



Code of conduct

solocal

Code of conduct of Solocal Group

Respect
Irreproachable Sustainable
Dialogue Fairness
Together Excellence
Diversity Commitment Ethics
Integrity Deontology
Moral Partnerships Trust
Behavior Loyalty
Transparency Value
Integration Exemplarity
Responsibility
Principles Performance
Governance

Contents

Foreword	4	Fight corruption	22
Preamble	5	Carry out business activities with integrity and in total legality	23
Why this Code of Conduct?	6	Money laundering	24
Who is concerned by this Code Of Conduct?	6	Conflicts of Interest	25
Purpose of this Code of Conduct	7	Gifts and invitations	27
Who is concerned by this code of conduct?	7	Patronage, donations and sponsorship	29
		Facilitation payments	30
		Interest representation	31
Compliance with the law and our commitments	8	Fight fraud	32
Perform our societal undertakings	9	Carry out business activities with integrity and transparency	33
Comply with the law and regulations applicable to our business activities	9	Our Third parties	34
Respect the environment	9	Our suppliers	34
Perform our contractual undertakings in good faith	10	Our customers and users	34
		Whistleblowing system	37
Putting people at the core of our priorities	11	What is the whistle blowing system?	38
Ensure people's safety	12	Who can be a whistle blower?	38
Our employees	12	What situations can be reported?	38
Promote dialogue	12	What protections are there for whistle blowers?	39
Combat all forms of discrimination, harassment and breaches of human dignity	13	How and to whom should a whistle blower report their concerns?	39
		Our managers	41
Protect personal data	14	Who to contact for any question, to report a breach of this code?	43
Work for greater transparency	17	To express a doubt, ask a question	44
Protect the Company's assets	18		
Comply with competition rules	19		
Comply with stockmarket law	20		
Protect the Company's image	20		

Foreword

A word from the Chairman

The creation of value generated by Solocal for its shareholders and employees can only be sustained if the Company builds a healthy, viable and trustful relationship with all its various stakeholders so as to be in a position to take up the social, societal, environmental and economic challenges facing it in its business sectors.

Solocal considers trust, integrity, transparency and respect to be the ethical principles that underpin the success of its business which it wishes to develop on the basis of a responsible internet.

A strong ethics culture is one of Solocal's values and its undertakings are set out in this Code of Conduct.

This Code of Conduct applies to each one of us, whatever our function within Solocal, within the limit of the responsibilities incumbent on us.

Solocal counts on each of us being exemplary.

This Code of conduct aims to set out the tools and rules that will enable all the Company's employees to maintain an irreproachable, exemplary and responsible attitude in all work situations and in their professional environment.



Pierre Danon
Chairman
of the Board of Directors



Eric BOUSTOULLER
CEO and Member of the Board
of Directors

A word from the CEO

As a publicly traded Company firmly committed to its societal responsibility, this Code of Conduct enables us to ensure that clear rules are known to all and complied with.

As you know, Solocal's mission is to be a driving force behind local life and to be a local and digital partner for businesses to help them stimulate their growth. This ambition is only possible by complying with the ethical principles that guide the way in which we must all carry out our jobs both with respect to our stakeholders and in our own relations within the Company.

Our core values – customer and user guidance, team spirit, initiative and proximity – must guide each of our actions on a daily basis enabling us to inspire confidence and develop the commitment of all our employees in a collective spirit.

At Solocal, ethics form the steadfast and unwavering base that everyone must comply with and which must be breached by no one.

Our Code of Conduct is an essential pillar at Solocal and I urge you to read it carefully, apply it on a daily basis and respect it.

Preamble

Ours ethical principles

Solocal and its subsidiaries share 4 core ethical principles embedded in the culture of the Company.

These principles underlie our approach to business life within the Company and to relations with our Third Parties.

We must all undertake to comply with these principles. This is our way of establishing a climate of trust at all levels in the Company both internally and externally with our customers, partners and users of our services, within the limits of our professional responsibilities.

Our 4 ethical principles are the following:



Trust

We design our digital products and services with the aim of satisfying our customers and users. Our ambition is to generate sustainable value for all our customers and a positive and responsible experience for users of our services. We believe that it's important to offer our employees a work environment of confidence and trust so that they can flourish and achieve their performance potential. We expect our managers and employees to be exemplary and thus inspire trust within the Company and among our customers, users, partners and suppliers



Transparency

We run our business with our customers, suppliers, users and partners in a transparent and accountable manner, in order to develop lasting relationships based on our shared interests.



Respect

We expect our employees to work together in a respectful and honest manner. We respect all our external stakeholders including our competitors.



Integrity

We act with integrity and respect the laws and governance best practices of a publicly traded company. The Company only does business with customers, suppliers and partners who share its ethical principles. All our employees must act with integrity, respect the rules of the Company and laws in force.

**Why this Code
of conduct?
Who is
concerned?**

Why this Code of conduct?

Who is concerned?

Purpose of this Code of Conduct

Solocal undertakes to comply at all times with all laws and regulations governing its business activities and to comply with the ethical standards which apply to it.

This Code of conduct is intended to set down ethical rules by establishing each person's responsibility in terms of good conduct. In addition, this Code of conduct specifies the individual and team commitments expected in the course of our business activities, and in our internal or external relations with Third Parties.

It thus provides a set of individual and/or collective rules of conduct to be followed which are essential to our Company's responsible and sustainable development.



The Code of conduct is based on Solocal's 4 ethical principles (trust, integrity, transparency and respect) and;

It sets out the rules that must guide each person's actions and decisions.



It's each person's responsibility to carefully read all the provisions in this Code of conduct in order to be aware of the Company's expectations in terms of behaviour when conducting its business activities, those activities it prohibits and to apply the ethical rules and principles in their daily work, in compliance with laws and regulations in force.

Who is concerned by this Code of conduct?

The Code of conduct applies to all employees of Solocal and its subsidiaries in France and abroad, irrespective of their functions – from interns, placement staff, newly hired employees to corporate officers, members of steering committees, members of Management committees, members and employees on the Company's Social and Economic Committee and including the Board of Directors but this Code also applies to any person acting in the name and/or on behalf of Solocal (and in particular all consultants, intermediaries, temporary workers...) within the limits of their professional responsibilities.

This Code is also intended to reach out to all the Company's customers, prospects and users as well as our suppliers, service providers, and partners. We seek to share the ethical principles that we practice in all our business relations.

This Code of conduct is available in French and English. In the event of interpretation difficulties it's the French version that prevails in France and the English version abroad.

It's appended to the Company's Internal Rules and is accessible to employees on the Company's intranet. It's also accessible to the general public on the solocal.com website.

**Compliance
with the law
and our
commitments**

Compliance with the law and our commitments

Perform our societal undertakings

In accordance with the transposition of the European Directive of 22 October 2014 (relating to the publication of non-financial information by companies) Solocal incorporates its Non-Financial Performance Statement (NFPS) into its management report in which it sets out 8 Corporate Social Responsibility (CSR) challenges:

- Promote the respect and **security of personal data**;
- Consolidate **an ethical governance**, taking into account CSR aspects to ensure the sustainability of the Company;
- **Support job and skills changes**;
- Encourage the **development of a pleasant work environment** for all;
- **Strengthen employee commitment** and the attractiveness of the Company;
- **Publish and provide responsible access to content**;
- **Optimise energy consumption**, resource usage and **reduce the Company's carbon footprint**.

