



Code of Ethics and Conduct





PREAMBLE

This Code of Ethics and Conduct define the principles, rules, and expected behaviours within the UPERIO Group.

It applies to all of the Group's stakeholders, including:

- all employees, regardless of their status, function, country of practice or hierarchical level.
- the directors and corporate officers.
- temporary workers, consultants, service providers, subcontractors, business partners, agents, distributors as well as any person acting in the name or on behalf of the UPERIO Group.

This Code is a reference document that complements the applicable laws and regulations as well as the Group's company policies and procedures (if applicable).

Each stakeholder is responsible for upholding these principles and should seek advice if there is uncertainty about the interpretation or application of the Code.

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1. OPERATING RESPONSIBLY

The UPERIO Group ensures that the ten principles contained in the United Nations Global Compact are respected and defended:

- Promote and respect the protection of international human rights law.
- Ensure that they are not complicit in human rights violations.
- Respect freedom of association and recognize the right to collective bargaining.
- Contribute to the elimination of all forms of forced or compulsory labour.
- Contribute to the effective abolition of child labour.
- Contribute to the elimination of discrimination in employment and occupation.
- Apply the precautionary approach to environmental problems.
- Take initiatives to promote greater environmental responsibility.
- Promote the development and dissemination of environmentally friendly technologies.
- Act against corruption in all its forms, including extortion and bribery.

The UPERIO Group works to ensure that its activities are conducted with respect for the rights of individuals and encourages the continuous improvement of social, societal and health conditions, which are essential factors in the development and protection of people's rights.

The UPERIO Group is committed to be vigilant in identifying the potential negative impacts, direct or indirect, of its activity on society and the environment to prevent and, if necessary, remedy them.

The UPERIO Group contributes to the economic and social dynamism of the regions in which it operates, and in particular participates in the development of employment in its regions of operation – directly at its own sites and indirectly at its partners.

The UPERIO Group is committed to maintaining and promoting responsible and fair relations with its partners.

The UPERIO Group requires its suppliers and their subcontractors to comply with the ethical

principles contained in its Code of Ethics and Conduct.

Customer satisfaction is a primary objective of the UPERIO Group. The client's trust is acquired and maintained through respect for their rights and the constant concern to make only commitments that can be respected.

When several companies in the UPERIO Group maintain business relations with each other, they apply with the same level of integrity to customers, suppliers, or external partners.

In all circumstances, the conduct of the employees is loyal and inspired by the interests of the UPERIO Group, while respecting applicable laws and employees' statutory rights.

The reputation of the UPERIO Group and the quality of its services are the conditions for its development and sustainability.

All employees, while they are required to look after the interests of the company in which they work, are also aware that the best interests of the UPERIO Group require everyone to ensure the quality and smooth running of internal and external relations, regardless of the area concerned: contracts concluded in the normal course of business, commercial or financial relations, but also and particularly in the field of human resources.

2. OFFERING A SAFE, REWARDING AND FULFILLING WORK ENVIRONMENT

2.1. Employee safety and health

The UPERIO Group ensures the health and safety of its employees, ensures that all its activities comply with the health laws and regulations in force in all the countries in which it operates and is committed to implementing the best practices relating to safety in the workplace.

The UPERIO Group protects its employees in the context of their professional missions against any exposure to hazardous materials or situations and reports any potential risks.

The company policies and procedures in force within the UPERIO Group detail the rules

relating to health and safety at work. They are brought to the attention of the employees.

The UPERIO Group is committed to ensuring that its employees maintain a work-life balance.

2.2. Rights and duties of employees

The UPERIO Group respects the right of its employees to be involved, on a personal basis, in political and/or associative activities.

Employees undertake to ensure that their private activities do not engage or compromise the performance of their missions or damage the reputation of the UPERIO Group, where there is a clear and demonstrable impact on their role or the Group's legitimate business interests.

The UPERIO Group ensures compliance with the regulations in force in the countries in which it is present when collecting, processing, or transferring the personal data of its employees and job candidates.

