COFICAB
Powered by Passion

OUR
CODE OF CONDUCT

WE ARE GLAD TO SHARE WITH YOU OUR ETHICS COMMITMENT, THAT IS THE EMBODIMENT OF COFICAB'S CULTURE.

ENGLISH EDITION

OUR **CODE** OF **CONDUCT**

OUR ETHICS COMMITMENT

COFICAB GROUP
TUNIS, TUNISIA

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A WORD FROM OUR **TOP MANAGEMENT**

Hichem Elloumi
CHAIRMAN & CEO

Hichem Elloumi

Dear Coficabians,

COFICAB is extremely proud of its values that make up its DNA. **Passion, Ethics, Commitment, and Teamwork** are what make us who we are: proud to do our work, in a thriving work environment. Furthermore, all our stakeholders rely on COFICAB as a trustworthy long-term partner.

These principles are the cornerstone of our sustainable development. By following them, we ensure that COFICAB's operations and dealings abide by the highest standards of business ethics and are conducted with respect for each other.

Therefore, we are glad to share with you **COFICAB'S CODE OF CONDUCT**, that is the embodiment of COFICAB's culture. Through this code of conduct, we aim at putting all means at our COFICABians' disposal to sail through ethical dilemmas with the guidance and help they may need.

COFICAB'S CODE OF CONDUCT has been adopted by COFICAB and responsibility for compliance rests with all of us. That is how we earn our pristine reputation that forms the basis for our business.

We trust that we have always been acting with integrity, taking accountability for results, and doing the right thing, even when the right thing is hard to do. Thus, we rely on our most valuable asset, our people, to keep exemplifying our beliefs and values, in dealing with each other and with our stakeholders.

Aouatef Elloumi El Ghoul
CHAIRMAN & CEO
SEPTEMBER 1958 - NOVEMBER 2017

Introduction

COFICAB's Code of Conduct is designed to provide guidance to each of us regarding COFICAB's standards of integrity and compliance in all our business dealings. It describes the basic rules of ethics that we, as one Team, are expected to follow. In addition, it provides helpful resources in the event we have a question or concern about proper conduct.

The Code of Conduct abides by the Company's values, which are:

Respect of **Ethics, Commitment** to exceed expectations in performing our work, enhancing the Company's success by relying on **Teamwork**, and **Passion** to make the difference, personally and professionally.

We all have a personal responsibility to know and follow the Code of Conduct and other Company policies, procedures and guidelines that apply to our job responsibilities at COFICAB. Some of these are mentioned in the appropriate Section of the Code of Conduct. Others can be found in COFICAB's Policies and procedures Manual.

We must always respect, acknowledge and comply with the Code of Conduct. If you need help understanding it or a specific policy, procedure or guideline, or how they apply to your scope of responsibilities, seek guidance from the relevant contacts designated in Section 4 of the Code of Conduct.

The Code of Conduct applies to all employees of COFICAB Group at all locations where we are present. Nevertheless, COFICAB managers have a special duty to foster a culture of integrity and compliance. Therefore, we will not compromise our standards of integrity and compliance to obtain business results.

How to use the Code of Conduct

The Code of Conduct has been crafted to help all COFICAB employees deal with daily ethical subjects. All COFICAB employees are required to read and understand the Code of Conduct.

The Code of Conduct is organized into 4 Sections. Section 1 describes Work Environment. Section 2 sets out specific behavior guidelines to achieve the highest level of Business Integrity. Section 3 details Health, Safety, Environment protection, and Corporate Social Responsibility. Finally, Section 4 clarifies the Reporting Process.

While identical local language translations of the Code of Conduct are made, the original English version will remain the prevailing one.

The Code of Conduct is in compliance with all relevant laws and regulations. Laws and regulations are subject to change, and often vary from country to country. If it happens that a local law conflicts with the Code of Conduct, comply with local law. If a local custom or practice conflicts with the Code of Conduct, comply with the Code of Conduct.

We understand that COFICAB Employees' Entity or Region may have policies and practices that require more from them than required by the Code of Conduct. The same may be true of local law. In all such instances, they must follow stricter policy, practice or law.