Comply with the law and regulations applicable to our business activities

Compliance with the law is the basis of responsible behaviour. Each of us must ensure that, at all times and in all circumstances, our actions on behalf of the Company comply with statutory or regulatory provisions applicable.

Respect the environment

Solocal undertakes to limit the impacts of its activities on the environment and focus its CSR commitments in priority on activities that generate the largest volumes of CO2 emissions.

As such, Solocal will gradually abandon the «all diesel» car policy in favour of a fleet of cars comprising gasoline and hybrid vehicles.



**The environment
is everyone's business!**



Solocal is also committed to actively optimising rented premises and improving the environmental quality of its real estate assets. This has led it to leave premises having few employees or that suffer from the disadvantages of old constructions (lack of insulation, air circulation, asbestos...) in favour of higher quality premises (recent standards) or even new premises that comply with the High Environmental Quality (HEQ) standard.

Solocal is also boosting its policy to migrate data centers to the cloud, enabling us to abandon infrastructures that can no longer be optimised in terms of energy consumption, while gaining in greater operating flexibility.

The Company also promotes the use of recyclable materials and the development of biodegradable packaging.

Solocal expects its employees to adopt responsible behaviour by taking the necessary steps to respect the environment, on a daily basis. For example: printing on paper only when this is necessary, turning off computers at the end of the day and using video conferencing as much as possible instead of physically travelling, in order to reduce our carbon footprint etc.

Perform our contractual undertakings in good faith

Beyond compliance with laws and regulations, each person must demonstrate integrity and respect the undertakings given in their relations with customers, suppliers and the Company's other stakeholders. The principles of trust, integrity, transparency and respect must always underpin the way we run our business.



Strive to minimize our ecological impact. Even the smallest of gestures makes a difference!



Example!

You are a sales representative and a former Company employee who has set up an advertising agency contacts you, on behalf of one of its customers, to purchase advertising space on the Company's media. You are suspicious and wish to put in place a procedure to exclude this type of intermediary who you feel is not very reliable.

Watch out! It's strictly forbidden by the Sapin I Act of 29 January 1993 (relating to the prevention of corruption and transparency in economic life and public procedures) to make a selection

among advertising agencies and to favour one over another. To the extent that an advertising agency fulfils the statutory criteria required and communicates the information needed (Kbis extract, mandate, etc.) you must deal with it in the same way as with the others and communicate the same information to it.

For any question on this issue, please do not hesitate to consult your superior or the department dedicated to advertising agencies in the Company.

**Putting people
at the core
of our priorities**

Putting people at the core of our priorities

Ensure people's safety

Solocal gives absolute priority to the safety of all the Company's employees and all external stakeholders who work for the Company and in particular those working in its regional centres, regardless of the positions they occupy, the functions they fulfil and the places in which they carry them out. As such, Solocal undertakes to provide a safe and healthy working environment for all.

This commitment is reflected in its active policy to improve the Company's property assets. The Company has left older premises in favour of higher quality ones (recent standards) or even new premises.



Have a healthy, safe and risk-free work environment



Our employees

Solocal believes in the loyalty, integrity, motivation, sense of initiative and responsibility of the Company's employees.

Solocal strives to provide a work environment that helps them develop their professional qualities and individual responsibilities.

It's essential that everyone in the Company develops collective intelligence, a project approach in order to promote on-going improvement, a team spirit that encourages employees to dare, innovate and take initiatives.

Employees must build strong relationships with all stakeholders. They must identify, manage and do everything to avoid situations that are beyond the frameworks authorised by the Company and the law.

Promote individual development

The Company promotes the individual development of its employees by identifying their skills and achievements and by developing the training tailored to the needs of the business.

Fight all forms of discrimination, harassment and breaches of human dignity

The diversity of staff and cultures within Solocal is a crucial asset for the Company. The Company's policy is to place the fight

against all forms of discrimination among its key requirements and to treat all people equally by not taking any account of their origin, gender, living patterns, sexual orientation, gender identity, age, family situation or pregnancy, genetic characteristics, membership or non-membership, real or supposed, of an ethnic group, a nation, or a so-called race, political opinions, trade union or mutualist activities, religious convictions, physical appearance, family name, or state of health or disability.



Respect people's rights



Similarly, the Company undertakes to ensure:

- that no employee suffers repeated acts of moral harassment which are intended or have the effect of degrading the employee's working conditions in a manner likely to prejudice their rights and dignity, alter their physical or mental health or compromise their professional future;
- that no employee undergoes acts:
 1. either of sexual harassment, constituted by repeated comments or behaviour of a sexual connotation which either attack their dignity because of their degrading or humiliating nature, or which create an intimidating, hostile or offensive situation for this employee;
 2. or that are assimilated to sexual harassment, consisting of any form of serious pressure, even if not repeated, exercised for the real or apparent purpose of obtaining an act of a sexual nature whether this be for the benefit of the perpetrator of the acts or for the benefit of a third party.

Finally, the Company undertakes to ensure that no retaliatory measures, of any nature whatsoever, will be taken against an employee who reports acts of discrimination or psychological or sexual harassment.

Respect is essential for a harmonious work environment where the rights of all are respected and their dignity indisputable. As such, **Solocal must provide a working Environment free of discrimination and psychological harassment whether verbal or physical** and condemns all forms of discrimination or harassment.

Finally, Solocal opposes all forms of violations of human dignity, including in particular, child labour, slavery and forced labour.



Respect the Human Rights Charter



**Protect personal
data**

Protect personal data

The protection of privacy in the context of the use of the digital and other services proposed by Solocal to businesses and users, is at the core of our Company's concerns and commitments. Solocal is committed to providing a responsible internet. To this effect, the Company takes all reasonable precautions in particular to guarantee the security of the personal data communicated to it. Thus, Solocal has drafted a Personal Data Guidelines that can be consulted on the solocal.com website.

Solocal considers that privacy and the protection of personal data are of the highest importance to its customers, users and employees. The Company must help protect the personal data of persons using one of its services.



Respect people's rights and their privacy



Solocal neither uses nor shares personal data in a manner different from that described in its Personal Data Guidelines or in the text asking for a user's consent to use their personal data, displayed before signing on for a Solocal service.

Solocal certifies that it complies with regulations in force applicable to its personal data processing activities and in particular, regulation (EU) 2016/679 of the European Parliament and Council of 27 April 2016, on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("GDPR") and any other applicable rule, as interpreted by the competent supervisory authorities ("Applicable Regulations"); and that it carries out its activities in the advertising sector in a professional manner and in accordance with professional rules, standards or codes of conduct in force in the sector.

The processing of personal data implemented by Solocal is declared, in accordance with the obligations set out in the French Data Protection Act No. 78-17 of 6 January 1978 as amended. The data that users provide on Solocal's services (websites, applications, media) or when signing up for questionnaires, games, etc., regardless of the media used, are processed in accordance with the provisions of French law, which is the law governing the protection of personal data collected in the course of providing the Company's services. For more information on this Act, the CNIL website can be consulted at this link: www.cnil.fr.

The data provided to Solocal are retained such as they are provided when signing up to or using a service. The users of our services may at any time exercise their rights or update their data by logging on to their user account. In accordance with Articles 39 and following of the French Data Protection Act of January 6, 1978 as amended, users are entitled to access the data concerning them and may request (i) that the necessary changes be made to ensure their data are accurate and up to date or (ii) that they be deleted.