In accordance with Regulation (EU) 2016/679 (GDPR) and applicable legislation, data subjects have the right to obtain confirmation as to whether or not personal data concerning them is being processed and, where that is the case, to access such personal data.

They may also exercise their rights to rectification, erasure, restriction of processing or objection, under the conditions set out by applicable law.

These rights may be exercised by contacting rgpd@uperio-group.com.

Any breach or suspected breach of personal data must be reported without delay to the Legal and ESG Director, to the IT department and the GDPR Committee in accordance with internal incident notification procedures and any applicable local requirements. Where required by applicable law, notifications to the competent authorities and affected individuals will be made in accordance with the relevant legal obligations. The UPERIO Group aims to attract, recruit and develop the best profiles and offers a fulfilling working environment to encourage relationships of trust between employees.

The UPERIO Group respects the right to freedom of expression and opinion of its employees.

Employees undertake to exchange with each other and to act impartially and with the mutual respect expected in interpersonal relationships.

Employees must refrain from discriminatory, defamatory, or insulting comments towards their colleagues, managers, or employer, including communication by e-mail and on social media.

The UPERIO Group respects the right of its employees to form and join groups for the promotion and defence of their professional interests freely and voluntarily.

The UPERIO Group promotes quality social dialogue and consultation with the social partners, as well as respect and consideration for employee representatives in each of the countries where it operates.

2.3. Diversity

The UPERIO Group promotes the diversity of profiles and backgrounds and is committed to ensuring that each of its employees can enjoy their rights regardless of skin colour, sex, religion, political convictions, national or social origin, age, disability, trade union membership and sexual orientation or gender identity.

Diversity and inclusion, which drive creativity, are core values of the Group.

The UPERIO Group prohibits all discrimination, whether in terms of recruitment, remuneration, hours of work and rest or paid leave, maternity protection, job security, job assignment, evaluation, training, employment prospects and occupational safety and health. The UPERIO Group opposes all forms of physical, sexual, verbal, or moral violence and harassment.

Professional diversity is an integral part of the UPERIO Group's culture. The Group has made equal opportunities for women and men a central element of its human resources policy.

The UPERIO Group thus treats women and men equally at work, especially in terms of equal pay and offers the same social benefits.

The UPERIO Group applies talent recruitment, development and retention practices that respect gender diversity.

The UPERIO Group promotes the development of young talent.

The UPERIO Group works to ensure that seniors have access to and remain in employment.

In a constrained operational environment, the UPERIO Group is committed to promoting professional integration adapted to the diversity of profiles, particularly in relation to neurodivergence, disability and mental health.

2.4. Talent development and promotion

The UPERIO Group ensures the development of its employees' skills through numerous training programs, particularly internally via the UPERIO Academy; and by promoting internal mobility.

The UPERIO Group encourages its employees to show a constant concern for quality in the execution of their work.

Managers ensure that their teams are empowered, by giving them a framework conducive to taking initiative in accordance with the principles and rules of the UPERIO Group.

To guarantee fairness, transparency, and integrity in all its recruitment and human resources management processes, the UPERIO Group prohibits all forms of favouritism, clientelism and nepotism.

Any situation of family or personal ties likely to create a real or perceived conflict of interest must be reported in writing to the Human Resources Department and will be subject to a specific assessment.

In view of the recruitment tensions in certain technical professions, an exemption may be granted, on an exceptional basis, for the hiring of relatives of technicians/fitters, subject to prior written authorisation from the CEO.

3. PRESERVING THE ENVIRONMENT

3.1. Implementing responsible practices

In all countries, the UPERIO Group complies with the applicable laws, regulations, and standards in environmental matters.

The UPERIO Group aims to go beyond applicable legal and regulatory environmental requirements. It actively involves its sites, employees and partners in the definition and implementation of responsible environmental practices across its business activities: responsible fleet management allowing the long-term use of cranes and equipment through maintenance, regular refurbishments; renovation of the UPERIO fleet via 3 industrial paint booths in the group; optimised stock and transport management thanks to the tight geographical network of UPERIO agencies, and a stock shared in the different territories; use of reconditioned parts whenever possible, management of our waste; car fleet in the process of electrification; control of the fuel consumption of the car fleet; Management of the computer and telephony equipment via rental systems based on the reconditioning of equipment.

