

Code of conduct

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DELTA DORE is one of the leading pioneering French companies in the market of solutions for smart homes and buildings. Our products & services enable private individuals and professionals alike to improve their living conditions in homes and buildings and optimise their energy efficiency. We believe it is essential to place humans at the heart of the smart home and building, and that the challenge does not chiefly lie in connecting them but placing them at the service of the individual.

Our values are key to us, guiding our choices and practices on a daily basis.

SIMPLE: Our future is outlined with simplicity

OPEN: Our future is enhanced by openness

FOCUSED: Our future is built on clear choices

TRUSTED: Our future is rooted in trust.

By implementing this code which is based on these values, we want to demonstrate that we are willing to commit to an approach of integrity in business ethics, worldwide, and our responsibility in achieving objectives in this area.

This code is in line with applicable laws and regulations, including French law 2016/1691 of 9 December 2016 on transparency and anti-corruption, as well as equivalent international standards. It defines and illustrates the different types of conduct to be avoided and those expected, and describes appropriate measures for preventing, detecting and deterring bad practices.

It expresses the trust that we have in all our employees, from whom we expect responsible, loyal and honest conduct in the pursuit of their activities, in particular in certain risk situations.

We invite you to adhere to it, to comply with it and to share it with your colleagues and contacts.

Pascal PORTELLI

CEO



Claire ROSTREN

CFO – Board member



Ralf KERN

Board member



Frédéric KURKJIAN

Deputy CEO

Board Member



Guillaume ETORRE

Deputy CEO

Board Member



Definitions

Corruption is defined as an act by which a person in a specific position, whether public or private, solicits/offers or accepts/gives a gift, offering or promise, with the aim of carrying out, delaying or preventing an act that comes directly or indirectly within the scope of his/her position.

Corruption may be active or passive, public or private.

Influence peddling is defined as when a person with public authority, entrusted with a public service remit, or invested with an elected public office, solicits or accepts, without having a right to do so, at any time, directly or indirectly, offerings, promises, donations, gifts or advantages for him/herself or for another: either in order to carry out or refrain from carrying out an act of his/her duties, remit or position, or facilitated by his/her duties, remit or position; or in order to wrongfully use his/her actual or assumed influence in order to obtain awards, jobs, contracts or any other favourable decision from an authority or public administration.

The offences of corruption and influence peddling are stipulated in Articles 432-11, 433-1 and 433-2 of the French Penal Code both for legal entities and natural persons.

Corruption and facilitation payments

Corruption is unacceptable and is not compatible with the values of Delta Dore. It may do serious damage to the company.

We have a “zero tolerance” policy on corruption, including with regard to “facilitation payments”, i.e. unofficial payments of small amounts intended to facilitate or guarantee the successful completion of simple procedures or necessary acts that the payer is entitled to expect, such as applications for permits or customs clearance.

In addition, any sponsoring campaign may constitute a risk. We must ensure that this channel cannot be misdirected by the payment of bribes.

We must

- Ensure that our sales partners and intermediaries are informed of our business ethics charter and our purchasing policy and agree to comply with them, in particular when they have authority to represent us in countries where there is a high risk of corruption.
- Inform our superiors immediately if we are aware of acts likely to violate our anti-corruption policy.

We must not

- Offer, promise or give money, or anything else of value, including a facilitation payment, to a representative of the public authorities, a political party, a trade union organisation or an employee or representative of another company causing him/her to breach his/her obligation of loyalty towards his/her company.
- Accept or solicit money causing us to breach our obligation of loyalty towards Delta Dore or to be perceived as influencing a business relationship.
- Have recourse to intermediaries to do what we do not have the right to do or what we are not permitted to do directly. This means that we must carefully choose and closely monitor our consultants, subcontractors, agents and other sales partners.

EXAMPLES OF RISK SITUATIONS

1/ Goods are retained at customs. An officer informs me that he can facilitate the procedure in return for quick payment of an advance to an account number that he sends to me. Given that I do not know where the money is really going, should I be worried?

2/ A representative of a construction trade union with whom I am in regular contact asks me for a significant price reduction for installing a new alarm in his second home.

GOOD PRACTICES

If you suspect that an intermediary is acting improperly, do not commit to an advance until you are sure that no illegal payment has been made or is planned. You should inform your superiors. It will probably also be necessary to inform your contact's manager.

Offering, accepting and soliciting gifts and invitations

Although it is difficult to define the terms "routine" or "modest" by quantifying such gifts, invitations or solicitations by a sum of money, Delta Dore asks you to trust your common sense to determine what may be considered as "extravagant" or "excessive" in terms of gifts, invitations or any other solicitation you may be required to offer or accept.

An exchange of gifts or invitations can contribute towards mutual understanding and improve business relations. However, this may also generate conflict between personal interests and professional obligations.

When you give or receive gifts or invitations, we ask you to establish transparency with your superiors, remain within reasonable limits and always ask yourself how this could be perceived by your professional circle.

