



# CODE OF CONDUCT

## NEXITY GROUP

(Updated January 2018)



### PURPOSE OF THE CODE

Nexity's success and reputation, and the success and reputation of all of our subsidiaries and holdings, relies not only on the quality of the products and services that we offer, but also on the trust that we inspire in our clients, shareholders, private and public-sector partners and in our own employees.

This trust is based on compliance with a set of conduct policies emphasising respect for others, for the law, and for the Group's internal rules and regulations. We are confident that these policies already serve as the foundation for all of our employees' behaviour; they form a strong code of professional ethics, which is the basis of our corporate culture.

We live in a very diverse and complex world. In order to help each of us determine how to behave in real-life situations, in 2015 we formalised – through a Code of Conduct – the clear and precise principles underlying the values that our employees must uphold in the context of their work. In most cases, those principles reflect common sense and ethical rules based on respect and responsibility. This Code is also an opportunity to remind all of us of our shared vision and our commitment to the Group's own ethical standards in all of its business lines.

In order to take account of regulatory changes and the experience we have gained since it was first written, we have prepared this new, updated version of the Code.

Through this Code, the Group commits to complying with the highest standards in carrying out its operations. The Code aims to further unite our senior management and employees around our core shared values: integrity, loyalty, respect for others, and responsibility.

We are all responsible for using the Code to help us perform all of our work in an ethical manner. The management team has undertaken to comply with the conduct policies in the Code, and we ask every employee, at every level, to read this document in its entirety. We ask that, within the scope of your duties and responsibilities, you abide by the principles set forth in the Code and always keep them in mind during your work at the Group.

Maintaining our integrity and reputation is extremely important to our brand, and to our continued growth. This is a responsibility that we all share.

Alain Dinin

# Table of contents

## GENERAL PROVISIONS 2

## GROUP INTERNAL RELATIONS 3

### > RESPECT FOR AND PROTECTION OF INDIVIDUALS

- > Protection of individuals and the work environment 3
- > Workplace harassment and violence 3
- > Non-discrimination 3
- > Privacy 4

### > PROTECTION AND APPROPRIATE USE OF THE GROUP'S ASSETS

- > Protection of the Group's assets 4
- > Use 4
- > Protection of intellectual property 5
- > The Group's opportunities and resources 5
- > Preferential commercial conditions 5

### > PROTECTION OF THE GROUP'S IMAGE 5

### > RELIABILITY AND TRUTHFULNESS OF INFORMATION 5

#### > CONFIDENTIALITY

- > Disclosure of information 6
- > Use of insider information 6

### > CONFLICTS OF INTEREST 8

## EXTERNAL RELATIONS 8

### > LEGAL COMPLIANCE 8

### > ENVIRONMENT 8

### > LOYALTY TO CLIENTS 9

### > LOYALTY TO SHAREHOLDERS 9

### > FAIR COMPETITION 9

### > LOYALTY TO BUSINESS PARTNERS 10

### > SPONSORSHIPS 10

### > GIFT POLICY 11

### > BRIBERY AND KICKBACKS 12

### > PREVENTION OF MONEY LAUNDERING AND TERRORIST FINANCING 13

### > USE OF INTERMEDIARIES 13

### > FINANCIAL ACCOUNTS AND AUDITS 14

### > RESPONSIBILITY OF THE COMPANY AND ITS MANAGEMENT 14

### > ECONOMIC AND SOCIAL INVOLVEMENT 14

### > POLITICAL ACTIVITIES 14

## GENERAL PROVISIONS

*This Code of Conduct, which applies to all Group employees and executives in the scope of their work-related activities, summarises the rules and procedures intended to guide them in performing their responsibilities and help them ensure that they comply with the Group's ethical and legal obligations.*

*The Code is regularly updated to take account of any regulatory and internal changes affecting our business. The most recent version is always made available on a dedicated page of the Group's intranet and may be accessed by our staff.*