The UPERIO Group wishes to take an active part in the ecological transition by committing to measuring and reducing the environmental footprint of all its operations.

The UPERIO Group aims to contribute to the protection of the environment, the fight against climate change and the preservation of resources. It also seeks to continuously improve its processes for the benefit of its customers, its employees and, more broadly, its entire ecosystem, by devoting the appropriate human and financial resources to it.

Environmental issues are integrated into the Group's strategic plan and are the subject of specific medium- and long-term action plans, with indicators to monitor their performance.

3.2. Sustainable Development Goals

The 2030 Agenda for Sustainable Development, adopted by all UN Member States in 2015, is a shared blueprint for peace and prosperity for people and the planet, now and in the future. At its heart are the 17 Sustainable Development Goals (SDGs), which are an urgent call to action by all countries – developed and developing – in a global partnership. All stakeholders are called upon to contribute governments, civil society, businesses, investors, and citizens.

The UPERIO Group contributes directly to the following Sustainable Development Goals:

- Ensure healthy lives and promote well-being at all ages (SDG 3).
- Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all (SDG 4).
- Promote sustained, inclusive, and sustainable economic growth, full and productive employment, and decent work for all (SDG 8).
- Build resilient infrastructure, promote inclusive sustainable industrialization, and foster innovation (SDG 9).
- Ensure that cities and human settlements are inclusive, safe, resilient, and sustainable (SDG 11).
- Take urgent action to combat climate change and its impacts (SDG 13).
- Strengthen the means to implement the global partnership for sustainable development (SDG 17).

4. ENSURING INTEGRITY IN THE CONDUCT OF BUSINESS

The UPERIO Group requires its employees and partners to behave in an exemplary manner in terms of integrity.

Failure to comply with the regulations may expose the UPERIO Group – as well as its individual employees – to criminal sanctions.

4.1. Combating corruption

The concept of an act of corruption – the definition of which varies according to the applicable law – generally includes all acts by which a person (the corrupt person) solicits or accepts, for himself or for others, a gift, a promise or a benefit of any kind with a view to performing, omitting to perform or delaying an action falling within his functions, missions or mandates for the benefit of a third party (the briber).

Gifts, promises or benefits of any kind may consist of direct benefits – payment of cash,

goods in kind, rebates, performance of work for free – or indirect benefits – hiring a relative, paying a debt on behalf of others.

Corruption can be conducted by a person in the private sector (private corruption) or in the public sector (public corruption).

Active corruption occurs when it is the person who corrupts who initiates the corruption.

Passive corruption occurs when the act of corruption is initiated by the person who is corrupted.

4.2. Combating influence peddling

The concept of influence peddling applies when a person abuses his or her real or supposed influence with a view to obtaining from an authority or a public administration for the benefit of a third-party positions, jobs, contracts, or any other favourable decision, in exchange for an advantage.

Influence peddling is also qualified as an asset or a liability depending on the person who initiated the act.

4.3. Combating money laundering

Money laundering is characterized by the investment of criminal money in the legitimate economy in order to hide its illegal origin.

The UPERIO Group acts appropriately to prevent its operations from being used as a vehicle for money laundering, which may involve the use of cash payments or other bearer instruments.

The UPERIO Group attaches particular importance to compliance with international decisions and treaties as well as laws and regulations relating to export control, financial sanctions, and international trade restrictions for the countries in which the Group operates, considering their developments.

4.4. Combating conflicts of interest

A conflict of interest may arise when the personal interests of an employee, or those of natural or legal persons to whom he or she is linked or to whom he or she is close, conflict or are likely to conflict with the interests of the UPERIO Group and could compromise or give

the impression that the impartial and objective performance of his or her function could be compromised.