While working within COFICAB, employees will face ethical situations, for which their common sense, good judgment, the Code of Conduct, Company policies and procedures will be enough to guide them. However, there may be times in which they need additional help to make the right decision. In these cases, COFICAB employees have several contacts available, designated in Section 4 of the COC.

All the designated contacts, in Section 4 of the Code of Conduct, should serve as role models for integrity and compliance in all of their interactions. It also means that they should ensure that colleagues who report to them feel comfortable raising questions and concerns, without fear of retaliation, that any concerns or questions will be addressed in a professional and timely manner.

Consequences of breaching the Code of Conduct

COFICAB takes its commitment to the Code of Conduct very seriously. All COFICAB employees must understand that any breach of the Code of Conduct could result in serious consequences, including disciplinary action up to and including termination, as well as possible civil or criminal prosecution.

Disciplinary action may be taken against the employee who breached the Code of Conduct, including and not limited to:

- Any COFICAB employee, whose lack of supervision, diligence, or awareness of the provisions of the Code of Conduct directly, or indirectly contributes to its violation;
- Any COFICAB employee, who fails to cooperate with any investigation of a reported possible violation.

Any confirmed breach of the Code of Conduct will have negative consequences on potential promotions and/or Bonuses, regardless of the employee's performance. Promotions and Bonuses are a privilege only extended to the highly performing employees who exemplify COFICAB's values in a manner consistent with the Code of Conduct.

1.WORK ENVIRONMENT

1 | Equal opportunity

We are firmly committed to providing equal opportunity in all aspects of employment. We recruit, reward, and develop our people, based on merit, regardless of race, nationality, religion, gender, age, sexual orientation, marital status, or disability. We value our people and treat everyone, who works for, or with COFICAB fairly and without discrimination.

We also value our diverse experiences, backgrounds, ethnicities, cultural orientation, and beliefs. Therefore, we promote respectful, and mutually beneficial relationships with customers, suppliers, employees, communities and others.

2 | Human Treatment

COFICAB is firmly dedicated to promoting Human Rights standards through COFICAB's "**Human Rights Policy**".

Therefore, all COFICAB employees are expected to adhere to the Company's values and treat each other with mutual respect.

All COFICAB employees, or potential employees are treated equally and not disadvantaged by prejudice or bias. This means that the best person for a job or a promotion is the person, who earns that position, based on qualifications, experience, knowledge and adherence to the company's values.

COFICAB offers a diverse and inclusive workplace that values everyone's differences. It values and embraces the diversity of experiences and backgrounds that exist within its employee body and acknowledges the positive contributions this makes to its business objectives and success.

All COFICAB employees have the right and expectation to be treated with fairness, dignity and respect in their workplaces, both by management and colleagues. As part of this culture, COFICAB employees are required to commit to and demonstrate our shared values: Ethics, Teamwork, Commitment and Passion.

All COFICAB employees are expected to commit to treating co-workers, customers, suppliers, and community stakeholders in a respectful and courteous manner and shall strive to maintain COFICAB's image as a fair and professional one. They shall respect other's personal values and culture, which may be different from their own.

All COFICAB employees work together, in the spirit of teamwork and strive to reach the ultimate goal, which is the success of COFICAB. They must be managed in a way that fosters teamwork instead of individual gain.

All COFICAB employees have to communicate openly and readily share experience, resources, and opportunities.

COFICAB's managers are engaged to create an environment of energy and enthusiasm by fostering optimistic, positive attitudes about people and their work, thus inspiring their teams to excel.

3 A Violence-free/ harassment-free Workplace

We condemn any acts or threats of physical or psychological violence in our workplace.

COFICAB's policy prohibits harassment in any form in the work environment.

Harassment is where an unwanted conduct occurs with the purpose, or effect of violating the dignity of a person, and of creating an intimidating, hostile, threatening, degrading, humiliating or offensive environment.

Individuals who engage in any form of the aforementioned forms of violence, harassment, bullying, intimidation and coercion, may be subject to disciplinary action, up to and including termination of employment, as well as possible criminal prosecution.

4 Workplace conduct

COFICAB employees shall perform the job assigned to them with necessary diligence, accuracy and honesty. All COFICAB employees must strive for excellence in achieving COFICAB's objectives and shall maintain a high standard of ethical behavior and compliance with the laws, regulations, rules and policies and procedures of COFICAB.