We must

- Ensure that the gifts and invitations we give are appropriate, proportionate and compliant with Delta Dore's business ethics charter.
- Ensure, when forming a new business relationship, that all parties have been informed of the reciprocal code of conduct in respect of gifts and invitations.
- Immediately inform our superiors of any gift or invitation we receive.
- When a gift is received without any specific addressee, present it to the Social and Economic Committee (SEC) which will make the entire company benefit from the gift, through diverse actions.

We must not

- Accept gifts or invitations unless they are clearly of symbolic value.
- Give or receive cash gifts.

EXAMPLES OF RISK SITUATIONS

1/Can I give a client tickets for a concert I am unable to attend?

2/A supplier has just given me a bottle of champagne. I know that it did not cost him much. May I or do I have to accept it?

GOOD PRACTICES

Invitations must be to organised events in a professional setting where the client is welcomed by a person from the company.

Gifts must be of a symbolic value, be reasonable and occasional.

In any case, you should inform your superiors before accepting them.

In case of doubt, however described, about the nature of the gift or the partner's intention, it is always appropriate to decline the proposition if you don't have time to discuss it with your superiors beforehand.

Patronage, sponsoring

Through the patronage or the sponsoring, Delta Dore wishes to support, financially or materially, a charity work, a social, cultural or sportive action, in order to communicate about it and promote its values.

Patronage and sponsoring shall be made without looking for specific benefits from the beneficiary, except for the benefit of promoting the company's image.

We must

- For any sponsoring or patronage request by a partner, in a personal or professional context, inform the Head of Communication Department which will examine the application in accordance with its own procedures.

We must not

- Commit ourselves, at any level whatsoever, on a sponsoring or patronage request, in a personal or professional context, by a partner.

EXAMPLES OF RISK SITUATIONS

1/ My sports organisation is seeking funds to organize an event.

2/A client asks me if my company wishes to collaborate on an event he organizes for the benefit of the fight against cancer.

GOOD PRACTICES

Any sponsoring or patronage request by a partner, in a personal or professional context, shall be transferred to the Head of Communication Department, which will examine the application in accordance with its own procedures. Either way, you must inform your superiors of such request before accepting it.

Conflict of interest

A conflict of interest arises from a situation where personal interests compete with company interests. The personal interest may be direct or indirect, and be in relation to you or your close relations. This interest may be of an economic, financial, political, professional, denominational or sexual nature.

There is a conflict of interest when you or a member of your family is likely to benefit personally from a transaction carried out on behalf of a Group company, with clients or suppliers in particular. The same applies if you attempt to select or have selected, particularly as a supplier, a company in which you or a member of your family, directly or indirectly has a material or moral interest.

You are asked to avoid any situation that would make it seem as if you could be prioritising your personal interest, or that of your close relations, over that of the company.

We must

- Inform our superiors in the event of an actual or potential conflict of interest, which could influence or may give the impression that it influences our judgement and our actions (for example when a relative works for a supplier) or when we hold a position, an office or have a financial interest in any organisation that is a competitor, a client, a supplier or a business partner of Delta Dore when our position enables us to have an influence on the relationship.

We must not

- Conceal information on any conflict of interest.

EXAMPLES OF RISK SITUATIONS

1/I am a sales representative. A member of my family is a fitter and is asking me for a considerable discount. To what extent can I be objective in this situation?

2/I have to choose a printer to produce some sales literature. I have a friend who owns a printing works, has the know-how and is very responsive. It seems to me an obvious choice to ask him to do the work. Must I avoid using him even though this printing works has a good reputation, competitive prices and offers a quality service?

3/ I want to engage in another professional activity as an auto-entrepreneur along with my salaried employment in which the same professional skills are required. Is it allowed? Do I have to notify it to my employer?

GOOD PRACTICES

These subjects should be discussed with your superiors in order to avoid any conflict of interest.

In any situation where a close relation works for a current or potential supplier or business partner, you must report it to your superiors. They can then take any measures to avoid putting you in an awkward position.

Likewise, in all of your activities, you shall ensure that you comply with your obligations towards your employer, especially when it comes to loyalty, confidentiality and availability.

Fraud

Fraud can be defined as a deception or a forgery. It is strictly prohibited.

You have an obligation of vigilance in your everyday work to ensure that all information is accurate. This is essential for the honest, effective and lawful conduct of our business.

Furthermore, the creation, reproduction or forgery of a signature or an initial, and the creation of fake documents will not be tolerated under any circumstances.

We must

- Contribute towards ensuring that information in financial and commercial documents is always accurate.
- Follow internal checking procedures so that we can be sure that we are working with clients and suppliers whose business is legitimate.

We must not

- Deliberately complete reports, forms or any other document (including marketing documents and client presentations) inaccurately or approve documents in the absence of prior checks.

EXAMPLES OF RISK SITUATIONS

1/ One of my clients has asked me if he can pay us from different accounts. A supplier has submitted new bank details to me. Is this acceptable as it stands?

