



Winoa Business Partners

Code Of Conduct

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I. Introduction

It is Winoa's culture to promote and abide by a strict business ethics and to do business, wherever we operate, in compliance with applicable laws and regulations. We believe that ethics and compliance are essential to the trust and satisfaction of all of our stakeholders and to the pride of our employees. We also believe in a culture of personal and professional integrity that, combined with clear rules and expectations, set the right framework for a sustainable and profitable growth.

Over time, we have developed partnerships with an extensive network of business partners (hereafter "Business Partners"). Our choice is obviously based on quality, needs, performance, and costs but we want our partnerships with all our stakeholders to be lawful, ethical and mutually beneficial.

To provide guidance to our business partners, we have developed a Business Partners Code of Conduct detailing business practices standard for our direct suppliers of goods, services providers, consultants, distributors, agents, resellers and temporary workers.

Please take the time to read the code thoroughly and make sure you understand Winoa's expectations of you as our Business Partner. While no code can answer every question you may have or address every ethical dilemma that may arise, this document is meant to provide a solid foundation for making ethical decisions.

1. To whom the code applies

This code is a mandatory requirement for doing business with Winoa and its subsidiaries. It applies to all of our Business Partners and their employees. Business Partners are defined as, but not limited to, the following entities:

- Suppliers of goods
- Service providers
- Consultants
- Agents
- Distributors
- Resellers
- Temporary workers

And all other similar parties that provide goods or services to, for or on behalf of Winoa.

2. Implementing and enforcing the code

It is crucial that Business Partners apply the code on a daily basis and communicate the code to their employees, as well as well as their sub-contractors and reinforce its key points on a regular basis. In that respect, the promotion of the principles and values contained in this code with their own suppliers and partners is strongly recommended.

Where laws applicable to Business Partners are less restrictive than the principles of the code, we require our Business Partners to follow the principles of the code. Conversely, where laws applicable to Business Partners are more restrictive than the principles of the code, we require our Business Partners to follow applicable laws.

While this code gives an overview of the topics that are most important to maintaining ethics in our business relationship, it is not meant to be comprehensive and all-inclusive. Please contact us if you ever

need more information about how to act in accordance with this code. You may also need to consult with your own advisors or counsels.

Nothing in the Code is intended to create any employment relationship with a Business Partner's workers or any new or additional third party rights for a business partner or its workers.

3. Detecting and preventing issues

The most important thing is to detect issues early on, to prevent breaches and violations of laws and policies from happening and in case they happened, to prevent reoccurrence. Risks awareness and understanding is therefore essential to the detection and prevention of risks.

It is strongly recommended that all Business Partners conduct code training sessions for their employees, in particular for Business Partners that are involved in government dealings or have direct contact with government officials or authorities.

We ask you to speak up and ask for help in case of any doubt about compliance on a Winoa mission or project especially if you witness or suspect any activity that may be in violation of Winoa's policies or other applicable regulations.

If you wish to share a concern confidentially, please talk as soon as possible to your key contact at Winoa or if you wish this alert to remain confidential, contact Winoa's Chief Compliance Officer at 33 4 76 92 91 08.

Winoa does not tolerate retaliation against any internal or external parties for reporting in good faith a possible violation of any laws or Winoa's codes and policies, or for your participation in any aspect of an investigation, proceeding or hearing. Reports made in good faith are honest and accurate; you should always feel safe to file good-faith reports without concealing your identity.

4. Consequences for code violations

There are serious consequences for violating the code and any applicable laws, including the loss of future business dealings with Winoa and possibly the termination of contracts. Consequences for legal violations can include heavy fines for companies and individuals, as well as jail time.

5. Versions of the code

The latest applicable version of the code is available on Winoa website at <https://www.winoagroup.com/ethics-compliance>

II. Valuing Human Being and Environment

1. Providing a safe and healthy workplace

We are committed to providing a safe and healthy workplace for employees, contractors and communities. Our health and safety motto is that every person will go home safe and healthy every day. We implement safety programs and processes to comply with all applicable regulatory requirements as a minimum and achieve greater protection, where appropriate.

We expect Business Partners' personnel working at Winoa premises to act in a responsible manner, to respect Winoa health and safety rules and to report potential safety hazards and issues. In particular, material safety data sheets containing all necessary safety-relevant information will be made available to Winoa by Suppliers Business Partners for all hazardous.