The concept of "close relatives" is understood in a broad sense, including spouse, partner, cohabiting partner, direct ascendants and descendants, brothers, sisters, brothers-in-law and sisters-in-law, any person living in the employee's home, as well as any person with whom the employee has a financial or business relationship.

Employees of the UPERIO Group who may be in such an actual or potential situation are required to report this without delay in writing to the Group's Legal and ESG Director.

In addition to this report, employees who are particularly exposed by their duties and responsibilities are required to make an annual declaration stating that there are no conflicts of interest or pointing out situations likely to generate a conflict of interest.

In addition, the practices to be respected in this area are governed by rules of law and usage that vary according to the country, the professions, and the statuses.

4.5. Compliance with accounting and financial principles

Any employee involved in issuing offers, contracts, invoices, credit notes, orders, or receipts must ensure that all transactions are accurately and honestly recorded. Such records must comply with applicable laws, regulations, and the internal procedures of the relevant UPERIO Group entity.

The operations and transactions carried out by the Group are recorded in a fair and faithful manner in the accounts of each company, in accordance with the regulations in force and internal procedures.

In particular, any employee making accounting records must be precise and honest and ensure that the documentation corresponding to each entry exists.

Any transfer of funds requires vigilance, as to the identity of the recipient and the reason for the transfer.

Any payment must be made under the conditions set out in the contract and in return for services performed.

In the event of doubt as to the source of the funds, the payment to be made or made must be reported to the Group's Chief Financial Officer, in particular:

- If the funds come from or are destined for bank accounts of an entity other than the contractor, not known by the employee, and not reported at the time of conclusion of the contract.
- If the funds come from or are destined for bank accounts from low- or zero-tax states.

No cash payments are allowed.

All employees must use the information systems set up by the UPERIO Group for the management and traceability of operations, to guarantee the integrity, security and compliance of the data processed.

4.6. Compliance with the Gifts and Hospitality Policy

Gifts and hospitality can take a variety of forms, such as invitations to a restaurant, a sporting or cultural event, or any other form of hospitality.

They may be offered or received by the organization itself or by one of its employees.

Gifts and hospitality are common practices in business life and do not, as such, constitute acts of corruption.

However, the offer or acceptance of a gift or invitation may, in certain circumstances, constitute an act of corruption, when it is intended to influence, or could be perceived as influencing, the performance or non-performance of an act in breach of legal, contractual, or professional obligations.

Gifts or invitations offered or received must always comply with the legislation in force in the country where they are made and, where it exists, the gift and hospitality policy of the partner concerned.

In any case, gifts and invitations that exceed a reasonable value, equivalent to £100 excluding tax, or that could be perceived as likely to influence a business relationship or decision-making, are prohibited.

The acceptance or solicitation of such gifts or invitations, for oneself or for others, by a public

official or a person exercising a private function may constitute an act of passive corruption.

Similarly, offering a public official, for himself or for others, such a gift or invitation with a view to obtaining a distinction, an advantage, a contract or any other favourable decision, constitutes an act of active influence peddling. The acceptance or solicitation of such benefits by a public official constitutes an act of passive influence peddling.

When an employee wishes to offer a gift or invitation of a reasonable value not exceeding £100 excluding tax, and not intended to influence a decision, this gift or invitation must be recorded as such.

The reimbursement of the associated expenses must be included in the appropriate account and declared as a gift or hospitality, mentioning the name of the beneficiary and their company.

When an employee receives a gift or invitation worth between £50 and £100 excluding tax, they must declare this in writing to their manager.

4.7. Compliance with competition law

The UPERIO Group is committed to preserving free and undistorted competition, in compliance with the laws and practices in force, without hindrance to the rules of competition.

The UPERIO Group conducts all its activities in strict compliance with national and European rules relating to competition law. As such, UPERIO is committed to preserve free, healthy, and undistorted competition, and to prevent any practice likely to constitute an obstacle to the applicable rules.

In particular, the following are prohibited:

- any agreement, express or tacit, having the object or effect of altering the free play of competition.
- any coordination on prices, including the fixing of identical prices, the limitation of discounts, or any exchange of information likely to influence the pricing strategy of a competitor.
- the concerted allocation of markets, customers, or geographical areas.
- agreed limitations on production, capacity, or services.

