

ANTI-CORRUPTION CODE AND WHISTLEBLOWING PROCEDURES Graines Voltz GROUP(*)

The requirements of the Sapin II Law of 9 December 2016 regarding transparency, the fight against corruption and modernisation require companies of a certain size to adopt an anti-corruption code of conduct as part of their internal regulations. This is an opportunity for Graines Voltz to formalise the rules that have been applied for years in the conducting of our business and contribute to strengthening the Group's good reputation, first in France and then abroad. Graines Voltz Group is aware of the issues at stake and its responsibilities, and this Code will be a means for it to reaffirm its commitments in this area and contribute to its sustainable development.

This code is also intended to support and guide all Graines Voltz employees in the performance of their day-to-day duties when they are confronted with a question about ethics or a situation that seems to present a risk of vulnerability in the fight against corruption. This code is legally binding for Graines Voltz employees, shareholders, partners, customers and suppliers. It does not claim to be exhaustive and is not intended to cover all situations that employees may face. It sets forth the rules that must govern their decisions. For this reason, the members of the Group's governance bodies (Steering Committee, Board of Directors, etc.) must be exemplary and promote ethical business conduct in compliance with the provisions of this Code. Managers should ensure that these principles of conduct are applied within their teams and listen to the concerns of their employees. Any breach of this Code may damage the image of the Graines Voltz Group and result in significant legal and financial consequences.

All employees must be aware of this and, through the vigilance and common sense of each individual, Graines Voltz will remain above reproach on this subject.

PREAMBLE

As a key player in the distribution, production and selection of vegetable and flower seeds and plants, Graines Voltz is committed to respecting the law and, in particular, the rules prohibiting corruption or influence peddling. The quality and integrity of its products and services and the probity of its employees are guiding principles of its day-to-day activities and the governance of the company.

Graines Voltz is now formalising this policy by adopting this anti-corruption code of conduct (hereinafter the "Code"), whose purpose is to guide the decisions and behaviour of the members of the Group's governance bodies and the employees of the Graines Voltz Group's entities, as well as all third parties with whom the Graines Voltz Group maintains relations.

Article 1: Scope of application

This code applies to all members of the Group's governing bodies and employees (hereinafter the "employee(s)") of the companies of the Graines Voltz Group, subsidiaries¹ or controlled companies² (hereinafter, together, "the Graines Voltz Group" or "the Companies of the Graines Voltz Group"), regardless of the actual location of their activity.

This Code establishes the minimum standard to be respected by all entities of the Graines Voltz Group.

In the event of a difference between the Code and the procedures of a local entity, the procedures of the local entities of Graines Voltz cannot have a lower standard than the Code. If a local entity's procedure has higher standards than the Code, the higher standard applies.

In the event of a difference between the Code and a local law, if the local law has lower standards than the Code, the Code prevails.

This Code may also be invoked against third parties in relation to the Group, insofar as they are affected, under the conditions set forth in Article 1.3 below.

1.1 Executives and corporate officers

If they are not employees of one of the Companies in the Graines Voltz Group, the members of the Graines Voltz Group's governance bodies undertake, as part of their duties as corporate officers, to comply with the Code and ensure its application within the Graines Voltz Group.

1.2 Staff members

The Code is an integral part of the internal regulations of the companies of the Graines Voltz Group. If no internal regulations exist, employees undertake to respect the Code. It is binding on all of their employees, who are obliged to apply it and, within their remit, ensure that it is respected.

Violation of the obligations under the Code may give rise to the penalties set forth in paragraph 4.3. of this Code.

Article 2: General rules of conduct

2.1 Definitions

For the purposes of this Code:

- "public sector employee" refers to any elected official, civil servant, public official, officer of a court, and more generally any person responsible, directly or indirectly, for carrying out acts on behalf of the above-mentioned persons or with the aim of satisfying the general interest, in France or in a foreign State or within an international organisation;
- "private sector actor" refers to any person who is not a public sector employee;
- "administration" refers to any entity, French, foreign or belonging to an international organisation, exercising prerogatives of public power, including jurisdictional, and/or a public service mission, and/or a mission of management of public assets, and/or a purchasing function, for the benefit of the State or its delegated agencies;
- a "benefit of any kind" refers to any favour or benefit granted to a person, for him- or herself or for another person, directly or indirectly, including, but not limited to, a sum of money, a gift in kind, a donation, an invitation, a job, a promise, a recommendation, the benefit of services or goods free of charge, or the assumption of expenses as long as it represents a transfer of value;
- the Compliance Officer appointed by the Chairman and CEO of the Graines Voltz Group is responsible, in accordance with the whistleblowing procedures referred to in Article 5 of this Code, for collecting and ensuring the admissibility of reports made by employees or by third parties. This officer's appointment shall be published on the Group's website and intranet.

¹ Within the meaning of Article L. 233-1 of the French Commercial Code

² Within the meaning of Article L. 233-3 of the French Commercial Code.