Suppliers Business Partners, in particular, are expected to comply with all applicable health and safety regulations. Suppliers will fulfill their operational and reporting requirements to provide a safe and healthy working environment and, if applicable, safe and healthy company living quarters.

2. Respecting people's and children's rights

We combat forced labor and child labor and more generally, we comply with the International Labor Organization Conventions.

We expect our Business Partners to subscribe to the same obligation and strictly comply with the related legislations. In particular, we expect their employment practices to be free from forced labor and workers to be paid according to applicable wage laws, including minimum wage, overtime and mandated benefits and to be treated equally and fairly. Specifically, no Winoa Business Partner may employ children under the age of 15 years, nor used forced or compulsory labor. Working hours, rest time and periodic leaves must also be respected, in line with local legislations or collective bargaining agreements, where applicable.

We believe in freedom of association and support the effective recognition of the right to collective bargaining, in the countries where it is applicable. We expect our Business Partners to comply with all applicable legislations in that respect, to encourage dialog between employees and management and to respect collective bargaining agreements, if any.

3. Treating others respectfully and encouraging diversity

We believe in dealing respectfully and fairly with colleagues and employees and in doing our utmost to create a motivating work environment fostering the development of employee potential. Also as a worldwide group, we value and encourage diversity.

We provide safe, fair and respectful working conditions and do not tolerate discrimination, intimidation or harassment at the workplace.

Any sexual/physical or psychological harassment, bullying or other such conduct that interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment, is totally forbidden at Winoa, even if there is no relation of job subordination between the parties.

We expect our Business Partners to treat all employees equally and fairly. In that respect, Winoa Business Partners need to ensure that their employment practices are free from any kind of discrimination in relation to hiring, access to training, promotion, or dismissal (in particular vis à vis unionists, employees representatives, women or minorities) based on gender or sexual orientation, physical attributes or condition (including disability and pregnancy), age, nationality, social or ethnic background, religious beliefs (or absence of such beliefs), or political alignment. Business Partners will comply with all applicable legislation and regulations relating to equal employment opportunities, non-discrimination and other employment-related matters.

We also expect our Business Partners to treat all employees with respect and dignity. Workers shall not be threatened with or subjected to any form of harassment or inhumane treatment, including corporal punishment, threats of violence, or any other form of physical, sexual, psychological or verbal coercion, harassment or abuse.

4. Protecting environment

We strive to conserve natural resources and reduce the environmental burden of waste generation and emissions to the air, water and land. We work in compliance with all local environmental laws and forbid the manufacturing or selling of products that present an unacceptable risk for individuals' health and the environment.

We expect our Business Partners to abide by the same principles and to contribute to the protection of environment by helping us reduce our consumption of raw materials and energy, optimize natural resources and reduce waste discharges during the manufacturing, distribution, use and recycling of all of our products. Suppliers Business Partners, in particular, are expected to comply with all applicable environment regulations and to have systems in place to prevent or mitigate accidental spills and releases into the environment. All related required permits, licenses and registrations will be obtained, maintained and kept up-to-date by Suppliers Business Partners.

III. Doing Business Fairly

1. Prohibiting any form of bribe or corruption

Bribery and corruption are totally prohibited at Winoa: we adhere to all applicable country laws (including but not limited to the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act).

As a consequence, Winoa employees, directors, Business Partners, consultants, agents, intermediaries or representatives are forbidden to request, accept, make, offer to make, or promise to make payments, or give anything of value, directly or indirectly, to or from **any third party**, to assist Winoa in obtaining, retaining or securing an improper business advantage.

Winoa's rigorous anti-corruption policy **also applies to our direct and indirect dealings with government or public officials, administrative agencies, and authorities**. Winoa Business Partners and third parties who interact with government officials, in our name, on our behalf or in our interest are strictly forbidden from giving or promising to give, offering, paying or promising to give or pay in any way, any gift or gratuity in cash or any other form, any invitation and entertainment, directly nor indirectly to any government or public official in exchange for favorable action from a government, administrative agency or other intermediary or to gain an improper business advantage.

Non-compliance with Winoa Anti-Corruption Policy is taken very seriously and may lead to the termination of Business Partners' contracts.

2. Prohibiting antitrust practices

Winoa has constantly been committed to respecting anti-trust and competition rules: anti-competitive behaviors or practices are totally prohibited at Winoa.

We expect all of our Business Partners to comply with all applicable antitrust and competition laws. In particular, Business Partners shall never collude with competitors in cartels, engage in price-fixing, market-sharing and bid-rigging or exchange sensitive business data with competitors in an attempt to restrict competition.

