Whistleblowing Policy

Version 1.0

Sommaire

Objective

The purpose of this Group Whistleblowing Policy (the "**Policy**") is to describe the mechanisms for reporting, receiving and managing alerts within Picot SAS and all its direct or indirect subsidiaries (together, "**Picot**" or the "**Company**"). This Policy is binding on all employees of all subsidiaries of the Company.

1. Overview

Picot is committed to conducting business according to the highest ethical, moral and legal standards. In line with this commitment, the engagements set forth in its Code of Conduct, and relevant legal obligations, this Policy aims to provide an avenue for employees and other relevant stakeholders, to raise, confidentially and anonymously if desired, concerns or report any known or potential misconduct, violation of the Code of Conduct , other Company policies and procedures, or applicable laws and regulations (together, a "**Report**"), free of any retaliation, discrimination, or harassment.

Whether you are an employee, an officer or director, an independent contractor or a business partner, the Company asks you bring to light good faith concerns regarding Picot's business practices. However, nothing in this Policy is intended to prevent the reporting of information to law enforcement agencies.

Should any provisions of this Policy conflict with applicable local legal provisions, the latter should prevail.

2. Reporting Channels

Reports can be submitted online via the Whistleblower Software ethics and reporting tool (https://whistleblowersoftware.com/secure/9b551e9e-1dde-43b2-b83c-ac143bdcc56d/channel-select).

The Whistleblower Software tool allows to submit Reports and exchange information in a confidential and secure manner. It also allows to submit Reports anonymously, if desired. The Whistleblower Software tool is hosted and managed by a specialized external service provider, whose servers are located in the European Union and who is subject to strict confidentiality and security obligations. The employees of the external service provider are not involved in the processing of Reports and have no access to the information exchanged on the reporting tool.

While the Company encourages employees to submit alerts via the Whistleblower Software tool, employees could also submit reports via one of the following reporting channels:

- Via email to the Group General Counsel (legal.compliance@picot-group.com); or
- Via email to the Group Human Resources Director (hr.compliance@picot-group.com).

Employees may always seek advice from their direct or indirect line managers or the relevant workers' committee (*Comité Social et Economique*) and raise any concerns that they might have. If any such exchange suggest that relevant concerns are likely to fall within the scope of this Policy, the line manager or the relevant workers' committee (*Comité Social et Economique*) representative should encourage the employee to send a Report via one of the above reporting channels.

3. Report Processing

a. Identity of the Reporting Individual

When a Report is not submitted on an anonymous basis, the identity of the reporting individual (and/or the information that could allow for his/her identification) is only known to the individuals responsible for receiving and/or processing the Report.

As such, the identity of the reporting individual will be treated confidentially and may not be communicated to anyone without his/her consent, unless the individuals responsible for receiving and/or processing the Report are required to report the facts to local authorities. In such a case, the reporting individual will be notified of the disclosure, unless the information is likely to compromise the relevant proceedings.

While it is possible to submit a Report on anonymous basis, the Company encourages reporting individuals to identify themselves in order to ease the processing of the Report. In any event, the author of an anonymous Report is encouraged to provide contact details (such as an alias e-mail address) in order to allow for further exchanges of information pertaining to the Report. Lacking such details, the author of an anonymous Report will not be informed on the progress of the Report processing.

b. Content of the Report and Supporting Documents

Reporting individuals shall describe relevant facts in a clear and objective manner and ensure that these are sufficiently detailed. Reporting individuals should not hesitate to provide any documents that can adequately support relevant allegations. Relevant information and documents will be used for the processing the Report.

Unless strictly necessary, Reports shall not include any details or information regarding the private life of individuals or subjective comments. In any event, Reports shall not include any information the disclosure or dissemination of which would contravene the rules regarding the protection of national defense, medical secrecy, the secrecy of judicial proceedings or the attorney-client privilege.

Recordings, transcripts and minutes may only be maintained for the time strictly necessary and proportionate to the processing of the Report and to the protection of the reporting individual and of the individual(s) targeted by, or mentioned in, the Report.

c. Acknowledgment of Receipt

Unless the Report does not include any contact details, an acknowledgment of receipt will be sent by the Group General Counsel or the Group Human Resources Director to the reporting individual within seven business days. The issuance of an acknowledgment of receipt does not entail the automatic admissibility of the Report.

d. Handling of Other Compliance Reports

Other Compliance Reports (*i.e.*, Reports bearing on any other conduct contrary to Picot's Code of Conduct not integrating a Human Resources Report, as defined below) are communicated to and handled by the Group General Counsel, except when there could be a conflict of interest or a situation likely to jeopardize his/her impartiality.

By way of exception, a compliance-related Report will be handled by the Chief Financial Officer when:

- The allegations involve the Group General Counsel;

- There could be a conflict of interest or a situation likely to jeopardize the impartiality of the Group General Counsel;
- The Report alleges that retaliation might occur as a result of the Report being handled by the Group General Counsel.