The Internet and social networks are not means of communication and environments that are 100% secure. Accordingly, Solocal cannot guarantee the security of the information communicated over these services. **Solocal undertakes to take all steps required to protect personal data** and uses a variety of technologies and secure procedures to protect personal data against intrusions, unauthorised uses or publications. For example, Solocal stores personal data on an IT system with restricted access, located on controlled access premises.

Example!

You plan to launch a new website project that requires users to communicate privacy information (beyond their names and surnames) in particular on their tastes. Since most of these data are already available on the Internet, you might think that they are public and therefore free. So there will be no problem for you to use them. But one of your colleagues tells you of the need to obtain the consent of the persons concerned and this takes you aback.

Easily accessible and public data on the Internet does not mean that they are free to use. The processing of personal data is strictly regulated (GDPR) and requires carrying out certain formalities beforehand (record keeping, privacy impact analysis etc.). When you have a project that involves personal data processing, it's essential that you contact – in the project design phase – the Solocal Personal Data team, so they can support you in integrating the «Privacy by Design» dimension right from the start in order to respect people's rights. The Company's DPO (Data Protection Officer) can be contacted at the following address: dpo@solocal.com.

**Commit
to greater
transparency**

Commit to greater transparency

Transparency is one of the Company's fundamental principles and Solocal encourages a true culture of transparency in the Company's relations between employees and with its stakeholders.

In particular, Solocal attaches great importance to the quality of the information, including financial information, that it communicates to the public. It's based on the establishment of sincere financial statements, giving a true image of the Company's situation. It's therefore essential that each person ensures the information they pass on within Solocal is reliable, accurate and thorough. For the same reasons, all the operations carried out by the Company must, without exception, be accounted for in accordance with the accounting standards applied by the Company.

Solocal condemns any practice intended to distort, directly or indirectly, the accounts of the Company and the sincerity of its financial information.

Data protection and confidentiality

Each person must:

- protect and respect the Company's intellectual property and know-how on all projects of any nature within the limits of their professional responsibilities;
- ensure appropriate usage is made of Solocal's resources and protect its assets;
- avoid waste and misuse;
- use the means at their disposal to correctly carry out their assignments in compliance with the Company's interests and applicable rules.

When accessing confidential Solocal information for professional purposes or incidentally, all precautions required must be taken to preserve this confidentiality.

This obligation applies to all persons, even after their departure from the Company and to all directors even after the end of their mandates.



It's forbidden to transfer or assign the resources of the Company without authorisation and it's essential to ensure that they are not lost, damaged or wasted.



The protection of our Third-Party data is just as important as those of Solocal. Therefore, everyone is obliged to take the appropriate steps to protect data and keep them confidential. In particular it's strictly forbidden to disclose to unauthorised persons Third Party secrets protected by a non-disclosure agreement.

In addition, the use of Solocal's assets must be consistent with their purpose: they cannot, except in exceptional circumstances set down in the applicable internal procedures, be used for personal purposes. The use of the Company's IT and telecommunications facilities for personal purposes must be within reasonable limits justified by the need to maintain a balance between one's personal and professional life.

In general, Solocal condemns with the utmost resolve the theft or degradation of the Company's assets or the property of its employees.

It's up to each of us to treat the equipment placed at our disposal with the same care as we would any of our own equipment and, in particular, to take appropriate measures to ensure it's not lost, stolen or damaged.

Example!

You are a sales representative and by mistake you receive an email with the list of all the customers of an advertising agency (with all their contact details: email addresses, phone numbers, etc.), as well as their prices, the agency's commercial strategy and a series of documents belonging to it. You see this as a good opportunity to use this information.

Watch out! Even though you did not steal this information you are not supposed to be in possession of these data some of which are confidential, and above all the property of the advertising agency. In this case, you must above all not use these data. You must immediately inform your manager to ensure the appropriate steps are taken. Being in possession of these data, even worse using them, means you could be considered by the law as a thief or even a receiver of stolen goods.

interest in all business situations and must refrain from practices that restrict competition. It's especially forbidden to enter into an agreement or tacit agreement with Solocal's competitors and discuss issues aimed at limiting competition.

Our competitive approach is to leverage our strong points and our specificities. Each person refrains from denigrating the competition and strives on the contrary, in situations of competition, to promote Solocal's offers and its strong points.

Finally, it's appropriate to treat all customers and suppliers fairly and not to resort to unfair or misleading practices or gestures



Comply with competition rules

Solocal seeks to achieve performances superior to those of its competitors by honest and legal means and through the quality of its services. Thus, Solocal adheres to the fundamental principle of healthy and fair competition which is a factor for growth and innovation.

It's therefore up to each person involved in competitive situations to comply with statutory, regulatory, national and European provisions on competition law and to apply the principles when performing their professional activities.

Given the complexity of these rules, if in doubt, you can consult your manager or the Legal Department to (i) refer to them any question relating to competition rules and how they are practically applied or (ii) inform them of any concerns you may have with respect to compliance with these competition rules. You must act independently and in Solocal's

It's forbidden to have a behaviour that would lead Solocal or would suggest that Solocal participates in agreements or concerted actions with the intention or effect of restricting competition.



Comply with stockmarket law

Since Solocal is a publicly traded company, the transactions carried out directly or indirectly on its shares or bonds are subject to precise regulations aimed, in particular, at combating insider trading. These are stock market offenses that consist of using confidential information, not yet known to the general public, to buy or sell a company's shares or other securities.

At Solocal, all the Company's employees having information likely to have an impact on the market price of one or more of Social's listed financial instruments is prohibited from disclosing this information, from trading in this or these financial instruments, directly or through another person, or knowingly allowing a third party to conduct such operations until the public has become aware of this information.

It's therefore essential to adopt a highly cautious attitude and to **refer to the Company's stock-market ethics principles and rules with respect to insiders present within the Company.**



It's forbidden to use privileged information in any circumstances. Similarly, it's forbidden to trade in Solocal's stock based on sensitive and confidential information



Example!

You are a Solocal employee and see a situation that is likely to enable privileged information to be disseminated.

In this case, it's imperative to immediately inform the Legal Department, your special contact for all these issues, or to report this situation to the Ethics Officer through the whistleblowing system.

Failure to comply with these principles and rules incurs the responsibility of the persons concerned and may be sanctioned on a disciplinary level but also on an administrative level through fines or may even be liable to criminal prosecution.

If in doubt or to access the rules, procedures and/or guidelines, your special contact is the Legal Department. But you can also get in touch with the Investor Relations Department for more information.

Protect the company's image

Solocal's image is the combined result of its visual identity, its industrial, business and financial achievements, its reactions in the face of difficulties and its communication. It also depends on the way the Company is perceived from the outside.

As regards this, everyone must help preserve Solocal's positive image. This implies first and foremost, preserving its reputation, by refraining from any denigrating behaviour with respect to Solocal, its activities or staff, either orally or in the media (including social networks), but also by respecting its visual identity, subject to legislation on trade union freedom and Employee Representatives.

Solocal respects each person's freedom to take part in personal, public, political or religious activities. However, each person must refrain from associating Solocal to these activities or from implying that they are acting in the name and on behalf of Solocal, or with Solocal's support, if they have not obtained prior written authorisation to do so.