3. Complying with trade sanctions and export regulations

All transactions, regardless if they are crossing borders or transferred within the same country, may be subject to trade and/or export control regulations. Countries and organizations such as United Nations around the world:

- have placed restrictions and controls on the export and re-export of strategic goods, software or technologies to/from specified countries, territories and end-users, and for particular end-uses, including military and weapon mass destruction.
- have imposed economic sanctions, trade embargoes and asset freezing provisions on certain countries, territories and their governments, entities and individuals.

These export-controls and trade sanctions help support governments' foreign policy objectives, including promoting national security interests, fighting terrorism, preventing proliferation of weapons of mass destruction, and advancing human rights.

Possible restrictions can include, but are not limited to, bans on imports from or exports to a sanctioned country, shipments to a sanctioned country via a non-sanctioned country. Exports are not limited to physical goods, they can also be services or technologies shared by email or other forms of communication.

As doing foreign trade business is a privilege, Winoa is committed to complying with all applicable export control and trade sanctions laws and regulations. Failure to do so may impact Winoa's reputation and could result in severe criminal and civil penalties and loss of export privileges being imposed on Winoa and/or its employees.

Winoa Business Partners shall fully comply with all applicable export control and trade sanctions laws and regulations, including but not limited to the EU and its member states sanctions and export controls, the Office of Foreign Assets Control (OFAC) sanctions regulations and the Bureau of Industry and Security (BIS) export controls, and sanctions and export controls imposed by the United Nations. In particular, Winoa Business Partner shall not act for the sale of Winoa's product or provide services related to Winoa's product to any party located in countries subject to country-based sanction program as per OFAC sanctions ("Embargoed Countries"); the current Embargoed Countries are Cuba, Iran, North Korea, Syria or the Crimea region.

Winoa Business Partners must immediately notify Winoa Chief Compliance Officer if they become aware of any Winoa-related business with a nexus to restricted geographies (which include Cuba, Iran, North Korea, Syria and the Crimea region), persons or products.

4. Avoiding conflict of interest

A “conflict of interest” exists when an employee’s private interests interfere with Winoa’s interests. Employees are expected to make business decisions that are based solely on Winoa’s best interest and prohibited from entering into any conflict of interest.

Business Partners must disclose to Winoa any actual or potential conflict of interest. For that reason, Business Partners must inform Winoa if a Business Partner’s worker, investor or other affiliated person, or his or her family member, has a relationship with a Winoa employee who can make decisions which may affect business partner business, or if an employee of Winoa has any interest of any kind in business partners business. Business Partners cannot either lend money to Winoa employees, nor directly or indirectly propose or give any kickbacks or bribes.

5. Communicating honestly and accurately

Winoa Business Partners are responsible for the accuracy of any information they report, data they enter, or document they generate for or regarding Winoa.

Winoa Business Partners shall not make any false representations in connection with any Winoa transaction including, but not limited to, oral misrepresentations of fact, the promotion or utilization of false documentation such as non-genuine customer purchase orders, fraudulent or forged contracts, forged letters of destruction and/or other false or inaccurate records. Intentionally entering or providing any false, misleading or inaccurate data in any form is prohibited.

All business records and written communications are considered Winoa’s official company documents.

6. Ensuring confidentiality and data privacy

At Winoa, we protect our information; know how, intellectual property rights and more generally our confidential and strategic information.

We are extremely cautious as to the integrity and safety of our information technology network and devices as well as the exchange of information, be it directly, via It systems or on the social media.

We also respect the intellectual property and confidential information of others as well as the confidentiality of their data, projects, trade secrets, copyrights and other intellectual property, including software, images and publications.

Ensuring confidentiality and IT security takes discipline and attention. We expect our Business Partners to respect confidentiality or rights and to use information disclosed or rights provided for the sole purpose of fulfilling their obligations vis a vis Winoa.

Winoa Business Partners are not permitted to communicate publicly, in any way, on behalf of or about Winoa. This includes communications via social media, or to the press. Any request or invitation to speak publicly about Winoa must be directed to Winoa’s Communication Manager and Winoa’s express written consent to such communication must be obtained in advance of such communication.

Business Partners shall be committed to handling personal information or data responsibly and in compliance with relevant data protection and privacy laws and regulations.

7. Document versions

Created on	Apr. 4 th , 2015.
Updated on	Jun. 23 rd , 2018.
Updated on	Jun. 20 th , 2023.