*This document is a supplement and not a replacement for existing laws and regulations or applicable procedures, internal memos, and internal rules within the Group.*

*For each Nexity employee, this text as a whole constitutes a set of guidelines that must be followed under any circumstances.*

*In the event of any failure to comply with the provisions of this Code of Conduct, appropriate measures may be taken.*

*In case of questions regarding a specific action or doubt about a particular situation, especially as they relate to the application of the Code of Conduct, employees may get in touch with their supervisors or contact the Chief Risk Officer directly by sending an email to: [CodeDeBonneConduite@nexity.fr](mailto:CodeDeBonneConduite@nexity.fr).*

*In addition, under the Law of 9 December 2016, known as the Sapin 2 Act, a whistleblowing procedure (procédure d'alerte) for reporting violations of Nexity's Code of Conduct has been put in place across the Group. This mechanism allows any employee to disclose, in a disinterested manner and in good faith, any of the following of which he or she has personal knowledge: a crime or offence; a serious and clear violation of French law or regulations, of an international agreement ratified or approved by France, or of a unilateral act of an international organisation derived from such an agreement; or an issue that poses a serious threat or damage to public interest. Details of this procedure are available on Nexity Live.*

*The identity of the whistleblower (lanceur d'alerte), that of the person targeted by the report and all information collected are kept confidential. The whistleblower is protected against unfair and discriminatory treatment or disciplinary measures for having reported a violation under the conditions laid down by law. However, criminal proceedings may be brought against whistleblowers for defamation.*

*In addition, the Group takes a zero-tolerance approach to practices that may constitute bribery or influence peddling.*

*Any violation of this Code of Conduct's provisions relating to bribery or influence peddling may lead to disciplinary action against the staff member concerned, possibly resulting in dismissal, in accordance with legal requirements and collective agreements and pursuant to Nexity's internal rules. For this reason, Articles 14 and 15 of this Code of Conduct are appended to, and form an integral part of, the internal rules.*

# GROUP INTERNAL RELATIONS

In all situations, every employee must act loyally, in accordance with the Group's interests, and in an effort to contribute to harmonious relations within the company.

## Article 1 - RESPECT FOR AND PROTECTION OF INDIVIDUALS

### 1.1. Protection of individuals and the work environment

In order to protect and ensure the safety of its employees, Nexity provides a work environment that complies with national and international principles related to working conditions (Law of 27 March 2017, UN Universal Declaration of Human Rights / Fundamental Conventions of the International Labour Organization).

For their part, employees of the Group must comply with measures aimed at reducing their exposure to risk and ensuring their health and safety as well as that of their colleagues and/or outside service providers.

All possession or use of illegal substances (other than prescription drugs) is strictly forbidden in the workplace. To comply with safety standards in effect in the Group, employees may not bring any object or substance into the workplace that might be considered dangerous.

### 1.2. Workplace harassment and violence

The Group will not tolerate the physical or psychological harassment of a person for any reason whatsoever. Any act or threat of violence in the workplace by or towards employees is prohibited. The Group strictly prohibits employees from making threats or engaging in acts of violence toward employees or any persons having a professional relationship with the company.

The use of disrespectful language, insults or profanity is prohibited. It is also important to conduct operations in a manner respectful of individuals and corporate bodies – customers, suppliers, partners, competitors, local residents, communities – and to behave with courtesy in all interactions.

Any situation considered abnormal should be reported to Human Resources management. Managers are expected to behave as role models on this subject.

### 1.3. Non-discrimination

This Code is a reaffirmation of the Group's desire to contribute to the professional development of its employees (especially through internal promotions and training) and to combat all forms of discrimination (in recruitment, compensation, and promotion).

In this regard, the Group notes that it has signed the Diversity Charter, by which it pledges to “promote pluralism and seek diversity through its recruitment efforts and career management”.

In accordance with the law, all employees agree to refrain completely from any discriminatory behaviour toward employees, customers, suppliers, and partners of the Group. The Group does not tolerate discrimination of any kind (e.g. psychological, political, religious, sexual, and related to age or disability).