COFICAB employees are committed to build and strengthen productive, long-term relationships with customers, suppliers, community stakeholders, and each other.

COFICAB employees must always make decisions and take actions, based on the best interests of the company, community, own-self, public safety, and the environment.

COFICAB employees must strive to continuously develop innovative and creative solutions and put them into action.

COFICAB employees shall learn by continuously developing, and deepening their knowledge of the business, and the skills of everyone within it.

COFICAB employees are committed to ensure that their personal opinions and believes do not interfere with their professional relationships and do not harm in any way shape or form COFICAB's image.

1.WORK ENVIRONMENT

5 Email

COFICAB employees are expected to respond to emails promptly, in a professional and courteous manner.

6 Alcohol & substance abuse

Alcohol & substance use limits our ability to do our work safely, putting us all in jeopardy. For this reason, we apply a zero-tolerance policy on drugs and alcohol use across all COFICAB sites. Sobriety is mandatory during working hours.

7 Dress code

COFICAB recognizes that dress styles are a matter of individual taste and are constantly changing. However, COFICAB employees' appearance has to fit with the international image of our company and must respect the sensitivity of all employees. Consequently, COFICAB expects that each employee will use common sense in order to adhere to the appropriate attire.

COFICAB employees working in the shop floor shall always use the Company-provided uniforms befitting their position.

COFICAB expects all employees to respect high standards of hygiene, whatever the dress style adopted.

COFICAB reserves the right to remind the employees of this policy when, and if it deems it necessary.

Whenever in doubt, it is always advisable to adopt a neutral and decent dress code.

8 Internet usage

Internet usage must be strictly professional and in line with the internal rules.

Inappropriate use of information technology can lead to unauthorized access to COFICAB's networks and data, theft of business information, damage to software systems and the leakage of Confidential Information, all of which can lead to disciplinary measures for employees concerned.

This means, among other things, that COFICAB employees must never access inappropriate websites or send other inappropriate materials while at work or on company devices. These include, notably, websites and materials related to gambling, those containing pornography, or sexually explicit materials or advocating violence, extreme views or civil disorder.

9 Company assets

We protect COFICAB's assets and ensure their efficient use. COFICAB's assets must be used for the company's legitimate business purposes only. Use of COFICAB's assets for personal purposes and/or for achieving personal gain is strictly prohibited.

10 Freedom of association

COFICAB employees are entitled to freedom of association as provided by relevant legislation.

11 Child labor and forced labor

COFICAB does not condone or employ child labor. At COFICAB, we will not employ anyone underage nor will have recourse to forced labor, slave labor, or similar forms of labor may be used. All work will be done by choice, and employees will be able to end the work or the employment relationship at any time.

12 | Personal Data

COFICAB processes personal data only when needed for legitimate business purposes and complies with applicable data-protection laws in every country where we operate.

We lawfully use data for specific purposes, we collect the minimum necessary and keep it as long as needed, we also protect it with appropriate security and remain accountable.

Employees with a valid business reason may access personal data. Sharing them with third parties requires proper agreements and safeguards.

Employees shall process personal data carefully, using tools approved by COFICAB.

All COFICAB employees are also responsible for keeping confidential their sensitive personal information and employment terms and conditions and shall disclose such information only if explicitly required by the applicable laws, regulations or policies.

2. BUSINESS INTEGRITY

1 | Conflict of Interest

All COFICAB employees are expected to avoid engaging in activities that conflict with, or have the appearance of conflicting with, the best interest of COFICAB.

Conflict of interest includes any situation, in which a provider, employee, potential employee, or any other stakeholder has an actual, or potential interest, financial and non-financial that may, in rendering a service to COFICAB, influence an objective decision.

A conflict situation can arise when an employee has interests (financial or otherwise) that may bias objectivity, potentially affecting COFICAB's interest.