Speaking in public on behalf of Solocal is a strong and binding act: only those persons specifically authorised for this purpose can express themselves in the name and on behalf of the Company, either on a permanent basis or on a particular occasion. In general, any communication in the name and on behalf of Solocal must be prepared in accordance with the appropriate internal procedures managed by the Communication Department.



Communicate responsibly!



Example!

You are a developer at Solocal and are invited to a business conference on the blockchain. Like all participants, you wear a badge with the name of your Company. At the end of the conference, you discuss with several people and give your often very uncompromising opinions on a range of subjects. The next day a journalist contacts you to thank you for the interview the day before on Solocal's situation. You do not want to be quoted and wonder if you did the right thing.

In this type of situation, you must immediately inform your manager and the Communication Department. Indeed it's very common to discuss with those present at a professional event. But we must remain vigilant, because you may sometimes be talking to journalists, bloggers or public authorities without even knowing it. You are of course free to express your personal opinion. However, when you «Represent» Solocal (particularly when wearing a Company badge which labels you as one of its «representatives») you must not harm its image. You must keep a certain reserve and you have a duty of loyalty to the Company.



Preserve the Company's credibility when you express yourself and convey a quality image that differentiates the Company positively from its competitors



**Fight
corruption**

Fight corruption

Carry out business activities with integrity and in total legality

Corruption is a real obstacle to economic development, distorting competition and damaging companies' reputations. Following in the wake of the United States and its Foreign Corrupt Practices Act (1977) and the UK with the UK Bribery Act (2010), France has also acted. In 2000, it transposed the OECD Convention on Combating Corruption of Foreign Public Officials and increased sentences for corruption in 2013. The Sapin II Act further reinforced this anti-corruption arsenal.

It's in this context that the act known as «Sapin II» of 9 December 2016 (on transparency, the fight against corruption and the modernisation of economic life) was adopted and came into force on 1 June 2017. The Sapin II Act added a novel corruption prevention provision to the existing legal arsenal which is intended to reduce the risk of corruption in business. Thus, French companies with at least 500 employees and consolidated turnover of over 100 million euros must put in place a corruption prevention and detection program.

The Act is intended to address the increasingly stringent international regulations in the area of the fight against corruption. Thus, it requires businesses that come within the thresholds set (and in particular Solocal Group) to put a compliance program in place consisting of

measures to prevent and detect corruption. Solocal prohibits and condemns with the utmost severity all forms of corruption and trading in influence (i.e. the fact for a person to monetise their position or influence, whether real or supposed, to influence a decision taken by a third party – see glossary) within the Company, in France and abroad.

The Company's policy is that of "zero tolerance" in the area of corruption and trading in influence. Any proven act of corruption is punished.



It's strictly forbidden to accept or give an undue advantage in order to carry out an act which affects the normal exercise of your functions



The Company's policy is that of "zero tolerance" in the area of corruption and trading in influence. Any proven act of corruption is punished.

The goal is to retain the trust of our Third-Parties but also that of our employees.

In addition to corruption, Solocal also condemns favouritism when carrying out its business, whether this practice is deemed to be a criminal act or not.

If you observe acts of corruption, you must immediately inform the Ethics Officer (whether through the whistleblowing system or not). You can also inform your manager and the Human Resources Department.

Example!

You are a Digital Trader about to leave the Company when one of your partners/customers asks you to spend more on ads on their platform in exchange for a job with them when you leave. You find this proposal interesting and wonder whether you should take it up or not.

This is an act of passive corruption (the action of the one who accepts to be corrupted – see glossary). It's vital that this proposal not be accepted and that your manager and the Ethics Officer are immediately informed.

Example!

You are seeking to hire a key member of staff for several months now and the pressure is starting to intensify. One of your partners offers to facilitate the hiring of one of his friends, a person who seems perfectly suited for the job, but in return they want you to award them a contract. You think that after all this would be killing two birds with one stone, you get the right person for the job and the new contract is awarded.

Watch out! This type of behaviour is strictly prohibited within the Company. This is active corruption and is a criminal act punished by the law (an act by someone who offers to corrupt another person, the corrupter – see glossary). Even if the new talent fits all your criteria, the exchange demanded is not acceptable and can only be seen as an illegal act. If your partner knows someone right for the job, they should just recommend this person without expecting anything in return. In this type of situation, it's appropriate to inform your manager and/or the Ethics Officer.

Money laundering

It's essential to be vigilant when managing the Company's financial documents and in general all of Solocal's transactions so you can quickly detect anomalies that could constitute money laundering.

Money laundering consists of disguising the origin of a sum of money obtained in an unlawful manner (corruption, theft, etc.) by recycling it through a legal activity.

You must ask questions in particular when receiving requests for the following payments:

- **in cash (this must always alert you and lead you to contact your manager);**
- **in a currency that is not that provided for in the contract or invoice;**
- **to accounts that do not correspond to the bank statements communicated initially and usually used with your co-contractor;**
- **to be made to a third party who does not appear in any contractual document.**

In these situations, or if you find errors or anomalies or have any doubts about a transaction, you must immediately inform your manager and if necessary the Human Resources Department, the Finance Department and the Procurement Department.

You can always inform the Ethics Officer through the whistleblowing system.

Example!

You have entered into an agreement with a provider and drawn up a payment schedule through bank transfers. When the time for a payment comes, your co-contractor's new partner insists on being paid in cash because they are changing banks and have numerous formalities to go through.

This should immediately set off alarm bells. No payments should be made in cash. In addition, the person making the request is a new partner who you do not know. So you must never follow up on this type of request and you must inform your manager.

Conflict of Interest

Each employee is likely to be confronted with situations in which their personal interest or that of natural persons or legal entities to whom they are linked or with whom they have close relations, can potentially enter into conflict with the interests of the Company: family interests (including the family home) versus the Company's interests (for example business secrets); the interests of the employee's friends who favour a rival company; associative commitments versus the Company's interests; elective commitments versus the Company's interests...



Avoid any situation that could create a conflict or suggest that there may be one, between your personal interests and those of the Company



Conflict of interest therefore requires very specific vigilance because even if in itself, it's not a criminal offense (except in those specific cases provided for by law), the very fact that there may be a suspicion of a conflict of interest is sufficient to cause prejudice to the Company and its reputation.

It's therefore necessary for the Company to be informed beforehand. Thus, each employee of the Company:

- **who is facing a conflict of interest situation (or a situation that might suggest a conflict of interest) should rapidly inform their manager and the Ethics Officer.**
- **who has knowledge of the existence of a conflict of interest should rapidly inform the Ethics Officer.**

This knowledge enables the Company to manage such situations and any potential related risks and prevents a general spirit of favouritism from taking over at the Company.

Example!

In the course of a strategic operation for the Company (divestiture, merger, opening of capital...), you learn that the intermediary chosen to carry out the operation is close to a member of Management.

This situation can be very detrimental to the Company not only because it casts doubt on the discretionary nature of the choice of provider, but it could also constitute a genuine conflict of interest. In this case, you should inform the Ethics Officer to ensure this operation is carried out free of any conflict between the Company's interests and those of the member of Management concerned.

Example!

You own shares in a start-up chosen to work with Solocal. You do not want this to get out since you were not involved in the call for tenders and you will never have a working relationship with this start-up.