2.2 Prevention of corruption

2.2.1. Summary definition

Corruption or bribery is criminally sanctioned behaviour by which a person (the bribe-taker) solicits, agrees to or accepts a benefit of any kind granted by another person (the briber), with a view to performing, delaying or omitting to perform an act directly or indirectly within the scope of his or her duties in violation of his or her legal, contractual or professional obligations.

Corruption can take many forms. It is not limited to links with public sector employees but can also involve exclusively or jointly private sector actors. Similarly, it is not limited to the French territory and may involve public sector employees in a foreign State (or international organisation) as well as private sector actors.

Corruption may be divided into two main types of offences, both of which may affect the Graines Voltz Group and its employees: active corruption, an offence committed by the briber, and passive corruption, an offence committed by the bribe-taker.

2.2.2. Active corruption

Definition of prohibited behaviours

Active corruption may involve the employees and Companies of the Graines Voltz Group as potential bribers. To that end, the employees and Companies of the Graines Voltz Group may not offer to provide a benefit of any kind whatsoever, regardless of its value, to:

- a public sector employee in return for an act or failure to act falling, directly or indirectly, within the scope of the employee's duties;
- a private sector actor in return for an action or failure to act contrary to its obligations falling, directly or indirectly, within its activities or function.

Illustration of prohibited behaviours

More specifically, the granting of a benefit of any kind, whether spontaneous or induced, to any of the following constitutes active corruption and is therefore prohibited:

- a public sector employee, to obtain from him or her either the award of a contract or any decision falling within the remit of the administration employing him or her, or conduct having the effect of facilitating such an award, or abstention from exercising control or finding fault, in particular during the performance of a contract;
- a private sector actor, to obtain contracts, decisions or abstentions from him or her in an improper manner;
- a public sector employee, to obtain from him or her information that has not already been published regarding an administration's procurement procedures (in particular public contracts, concessions, agreements or authorisations to occupy public land), whether in progress or envisaged, it being recalled that the search for inside information on such procedures is also in any case prohibited;
- an officer of a court, an expert before a court, state or arbitration tribunal, a conciliator or a mediator, with a view to obtaining a favourable decision, assessment or influence in the context of a court, state or arbitration proceeding or a conciliation or mediation proceeding, or an expert opinion, whether amicable or judicial.

2.2.3. Passive corruption

Definition of prohibited behaviours

Passive corruption refers to the employees and Companies of the Graines Voltz Group insofar as they may receive benefits of any kind in return for an action or abstention, and the briber may be a person external or internal to the Graines Voltz Group.

To that end, the employees and companies of the Graines Voltz Group may not solicit, accept or receive a benefit of any kind from a public sector employee or a private sector actor, regardless of its value, in return for an action or abstention that falls, directly or indirectly, within the scope of their activities or their functions.

Illustration of prohibited behaviours

More specifically, the granting of a benefit of any kind for any of the following acts constitutes passive corruption and is therefore prohibited:

- providing or allowing access to confidential or privileged information relating to the Graines Voltz Group;
- awarding or entering into a contract for a Company of the Graines Voltz Group or influencing such an award or contract;
- concealing or destroying documents or information or altering the recording of certain transactions, accounting or otherwise;

- fraudulently altering the truth in documents (contracts, amendments, invoices, order forms, etc.) intended to establish rights and, more generally, making untrue statements in them (including backdating them).

2.3 Prevention of influence peddling

2.3.1. Summary definition

Influence peddling is criminally sanctioned behaviour by which a person (the influence peddler) solicits, agrees or accepts a benefit of any kind from another person (the beneficiary of the influence peddling), in return for the exercise of his or her real or supposed influence to obtain a favourable decision from an administration.

An influence peddler, unlike a bribe-taker, is not acting in the normal exercise of his or her function, but outside it: he or she uses or abuses the credit that he or she possesses by virtue of his or her functions, his or her friendships or the collaborative ties that he or she may have established with public sector employees, with a view to exercising the influence mentioned above.

Like bribery or corruption, influence peddling is not limited to French territory and may involve public sector employees in a foreign State (or international organisation) or the obtaining of decisions from a foreign administration.

Influence peddling is divided into two main types of offences: active influence peddling, which targets the beneficiary of the expected result of the influence peddling, and passive influence peddling, which targets the influence peddler.

2.3.2. Active influence peddling

Definition of prohibited behaviours

Active influence peddling refers to the employees and Companies of the Graines Voltz Group insofar as they may be the beneficiaries of the intended result of the influence peddling.

To that end, the employees and Companies of the Graines Voltz Group may not propose or accept solicitations from public sector employees or private sector actors, whatever their status, aimed at granting them a benefit of any kind, in return for the exercise of their influence, real or supposed, on obtaining a decision or opinion from an administration or on abstaining from exercising a control or observing a breach by an administration.