## 1.4. Privacy

Each member of the Group shall be treated with dignity and complete respect regarding their personal life. The Group undertakes to ensure the confidentiality of personal information. The company shall limit access to such information and use it only for lawful purposes such as human resources management. All collection, use and disclosure of personal information must be handled in accordance with the law and the Group's own internal regulations, including those governing information stored electronically.

## Article 2 - PROTECTION AND APPROPRIATE USE OF THE GROUP'S ASSETS

### 2.1. Protection of the Group's assets

Maintaining the Group's asset integrity is vital to the health of the business, from which we all benefit. To that end, each employee must ensure that the Group's assets are protected against any deterioration, loss, theft, damage, negligence or waste and are not misappropriated or used for personal purposes.

The term "assets" refers not only to movable property (such as vehicles, furniture, computers and telephones), real estate and intangible assets as identified and defined by law, but also to any ideas and expertise developed by Group employees in fulfilment of their responsibilities. Lists of current and prospective customers, subcontractors and suppliers, as well as information on markets, technical and business practices, sales offers, engineering designs, and all data or information to which employees have access during the performance of their duties are the property of the Group. These items are protected and shall remain the Group's property.

### 2.2. Use

Intellectual property, funds, products, services, machines and other equipment such as telephones, photocopiers, office supplies, computers, software, internet/intranet, tools and service vehicles are intended for business purposes and cannot be used for illegal or personal purposes, for the benefit of a third party or for anything other than the Group's activities.

In particular, communication systems and intranet networks are the property of the Group and shall be used for business purposes. Personal use is authorised only within reasonable limits when justified by the need for a fair work-life balance and when deemed truly necessary. Employees are prohibited from using these systems and networks for illegal purposes, particularly for sending messages of a racially charged, sexual or offensive nature.

It should be noted that email can be intercepted by third parties, printed, forwarded to others and saved for long periods of time and that in certain cases it may be binding on the Group. As a result, employees using this method of communication must follow the same precautions that they normally use in their written correspondence.

With regard to Internet access, employees are prohibited from downloading non-work-related content or viewing websites whose content may harm the Group's image. They are also prohibited from installing software or other applications onto laptops without the authorisation of the Group's Digital Department.

## 2.3. Protection of intellectual property

To maintain its position as sector leader, the Group allocates significant financial and human resources to develop innovative technical, financial and commercial products, processes and ideas, which constitute a highly valuable asset base for the Group. All documents and information forming part of the Group's intellectual property – including copyright, industrial property and general Group know how – must be physically and legally protected with the utmost care.

Physical protection shall include measures such as passwords for encrypting electronic data, locked storerooms for paper documents, careful processing of email and paper correspondence, and avoiding any confidential discussions in public areas. In the course of their duties, Group employees are strictly prohibited from any use of third-party information that may be considered confidential, and from any unauthorised use, infringement or plagiarism of the intellectual property of a third party, including patents, copyrights, registered trademarks and trade secrets. Employees are also prohibited from the illegal copying and unauthorised use of software used by the Group.

## 2.4. The Group's opportunities and resources

Taking advantage of one's knowledge of a Group project or opportunity for personal benefit is prohibited (for example, acquiring a plot of land next to a development project, taking a minority stake in a partner company or purchasing a property that is under Group contract).

## 2.5 Preferential conditions offered by suppliers

Employees may only take advantage of preferential conditions offered by suppliers if such arrangements comply with the tender procedure in force (available on Nexity Live at <https://nexitylive.nexity.fr/docs/DOC-6427>). These arrangements are subject to systematic reporting, including purchases made via another company, such as SCIs (sociétés civiles immobilières, or special-purpose real estate companies).

Appropriate measures will be taken to address any violation of the tender procedure in connection with preferential conditions offered by suppliers.