Holding shares in this start-up is not a problem in itself, particularly since you were not invol-

ved in selecting the provider and you will not be involved in future decisions concerning it (acceptance of services rendered and financial flows etc.). You are not required to declare your link with this start-up, but it's strongly recommended to do so in order to be transparent with the Company. If in doubt, please inform your superior or contact the Ethics Officer.

For instance, when selecting a provider, supplier or when hiring a new employee, the role of those involved in a conflict of interest must be strictly regulated regarding :

- any direct and high-impact decision-making (selection process, compensation, assessment of services provided, etc.) concerning bidders for a service contract or candidates for a position within the Company. In order to ensure that the choice is made in the exclusive interest of the Company; It's therefore up to everyone to act responsibly and carry out their duty of loyalty to the Company.

The rules on conflicts of interest also apply to any internal operation, in particular expense accounts or bonuses being approved by someone close to the person concerned.

As regards hiring, your special contact is the Human Resources Department.

The contact for directors in issues of conflict of interest is the Chairman of the Solocal Board of Directors.



**In general, if in doubt,
and to declare conflict
of interest situations
your special contact
is the Ethics Officer.**



Gifts and invitations

In the business world gifts and/or invitations are at times offered to or received from Third Parties in a cordial gesture.

In France, gifts are authorised, but caution must be exercised since they may incur a risk for the Company. Indeed they may be perceived as an undue means of influencing a decision or a way to promote a company or a particular person, and are therefore likely to generate conflicts of interest or lead to acts of corruption that Solocal firmly condemns.

That's why, Solocal – in order to retain everybody's trust, and to protect the Company's interests and those of its employees – has put in place a Gifts and Entertainment Policy that can be consulted on its intranet.

This Policy is part of our anti-corruption compliance program, required under the Sapin II Act of 9 December 2016 (on transparency, the fight against corruption and the modernisation of economic life) and must be complied with under all circumstances.

Beyond this, it reflects Solocal's determination to fight corruption and develop an exemplary global ethical approach within the Company.

Consult the Company's Gifts and Entertainment Policy

Any employee who receives a gift and/or an invitation from a Third Party or who takes the initiative of offering a gift and/or an invitation to a Third Party must comply with Solocal's Gifts and Entertainment Policy available on the Company's Intranet. It sets down common rules informing employees about what is prohibited and what is authorised by the Company when it comes to gifts and invitations.

Some good practices

Remember that the watch word in the Company is transparency:

- **Inform your contacts of the existence of the Company's gifts and invitations policy;**
- **Communicate with your manager.**

In addition, **it's strictly forbidden to make or receive a gift and/or an invitation in consideration for something.**

Example!

To thank you for the excellent performance achieved for the year, a customer invites you and your spouse to a football match at the Stade de France. You are delighted with this invitation, a reward for your efforts throughout the year and are looking forward to the match.

But you should refuse this invitation. Invitations are strictly regulated at Solocal and must comply with the Company's Gifts and Invitations Po-

licy. In the present situation, not only is the assumed value of the invitation high (2 lodge seats at Stade de France) but in addition this is not a professional event and grants you a personal advantage. In this case, if in doubt, consult the Policy and your manager. You can also contact the Ethics Officer. Above all, do not hesitate to tell your customer that your refusal is based on the Company's internal policy.



If in doubt, do not accept or offer a gift and/or an invitation and get in touch with your superior and/or the Ethics Officer.



Example!

If a Solocal prospect or customer wants to pay an undue advantage (gift through an expense account, an invitation, money...) to a sales representative in order to be listed or to obtain a product at preferential conditions, the sales representative must refuse.

This would constitute an act of corruption, albeit passive corruption but an act that is nonetheless severely punished by Solocal. This act is not only liable for criminal sanctions but also disciplinary ones. In this case, you must immediately inform your manager and the Ethics Officer.

Patronage, donations and sponsorship

Patronage and sponsorship are areas with a high potential risk of corruption.

Thus, in order to prevent and fight this risk, **Solocal purely and simply prohibits:**

- use of patronage and sponsorship or donations on behalf of the Company to pay bribes and/or obtain any undue payment;
- cash payments or equivalent (gifts voucher etc.) in the framework of sponsorship, donations or patronage;
- donations on behalf of the Company to trade unions and/or political parties.

Sponsorship and/or patronage actions must be in line with the following process:

- **Written authorisation from the manager;**
- **Consult the Ethics Officer** with communication to the overall budget organisation (responsibility and control in particular), the patronage criteria and the beneficiaries;
- **Final validation by General Management**

If the Company gives its agreement, this agreement is given subject to these actions not being prohibited by the applicable legislation of the country in which they are performed, and that they do not affect the Company's political and religious neutrality.

All these actions must be the subject of communication published by the Company for the sake of transparency.



All sponsorship and/or patronage actions must exclusively be for the benefit of non-profit organisations and be used in particular for cultural, sporting, social or humanitarian purposes



Example!

In an appointment with an elected official to discuss a potential call for projects, this elected representative asks you if the Company has a foundation which could sponsor the humanitarian association he set up in Asia. Very involved in this area, you accept thinking this would be beneficial for the Company.

Watch out! The elected official's proposal could lead one to think that investing in his association is an act of passive corruption and a round-about way of getting him to act in favour of the Company. In the case of an elected official (public official), great care must be taken since the sanction for corrupting a public official is more severe. Furthermore, the country concerned could be considered as a country that is potentially at risk (corruption, political instability etc.). In this case, it's imperative to not make any commitment and to immediately consult your manager and the Ethics Officer.

Facilitation payments

Solocal considers acts of corruption as unacceptable and condemns them purely and simply. To this end, Solocal prohibits facilitation payments (as is the case in many countries).



A facilitation payment is a payment intended to expedite the execution or secure the good performance of simple procedures



A facilitation payment is a payment **intended to expedite the execution or secure the good performance of simple procedures, routines that the payment receiver is already obliged to do**, or necessary action to which the payer has entitlement, whether this right has a legal base or other founding.

The latter **are unlawful and strictly prohibited by the Company** because they encourage a culture of corruption and weaken business relationships.

These may be sums (i) requested to «facilitate» the services that we are entitled to expect of a provider or; (ii) proposed to officials to expedite the granting of services or permits.

These payments concern both the private and public sectors.

In case of payment under duress as outlined above, Solocal will take all the steps it deems necessary with the competent authorities.

Example!

A Bill is being discussed in parliament that would be very beneficial to the Company. A member of parliament prepared to support and vote for an amendment favourable to Solocal demands financial consideration.

It's strictly forbidden to grant his request. This would be an act of passive corruption, all the more serious since it concerns a public official. In this case, it's essential to inform the Ethics Officer.

Interest representation

Interest representation (also called public affairs) is a practice regulated in France as in many other countries which must be exercised according to the law «with probity and integrity».

It can be defined as a set of influence actions (establishing relations, intervening, communicating and opening up dialogue channels) carried out directly by Solocal or by persons that it designates, addressed at institutions or individuals for the purpose of influencing public decisions (including the content of an Act of Parliament or regulation).

Interest representation enables Solocal to promote its expertise, services, interests (and those of his employees) but also its ethical values and principles with respect to public bodies.

This representation activity is part of the Company's global policy and, in accordance with the Sapin II Act, requires Solocal to make the necessary disclosures to the French High Authority for Transparency in Public Life (HATVP).