Depending on the nature or the complexity of the Report, the Group General Counsel may involve or escalate the Report to the Group Compliance Committee, the Group Board of Directors.

e. Handling of Human Resources Reports

Human Resources Reports (*i.e.*, Reports bearing on any conduct or facts that might constitute a breach of the sections of Picot's Code of Conduct concerning discrimination, harassment, violations of applicable health and safety rules, violations of applicable labor or social regulations or other human resources-related subjects) are communicated to and handled by the Group Human Resources Director.

Should the Report concern the Group Human Resources Director, should there be a conflict of interest or a situation likely to jeopardize his/her impartiality, or should the Report alleges that retaliation might occur as a result of the Report being handled by the Group General Counsel, the Report will be handled by the Group General Counsel.

Depending on the nature or the complexity of the Report, the Group Human Resources Director may involve or escalate the Report to the Group Compliance Committee, the Group Board of Directors.

f. Admissibility of Reports

Once received, a Report will be reviewed by the Group Human Resources Director or the Group General Counsel, depending on the nature of the Report, to verify whether it meets the following criteria:

- The allegations concern facts that have occurred or are likely to occur within the Company or in connection with its activities;

- The Report concerns:
  - A crime or an offence,
  - A violation or an attempt to conceal a violation of applicable laws or regulations,
  - A threat or harm to the general interest, or
  - A violation of the Company Code of Conduct or of any Company policies and procedures;

- The reporting individual is:
  - An employee (part time or full time), an intern/stagiaire or an individual whose employment has ended, when the information has been obtained within the framework of the professional relationship, or individuals who have applied for a job, when the information has been obtained within the framework of the application;
  - An external or occasional worker;
  - A member of the Board, of the management or of the supervisory body of the Company;
  - A shareholder of the Company; or
  - An external partner who became aware of the alleged facts in the course of his or her professional activities, such as a supplier, a service provider, one of their subcontractors, a client, or a member of their staff or administrative, management or supervisory bodies; and
  - The Report has been made in good faith. **Submitting, knowingly and deliberately, false reports or reports containing false statements, disclosing misleading information or acting in bad faith under this Policy may result in disciplinary actions or legal proceedings in accordance with applicable laws.**

For the purpose of the above assessment, the reporting individual might be requested to provide additional information (if he/she has provided any means of contacting him/her). Reports that are admissible according to the above criteria qualify as **Admissible Reports**.

Depending on the nature of the Report, the Group Human Resources Director or the Group General Counsel are responsible for informing the reporting individual as to whether the Report constitutes an Admissible Report. If the Report does not constitute an Admissible Report, the reporting individual is informed of the reasons why the Report has been deemed inadmissible and, to the extent feasible, of the alternative ways in which his or her concerns could be reported.

g. Investigative Process

If the Report qualifies as an Admissible Report, the reported facts will be further scrutinized to (i) gain a better understanding of their context, (ii) determine whether any immediate actions should be taken to prevent imminent harm to people or property, to avoid further instances of non-compliance, to preserve relevant documents and information, or to ensure that no retaliatory action is taken against the reporting individual and any other individuals involved, and (iii) plan the steps designed at looking into relevant allegations, including via an internal investigation.

In this respect, a targeted investigation into the reported facts is performed within a reasonable period of time in order to gather any evidence, establish whether the allegations are accurate and well-grounded and decide what action, if any, needs to be taken to remedy the relevant facts. The investigation must be proportionate to the nature and seriousness of the allegations and of the associated risks.

For the purpose of conducting the investigation, the reporting individual might be requested to provide additional information (unless the Report is anonymous).

Depending on the nature of the Report, the Group General Counsel or the Group Human Resources Director establish a dedicated Investigative Team for conducting the investigation. The members of the Investigative Team are selected from relevant departments based on their impartiality and ability to handle the Report, depending on the nature and severeness of the allegations. When conducting the investigation, the Investigative Team shall:

- Comply with applicable laws and regulations ;
- Be neutral and impartial, which entails, *inter alia*, giving the individuals targeted by the Report the opportunity to provide their version of the facts;
- Ensure confidentiality and proportionality, collecting solely the information that is necessary and relevant to the processing of the Report;
- Track the steps taken as part of the investigation, in compliance with applicable data protection laws.

Depending on the circumstances and allegations, the investigation might comprise the performance of interviews, as well as a review of e-mails, video recordings and other documents. In conducting the investigation, the Investigative Team may be assisted by one or more third parties, which will solely receive the information strictly necessary for the performance of their mission and will be bound to a strict confidentiality obligation.

The Investigative Team will regularly inform the Group Compliance Committee as to the status of the investigation (as well as on the outcome thereof), including in order to seek guidance as to the steps to be undertaken as part of the investigation.

h. Report Closure

Once the Investigative Team has obtained sufficient information regarding the allegations at stake, the investigation into the Admissible Report can be closed. When doing do, the Investigative Team must prepare a dedicated report drawing the Investigative Team's conclusions regarding the reported allegations.