## Article 3 - PROTECTION OF THE GROUP'S IMAGE

The Group's long-term viability is dependent on maintaining a good image and reputation, including the reputation of its products. Employees must therefore refrain from disparaging the company, whether orally or in writing, in any setting (such as social networks, media or among personal acquaintances).

## Article 4 - RELIABILITY AND TRUTHFULNESS OF INFORMATION

Good management practices presuppose a rigorous adherence to quality in the information delivered. To this end, all parties must be committed to providing and delivering data and documents that are as accurate and precise as possible and, above all, to not providing falsified or deliberately incomplete information or documents on any topic whatsoever.

## Article 5 - CONFIDENTIALITY

All confidential information must be handled appropriately – whether it is in conventional form (paper reports, summaries, etc.) or electronic format (voice mail, email, computer files, spreadsheets).

Employees whose jobs involve handling confidential information shall exercise a suitable level of discretion.

Confidential information includes, but is not limited to, the following:

- information pertaining to inventions, patent applications, or the development and production of any product or service, including designs, performance statistics, manufacturing processes, test data and specifications;
- information about co-workers: remuneration, benefits, personal data;
- the Company's standards and procedures;
- information about our markets, customers, prices, sales conditions, sales and marketing strategies and tactics, and any information about our suppliers or competitors;
- any non-public information about the Group or its operations, including transactions with customers or financiers and mergers, acquisitions and disposals.

Employees must immediately inform their supervisor or the legal department of any incident that might compromise the confidentiality of sensitive information.

### 5.1. Disclosure of information

In cases where it is necessary to share confidential information with third parties, employees must ascertain that those third parties have signed a confidentiality agreement before sharing said information.

Any employee who discloses or receives confidential information should be familiar with the terms of the confidentiality agreement and strive to adhere to them, to avoid exposing the Company to any claims for compensation.

Even after leaving the Company, former employees are still bound to non-disclosure of any confidential or proprietary information.

### 5.2. Use of insider information

Employees of the Group must not take advantage of their positions for their own direct or indirect benefit or that of others.

It should be noted that the acquisition or sale of Nexity shares or of securities issued by any other organization based on insider information (as defined by securities regulations) is strictly prohibited by law. Employees who are privy to such information are hereby informed that they are included on a list of (permanent or temporary) insiders that is regularly updated by the Managing Director – Internal Clients who may be consulted at any time to determine whether certain information is considered insider information.

## Article 6 - CONFLICTS OF INTEREST

Integrity and loyalty must be top priorities in the professional relations of all employees both within and outside the Group. To ensure this is the case, it is essential to report any situations involving conflicts of interest.

In any type of negotiation, an employee may find him- or herself in a conflict of interest if he or she has a direct or indirect personal interest in making a decision that under normal circumstances should be made objectively.

The Group places great importance on ensuring that decisions are made without being influenced by employees' families or friends (and employees shall take all necessary precautions to prevent their friends and family from obtaining or disclosing confidential information).

In order to limit the risk of conflicts of interest with the company, employees must send a written request for authorisation (email or letter) to the Deputy CEO or Deputy Managing Director responsible for their team, and Executive Committee members must send a similar request to the Chairman and CEO, prior to initiating:

- Any business relationship with a person who is a relative or friend or with a company controlled or run by a relative or friend, including that person or a member of their family (or a friend);
- Any contractual relationship, appointment or investment with a competitor, supplier or client of the group (general manager, director, consultant, etc.);
- Any planned real estate transaction in which the Group may have an acquisition or development interest, or any similar transaction closely related to property owned or controlled by the Group;
- Any hiring process involving a relative or any other person with whom the employee has a close relationship;

By relative is meant any ascendants or descendants, the individual's spouse, as well as any persons with whom the individual is related by consanguinity (brothers, sisters, cousins, etc.) or affinity (brother-in-law, mother-in-law, etc.).

By close relationship is meant the individual's common law spouse, domestic partner, or civil partner (under a PACS in France), but also his or her close friends.

