or approve, directly or indirectly, without authorization, offers, promises, donations, gifts, promises or any benefits whatsoever for him/herself or for another person, to abuse or to have abused his/her real or supposed influence in order to obtain distinctions, employment positions, contracts or any other favorable decisions from a public authority or government agency, at any time.

Corruption and influence peddling may be active or passive.

The JACQUET METALS Group applies a zero-tolerance policy to corruption and influence peddling. The Group prohibits any form of corruption or influence peddling involving its employees or third parties acting in the name and on behalf of the Group.





## II. COMPLIANCE WITH LEGISLATIONS

The Group JACQUET METALS and its employees, managers and executives worldwide must comply with applicable local laws and regulations. If local regulations set a higher or additional level of requirement than the Code, then those regulations shall apply. On the other hand, if the Code sets a higher level of requirement, the Code takes precedence over the local regulation.

For this purpose, the Code defines and illustrates the different types of behavior liable to constitute acts of corruption or influence peddling.

In case of doubt regarding the application of a given statutory provision, all employees must consult their line management or contact the compliance Committee (its members are the Internal Audit Department and the Legal Department).





### III. IDENTIFIED RISK SITUATIONS AND ACTION TO BE TAKEN

The Code defines acceptable and unacceptable behavior. It is the responsibility of all employees, managers and executives of the JACQUET METALS Group to comply with the Code.

#### 1. *Receiving gifts, other benefits and hospitality*

It is prohibited to accept benefits, in cash or in kind, in any form whatsoever (such as a sum of money, gift, services, travel, etc.), directly or indirectly, except for promotional materials and/or items of modest value (**under 150€**).

An invitation to a reception or cultural or sporting event may not be accepted unless it is of modest nature and if the real aim of the hospitality is to facilitate the achievement of commercial objectives, trade or business affairs.

Offers of hospitality in the form of meals and drinks may be accepted on the condition that this hospitality be of modest nature and infrequent, that it is authorized by local regulations and that the real aim of said hospitality is to facilitate the achievement of commercial objectives, trade or business affairs.



#### 2. *Offering gifts and hospitality*

Offering gifts or hospitality to existing or prospective customers must be carried out with common sense, conscientiously, with honesty and transparency and within reasonable limits, in relation to commonly accepted practices. To be authorized, the offer of gifts or hospitality:

- > Must not aim to obtain unfair or undue consideration or commercial advantage,
- > Must not influence an official act,
- > Must not create a conflict of interest,
- > Must be carried out in full transparency, in a strictly professional context,
- > Must comply with applicable legislation.

For instance, if tickets for a sporting or cultural event are offered to a customer, the employee, manager or executive offering the tickets must also intend to attend the event.

In case of doubt, the employee must consult line management or the compliance Committee.



### *3. Bribery and illegal commissions (kickbacks)*

Corruption through bribery consists of offering or accepting any item of value with the intention of influencing professional judgment to gain or retain an illegitimate commercial advantage. A bribe may be identified based on the unreasonable or disproportionate nature of the value of the item proposed or accepted.

Illegal commissions (kickbacks) consist of repaying or refunding amounts already paid in exchange for the award of a contract or future promise of such contract.

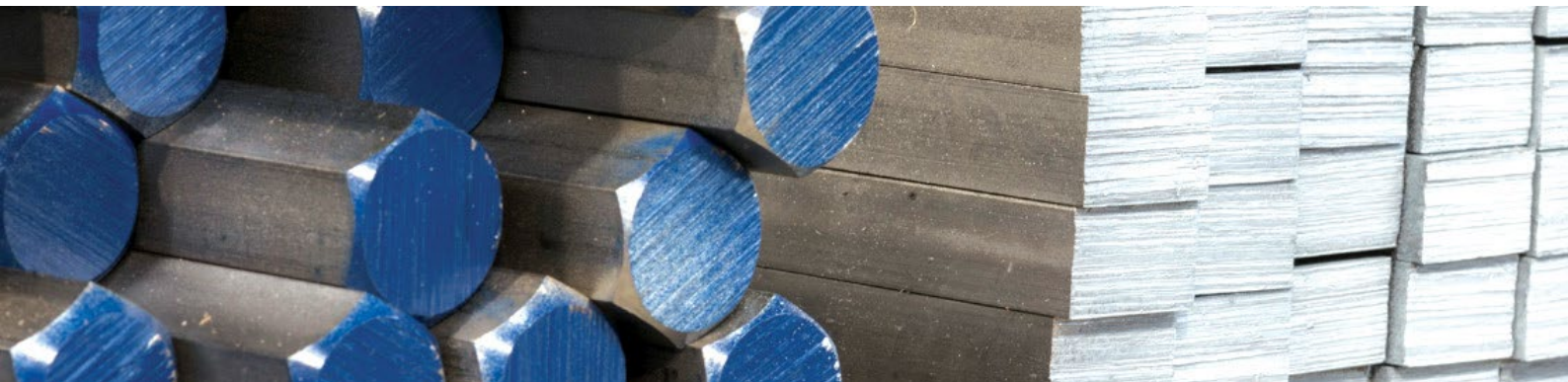
The payment of bribes or kickbacks is prohibited.