2/ I have to sign a sales agreement drafted by one of my clients. In addition to the product and pricing aspects, this agreement contains commitments to complying with legal, environmental, ethical, commercial obligations, etc. What are the consequences of my signature on this document?

GOOD PRACTICES

You must ensure that any transaction entering or leaving the company is legal and above-board. Moreover, it is your responsibility to give accurate information on the company.

RELATIONS WITH BUSINESS PARTNERS

The company's relationships with its business partners go beyond the mere purchase and supply of goods and services. They are essential to the long-term success of our company. The selection of subcontractors, suppliers, providers must be based on objective criteria, including quality, technical ability, cost, planning, services and commitment to socially responsible business practices.

We must :

- Select our business partners on an objective basis, without favoritism or discrimination, by applying a rigorous selection process, ensuring that all offers are compared and taken into account in a fair and transparent manner.
- Ask the relevant departments (development, purchase, finance, etc...) within the company to carry out due diligence of the potential partners, these evaluations having to be adapted and proportionate to the particular situation of each partner and its effect for the company.
- Conduct business discussions (including definition of delivery and price) jointly and in the presence of a representative of the purchasing department.

We must not :

- Make commitments on behalf of the company regarding business partners either alone or without having previously involved the purchasing department, and any other direction concerns by the matter.
- Impose unfair conditions (especially regarding payment, delay ...) to our suppliers.
- Start a business relationship or continue working with a partner who does not meet our expectations and does not respect our principles and values.

EXAMPLES OF RISK SITUATIONS

1 / I have found an excellent supplier who perfectly meets my technical needs, I have negotiated with him to discuss his solution, but I can not obtain reliable information about his financial health and price and delivery conditions.

2 / I have a privileged and long-standing relationship with the representative of one of our technical service providers. While the annual renewal of his service, my partner sent me his contract for signature in which is mentioned a relocation of his establishment and a price increase. How can I negotiate without altering our good relationships ?

GOOD PRACTICES

You must always involve the relevant departments as soon as possible, and in the first instance the purchasing department, in the negotiation of contractual relationship with our business partners, for a correct global consideration of the effects and risks for the company.

It should be ensured, with the help of the relevant departments, that our trading partners always respect responsible and ethical practices

Confidentiality

Information has a value. Disclosing internal information without being authorised to do so may lead to a loss of value and cause harm to Delta Dore. Furthermore, we have an obligation to protect information on our business partners from being disclosed.

We must

- Limit the disclosure of internal information solely to those who have a legitimate need of it.
- Keep the company's data and that of our partners secure.
- Check beforehand that we have the right to share internal information externally.

We must not

- Discuss or work on internal information in public places.

EXAMPLES OF RISK SITUATIONS

1/ My friends often ask me questions about my work: they are curious to know what new products we are going to launch. What information can I give them?

2/ I want to share the group's innovations on social media

GOOD PRACTICES

Any information (written, electronic, verbal) not publicly available and to which you have had access must be considered as internal. Disclosing it could harm the company's interests. You must always check with your superiors what you are allowed to disclose.

You must comply with the company's rules on protection of information, in particular correct use of information technologies and social media.



Whistleblowing procedure

We encourage all our employees to express their concerns regarding certain practices of which they may be aware or for which they may need help or advice.

Furthermore, it is the responsibility of each employee to inform the company if he/she is aware of a risk situation for the company that may lead to breaking the law.

It is essential to identify each risk situation in order to avoid breaking the law or violating Delta Dore's policies and values. If the law or policies are infringed, it is important to react quickly to prevent the situation from worsening or a similar case from occurring.

The DELTA DORE Group has implemented a secured whistleblowing procedure.

This external whistleblowing procedure enables internal or external reports of risk situations to be received and processed, anonymously when necessary. The procedure to issue an alert can be found on the intranet or upon request to the legal department or the human resources department, as well as on the secured alert website.

Please be assured that the situation will be treated strictly confidentially. Any concerning situation of which you inform us will be taken seriously and will promptly undergo an internal investigation.

Delta Dore will not tolerate any acts of reprisal against those who issue a warning in good faith or participate in an investigation. Warnings must be sincere and accurate. No warning that aims to harm a colleague's career or reputation will be tolerated.

If you have any doubts or concerns about the application of the law or the ethical standards, you can address your functional or operational hierarchy or one of the "Ethics and compliance" committee members implemented within the DELTA DORE Group. These contact persons have as a vocation to support the collaborator if necessary, but can never issue the alert instead of the collaborator.

Final provisions

Each employee agrees to comply with all the principles, rules and obligations such as set out in this code of conduct. Otherwise, he/she incurs personal liability and/or the company's liability.

Any failure to observe the rules and obligations set out in this code of conduct can lead to disciplinary measures, including the employment contract termination, and where appropriate, legal proceedings or criminal sanctions in accordance with national regulation in effect.

This code of conduct is an annex to the rules of procedure of these entities.