Illustration of prohibited behaviours

More specifically, it is forbidden to use, outside the contractual framework mentioned in Article 3.3, intermediaries who present themselves as consultants, advisors, lawyers, lobbyists, elected officials or former elected officials, civil servants or former civil servants, ministers or former ministers, design offices, prime contractors, project managers, etc., who would offer, in return for a benefit of any kind, to give the employees or Companies of the Graines Voltz Group the benefit of their relations or influence to obtain contracts, decisions, opinions or abstentions from an Administration.

2.3.3. Passive influence peddling

Definition of prohibited behaviours

Passive influence peddling refers to the employees and Companies of the Graines Voltz Group insofar as they may receive compensation or any other transfer of value from the influence peddling that they may exercise.

The employees and Companies of the Graines Voltz Group may not solicit or accept proposals from a public sector employee or private sector actor aimed at granting them a benefit of any kind in return for the exercise of their influence, real or supposed, on obtaining a decision or an opinion from an administration or on abstaining from exercising a control or observing a breach by an Administration.

Illustration of prohibited behaviours

More specifically, the employees and Companies of the Graines Voltz Group are prohibited from offering to exercise, or agreeing to exercise, for the benefit of a third party, influence in exchange for a transfer of value, even if it is assumed, for any process resulting in a decision, opinion, issuing of inside information or abstention by an administration.

Article 3: Special rules of conduct

3. SPECIAL RULES OF CONDUCT

3.1 Gifts

Gifts offered and received may constitute the consideration for bribery or influence peddling. To avoid any uncertainty, misunderstanding or legal risk, Graines Voltz employees are required to review and apply the rules set forth below.

3.1.1. General obligations

In the context of the company's activity and in particular relations with customers, gifts may be offered or received by Graines Voltz employees. This practice, which is part of the cordial and trusting relationship that Graines Voltz wishes to maintain with its partners, may in no case be intended to unduly influence either party in order to obtain a benefit of any kind.

Any gift, received or offered, which might legitimately appear to be intended to obtain a favour in return must be rejected or refused, as must gifts which are manifestly lavish or excessive in nature and repetition.

Graines Voltz employees are called upon to be particularly vigilant when offering or receiving gifts to ensure that they are clearly part of a legitimate commercial relationship and comply with both the social and cultural customs specific to the context and the legal obligations incumbent on the company.

3.1.2. Rules concerning gifts offered by Graines Voltz employees

Only gifts that satisfy all of the following conditions may be offered to a third party by a Graines Voltz employee. Such gifts must:

- be a promotional object related to the products/activities of the Graines Voltz Group;
- comply with the gift acceptance rules to which the third party is subject when those are known;
- be of low value and not appear lavish or extravagant in the context of a normal and legitimate business relationship;
- not consist of a monetary payment in any form whatsoever (cash, cheques, bank transfers, gift vouchers, etc.);
- not be motivated by the search for a quid pro quo and not affect the independence of judgement of the recipient;
- be offered in connection with a special occasion or on a sporadic basis;
- be offered directly to the third party in question;
- in all cases, even if the above conditions are met, an employee may not offer a third party more than two gifts per year, per partner, the cumulative value of which may not exceed €150.

By way of exception, if an employee wishes to offer a gift that is of a higher value than that ceiling or exceeds the annual limit of two gifts per year set forth in the previous paragraph, he or she is required to make a reasoned request to this effect to his or her hierarchical superior, who shall then decide whether or not to authorise the exception in the light of the compliance of the proposed gift with the company's policy on the subject, the principles of which were set forth above (see 3.1.1). Said superior shall keep an up-to-date list of exceptions and justifications and send it to the Compliance Officer every six months.

To ensure compliance with the rules mentioned in the previous paragraph, employees must also send invoices and all relevant documentation relating to the gifts or benefits they offer to the Compliance Officer for archiving purposes.

3.1.3. Rules concerning gifts received by Graines Voltz employees

Any gifts or benefits (including invitations to sporting or cultural events) may only be accepted by an employee if all of the following three conditions are met:

- they must be received sporadically and in any case be less than a cumulative annual amount of €150 per person, per partner, in accordance with current practice and meet a clear business objective directly linked to the commercial objectives of Graines Voltz;
- it is possible to rule out any search for a consideration, even indirect, relating in particular to the use that the employee should make of his or her function;
- and by its nature or timing, the gift or invitation does not affect the employee's independence of judgement in relation to the person giving it or the organisation he or she represents.

To ensure compliance with the rules mentioned in the previous paragraphs, employees must inform their hierarchical superior and the Compliance Officer immediately whenever they receive a gift or benefit from a third party which, while meeting the above conditions, appears to them to be of sufficient value not to be considered anecdotal or strictly symbolic.

In any event, employees must refuse gifts or benefits whose value is clearly greater than €150 or whose purpose is clearly to obtain a favour in return, as well as gifts that are manifestly lavish or excessive by their nature or their repetition.

If the refusal could not be expressed at the time of receipt of the gift, invitation or benefit or when there is a doubt as to whether the gift received complies with the above conditions, the employee concerned shall

inform his or her hierarchical superior and the Compliance Officer. The Compliance Officer shall then make a judgement on the appropriate course of action in accordance with the company's policy.