Interest representation activities in the name and on behalf of Solocal must always be carried out by at least:

- **complying with the Company's 4 ethical principles** (trust, transparency, integrity and respect);
- **complying with regulations in force** (including the Sapin II Act);
- **refraining from generating conflicts of interests;**
- **refraining from committing any unlawful acts including counterfeit** (for example with gifts or invitations etc.) or trading in influence;
- operating **in a strictly professional framework** in the best interests of the Company;
- **consulting the public affairs Department** in advance.

The interest representation activity is reserved for a small number of persons appointed within the Company or from outside the Company. It's strictly forbidden for anyone not authorised

by Solocal to perform public affairs acts in particular with institutional entities without prior and specific authorisation from General Management.

All the public affairs actions are made public by Solocal for transparency purposes.



If in doubt, contact the Company's public affairs Department who will clarify this for you.



In addition, you can also discuss this with your manager and consult the Ethics Officer.

Ethics Officer and the anti-corruption program

Solocal Group has appointed **Valerie-Esther PENDA as Ethics Officer** for Solocal and all its subsidiaries. To this end, she has been entrusted with the following assignments as set out in her letter of engagement:

- implement and steer the Company's anti-corruption compliance program;
- develop and stimulate an ethical culture within the Company.

For integrity protection reasons, all her assignments are carried out in total independence in connection with General Management.

The Ethics Officer is also provided with material resources in proportion to the task at hand (budget, referral to consulting firm, use of digital tools, etc.).

Fight fraud

Fight fraud

Exercise activities with integrity and transparency

Fraud remains a major problem for businesses, given that fraudsters are becoming increasingly skilful and can adapt to technological changes. They are constantly developing new efficient and innovative techniques which they then adapt to the company being targeted. They decipher the company's organisational processes and detect vulnerabilities. They often have precise knowledge as to which company they should attack and where and when to act to have the best chance of success.

The Sapin II Act (on transparency, the fight against corruption and the modernisation of economic life) strongly encourage French companies to take more stringent measures in light of the fraud risks present.

Fraud, an intentional act (unlike errors) carried out to obtain an undue or unlawful advantage and/or to grant such an advantage to Third Parties – is condemned with the utmost severity by Solocal and liable to disciplinary sanctions but also criminal prosecution.

Just as the Department of Risk Management and the Internal Audit Department help prevent and combat fraud, the Human Resources Department may be required to intervene in the event of a proven breach of an internal control system, in particular in the case of fraud.

The Internal Audit Department may be called on during investigations to deal with whistle-blowing events, but also in case of suspected fraud with respect to the competent bodies (Human Resources Department, General Management, Audit Committee...) so these can take any corrective actions required.

Fraud is prohibited in the Company, and it's **everyone's responsibility to adopt exemplary ethical behaviour to effectively combat fraud.**

To this end, it's essential to:

- discuss with your manager, the Human Resources Department or the Ethics Officer if in doubt;
- be trained (through the training courses offered by the Company);
- comply with the provisions of this Code of conduct and all internal procedures and processes aimed in particular at combatting fraud.

If you observe any fraudulent acts, it's essential to immediately inform your manager and/or the Ethics Officer. These fraudulent acts will then be referred to the Risk Management and/or The Audit and Internal Control Department in order to take corrective actions with respect to our processes.

Example!

You are a Key Account and are impressed by the amount of your colleagues' bonuses. They have placed numerous orders with providers of emergency services (repair companies, plumbers, pest control service providers etc.), and you think you could do business with these professionals.

As a result of reports on the deceptive business practices of a large number of these emergency service professionals, these companies have been flagged within the Company as high-risk professions. So, in order to prevent the risk of fraud by some of these companies and continue to offer high quality digital services, it's essential to comply with the internal order validation procedures established for these professions

Our third parties

Our third parties

Our Suppliers

Beyond corruption, Solocal condemns all forms of trading of influence or favouritism – with respect to our partners, suppliers and service providers (hereinafter the «Suppliers») and/or of our customers – in the course of performing its business activities.

Our Suppliers must be chosen by objectively and transparently applying the Company's procurement rules.

Buyers and prescribers must always adopt a responsible procurement approach and act in the best interests of the Company and not in their own personal interest, in compliance with legal provisions in force and the Company's procurement and ethical rules. In practice, this implies:

- refraining from imposing rules on Suppliers that are against the law;
- selecting Suppliers by means of a transparent and fair process;
- selecting Suppliers who comply with our ethical principles, respect people's rights and the environment and who themselves work with providers who comply with our ethical principles.

Example!

It's prohibited for a Solocal buyer or prescriber to accept a bribe from a Supplier in order to favour this Supplier in particular in the context of a call for tenders.

This would constitute an act of corruption, albeit passive corruption but it's nonetheless punished with the same level of severity as active corruption (criminal prosecution and/or disciplinary sanctions).

Our customers and users

Solocal is the local digital partner of all companies wishing to accelerate their growth

Our omni-channel and turnkey solutions on offer to all companies regardless of their size, enable our customers to gain in visibility on the internet, **stimulate their business activities and drive growth**. We are committed to supporting and satisfying our customers so that they fully benefit from our services.

We have the responsibility to provide users of our digital services with the best possible experience and to address their needs in an efficient a manner as possible.

Example!

It's prohibited for a buyer to pay a Supplier higher prices with a view to receiving kickbacks from the Supplier afterwards.

This would be an act of passive corruption liable to criminal prosecution but also disciplinary sanctions.

Our quality and innovation approach is central to the way we design and market our products and services for customers and users.

In general, the choice to enter into a business relationship with a Third Party must always be made in keeping with our ethical principles and following at least a minimum assessment of the Third Party's integrity. Get in touch with the Ethics Officer for more information on this.

Example!

It's strictly forbidden to make an agreement with a customer in which they place an order just prior to the account closure date for the purpose of being paid higher variable compensation, then cancelling the order after the close with the compensation being shared with the customer.

Paying a sum of money to a customer for their participation in this false order is an act of active corruption liable to criminal prosecution but also disciplinary sanctions. This can also be deemed to be theft from the Company.

Whistleblowing system

Whistleblowing system

What is the whistleblowing system?

This is an ethics alert system created by the Sapin II Act of 9 December 2016 (on transparency, the fight against corruption and the modernisation of economic life). It requires the establishment of an individual alert procedure. In doing so, it acknowledges the central role played by ethics alerts in maintaining and developing ethical business practices, especially with respect to combatting corruption. Whistleblowing is also a means for the Company to protect itself by being informed of incidents and potential irregularities impacting or of concern to the Company.

That's why Solocal has put in place a single whistleblowing system to receive reports (which includes the internal anti-corruption alert system provided for in Article 17 of the Act) and a related procedure available on the Company's intranet.

Each Solocal employee and Third Party is free to exercise this right and to report or reveal to Solocal without delay any serious attack on the general interest of which he/she has direct knowledge.

In the framework of the Sapin Act II, by «Employee(s)» is meant the internal employees (all employees, members of the Executive Committee and Solocal's corporate officers) and any external or casual employees (any person acting in the name and on behalf of Solocal including all trainees, consultants, intermediaries, temporary workers and placement students having practical knowledge of Solocal's internal procedures and organisation).