Examples of situations, likely to incur potential conflicts of interest include, but are not limited to:

- A COFICAB employee, or Relative , who receives improper personal benefits from a third party, as a result of their position or relationship with COFICAB,
- A COFICAB employee, or Relative accept personal gifts or entertainment from existing or potential competitors, customers, suppliers, service providers, or business partners (other than in connection with ordinary course business development or customer relations activities),
- A COFICAB employee or Relative, who holds a stake directly or indirectly, or works simultaneously as an employee, a consultant, or board member (or in an equivalent position) of a competitor, customer or supplier of COFICAB,
- A COFICAB employee, who attempts to influence the selection of a particular supplier, where himself, or a Relative has a financial interest in such a supplier. Business relationships with Relatives and friends can result in a conflict of interest, or the appearance of a conflict. For this reason, COFICAB employees should never be involved with or attempt to influence the bidding, negotiating, or contracting process between themselves, a Relative or a close friend and COFICAB. This rule applies even in indirect situations, where

a COFICAB employee, their Relative or close friend owns, has a direct or indirect stake, or works on behalf of another company, with which COFICAB does, or is considering doing business,

- A COFICAB employee who directly or indirectly supervises, or works under the supervision of a Relative,
- A COFICAB employee and a Relative work simultaneously within COFICAB.

Conflicts of interest are not always apparent. In case of doubt, COFICAB employees should consult with one of the contacts designated in Section 4 of the Code of Conduct.

Prompt and full disclosure is always the appropriate first step towards identifying and resolving any potential conflict of interest problem. If a COFICAB employee becomes aware of an actual, or potential conflict of interest, they must bring it to the attention of one of the contacts designated in Section 4 of the Code of Conduct.

COFICAB employees must declare, in written, any pre-existing or potential conflict of interest, situation, in which they are involved to the relevant contacts designated in Section 4 of the Code of Conduct. Failure to declare any conflict of interest situation will be considered as a breach of the Code of Conduct.

2 Prohibition of Corruption, Bribery, Fraud an Money Laundrering

We expect our employees and stakeholders to have zero-tolerance for corruption, bribery, fraud and money laundering. As such, COFICAB employees should not accept, provide, offer, authorize, or promise to provide anything of value in order to secure an improper advantage or obtain or retain business,and more generally, we expect our employees and stakeholders to comply with COFICAB's **Anti Bribery & Anti-Corruption Policy**" and all governing anti-corruption laws.

2. BUSINESS INTEGRITY

3 | Gifts and Entertainment

Gifts and entertainment, in a business environment, may sometimes be appropriate to promote good working relationships. However, COFICAB employees can offer or accept gifts and entertainment from 3rd parties including but not limited to an actual, or potential competitor, supplier, customer, provided they are in compliance with COFICAB's "**Anti Bribery & Anti-Corruption Policy**".

Gifts and entertainment cannot exceed the amounts defined by applicable laws and remaining within ethical commercial practices.

Given and received gifts and entertainment shall never put the employee in a position, where it can affect their objectivity.

COFICAB employees are expected to always consider the context, nature, and intent of the gift, or entertainment, when determining what is appropriate, reasonable, and justified.

If a COFICAB employee has any questions about a gift given, or received, they are encouraged to refer to the relevant contacts, designated in Section 4 of the Code of Conduct.

4 Disclosure of Information

All of COFICAB's information, including (but not limited to) all information related to any aspect of COFICAB's business, specifically information not known by COFICAB's actual, or potential competitors, or is COFICAB's proprietary information, whether of a technical nature, or otherwise, inventions, processes, systems, methods, formulae, devices, patents, patent applications, trademarks, intellectual properties, instruments, materials, products, patterns, compilations, programs, techniques, sequences, designs, research & development activities and plans, specifications, computer programs, source codes, mask works, works of authorship, costs of production, prices or other financial data, volume of sales, promotional methods, marketing plans, lists of names, or classes of customers and/or of personnel, lists of suppliers, related Human Resource information, business plans, business opportunities, or financial statements, all information which, by the nature of the circumstances surrounding the disclosure, ought in good faith to be treated as confidential, are considered as Confidential Information, unless otherwise agreed to by the Legal Department.