In general, any act carried out in favour of personal interests potentially or definitely in conflict with those of the Group must be authorised under the abovementioned conditions. If in doubt as to how the relationship or planned transaction may be perceived, employees may contact the Group's Chief Risk Officer.

Beyond these situations, considering their obligation of loyalty toward the Group, employees should make sure not to engage directly or indirectly in any activity or make any statements that could generate a conflict of interest with the company.

Employees must not hold a position or be involved in an external activity likely to affect their professional performance at the Group. They must not use the Group's funds, property or services as part of an external activity.

Employees must not serve an organization likely to supply goods or services to the Group, purchase goods or services from the Group or be in competition with the Group without the prior formal agreement of their hierarchical superior. In particular, an employee shall not seek to hold any interests or investments in companies that are clients, competitors or suppliers of the Group, if such an investment is likely to influence their behaviour in performing their duties at the Group.

## EXTERNAL RELATIONS

### Article 7 - LEGAL COMPLIANCE

The Group and its employees commit to complying under all circumstances with all applicable laws and regulations of all the countries where the company and its subsidiaries are active. This commitment enables the Group to guarantee its reputation of integrity and transparency in the highly regulated sector in which it carries out its business.

As part of their work, all employees must therefore inform themselves as to the laws and regulations that apply to their activity, and follow them strictly. Employees are not asked to be specialists in all the different laws and regulations that apply to their professional activities; nevertheless, each employee does have a responsibility to acquire at least a minimal understanding that allows him or her to tell when it is necessary to seek advice from the Group's central departments. (To ensure employees have the best possible understanding of issues – particularly legal matters – related to their professional activities, specific training is provided on a regular basis.)

Compliance with rules related to employment, health and safety and environmental protection require particular attention.

Any situation or event that an employee may suspect of not being compliant, or which could give the appearance of impropriety or damage the reputation of the Group or one of its subsidiaries must be immediately brought to the attention of the Legal Department for advice.

Complying with control requirements, cooperating with internal and external control and audit bodies, and rapidly correcting errors or malfunctions are mandatory.

The Company will not tolerate any illegal or unethical behaviour. The Group's clients and shareholders have the right to expect that the Group and its representatives will adhere to and uphold the highest ethical values.

If an employee finds him- or herself in a position that goes against the rules set out in this Code, he or she must contact the Chief Risk Officer.

Any criminal or police investigation concerning (i) the Group's assets or (ii) Group employees regarding their professional activities must be brought to the immediate attention of the Managing Director - Internal Clients and the Chairman and Chief Executive Officer by e-mail, and reported to the Communications Department.

### Article 8 - ENVIRONMENT

As a testament to the Group's commitment to sustainable development, all employees undertake to consider and reduce the negative environmental impacts of its business. Environmental protection is one of the Group's fundamental principles that applies to all levels of its business and is upheld by all employees.

## Article 9 - LOYALTY TO CLIENTS

Instilling clients' trust in the Group's businesses and products is one of the company's most fundamental goals. This trust is built and maintained, in particular, by strictly respecting clients' rights, protecting their interests, taking constant care that we only make commitments that we can fulfil, and fulfilling them.

## Article 10 - LOYALTY TO SHAREHOLDERS

The Group and its management are committed to seeking a balanced, honest dialogue with investors. To this end, it provides high-quality, true and fair information.

## Article 11 - FAIR COMPETITION

Le The Group respects the rules of free competition and proscribes any agreement between competitors and any abuse of a dominant position. In particular, the Group's companies follow the specific rules that govern public procurement (and relationships with public authorities), regardless of the country where they conduct their business.

The Group forbids its employees from exchanging sensitive information with competitors. It manages and markets its programmes at market prices and conditions. Any incident or doubt concerning competition law must be brought to the attention of the Managing Director - Internal Clients to ensure it is thoroughly and appropriately addressed.