3.1.4. Whistleblowing with respect to gifts

The following are some of the cases which are likely to reveal cases of corruption or influence peddling, and may give rise to an informal report to the hierarchical superior or a formal report via the whistleblowing procedures referred to in Article 5 below:

- gifts that are not justified in the context of a normal commercial relationship;
- gifts whose purpose is clearly to obtain a favour in return; gifts that are manifestly lavish, or excessive in nature or repetition; gifts that do not respect the principles defined above.

3.2 Travel – Accommodation – Meals

The provision of accommodation, travel or meals (“hospitality”) may be a quid pro quo for influence peddling or corruption. Employees must therefore comply with the following rules in this respect.

3.2.1. Graines Voltz Group rules on hospitality

Whether received or offered by an employee, only hospitality that meets all of the following five conditions is permitted. Such hospitality must:

- comply with the known rules to which the third party is subject;
- be of reasonable value, within the context of a legitimate and legal commercial relationship; for example, a reasonable value for a meal is less than €150, for a hotel night less than €200;
- not be motivated by the search for a quid pro quo and not affect the independence of judgement of the recipient;
- be offered in connection with a special occasion or on a sporadic basis;
- be offered directly to the third party in question.

In all cases, even if the above conditions are met, an employee may not offer a third party more than two tokens of hospitality per year, the cumulative value of which may not exceed €500.

By way of exception, if an employee wishes to offer hospitality to a third party that goes beyond the above-mentioned limits or exceeds the annual limit of two tokens of hospitality per year set out in the previous paragraph, he or she is required to submit a reasoned request to that effect to his or her hierarchical superior, who shall then decide whether or not to authorise the exception based on the compliance of the proposed token of hospitality with the company's policy and prepare an updated list of exceptions and justifications and send it to the Compliance Officer every six months.

3.2.2. Behaviour required of employees to ensure the compliance of hospitality

In order to ensure compliance with the rules mentioned in the previous paragraphs, employees must in particular:

- keep invoices and all relevant documentation relating to the hospitality they offer;
- inform their hierarchical superior immediately if they are offered hospitality by a third party more than twice a year; the hierarchical superior shall prepare an updated list of exceptions and justifications and send it to the Compliance Officer every six months;
- inform their hierarchical superior and/or the Compliance Officer immediately whenever they have a doubt about the compliance of hospitality to be offered or received.

No reimbursement or payment shall be made without sufficient approvals in accordance with the operations management framework and without supporting documentation and invoices.

3.2.3. Whistleblowing with respect to hospitality

The following are some of the cases which are likely to reveal cases of corruption or influence peddling, and may give rise to an informal report to the hierarchical superior or a formal report via the whistleblowing procedures referred to in Article 5 below:

- tokens of hospitality that are not justified in the context of a normal commercial relationship;
- tokens of hospitality that are clearly intended to obtain a favour in return;
- tokens of hospitality that are manifestly lavish, or excessive in nature or repetition;
- tokens of hospitality that do not respect the principles defined above.

3.3 Contracts with intermediaries

3.3.1. Graines Voltz Group rules on intermediaries

The use of service providers of any kind, under any name, that offer to provide an employee or the Graines Voltz Group with the benefit of their experience or knowledge of the administration in general (French or foreign) to improve a customer relationship, the negotiation of a project or the conducting of business must be governed by a contract.

This contract must define precisely the tasks of the other party to the contract and provide for compensation that is:

- proportional to the quantity and quality of the services actually provided;
- based on the performance, duly and in advance defined, traceable, verified and documented, of the consultancy services requested, proof and content of which must be systematically demonstrated and measured, and the correlation with the amount of the compensation must also be systematically assured.

The contracts mentioned in this article shall be:

- in accordance with the model established by the legal department of the Graines Voltz Group;
- previously authorised by the hierarchical superior;

3.3.2. Behaviour required of employees to ensure compliance of contracts with intermediaries

In order to ensure compliance with the rules mentioned in the previous paragraphs, employees must:

- inform the hierarchical superior immediately of any contact by one of the service providers covered by these provisions;
- ensure the transparency and traceability of negotiations and exchanges with the providers covered by these provisions;
- carry out all necessary checks (legal existence, accounts, compliance with social and tax regulations, etc.) to ensure the probity and integrity of the service provider with whom it is planned to enter into a contract, before the procedure provided for in Article 3.3.1. above is initiated.

3.3.3. Whistleblowing with respect to intermediaries

The following are some of the cases which are likely to reveal cases of corruption or influence peddling, and may give rise to an informal report to the hierarchical superior or a formal report via the whistleblowing procedures referred to in Article 5 below:

- the invocation or use of family or other special ties to the administration;
- the lack of qualification of the intermediary for the services covered by the proposed contract;
- the requirement of disproportionate compensation for services;
- third parties whose recruitment is recommended or required by public sector employees.