- exchanges of sensitive information (prices, costs, margins, commercial conditions, bid intentions, estimates, projected volumes, etc.) which would reduce normal commercial uncertainty between competitors.

Any situation that could be interpreted as anti-competitive coordination, direct or indirect, must be reported without delay through the appropriate reporting channels, including the CEO, the Legal and ESG Department, or the Group's whistleblowing system.

4.8. Respect for confidentiality

Each employee undertakes not to disclose, directly or indirectly, any internal or external confidential information, or personal data, which may be brought to his or her attention, to persons external to the UPERIO Group or to other employees whose duties do not require such knowledge.

In general, discretion is essential to maintaining trust, within the UPERIO Group and in the relationships established with its partners and customers.

The UPERIO Group takes care to protect any external confidential information that may be communicated to it, and to use this information only for authorized purposes, with all appropriate precautions.

4.9. Compliance with the cybersecurity policy

As part of their duties, all employees undertake to comply with all the provisions of the Information System Security Policy (ISSP), the IT Charter and the UPERIO Group's internal procedures.

As such, each user is required to use exclusively the information systems made available by the UPERIO Group, in compliance with the access rights attributed to them.

It is the responsibility of the user to maintain the confidentiality of his credentials, to report without delay any anomaly or attempted intrusion, and to refrain from any installation or use of unauthorized software or equipment.

Employees must behave responsibly and comply with good security practices, particularly in terms of email management, Internet browsing, data storage, and mobility.

It participates in awareness-raising and training actions organized by the Group.

Any breach of the rules set out in the Information System Security Policy (ISSP), the IT Charter and the UPERIO Group's internal procedures is likely to engage the responsibility of its author and may be subject to disciplinary measures.

In case of doubt or unusual situation, the employee must immediately alert the dedicated IT department by sending his report to the following address:

alerte.cybersecurite@uperio-group.com.

4.10. Asset protection

Each employee ensures the integrity of the Group's assets.

These are not only movable property, immovable property or intangible property identified and defined by law. They also include the ideas or knowledge developed by the UPERIO Group's employees.

Lists of customers and subcontractors or suppliers, information on contracts, technical or commercial practices, commercial offers and technical studies, all data or information to which employees have access in the performance of their duties are also part of the UPERIO Group's assets. These elements are protected. This duty remains notwithstanding the employee's departure.

No funds or assets of the Group are used for illicit, personal, or unrelated purposes related to the activities of the UPERIO Group.

All documents or information that relate to intellectual, industrial and artistic property, or know-how developed directly or indirectly by the Group, must be considered confidential by the collaborator who accesses them and who refrains from disclosing them to the public, or from making any use of them other than that authorised by the UPERIO Group.

4.11. Intra-group relationships

When several companies in the UPERIO Group are led to establish business relations with each other, they observe with the same vigilance the loyalty due to customers, suppliers, or external partners.

In the interest of the Group, they put in place all measures to prevent disputes.

If a dispute could not have been avoided, a just solution is sought, each being driven by a spirit of conciliation, transparency, and good faith.

More generally, while all employees are required to look after the interests of the company in which they work, they are also aware that the best interests of the Group require everyone to ensure the quality and smooth running of internal relations, regardless of the area concerned: contracts concluded in the normal course of business, commercial or financial relations, but also and particularly in the field of human resources, for example intra-Group mobility.

5. ENSURING THE IMPLEMENTATION OF THE CODE OF ETHICS AND CONDUCT

5.1. Scope

The Code of Ethics and Conduct aim to ensure integrity in the operation of the UPERIO Group.

The Code of Ethics and Conduct is disseminated and applied in all companies of the UPERIO Group.

The Code of Ethics and Conduct and its principles must be respected by every employee of the UPERIO Group.

Contracts concluded with partners, subcontractors, suppliers, customers, or intermediaries must comply with the rules of this Code of Ethics and Conduct.