Employees must avoid any conduct that could violate competition law. Such conduct includes, in particular, the following behaviour:

**Price fixing:** Directly or indirectly fixing prices between competitors is strictly forbidden and constitutes a violation of competition law.

**Market/client allocation and unlawful agreements:** It is illegal for competitors to agree not to compete with one another; this includes agreements on sharing markets, whether this takes place on a geographic level, a product level or in terms of clientele. For this reason, employees must never discuss or agree with competitors or distributors on sharing a geographic area, products or clients.

**Competitive information:** While gathering information on one's competitors is a common, authorised practice, it is strictly forbidden – under competition law and commercial law in general – to obtain information on one's competitors in an illegal or dishonest manner (e.g. by stealing or even simply recovering information via newly recruited employees and from competitors). Moreover, confidential information belonging to a third party must not be obtained or conserved without the written agreement of this third party (signed non-disclosure agreement).

This practice is only acceptable if the information was obtained legally and ethically from a public source (such as trade shows, websites, publications or press releases).

**Unfair advertising:** Comparing Nexity products with similar products offered by competitors in advertising or promotional campaigns is prohibited if this comparison is not based on actual, objective data or studies.

*These examples are only provided as an illustration; many other practices may also be prohibited by law according to the country in which the product is marketed.*

**Fellow professionals:** Employees must ensure that fair competition exists and that interactions with fellow professionals are always respectful and courteous. They must conduct their activities in the spirit of healthy competition, while ensuring that this does not result in litigation with their fellow professionals. In particular, they strictly abstain from using improper or unfair processes to enter into a business relationship with their fellow professionals.

## Article 12 - LOYALTY TO BUSINESS PARTNERS

Business partners must be treated with complete fairness in all the countries where the Group is active.

Suppliers will be chosen according to their performance, to be assessed based on objective criteria, and will take into account the ethical criteria that suppliers share with Nexity. Employees involved in global purchasing activities are responsible for behaving fairly, impartially and honestly with suppliers. When they are in contact with suppliers, employees represent the Group and are duty-bound to reflect and represent its interests and needs. Information provided must be truthful, accurate and never presented in such a way as to mislead the other person or generate personal profit.

All purchases of goods and services on behalf of the Group must be made in accordance with the applicable Group procedures. The Group chooses its suppliers based on prices, quality, delivery, service, diversity and reputation. Other factors – such as ethical and environmental practices – are also considered. Prices applied must always be in line with market practices. Employees treat all their partners and suppliers with honesty and fairness, regardless of their size or condition and take measures to ensure the protection compliant use of their personal data.

Special emphasis is placed on the vital necessity of strictly complying with the rights and obligations associated with subcontracting.

## Article 13 - SPONSORSHIPS

Sponsorship activities are strictly supervised. Since the Nexity Foundation was set up in May 2017, all requests for donations or sponsorship must be forwarded to the Foundation which makes independent decisions within the remit of its own operating regulations.

Any exception to the above must in all cases be validated by the Group's Executive Management.

## Article 14 - GIFT POLICY

Depending on the circumstances, business gifts and entertainment aimed at building a relationship between business partners may sometimes be interpreted as attempts to “buy” preferential treatment.

Accepting so-called “business” gifts, invitations to events and meals should fall within the bounds of courtesy, remain confined to very reasonable limits and exclusively express the desire to improve commercial relations with clients and suppliers, without having the power to alter – either inside or outside the company – Nexity’s impartiality or image.

Only gifts with symbolic value may be accepted by employees. To ensure transparency, they must be delivered to the workplace rather than the home of the employee concerned. These rules are intended to prevent Group employees from making decisions based on criteria other than performance, quality and competitiveness.

Business trips – even if they take place during the employee’s holidays – are prohibited unless the employee has the express permission of the Group’s Executive Management; any failure to comply with this rule may be liable to sanctions.