3.4 Facilitation payments

3.4.1. Graines Voltz Group rules on facilitation payments

Under no circumstances may the resources of the Companies of the Graines Voltz Group be used for purposes contrary to the law or to the corporate interest of those Companies, in particular, for purposes of corruption and influence peddling.

In this respect, so-called "facilitation payments" are prohibited, i.e. payments used to facilitate the completion of administrative procedures and formalities, or even the award of a contract or authorisation.

3.4.2. Behaviour required of employees to ensure compliance

In order to ensure compliance with the prohibition set forth in the preceding paragraphs, employees must inform the hierarchical superior and the Compliance Officer immediately of any request or suggestion for facilitation payments.

In the event that such prohibition is likely to seriously and urgently affect the health or safety of a Graines Voltz Group employee, the Compliance Officer shall refer the matter to the members of the Graines Voltz Group's governance bodies, who shall determine the course of action to take.

3.4.3. Whistleblowing with respect to facilitation payments

The following are some of the cases which are likely to reveal cases of corruption or influence peddling, and may give rise to an informal report to the hierarchical superior or a formal report via the whistleblowing procedures referred to in Article 5 below:

payments to obtain permits, licences or approvals; payments to obtain police protection.

3.5 Patronage – Sponsorships

3.5.1. Graines Voltz Group rules on patronage and sponsorships

The Companies of the Graines Voltz Group may engage in patronage or sponsorship actions, provided that such actions are not motivated by the search for a consideration.

Patronage or sponsorship actions are defined as actions consisting of providing material support, without any direct consideration on the part of the beneficiary, to a non-profit legal entity that is not a customer of the Companies of the Graines Voltz Group, for the performance of activities of a general and disinterested nature.

The beneficiaries of such actions cannot be political organisations.

Patronage or sponsorship actions are validated beforehand by the members of the Graines Voltz Group's governing bodies and must be governed by a contract which precisely defines the context and purpose of the operation as well as the terms of payment of the aid.

3.5.2. Behaviour required of employees to ensure compliance of patronage and sponsorship actions

Before initiating a patronage or sponsorship action, employees must carry out all necessary verifications to ensure that it is relevant and complies with the rules of the Graines Voltz Group.

Employees shall inform their hierarchical superior immediately whenever a request for sponsorship is made to them by a third party.

3.5.3. Whistleblowing with respect to patronage and sponsorship actions

The following are some of the cases which are likely to reveal cases of corruption or influence peddling, and may give rise to an informal report to the hierarchical superior or a formal report via the whistleblowing procedures referred to in Article 5 below:

- requests for sponsorship made at the same time as the award of a contract or authorisation procedure;
- sponsorship requests from a third party having a commercial relationship with a company of the Graines Voltz Group and concerning an organisation or an action with which it has personal links.

3.6 Late payments

Late payments by customers constitute a cash flow burden and are likely to place the Graines Voltz Group in a vulnerable position with regard to corruption risks.

In the event of late payment by a customer, employees of the Graines Voltz Group must be particularly vigilant and under no circumstances offer or respond to the solicitation of a benefit of any kind to accelerate the payment of sums due. The monitoring of late payments and the supervision of the steps taken to remedy them are the direct responsibility of the members of the governance bodies of the Graines Voltz Group.

3.7 Partnerships, mergers and acquisitions

Graines Voltz may be held liable in the context of mergers or acquisitions under its responsibility as purchaser, including for acts of corruption prior to the acquisition.

Similarly, Graines Voltz may be held liable if it accepts inappropriate arrangements designed to mask or conceal acts of corruption.

It is therefore essential to carry out thorough due diligence on the reputation and prior acts of all targets in proposed mergers and acquisitions and of all potential partners, and to incorporate appropriate safeguards in the contractual documents for acquisitions or partnerships.

3.8 Conflict of interest

A conflict of interest exists when the personal interest of an employee is likely to conflict with the interests of the Graines Voltz Group. These conflicts create an ambiguous situation that can lead to doubts about the independence and objectivity of a decision.

All employees must identify the cases of conflict they may encounter and report them to their hierarchical superior and/or the Compliance Officer so that an appropriate solution can be found. Such employees shall refrain from participating in the decision in question.

All employees shall refrain from taking any interest, in any form whatsoever, in a company controlled by competitors, suppliers or customers of Graines Voltz, without prior written authorisation from their hierarchical superior and/or the Compliance Officer.

3.9 Accounting records

All accounts, invoices and other documents relating to transactions with third parties must be prepared, maintained and controlled with the utmost accuracy and completeness.

Any employee keeping accounting records must ensure that documentation exists for each entry. Any transfer of funds requires particular vigilance, especially as regards the identity of the recipient and the reason for the transfer. No second set of accounting records shall be kept to facilitate or conceal inappropriate payments. The separation of the functions of commitment, control and payment must be respected.

3.10 Political donations and grants

The Graines Voltz Group prohibits all donations and grants that are of a political nature and/or paid to political parties.