5.2. Governance

The UPERIO Group has adopted a governance system to ensure the dissemination, understanding and effective implementation of this Code of Ethics and Conduct. This system relies on several complementary actors, each operating within clearly defined roles and responsibilities.

The ESG Committee, attached to the Strategic Committee, contributes to the definition of the

rules of conduct in terms of ethics, social and environmental responsibility. It ensures compliance with these principles, reviews the Group's ESG strategy and analyses the related reports and indicators.

The Audit Committee, which also reports to the Strategic Committee, ensures that accounting principles comply with applicable standards, examines the parent company and consolidated financial statements and ensures the effective implementation of internal control and risk management.

The ESG and Communication Manager, under the responsibility of the CEO, is responsible for implementing the principles set out in this Code and for leading good practices in terms of ethics, social and environmental responsibility throughout the Group.

The Legal and ESG Director, reporting to the Group's Chief Financial Officer, ensures the implementation of company policies and procedures, verifies the compliance of practices, assists employees in the interpretation of the Code and deals with sensitive situations, particularly in terms of conflicts of interest or compliance.

Managers and employees, as well as all stakeholders acting on behalf of the Group, also play an essential role: they must behave in an exemplary manner, ensure compliance with the principles of this Code, seek advice in case of doubt, and report any situation or practice that may contravene it.

Together, these actors guarantee a consistent, effective governance aligned with the values of the UPERIO Group, thus ensuring the proper application of this Code in all entities and in all countries where the Group operates.

5.3. Implementation tools

5.3.1. Risk mapping

The risk mapping makes it possible to identify and prioritise the risks of the Group's exposure to all types of behaviour contrary to this Code, in particular external solicitations for corrupt purposes and serious violations of human rights, fundamental freedoms, health, safety of persons and the environment.

These risks are assessed about partners, geographical areas, and sectors of activity.

Such a map is reviewed regularly to consider the evolution of the environment in which the operations take place.

5.3.2. Internal monitoring and evaluation

The control of compliance with the Code of Ethics and Conduct is integrated into the existing internal control system within the UPERIO Group.

The internal and external accounting control procedures put in place by the UPERIO Group make it possible to ensure that accounts are not used to hide acts of corruption or influence peddling, and to evaluate the due diligence measures implemented to prevent and combat all forms of corruption and influence peddling.

5.3.3. Training

The UPERIO Group has equipped itself with appropriate training and on-boarding tools for new employees. They are grouped together in the UPERIO Academy.

These training programs are defined in their content and the choice of the employees concerned about the risk mapping (in terms of job profile, geography, and profession). Training is regularly provided to the Group's managers and staff who are most exposed to the risks of corruption, influence peddling, and money laundering.

5.3.4. Disciplinary sanctions

Failure by employees to comply with the rules set by the Code of Ethics and Conduct, the company policies and procedures (or any equivalent document) as well as the internal procedures applicable within the companies that employ them, may constitute a breach that may lead to appropriate measures in accordance with the provisions of the company policies and procedures and the laws and regulations in force.

If necessary, the UPERIO Group may take appropriate and timely measures to put an end to the breach observed, including any disciplinary sanction appropriate and proportionate to the seriousness of the breach observed, in accordance with the provisions of the Internal Regulations company policies and procedures (or any equivalent document), the applicable laws and regulations.

5.3.5. Whistleblowing procedure

Any employee who has questions regarding the appropriate conduct or the interpretation of this Code of Ethics and Conduct may seek guidance from their manager or the Human Resources Department. Employees who become aware of actual or potential breaches of this Code are encouraged to report them through the appropriate reporting channels.

The UPERIO Group has set up an outsourced whistleblowing system, under the direct responsibility of the Executive Committee, allowing the collection and processing of reports.

This alert system is accessible under the following link:

<https://uperio.integrityline.app/>

In accordance with the applicable regulations, this system guarantees the confidentiality of the procedure within the limits set by the applicable law.

No employee will suffer any detriment for raising a concern in good faith and in the public interest, even if the concern later proves to be unfounded, provided it was raised on reasonable grounds.