Group employees agree never to solicit gifts or invitations offered in a personal or professional capacity by suppliers, companies, clients or intermediaries with which the Group is in relations, and all employees must refuse any gifts or benefits offered by a client, supplier, service provider or third party which could compromise their independent judgment or which could suggest to those outside the company that such employees may be influenced. Employees must ask themselves whether such a gift or benefit is lawful, if it is likely to affect their actions within the Group, and if the person offering it may think that the employee has been compromised.

Management must be immediately informed of any request or offer of special benefits involving an employee. The determination as to whether a gift or special advantage can be seen as compromising to the employee is made at the discretion of the latter and his or her immediate supervisors. This provision will be revisited if any abuse is observed.

If there is any doubt as to how these requirements are to be applied, employees may get in touch with their supervisors or the Risk Management and Chief Risk Officer.

Gifts offered by the Group must also be symbolic and not exceed €150. While entertainment can fall within commercial activities, it is prohibited to offer current or prospective clients or suppliers: gifts, free products or services, or invitations to entertainment which could influence or give the impression of influencing them, or which could create a conflict of interest between the individuals involved and the Company.

This does not apply to inexpensive promotional items aimed at facilitating commercial relations, insofar as the applicable regulations and local standards are followed.

It should always be ensured that marketing initiatives are compatible with any applicable rules and requirements.

## Article 15 - BRIBERY AND KICKBACKS

Bribery may be defined as making any offer or promise, offering any gift or providing any undue advantage, whether directly or through an intermediary, to any person or entity in the public or private sector in order to induce this party to:

1. carry out or refrain from carrying out an act made possible by its role, responsibilities or position, or facilitated by its role, responsibilities or position; or
2. use its real or presumed influence to obtain any favourable decision.

Influence peddling may be defined as requesting or accepting, whether directly or through an intermediary, offers, promises, gifts or any undue advantage, at any time in a relationship, to elicit the use of, or for having used, real or presumed influence to obtain a favourable decision.

Negotiating and executing contracts must not involve behaviours or facts that could be qualified as active or passive corruption, complicity in influence peddling or favouritism. In particular, under the Law of 9 December 2016 (Sapin 2) and the Foreign Corrupt Practices Act (FCPA), an internationally applicable US regulation, any form of bribery of a foreign public official is prohibited.

The Group formally prohibits its employees from directly or indirectly offering or receiving illicit sums, discounts or benefits in kind with the aim of influencing a negotiation or obtaining preferential treatment.

- These prohibitions include, but are not limited to, those against granting, promising to grant or offering payment (in cash or otherwise), advantages or any other items of value to, or for the benefit of, any third party if this payment, this advantage or this other item of value is intended, seems to be intended or is likely to be perceived as intended to reward, obtain or incite the performance or improper performance of a function or activity of any kind relating to the work-related activities pursued by the employee or by any other person acting on his or her behalf and in the name of the Group, or to obtain an advantage in carrying out these activities, or as a reward for an advantage already granted.

The Group also prohibits any behaviour aimed at requesting or agreeing to receive payment (in cash or otherwise), advantages or other items of value from a third party if the employee or other person acting on his or her behalf and in the name of the Group knows or suspects that this third party intends to incite or reward the performance or improper performance of a function or activity, expects to obtain an advantage in return, or intends to reward an advantage already granted. This concerns suppliers, clients, competitors, public officials, political parties, etc.

This prohibition applies, for example, to any real estate developments or work that could take place between the Group's employees and its suppliers, competitors or clients. As such, it should be noted that Group payments and receipts are governed by internal rules. Nexity reminds its employees that no payment or receipt may be made in cash.

If there are any questions regarding a certain transaction, employees must contact the Chief Risk Officer, who is available to provide them with information and advice. Any discount, reduction or rebate must reflect a real commercial return and must be explicitly reflected on the corresponding invoices.