The purpose of the whistleblowing system is to enable Solocal to be alerted, in order to immediately put a stop to all breaches of rights and freedoms, all breaches of the law, all serious malfunctions, and in general, all attacks on the general interest observed or attacks on the integrity of one or more individuals.

Who can be a whistleblower?

Any natural person, acting in a disinterested way and in good faith and having personal knowledge of facts that could be revealed, meets the first conditions required to benefit from the legal whistleblower status (as provided by the Sapin II Act) and the legal protection relating thereto.

Thus, any Solocal Employee can report facts under the alert system put in place within the Company. The objective is to enable Solocal to obtain as much information feedback as possible, in order to take the appropriate decisions to provide a better work environment for everyone and enable responsible management of the Company.

A legal entity (company, association, trade union, non-governmental organisation, employee representative bodies etc.) cannot be a whistleblower, within the meaning of the Sapin II Act.

What facts can be reported?

Whistleblowers can report crimes or misdemeanours (corruption and trading in influence in particular) serious and evident breaches of a law, regulation or international commitments, breaches of a unilateral act of an international organisation taken on the basis of such a commitment, in case of serious threats or prejudice to the general interest, and in general in the event of a breach of this Code of conduct.

Thus, any Employee who becomes directly aware of any of the acts mentioned above in the course of performing their functions, has the responsibility to alert the Ethics Officer without delay, in accordance with the provisions set down in the whistleblowing procedure.

Classified national security, physician-patient privilege or lawyer-client privilege facts, information or documents – regardless of the form or the media – are not concerned by the whistleblowing system.

How are whistleblowers protected?

- **Identity confidentiality**

The information reported by a whistleblower and in particular any information enabling the whistle blower to be identified is strictly confidential. The whistleblower's identity cannot be disclosed without his/her agreement, except to a judicial authority.

Solocal undertakes to take all steps required to keep this information confidential.

A whistleblower who meets the legal criteria laid down by the Act benefits from the following protections:

- **Protection against professional reprisals**

Solocal undertakes to take all steps required to ensure a whistleblower is not subject to any reprisals as a result of the revelations made by the said whistleblower.

- **Criminal immunity**

A whistleblower who reveals **a secret protected by law** (e.g.: business secrets) may benefit from **criminal immunity**, under the strict condition that the **disclosure** is necessary and **proportionate** to safeguard the interests in question. It's therefore essential to carefully reflect and obtain all the necessary supporting documents before disclosing the Company's business secrets through the whistleblowing system.

How and to whom should a whistleblower report their concerns?

Any whistleblowing report must follow the graduated procedure below – provided for by the act – in order to benefit from the legal protection. This procedure is detailed in the whistleblowing procedure.

Graduated Procedure (3 steps)

1st step: Internal report to the Ethics Officer

All reports must be made directly to the Ethics Officer for the whistleblower to benefit from the legal protection granted to whistleblowers if he/she meets the other criteria provided for by the Act.

The Ethics Officer collects the report, checks admissibility and analyses the content.

What information must the report contain?

Each report must contain the facts observed and any information or documents in the possession of the whistleblower, regardless of their form or media, that are of a nature to back up the whistleblower's report and justify his/her allegations.

What happens once the report is submitted?

If the whistleblower's report is not admissible, the case is closed, and the whistle blower is informed of this. Otherwise, the Ethics Officer takes the steps he/she considers appropriate to shed all the light (investigate) on the case reported. In particular this may take the form of:

- Referral of the case to an internal committee in charge of dealing with whistleblowing affairs with the Ethics Officer;
- A decision to take protective measures;
- The appointment of competent persons (within or outside the Company) to investigate the report and/or determine the appropriate measures to deal with it..

During an ethics investigation, all people concerned are required to cooperate fully and unreservedly and to provide any information or documents necessary at the investigators' first request. Solocal undertakes to respect the principles of confidentiality and presumption of innocence, and to expedite each investigation in accordance with the applicable legislation.

What happens at the end of the investigations?

When the investigation is complete, Solocal may decide not to take action because the facts do not seem to have been proven. If on the contrary, the allegations are founded, the persons concerned may – depending on how serious the acts are – be liable to:

- disciplinary sanctions by the Company and/or
- prosecution.

In all cases, Solocal will seek to work on the most appropriate areas of improvement to ensure the malfunctions observed will no longer be possible in the future.

2nd step: External reporting to the competent authorities

If Solocal does not check the admissibility of a whistle blowing report within a reasonable time, the whistleblower may get in touch with the external competent authorities (legal or administrative authority or the professional bodies concerned) that will have 3 months to investigate the case.

3rd step: Public disclosure by the whistle blower

If Solocal fails to check the admissibility of the whistleblower's report and if the report is not acted on by the competent external authorities within a period of 3 months from the time the case is referred to them, the whistleblower may make the report public.

In the event of a serious and imminent danger or where there is a risk of irreversible damage, the whistle blower's report can be sent directly to the legal authority, administrative authority or professional bodies.

In any case, any person may submit a report to the ombudsman (Défenseur des Droits in France) in order to be directed to the appropriate body for the alert in question.

Any person who, by any means whatsoever, blocks an alert from being forwarded to the persons and bodies mentioned above is liable to a one-year prison sentence and a fine of €15,000.



**Prohibit reprisals,
maintain whistle blowers
at their posts and protect
report confidentiality**



Our managers

Our managers

Within Solocal, management excellence is a fundamental element in the Company's culture.

We believe that the word «manager» is not just a title but a real responsibility entrusted to a person to manage our teams and business.

Management and leadership qualities must be shown day in day out binding the Company and every manager in it.

Managers play a driving role by being the «voice» of the Company's strategy.

Managers must:

- not only embody the Company's ethical principles in an exemplarity manner,
- but also disseminate among their teams the business culture specific to Solocal and its ethical principles,
- demonstrate a genuine managerial spirit by acting as leaders (who dare to act, to undertake) and by being benevolent in supporting their teams every day to fulfil the Company's missions and achieve its objectives.

**Who to contact
for any question,
to report
a breach
of this Code?**

Who to contact for any question, to report a breach of this Code?

To express a doubt, ask a question

Solocal **encourages its employees** to **openly express** their points of view and to defend their opinions.

The Code of conduct cannot provide for every possible situation that may arise.

If in doubt or if you have any questions, before taking any action, it would be best to get in contact with the following competent persons in the Company who can provide you with clarification and notably:

- **Your manager;**
- **the Human Resources Department;**
- **employee representative bodies;**
- **and/or all other internal experts.**

The members of Solocal's Executive Committee vouch for compliance with the Code of Conduct within Solocal. Each one can therefore, if needed, contact the manager they report to or any other staff member after first informing their manager.

Report a breach of the Code of Conduct de conduite

The Company's ethical principles are binding on all.

Each person is required to immediately report any behaviour they observe that is contrary to the Code of conduct.

In this case, apart from the traditional contacts, each employee may contact:

- **The Human Resources Department.**
- **The Ethics Officer, Valérie-Esther PENDA, to:**

submit an alert via the outsourced whistleblowing platform put in place by the Company. This platform is accessible at the following address:

<https://solocal-ethique.com>

ask her any question relating to ethics and especially the fight against corruption by sending an email to the following address:

ethique@solocal.com

Training

Beyond the legal requirements of the Sapin II Act which are limited to providing training to the persons exposed, Solocal, as part of a global and exemplary ethics approach, has decided to go further and **train 100% of its employees** about ethical issues, and in particular the prevention and fight against all forms of corruption, fraud and trading in influence.