### *4. Conflict of Interest*

Conflict of interest refers to any situation in which the personal interests of an employee may diverge from that of the Group and influence his/her objectivity, independence or judgment accordingly. Such interests may be highly diverse by nature: economic, financial, political, professional, religious, etc.

Before committing to sit on the Board of Directors, Supervisory Board or any other governing body of a commercial company, employees must notify Group JACQUET METALS management. The aim of this formality is to verify the absence of any potential conflict of interest.

Employees, managers and executives must avoid any situation in which their personal interests, or those of relations, conflict with the Group's interests. In case of doubt or if such a situation arises, the employee, manager or executive must immediately notify line management and the compliance Committee.



### *5. Service or facilitation payments*

In general, these are small unofficial payments to a public official intended to secure or speed-up the performance of administrative formalities, such as obtaining licenses or permits, turning on water or electricity, or providing services.

Facilitation payments are strictly prohibited.



## 6. *Political activities*

The Group has no intention of supporting political candidates and maintains a neutral position. It respects the right of every employee, manager or executive, as a citizen, to personally engage in local and political life. This participation must nevertheless remain personal and shall under no circumstances engage the Group JACQUET METALS or use its image in any form whatsoever.

All employees, managers and executives must make a positive contribution to the Group's political neutrality.

## 7. *Donations and sponsorship*

Donations and sponsorship can be used as means of corrupting a person in order to gain or retain an illegitimate commercial advantage, particularly if this person has an interest in or family tie with the organization that receives the donation or sponsorship.

To be authorized, a donation or sponsorship:

- > Must be made in a transparent manner and within reasonable limits.
- > Must be subject to verification confirming that the beneficiary organization is legitimate and that there is no direct or indirect relation with a person holding decision-making power capable of acting in favor of the JACQUET METALS Group.
- > Must under no circumstances be paid in cash or into a private account.
- > Must be subject to approval in writing by a legal representative of the donor entity.

In case of doubt, the employee, manager, or executive must consult line management or the compliance Committee.

## 8. *Partner relations: customers, suppliers and service providers*

The Group's prosperity is based in part on the satisfaction of its customers. All employees, managers and executives must preserve the quality of customer relations by maintaining business relations founded on notions of integrity, fairness and mutual respect. Only clear, concrete, relevant and honest information may be given to customers.

The Group's suppliers and service providers must be chosen based on objective criteria, in regards of quality, reliability, price, usefulness and performance or service. Suppliers and service providers must be treated fairly and honestly.



### *9. Accounts checking procedures*

Accuracy and traceability of all accounting entries are of fundamental importance.

The internal controls in place within the Group must enable all payments made to third parties to be justified and ensure that company books, records and accounts are not used to cover acts of corruption or influence peddling.







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## IV. JACQUET METALS ALERT LINE

A professional whistleblowing system (the “Alert Line”) has been set up to allow any employee, manager or executive of the JACQUET METALS Group, or any third party, to report the existence of conduct or situations non-compliant with the Code. This alert line guarantees confidentiality and respect for the rights of each individual during the handling of the procedure. Use of the Whistleblower Hotline must comply with the law and rules applicable in the country where the whistleblower resides or carries on business.

The Alert Line is available on the Group JACQUET METALS website, under [this link](#).

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## V. SANCTIONS

Any failure by an employee, manager or executive to comply with this Code, which constitutes misconduct, may result in disciplinary measures, including dismissal depending on the severity or frequency of the failure, in accordance with the applicable local regulations.

In most jurisdictions, acts of corruption and influence peddling are severely punished under the criminal code for both individuals and legal entities.

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## VI. GENERAL PROCEDURES AND CONTACT INFORMATION

This Code shall not cover all contingencies or situations that may arise within the JACQUET METALS Group. In case of doubt regarding the application or interpretation of this Code, please write to the following address: [compliance@jacquetmetals.com](mailto:compliance@jacquetmetals.com)

**The provisions of this Code form an integral part of the organizational and disciplinary rules applicable within the JACQUET METALS Group.**