## Article 16 - PREVENTION OF MONEY LAUNDERING AND TERRORIST FINANCING

Money laundering is the act of favouring – by any means – the false justification of the origin of goods or revenue of the perpetrator of a crime or an offence that generated a direct or indirect profit for said perpetrator. Providing support to an operation that involves the investment, concealment or conversion of the direct or indirect product of a crime or an offence also constitutes money laundering.

As real estate professionals and in connection with certain related activities, Nexity and its companies are subject to Article L. 561-2 of the French Monetary and Financial Code, which stipulates that activities such as property management (condominium management, transaction brokerage) and insurance brokerage can hide money-laundering or terrorist financing activities punishable by criminal penalties.

In accordance with regulations, and the guidelines issued by DGCCRF and TRACFIN in France, Nexity and its companies have implemented the identification and due diligence measures required to detect such risks. In particular, these measures include :

- Verifying the identity of the client and the effective beneficiary at the beginning of and during the course of the business relationship
- Conducting a risk assessment based on predefined criteria
- Implementing measures to verify additional documents if additional vigilance is required
- 

Training and awareness-raising programmes for Nexity employees are held to this end. In case of any suspicion being aroused, employees are required to inform the TRACFIN correspondent designated for each company concerned, who may, where applicable, alert TRACFIN, the French anti-money laundering authority.

## Article 17 - USE OF INTERMEDIARIES

The Group may need to call upon agents, consultants or commercial intermediaries for support in sectors where it has a limited presence or where it requires their technical skills. The use of these intermediaries is only justified in such cases, and only if the services provided are real.

All the services provided to the Group by intermediaries such as consultants, agents, specialists or any other third party must be laid down in a contract entered into in accordance with internal procedures (and the law), and must be recorded in the company's accounting system.

Each agreement must clearly define the roles and responsibilities of the intermediary and the Group, and the basis of remuneration. The intermediary's remuneration must be in line with the services provided to the Group, and payment must take place under the conditions of their contract.

## Article 18 - FINANCIAL ACCOUNTS AND AUDITS

Employees must ensure that the Group's accounting records and ledgers follow the Group's accounting rules as well as the locally applicable accounting laws and regulations.

Accounting records and ledgers must be correctly kept up to date to ensure that they faithfully reflect the nature of the Company's transactions.

In order for the financial statements to be comprehensive, fair, accurate, up to date and understandable, the accounting records must be complete (all assets and liabilities, all income and expenses), accurate, faithful (no false or fictitious entries, records under the right entity/person, the right type of expense, etc.) and prepared in a timely fashion (transactions must be recorded when they take place without taking into account when they were budgeted). Where applicable, as part of their work, all employees must provide accurate estimates, analyses and information in order for assets (fixed assets, trade receivables, etc.) and liabilities (payables, provisions, etc.) to be correctly assessed.

All employees, as part of their work, are responsible for the accuracy of the financial information transmitted internally or externally and for keeping any necessary supporting documents.

## Article 19 - RESPONSIBILITY OF THE COMPANY AND ITS MANAGEMENT

The Group's Executive Management, or any other corporate body empowered to this effect, together with each of the Group's managers, is responsible for ensuring that every Group employee complies with the provisions of this Code of Conduct.

## Article 20 - ECONOMIC AND SOCIAL INVOLVEMENT

In addition to its commitment to follow applicable laws and regulations, Nexity's aim is to be recognised as an exemplary corporate citizen vis-à-vis its stakeholders.

To achieve this goal, it has implemented a sustainable development strategy for environmental, corporate and social issues, which is integrated into the strategy of the Group's different business lines. All employees, in their day-to-day activity, must uphold this strategy, which is largely reflected in the provisions of this Code.

## Article 21 - POLITICAL ACTIVITIES

The Group has chosen not to directly support (via contributions) or indirectly support (via the purchase or supply of goods or services) any political activity, whether local, national or international.

However, the Group is conscious of its role as part of a community and respects its employees' involvement in political activities (as well as cultural, humanitarian and sports activities). Nevertheless, these activities must not involve the Group in any way and must take place outside working hours and outside the workplace.