Article 4: Controls and implementation

4.1 Employee responsibility

In all circumstances, employees shall:

- comply with the provisions of this Code and more generally with the regulations governing the prohibition of corruption and influence peddling in France and abroad,
- behave in accordance with the law and the interests of the Graines Voltz Group,
- verify that their decisions, actions, abstentions and recommendations are in line with the applicable laws and regulations, as well as with the rules of the Graines Voltz Group, in particular those contained in this Code.

Any employee who is uncertain about the application of this Code to his or her situation and about what to do in the event of difficulties arising from its provisions may contact the Compliance Officer. The employee's query shall be answered within a maximum of one month.

In the absence of such an opinion given within this period, no disciplinary sanction may be applied to the employee for the facts submitted to the Compliance Officer.

4.2 Hierarchical oversight

All employees with hierarchical responsibilities shall ensure that the applicable laws and regulations as well as the internal rules of the Graines Voltz Group (in particular this Code) are respected by the departments under their authority.

They are responsible for disseminating this Code to the staff under their authority. They shall also provide help and advice to those who ask them questions or raise ethical concerns.

4.3 Penalties

Any violation of the provisions of this Code by an employee of the Graines Voltz Group is subject to disciplinary sanctions appropriate to the seriousness of the offence, in accordance with the internal regulations and similar documents of the Companies and local laws.

In the event of violation of laws and regulations, employees shall be held accountable for their actions and may be subject to legal action and civil or criminal penalties by the relevant authorities.

Individuals may face imprisonment and fines. Corporate entities may be subject to commercial, financial or administrative penalties such as heavy fines, bans on access to public contracts, loss of licence, dissolution of company, withdrawal of authorisation, repayment of undue profits, etc.

4.4. Implementation

This code of conduct is distributed to the employees of the Graines Voltz Group according to the most appropriate methods defined by each entity. In the companies of the France scope,

This Code shall be added to the internal regulations of each subsidiary, as provided for by the regulations in force. It may be amended due to regulatory changes.

In accordance with the provisions of Articles L. 1321-4 and R. 1321-1 et seq. of the French Employment Code, this document has been submitted for the approval of the competent staff representative bodies, sent to the Labour Inspectorate, filed with the clerk's office of the industrial tribunal and made known to any person who has access to the workplaces or premises where hiring takes place.

Article 5: Whistleblowing procedures

5.1 Purpose of whistleblowing procedures

The purpose of these whistleblowing procedures (hereinafter the "whistleblowing procedures") is, in accordance with Articles 6 to 9 and Article 17.II.2° of the Law of 9 December 2016, to enable, under the conditions and subject to the reservations that it provides:

- the reporting by any individual, in a disinterested manner and in good faith, of a crime, misdemeanour or serious and manifest violation of an international commitment duly ratified or approved in France, of a unilateral act of an international organisation taken on the basis of such a commitment, of the law or of the regulations, or of a serious threat or prejudice to the general interest, of which he or she has had personal knowledge, under the conditions set forth in Articles 6 to 9 of the Law of 9 December 2016;
- the collection of reports from Graines Voltz Group employees relating to the existence of conduct or situations contrary to this code of conduct.

5.2 Whistleblowers

All employees who may make a report under the conditions provided for in these whistleblowing procedures and who have direct knowledge of specific facts or situations falling within the scope of Article 5.1 above (hereinafter "whistleblowers") may notify the persons referred to in Article 5.5.

5.3 Situations covered

The whistleblowing procedures may only concern the disclosure of facts of which the whistleblower has personal knowledge and of which he or she is able to demonstrate the reality by any means.

The situations covered are described in Article 5.1. above. They concern both the general procedures for whistleblowers (Articles 6 to 9 of the Law of 9 December 2016) and the specific procedures for reporting corruption and influence peddling offences which are the subject of this code of conduct.

5.4 Protected secrets

In the context of its relations with customers, the Companies of the Graines Voltz Group may have access to facts, information or documents covered by medical secrecy or the secrecy of relations between lawyers and their clients.

No information covered by any of these forms of secrecy shall be disclosed in a report under these whistleblowing procedures.

5.5 Recipients of the report

Under the conditions and in accordance with the procedures laid down in these whistleblowing procedures, the report shall be submitted to:

- the Compliance Officer; and/or
 - the direct or indirect hierarchical superior of the whistleblower;
- hereinafter together the "report recipients", individually the "report recipient".

5.6 Principles common to all alerts

5.6.1. Optional nature of report

The activation of the whistleblowing procedures by the whistleblower is voluntary and optional. No penalties can be taken against him or her in the event that the whistleblowing procedures are not used.

The purpose and effect of the whistleblowing procedures is not to replace the usual mechanisms for exchanging information in the normal course of the Graines Voltz Group's business or the prerogatives of employee representatives.

If issued in accordance with the provisions of the whistleblowing procedures, the report does not expose the whistleblower to any penalties, disciplinary or otherwise.

On the other hand, failure to comply with the conditions set out in these whistleblowing procedures may result in disciplinary sanctions, as well as legal proceedings, being taken against the author of the report.