The below general steps, including the following but not limited to, should be taken to protect Confidential Information:

- COFICAB employees must keep computers, mobile phones, and portable devices secure.
- COFICAB employees must secure Confidential Information on portable devices, or media, where possible.
- COFICAB employees must ensure Confidential Information is not left unattended for anyone to see.
- COFICAB employees must exercise caution when discussing COFICAB business, or using your phone, or computer in public places.
- COFICAB employees must ensure that the security of information is formally reviewed, before implementing any new technical solutions or external systems.
- COFICAB employees must seek the signature of a Non-Disclosure Agreement with providers, consultants and any other stakeholder with whom by the purpose of the partnership Confidential Information will be disclosed.
- COFICAB employees must prohibit visitors from Taking photos in COFICAB Facilities without prior authorization from the entity leadership.

All COFICAB employees shall hold all Confidential Information in strict confidence and shall not- directly, or indirectly, or in order to gain a benefit- disclose, take picture, use, copy, publish, summarize, use out of the agreed purpose, destroy, delete, or remove from the premises of COFICAB any Confidential Information, unless they obtain the written consent of the Legal Department and/or entity leadership.

All COFICAB employees shall keep confidential the proprietary information of COFICAB's customers, vendors, consultants, shareholders, employees, applicants, and other parties to the same extent as they do COFICAB's Confidential Information.

2. BUSINESS INTEGRITY

5 Intellectual Property

It is our duty to safeguard COFICAB's Intellectual Property and respect the Intellectual Property of third parties.

All work, programs, papers, records, data, notes, drawings, files, documents, samples, devices, products, solutions, equipment, and other materials, including copies in whatever form, and translations into any other language, relating to the business of COFICAB that the employee possesses, or creates, during the employment service period in COFICAB, whether or not confidential, are the sole and exclusive property of COFICAB.

All inventions, ideas, designs, circuits, schematics, formulae, algorithms, trade secrets, works of authorship, developments, processes, applications, techniques, improvements, and related know-how, which result from the employment of service, performed by the COFICAB employee in/for COFICAB, alone or with others, on behalf of COFICAB, or from access to COFICAB's Confidential Information, or property, or which the employee may otherwise create in the performance of their service, at any time during their employment service in COFICAB, whether or not patentable, copyrightable, or qualified for any form of protection, and all translation rights, related thereto (collectively "Inventions and Works") shall be the property of COFICAB.

Authorization and necessary legal documentation are needed, before intellectual property can be shared with third parties. If a COFICAB employee needs to share Intellectual Property with a business partner or third party, or if a third party is developing Intellectual Property for COFICAB, the COFICAB employee should contact the Legal Department to draft and review the partnership contracts and Non-Disclosure Agreements, or for advice.

It is important to respect others' Intellectual Property as we do our own. Third party Intellectual Property should never be obtained improperly or used without proper license or approval.

6 Digital presence

Any existent content, in any digital media, related to the Company shall be declared to the Communications Department. No new content shall be communicated without the approval of the Communications Department. Any social media content should comply with COFICAB Communications Department's social media guidelines.

7 Fair Business, Advertising and Competition

In order for COFICAB to compete lawfully and with integrity, we fully comply with the competition laws, in place, in the countries, where we do business. If competition laws apply to a COFICAB employee's job function, they must know and follow them at all times.

8 | Audits and investigations

We all share a responsibility to cooperate with external and internal audits and investigations. This means we must provide auditors and investigators the information to which they are entitled and maintain the confidentiality of the investigation.

In addition, we must never attempt to interfere with or improperly influence their review. refusal to cooperate with an internal or government investigation may result in disciplinary action.

If a COFICAB employee has any questions about what information an auditor or investigator is requesting and entitled to obtain, they should consult with the Corporate Affairs Department or Corporate Internal Audit Department for external audits and investigations.

If a governmental investigation occurs, management must contact the Corporate Affairs Department, Corporate Internal Audit Department and the corporate head of the targeted department as soon as possible before proceeding.

3. HEALTH, SAFETY, ENVIRONMENT AND CORPORATE SOCIAL RESPONSIBILITY

Health and Safety

Safety is our priority. We strive to provide a safe working environment for our employees, our contractors and all who come into contact with COFICAB. We achieve this goal, by seeking to ensure the integrity of all plants and equipment, and providing training to safeguard our people, both sites, and office-based.

We strive to achieve a goal of zero accidents. All COFICAB employees need to be aware of risks and take measures to prevent them.

Health and safety-related information shall be clearly posted in the facilities.

