

ETHICS CHARTER

VERSION 2020



COMPAGNIE OPTORG

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PREAMBLE

Purpose

The OPTORG Group has adopted an Ethics Charter approved by the Executive Committee held on 27/10/2020 and by the Board of Directors on 02/04/2021, to lay out the principles which guide the Group, and its entities work and to demonstrate its commitment to ethical principles and social responsibility.

Scope

This Charter concerns all managers and employees of the Group and applies to all its entities and operations Motors and Equipment.

OPTORG's Responsibility is applied particularly towards:

- Its shareholders, with the objective to ensure a good return on their investments and provide a complete and transparent financial information on a regular basis.
- Its customers, with the commitment to provide the best quality of products and services.
- Its employees, through the implementation of good practices and policies to develop the human resources and skills, and the improvement of working conditions.
- Its suppliers and partners, through the respect of the contractual terms and conditions.
- The civil society in each country where the Group operates, through compliance with the local laws and regulations, and respect of the culture and the environment.

References

The principles and objectives defining this Charter are in accordance with the laws and regulations applicable to the OPTORG Group and its subsidiaries, and are based particularly on the principles derived from the following International Conventions:

- The 1948 Universal Declaration of Human Rights.
- The ILO Core Conventions.
- The OECD Guidelines for Multinational Enterprises.
- The United Nations Global Compact.
- The UN Convention against Corruption.
- The OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

The OPTORG Group's Code of Business Conduct and its Anti-Corruption Policy form an integral part of this Charter.

All questions relating to this Charter and its application can be addressed to:

- The Group Compliance Officer at the following address: compliance.officer@optorg.com
- Local Compliance Correspondent.

RESPECT FOR HUMAN RIGHTS AND DIGNITY

The OPTORG Group gives great importance to respect for human dignity and thus pays particular attention to compliance with the international laws, regulations, and principles that aim to protect the security, the dignity, and the welfare of its employees, customers and all the stakeholders it interacts with.

It refuses all forms of discrimination and pays particular attention to providing equal opportunities of employment and career development to all employees according to their skills and work, regardless of their origin, religion, race, age, or affiliations to political parties or to worker's unions.

The Group is committed to ensure strict compliance with the provisions of the international labor organization, thus it prohibits direct or indirect child or forced labor. It also pays particular attention to the prevention of all forms of harassment (moral or sexual) as well as to the protection of occupational health, and safety and hygiene at the workplace.

RESPECT FOR COMPANY PROPERTY

The OPTORG Group underlines the importance to prevent the misuse of company property and takes all the necessary measures to avoid deliberately using company assets contrary to company interests and/or for personal gain.

It grants great importance to the protection and security of its economic assets, in particular its confidential information. It invites all its employees to take the necessary measures to secure the company's sensitive data and urges them to respect the obligation not to disclose any confidential professional information whether orally, in writing or electronically, except in cases of delegation or express authorization by management. This rule may be amended in the event of an investigation or a request for information issued by judicial authorities, after contact with the legal department.

An IT Charter also regulates the use of Group's computing resources.

RESPECT FOR TRADE RULES

The Group enjoins its employees to select suppliers and to determine purchasing terms based on objective evaluations of quality, price and the capacity to supply and guarantee services corresponding to its requirements and specifications.

RESPECT FOR ANTITRUST LAWS

It is the responsibility of each employee of the Group to comply with antitrust laws during negotiations with customers and suppliers, contacts with competitors, and in marketing and sales promotion.

Therefore, the followings are prohibited: any agreement or even discussion with competitors concerning the fixing of prices or other transaction conditions, production limitation, distribution of customers, or business territories

INTERGRITY RULES

To ensure an exemplary collective behavior in all countries where the Group operates, it is essential that all employees and representatives act ethically and with integrity.

The Group is committed to fight against corruption, influence peddling, and money laundering, and to promote ethically responsible relationships with the authorities of the different countries in which it operates.

The Group adopts a rigorous compliance system which all managers and employees are expected to abide by during the exercise of their function.

Therefore, it is prohibited to pay, offer, agree with, or receive undue advantages in any form, directly or indirectly (through an intermediary), to a private person or a representative of the public authorities in any country where the Group operates, for the purpose of obtaining preferential treatment or influencing the application of a law or the outcome of a negotiation in which the Group is interested.

To comply with the rules and regulations concerning corruption, influence peddling and money laundering, it is imperative to read and understand the Group's Code of Business Conduct and Anti-Corruption Policy, which are an integral part of this Charter.

BEHAVIORAL PRINCIPLES

The OPTORG Group expects from all its employees and representatives to adopt exemplary ethical behavior under any circumstances.

The Group more specifically focuses on the following principles:

Conflicts of interest

A conflict of interest arises when an employee works simultaneously for a customer, a supplier, a competitor or someone close, or has significant, direct or indirect, interests in them.

The OPTORG Group encourages its employees to exercise the utmost vigilance to avoid any conflict of interest and any situation that could lead others to believe that they might favor their own personal interest or the interest of their relatives or friends over the interests of the company.

Any actual, potential or apparent conflict of interest encountered by an employee must be declared. To avoid the occurrence of any conflict-of-interest situations, employees must refrain from acquiring any interest in any competitor, supplier or customer, or engaging in any professional activities outside OPTORG Group, unless prior written authorization has been granted by their supervisor and the Local Compliance Correspondent.

Gifts and hospitality

The Group authorizes the giving or receiving of gifts and invitations by employees in the name and on behalf of the company, only if they are of a reasonable value and given/received during certain occasions which cannot have any incidence on the progress of a commercial transaction.

To know more about the rules relating to gifts and other benefits, please refer to the "Gifts, Entertainment, and Hospitality" Policy and to the "Code of Business Conduct" which are an integral part of this Ethics Charter.

Donations, charity actions and political contributions

The OPTORG Group authorizes donations to charities and contributions to causes of general interest, in accordance with the general philanthropic, social and environmental responsibility values. These actions must be made in a disinterested manner, without expecting any advantages in return, and in compliance with the Group's Anti-Corruption Policy and the validation process put in place.

The OPTORG principles, it maintains the strictest neutrality with regards to politics, and the financing of political parties.

INTERNAL CONTROL, COMPLIANCE & AUDIT

The internal control, Compliance and Audit process help to increase and preserve the value of the Group and its capital, by ensuring the Group's compliance with the laws and regulations in force, maintaining a better control of risks, and continuously improving the Group's business performance.

All the Group employees must contribute to the effectiveness of these functions and cooperate with internal or external controls and audits, through diligence and transparency when responding to requests for information.

RESPECT OF CHARTER AND SANCTIONS

This Charter is communicated and signed by all employees of the Group. It is also accessible to all our partners and shareholders on the Group's website (www.optorg.com) and that of "Equipment and Motors" entities.

The Group requires its internal (employees and managers) and external (suppliers, business partners, etc.) stakeholders to learn about the principles of the Ethics Charter, the Anti-Corruption Policy and the Code of Business Conduct and commit to applying them.

Any violation of this Charter, of the Code of Business Conduct, or of the Anti-Corruption Policy may result in criminal liability of the Group entities concerned. In addition, the criminal liability of the person(s) concerned will be incurred and they will be subject to disciplinary sanctions in accordance with the applicable regulations.

The follow up on this Charter is under the responsibility of the local Compliance, which communicates the results to the Group's Ethics Committee and the Group Risk Committee on a regular basis.

No one could be prejudiced or punished for alerting his superior or the Chief Compliance Officer of any breach of the provisions of this Charter, when done in good faith.

__ / __ / 202__ In _____

Full Name: _____

« Read and accepted » **Signature:**