Should the Investigative Team deem that the allegations are inaccurate or insufficiently substantiated, the Report is closed without any follow-up actions. Conversely, should the Investigative Team deem that the allegations are grounded, it might recommend, together with the Human Resources function and the Group Compliance Committee, the adoption of dedicated corrective actions, which might include the following:

- Disciplinary sanctions;
- Legal action before relevant authorities;
- The termination of commercial relationships with third parties;
- The performance of targeted training or dedicated awareness campaigns; and/or
- The update of internal rules or processes.

Any corrective actions shall be implemented in coordination with the relevant departments and be completed within a reasonable time following the issuance of the investigation report.

4. Relevant Communications

If the reporting individual has provided any means of contacting him/her, in addition to the above acknowledgment of receipt, he/she will:

- To the extent possible, be regularly informed on the progress of the processing of the Report;
- Receive, within a reasonable period of time not exceeding three months from the acknowledgement of receipt, written information as to the steps taken or envisaged to determine the accuracy of the allegations; and
- Be informed on the closure of the Report and outcome thereof, as well on the envisaged remedial measures (where applicable).

5. Confidentiality

The Company is strictly committed to take all appropriate measures to guarantee the integrity and confidentiality of Reports, at all stages of the handling process, with respect to:

- The identity of the reporting individual;
- The identity of the individual(s) targeted by, or mentioned in, the Report; and
- The facts that have been reported, as well as the information gathered during the investigative process.

All individuals having access to this information are bound by a strict obligation of confidentiality. Any breach of this confidentiality obligation may result in disciplinary actions or legal proceedings in accordance with applicable laws. The above information might be disclosed solely at the request of judicial or administrative authorities or where required by applicable laws.

The reporting individual also commits to fully respecting confidentiality, including particularly during the reporting phase. In this respect, if the reporting individual momentarily steps away from his/her computer prior to finalizing a Report, he or she undertakes to lock his/her session.

6. Data Protection

All individuals whose personal data (as defined in the EU General Data Protection Regulation) are processed as part of a Report should be informed no later than one month after the start of the processing. This information contains all the information required under Article 14 of the EU General Data Protection Regulation.

Should this information jeopardize the performance of the investigation, then it might be communicated at a later stage and, at the latest, once the investigation has been completed and the Report closed.

7. Protection Afforded to Reporting Individuals

The Company is committed to take all appropriate measures to protect all individuals submitting a Report in good faith, as well as all individuals that assisted them. As noted above, submitting, knowingly and deliberately, false reports or reports containing false statements, disclosing misleading information or acting in bad faith under this Policy may result in disciplinary actions or legal proceedings in accordance with applicable laws.

The Company is committed to ensure that no disciplinary or retaliatory measures are taken against reporting individuals or the individuals that assisted them in filing a Report in good faith, even when the reported facts subsequently turn out to be inaccurate or ungrounded or do not give rise to any disciplinary or other actions.

All forms of retaliation are prohibited, including any form of:

- Suspension, lay-off, dismissal or equivalent measures;
- Demotion or withholding promotion;
- Removal from the recruitment process;
- Transfer of duties, change of location of workplace, reduction in wages, change in working hours;
- Withholding training;
- Negative performance assessment or employment reference;
- Imposition or administering a disciplinary sanction, reprimand or other sanction;
- Coercion, intimidation, harassment or unfair treatment;
- Discrimination or disadvantageous or unjust treatment;
- Failure to convert a temporary employment contract into a permanent one, where the worker had legitimate expectations that he or she would be offered permanent employment;
- Failure to renew or early termination of a temporary employment contract;
- Harm, including to the person's reputation, particularly in social media, or financial loss, including loss of business and loss of income;
- Early termination or cancellation of a contract for goods or services;
- Cancellation of a license or permit; or
- Abusive psychiatric or medical referrals.

Individuals retaliating against reporting or other individuals, regardless as to whether the retaliation is merely threatened or attempted, will be subject to disciplinary sanctions, up to and including termination of employment or business relationship in the case of third parties.

If a reporting individual has been subject to conduct that he/she believes constitutes retaliation for having made a Report in compliance with this Policy or for having participated in any investigation under this Policy, we encourage he/she to immediately report the alleged retaliation to the Group Human Resources Director or the Group General Counsel.

For each report leading to the adoption of corrective actions, the Human Resources function is responsible for ensuring, within a reasonable timeframe that may not exceed twelve months from the closing of the Report, that no retaliatory measures have been taken against the reporting individual.

Under no circumstances, the identity of the reporting individual can be disseminated or communicated, except with his or her consent and except for the cases mentioned in the "Confidentiality" section above.

Putting any obstacles to the exercise of the right to submit a Report may result in disciplinary measures or legal proceedings in accordance with applicable laws.

8. REVIEW

This document will be reviewed whenever necessary, as required to correct or enhance the information or content to take account of any new or changed legislation, regulations or business practices.

9. CONTACT

Any questions or requests regarding this Policy should be addressed to the Group General Counsel.

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