5.6.2. Identification and confidentiality of the whistleblower

These whistleblowing procedures provide for the identification of the whistleblower while guaranteeing that his or her identity will remain strictly confidential.

Thus, the identity of the whistleblower and his or her identifying aspects shall be disclosed only to:

- the persons responsible for examining the admissibility and treatment of the report, only to the extent necessary for such analysis;
- and, where appropriate, the judicial authority if it so requests.

However, the whistleblower may agree to the disclosure of his or her identity more widely: in this case, he or she must expressly give consent.

5.6.3. Data processing

The Whistleblowing Procedures shall comply with the provisions of the General Data Protection Regulation (GDPR).

Only the following categories of data are recorded for the purpose of processing the report:

- identity, title and contact details of the whistleblower;
- identity, title and contact details of the persons discussed in the report;
- identity, title and contact details of the persons involved in the collection or processing of the report;
- the events reported;
- the items collected in the context of the verification of the events reported; report on the verification; follow-up given to the report.

5.7 Reporting procedures

5.7.1. Report submission procedures

All employees wishing to report the existence of conduct or situations contrary to this Code under these whistleblowing procedures must inform in writing and in a non-anonymous manner one of the report recipients mentioned in Article 5.5. The confidentiality of the identity of the whistleblower shall be protected in accordance with the provisions of this Code, in particular Article 5.6.2.

If the alert is addressed directly to the Compliance Officer (*Référent conformité*), it shall take the form of:

- a letter to the following postal address: Graines Voltz, référent conformité, 1 RUE EDOUARD BRANLY 68000 COLMAR (France);
- or an e-mail sent to the e-mail address exclusively dedicated to the receipt of reports submitted under these whistleblowing procedures and which only the Compliance Officer may access. This e-mail address, ethique@GrainesVoltz.com, is published on the Graines Voltz Group intranet.

If the report is addressed to a direct or indirect hierarchical superior of the whistleblower or to one of the legal representatives of the company, it shall be sent in an e-mail addressed to that person or by post. These persons shall immediately submit the report to the Compliance Officer for processing.

In all cases, the report shall include the following items:

- a description of the conduct or situations contrary to this Code of Conduct that triggered the report;
- the identity of the persons involved in such conduct or situations, including, where applicable, employees of the Graines Voltz Group;
- the circumstances under which the whistleblower became aware of such conduct or situations;

- the events, information or documents in any form or on any medium which may support his or her report if he or she has such items.

As soon as the report is received, the Compliance Officer shall inform the whistleblower immediately and by any means of the time limit of one month necessary to examine its admissibility. The Compliance Officer shall specify that the whistleblower shall be informed by any means of the outcome of such examination by said officer.

He or she shall also verify the authenticity of the identity of the whistleblower by contacting him or her discreetly by telephone or in a face-to-face discussion to obtain oral confirmation.

The Compliance Officer and the whistleblower shall jointly agree on the means, which must be in writing, by which they will exchange information if this proves necessary for the processing of the report. Whatever means is chosen, it is essential to guarantee the protection of the confidentiality of the identity of the whistleblower.

5.7.2. Admissibility of the report

For the purposes of assessment of the admissibility of the report, the Compliance Officer shall verify, within one month of its registration, that the events reported are:

- strictly limited to the areas covered by the whistleblowing procedures;
- objectively formulated and alleged in nature;
- directly related to the scope of these whistleblowing procedures;
- strictly necessary to verify the alleged acts.

Only admissible reports shall be processed.

5.7.3. Notification of the person accused

In principle, the person accused in a report is informed as soon as the report is registered, so that he or she can object to the processing of data concerning him or her, under the conditions set forth in Article 5.9 below.

However, by way of exception, if, when examining the admissibility of the report, the Compliance Officer believes that it is necessary to take precautionary measures, in particular to prevent the destruction of evidence or for the purposes of the investigation, the person accused may be informed after these measures have been taken, in accordance with the legal provisions in force.

In all cases, the notification given to the defendant shall specify:

- the identity of the Compliance Officer;
- the acts alleged;
- the recipients of the report;
- and the conditions for exercising their rights of access and rectification, as defined in Article 5.9 below.

Receipt of such notification shall be acknowledged by the person accused.

5.7.4. Processing of the report

If the report is deemed admissible by the Compliance Officer, under the conditions set forth in Article 5.7.2 above, the items in the whistleblowing file necessary to process the report shall be sent immediately to the Compliance Officer.

The task of the Compliance Officer is to ensure that the acts reported are true and to assess their compliance with the provisions of this code of conduct. Within the limits strictly necessary for the purposes of the investigation, the Compliance Officer shall inform the members of the Graines Voltz Group governance bodies of the investigation of the report.

To that end, he or she may, in particular, have discussions with the whistleblower, in accordance with the procedures laid down in Article 5.7.1, to clarify facts or obtain additional information necessary for his or her investigation.