All COFICAB employees shall respect EHS standards and shall wear safety apparel and accessories, where specified, according to EHS policy.

Environment

We operate in strict accordance with the highest environmental standards to minimize our impact on the environment and keep on meeting our goal of zero environmental incidents.

COFICAB manages its environmental impact and promotes continuous improvement through its Environment, Health, and Safety (EHS) policy, standards, procedures, guidance, training and management tools.

Corporate Social Responsibility

We aim to make a positive and sustainable contribution to the communities in which we operate. We prioritize education, childcare, and environmental actions.

We do not support organizations that discriminate on the basis of religion, gender, sexual orientation, disability or nationality.

4. REPORTING PROCESS

Failure to comply with the Code of Conduct can have serious consequences. Consequences may include disciplinary action, up to and including termination, as well as possible civil or criminal prosecutions.

Suspected violations of the Code of Conduct may be reported. COFICAB will treat all reports confidentially, in consistence with the law, and Company policy. Based on the above, COFICAB will assess the need to conduct a thorough investigation.

COFICAB will not tolerate any form of retaliation, against anyone for making a good faith report based on reasonable suspicions of actual or potential misconduct. Any retaliatory conduct against someone who has raised an ethics or compliance concern may be subject to disciplinary action, and possibly termination.

Retaliation is defined as any negative action taken against a person who, in good faith and based on reasonable suspicions, reports about actual or potential misconduct.

“Reasonable suspicions” means reasonable grounds to believe in the truthfulness of the information of breach at the time of reporting.

“Good faith” means the report is honest, sincere and complete to the best of the employee’s knowledge, and intentions.

If any COFICAB employee suffers an act of retaliation, they should report their concerns.

4.REPORTING PROCESS

Further clarification of the Code of Conduct, conflict of interest declarations, and breach of the Code of Conduct reporting can be addressed to:

	ACALRACIONE ADICIONALE DEL CÓDIGO D CONDUCT	DECLARACIONI DE REGALOS ATENCIONE	DECLARACIONI DE CONFLICT DE INTERÉ	REPORTES D INCUMPLIMIENT DEL CÓDIG DE CONDUCT
SU GERENTE DE LÍNEA Y / GERENTE FUNCION CUANDO ESTE DISPONII	ASESORAMIENT	APROBACIÓ		INFORMA INCUMPLIMIENT
SU GERENTE DE RRHH LO	ASESORAMIENT			INFORMA INCUMPLIMIENT
SU ASESOR DE ÉTICA LO	ASESORAMIENT			
TU EQUIPO CORPORATI DE CUMPLIMIENT	ASESORAMIENT	ASESORAMIENT	ASESORAMIENT	INFORMA INCUMPLIMIENT
CORPORATE COMPLIAN SHAREPOINT -> GIFTS A ENTERTAINMENT DISCLOS REGISTER O AL CORRI COMPLIANCE@COFICAB.C		DECLARACIÓ		
CORPORATE COMPLIAN SHAREPOINT -> CONFLICT INTEREST DISCLOSURE REGIS O AL CORRE COMPLIANCE@COFICAB.C			DECLARACIÓ	
COMPLIANCE@COFICAB.C	ASESORAMIENT	DECLARACIÓ	DECLARACIÓ	INFORMA INCUMPLIMIENT
Coficab S. CORPORATE LEGAL AND CO ANCE DEPARTME **ADDRESS** 232 AVENUE DU JANVIER 1952, 1095 SIDI HASS TUNIS				INFORMA INCUMPLIMIENT

Regarding the breach of the Code of Conduct reporting, the employee relays on his judgment to select the appropriate communication channel in line with the level of breach severity.

5. MISCELLANEOUS

From time to time, changes to the Code of Conduct will be submitted to the Company's Top Management for review and approval. All changes to the Code of Conduct will be promptly communicated to COFICAB's employees.

In case one or more of the provisions contained in the Code of Conduct should be or become fully or in part invalid, illegal or unenforceable in any respect under applicable law, the validity, legality, and enforceability of the remaining provisions of the Code of Conduct shall not in any way be affected or impaired. Any provision which is fully or in part invalid, illegal or unenforceable shall be replaced by a provision which best meets the purpose of the replaced provisions; the same applies in case of omission.

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