Thus, all Solocal employees (current and newly hired) are concerned, whatever their functions in the Company.

These employees are required to take training courses with attendees being given certificates proving attendance.

To this end, the Company has organised a fun-based learning process to ensure this training is accessible to all.

The goal is to ensure that everyone understands and has fully assimilated the Company's 4 ethical principles (trust, transparency, respect and integrity) and its values, but also the provisions of the Code of conduct in the area of corruption and fraud.

With the constant concern to promote ethical behaviour among those running its business, Solocal will take the measures necessary to train and/or heighten awareness among all its Third Parties about these 4 ethical principles and in particular the provisions of the Code of Conduct with respect to the fight against corruption and fraud.

The Company, through the Ethics Officer, will regularly organise awareness-raising actions related to ethical issues for employees.

What are the consequences in case of failure to comply with the Code of conduct?

The liability of any Company employee who does not comply with the provisions of this Code of Conduct and the policies and/or procedures related thereto will be incurred.

They are therefore is liable to the following sanctions depending on the seriousness of the acts and the property and persons concerned:

- **disciplinary sanctions;**
- **civil sanctions;**
- **criminal prosecution;**

Each person is therefore responsible regardless of their function within the Company and within the limit of their professional responsibilities, to have exemplary behaviour that:

- **complies with this Code of conduct;**
- **is consistent with the Company's ethical principles (trust, integrity, transparency and respect);**
- **complies with all applicable laws and regulations.**

The internal audit department the Ethics Officer and the Human Resources Department so that the necessary corrective actions can be taken when it detects cases of failure to comply with the Code of conduct in the course of its audit assignments.

Glossary

“Good Faith“

Refers to a person’s belief that they are in a situation that is compliant with the law, and that they are acting without prejudice to the rights of others.

“Conflict of Interest“

Refers to any situation in which the personal (private) interests of an employee interfere directly or indirectly with Solocal’s interests, in such a way as to influence or appear to influence, the independent, impartial and objective exercise of his or her functions. The personal interest may be direct (relate just to the person in question) or indirect (concern the person’s friends and relatives). This interest can be of an economic, financial, political, professional, religious or sexual nature.

“Corruption“

Refers to the fact of the corrupter offering (active corruption) or the corrupted party accepting (passive corruption) directly or indirectly, an advantage of any kind (offers, money, discounts, promises, donations, gifts, etc.) to a person (private person or public official) in order to have that person perform or refrain from performing an act which affects the normal exercise of his or her functions.

“Insider trading“

Refers to the act of a person who, in the course of their professional activities or functions, acquires privileged information on the outlook or the situation of an issuer whose securities are traded on a regulated market, or information on the future price trends of a financial instrument or asset traded on a regulated market referred to in II of article L. 421-1 of the Monetary and Financial Code, and who performs one or more transactions on the said securities or financial instruments or who facilitates such transactions, either directly or through another person, before the general public becomes aware of this information.

“Company“ (in uppercase)

Refers to the Solocal Group and its subsidiaries.

“Solocal“ (in uppercase)

Refers to the Solocal Group and its subsidiaries.

“Third Party“ (in uppercase)

Refers to the stakeholders of the Company and in particular the suppliers, partners, customers and/or prospects and users of digital services.

“Trading in influence“

Refers to the fact of a person soliciting or accepting, at any time, directly or indirectly, offers, promises, donations, gifts or any advantages whatsoever, for themselves or for others, in exchange for abusing their real or supposed influence or having such influence abused by others in order to obtain from a public authority or administration distinctions, employment, contracts or any other favourable decision.

Learn more

The Global Compact

The Global Compact was launched on 26 July 2000, at the initiative of the Secretary General of the United Nations, Kofi Annan. It's a charter of good conduct which encourages companies (but also NGOs or associations) to promote ethical practices and fundamental values in their activities. Companies make a voluntary undertaking to comply with 10 universally accepted fundamental principles derived from international agreements and conventions on human rights, labour, the environment and the fight against corruption.

Our commitment

Solocal – a local digital partner for business – in its approach to developing an exemplary ethics culture, fully adheres to the ten principles of the Global Compact.

The 10 Principles

Human Rights (The 1948 Universal Declaration of Human Rights)

Principle 1: businesses should support and respect the protection of internationally proclaimed human rights.

Principle 2: businesses should make sure that they are not complicit in human rights abuses.

Labour (conventions of the International Labour Organization)

Principle 3: businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.

Principle 4: businesses should contribute to the elimination of all forms of forced and compulsory labour.

Principle 5: businesses should contribute to the effective abolition of child labour.

Principle 6: businesses should contribute to the elimination of discrimination in respect of employment and occupation.

Environment (The Rio Convention on the Environment in June 1992)

Principle 7: businesses should support a precautionary approach to environmental challenges.

Principle 8: businesses should undertake initiatives to promote greater environmental responsibility.

Principle 9: businesses should encourage the development and diffusion of environmentally friendly technologies.

Fight against Corruption (the December 2003 Merida Convention against Corruption)

Principle 10: businesses should work against corruption in all its forms, including extortion and corruption.

Reference documents

French

SAPIN II ACT of 9 December 2016

<https://www.legifrance.gouv.fr/affichTexte.do?cidTexte=JORFTEXT000033558528&categorieLien=id>

PREAMBLE TO THE FRENCH CONSTITUTION of 27 October 1946

<https://www.conseil-constitutionnel.fr/le-bloc-de-constitutionnalite/preambule-de-la-constitution-du-27-octobre-1946>

CHARTER OF THE ENVIRONMENT of 2004

<https://www.conseil-constitutionnel.fr/le-bloc-de-constitutionnalite/charte-de-l-environnement-de-2004>

International

THE UNITED NATIONS GLOBAL COMPACT (see page 38)

www.unglobalcompact.org/Languages/french/dix_principes.html

MERIDA CONVENTION AGAINST CORRUPTION

https://www.unodc.org/pdf/corruption/publications_unodc_convention-f.pdf

RIO CONVENTION ON THE ENVIRONMENT

https://www.diplomatie.gouv.fr/sites/odysee-developpement-durable/files/9/Declaration_de_Rio_1992_fr.pdf

UNIVERSAL DECLARATION OF HUMAN RIGHTS

www.un.org/fr/documents/udhr/

ANTI-CORRUPTION CONVENTIONS

Organization for Economic Cooperation and Development (OECD)

<http://www.oecd.org/fr/corruption/france-conventiondelocdesurlaluttecontrelacorruption.htm>

ORGANIZATION OF THE UNITED NATIONS

www.unodc.org/documents/treaties/UNCAC/Publications/Convention/08-50027_F.pdf

FUNDAMENTAL CONVENTIONS OF THE INTERNATIONAL LABOUR ORGANIZATION (ILO):

https://www.ilo.org/declaration/info/publications/WCMS_095896/lang--fr/index.htm

OECD GUIDELINES FOR MULTINATIONAL ENTERPRISES

www.oecd.org/fr/investissement/mne/2011102-fr.pdf

Come into force

This Code of conduct comes into force on November 25th, 2019

It was previously brought to the attention of persons having access to the workplaces and premises where the recruitment is made.

Boulogne-Billancourt, on October, 22th, 2019

Eric BOUSTOULLER

CEO