The Compliance Officer shall investigate the report as soon as possible after the admissibility decision. To that end, the Graines Voltz Group governance bodies shall provide him or her with the necessary resources to collect and archive evidence (e-mails, minutes of meetings, documents, recordings, etc.) and interview any employees he or she deems useful to question. Hearings shall be notified by a summons at least seven days in advance. The Compliance Officer shall interview the persons accused in the report, who have been informed in advance of their being accused and the acts of which they are being accused. If he or she so wishes, the person accused may be assisted by counsel during these hearings.

If it appears necessary for the Compliance Officer to travel to one of the Graines Voltz Group's sites in France or abroad to meet with employees or gather evidence, the members of the Graines Voltz Group governance bodies shall ensure that he or she has the necessary resources to cover his or her travel expenses.

If the Compliance Officer deems it necessary to protect the interests of the Graines Voltz Group, he or she may ask for the prior signature of a confidentiality undertaking from employees who may assist him or her in the investigation of the report.

At the end of the investigation of the report, the Compliance Officer shall draw up an investigation report that sets out his or her conclusions as to the existence of conduct or situations contrary to this Code and establishes the responsibilities of the persons involved.

5.7.5. Closure of the processing phase

The investigation report drawn up by the Compliance Officer marks the end of the report processing phase. The whistleblower shall be informed of the conclusions of the investigation report by the Compliance Officer.

If the investigation report has established the existence of conduct or situations contrary to this Code, the members of the governance bodies of the Graines Voltz Group shall decide on possible disciplinary sanctions and/or legal proceedings against the employees involved. If the report suggests corruption or influence peddling, the Compliance Officer shall report it to the judicial authorities.

If the report establishes a breach of the obligation of good faith by the whistleblower or the slanderous nature of the report, the whistleblower shall no longer benefit from the protection linked to his or her status as a whistleblower. Consequently, the members of the Graines Voltz Group governing bodies shall be informed and then decide, if necessary, on disciplinary sanctions and/or legal proceedings to be taken against the whistleblower.

5.8 Data retention

If the Compliance Officer decides that the report is inadmissible, pursuant to Article 5.7.2, all data allowing the identification of the whistleblower and of the persons concerned shall be destroyed immediately.

Moreover, if no action is taken on the report, the items of the report file that could allow the identification of the whistleblower and of the persons concerned by it shall be destroyed within two months of the closure of the admissibility procedures or of the processing phase.

In the two scenarios mentioned above, the destruction of information that may result in the identification of the whistleblower shall be carried out by the Compliance Officer. Once this destruction has been carried out, the Compliance Officer shall remain obliged to keep the identity of the whistleblower confidential, unless he or she expressly agrees otherwise.

The whistleblower and the persons concerned shall be informed immediately and by any means of the destruction of the data.

5.9 Rights of access and rectification

Without prejudice to the provisions of these procedures, any person identified in these whistleblowing procedures may, at any time during the whistleblowing procedure referred to above, access data concerning him or her and ask the Compliance Officer to rectify or delete such data if it is inaccurate, incomplete, equivocal or out of date or if its collection, use, communication or storage is prohibited.

Where appropriate, the Compliance Officer shall acknowledge receipt of this request and give a decision within 15 working days. He or she shall inform the person who referred the matter to him or her immediately by any means.

Under no circumstances may the right of access and rectification defined in this Article lead the person making the request to obtain information to which he or she is denied access under these whistleblowing procedures.

In particular, the person who is accused may not under any circumstances obtain the identity of the whistleblower.

5.10 Dissemination of these whistleblowing procedures and notification of potential users

The Graines Voltz Group shall ensure that potential users of these whistleblowing procedures are clearly and fully informed by means of an internal communication addressed to all employees when the whistleblowing procedures are set up and to all new employees when they take up their duties. Such communication shall specify that the Compliance Officer is available to answer any questions about the whistleblowing procedures.

Article 6: Entry into force and amendment of the Anti-Corruption Code

This Anti-Corruption Code is an addition to the internal regulations of the Group's subsidiaries and is therefore binding on the Group's employees. It is subject to change to adapt to regulatory and other changes.

In accordance with the provisions of Articles L. 1321-4 and R. 1321-1 et seq. of the French Employment Code, this document has been submitted for the approval of the competent staff representative bodies, sent to the

Labour Inspectorate, filed with the clerk's office of the industrial tribunal and made known to any person who has access to the workplaces or premises where hiring takes place.

It shall enter into force on 29 August 2021.

The procedure described above applies only to French companies and shall be adapted to the local regulations applicable to each foreign subsidiary of the Group.

COLMAR,
29 July 2021

You are reminded that as an employee of the Graines Voltz Group, you are required to respect the rules in force in the Group.

We invite you to comply with the provisions set out in the Anti-Corruption Code.

You hereby declare that you have read this Anti-Corruption Code and undertake to comply with the rules set out therein.

Company:

Name of employee:

Date:

Signature:

Note: Please return this memorandum signed and dated to the Human Resources Department