



# CODE OF BUSINESS CONDUCT

DIGITALVIRGO



Dear Partners,

At Digital Virgo Group, we value honesty and integrity in our business practices. We believe business with a high standard of professional conduct is important to our success.

Compliance helps reducing risk in our business by establishing clear common rules. It is also our duty to comply with anti-corruption laws.

We have therefore adopted the following Code of Conduct that all collaborators at Digital Virgo need to respect.

**Guillaume Briche, CEO**

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# CODE OF CONDUCT

DIGITAL VIRGO



How to use the Code of Conduct ?

## — As an Employee @Digital Virgo

### **Read & Follow the Code**

Be honest and ethical in every action you take.



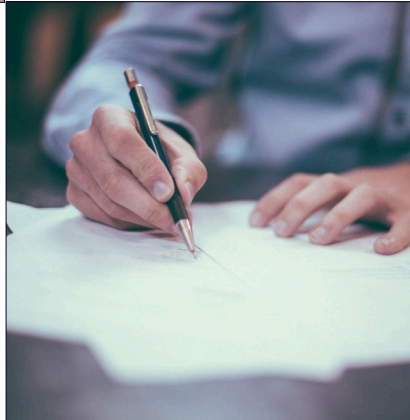
### **Stay Alert**

Pay close attention to any activity that is inconsistent with our Code or the law.



### **Ask for Help**

When an answer is not clear, ask for guidance before taking action.



### **Report Concerns**

Do not ignore a violation. Prevent harm to Digital Virgo and its reputation by reporting your concerns immediately.

How to use the Code of Conduct ?

## — As a Manager @Digital Virgo

### **Set an example**

in terms of integrity and respect of the requirements of the code of conduct.



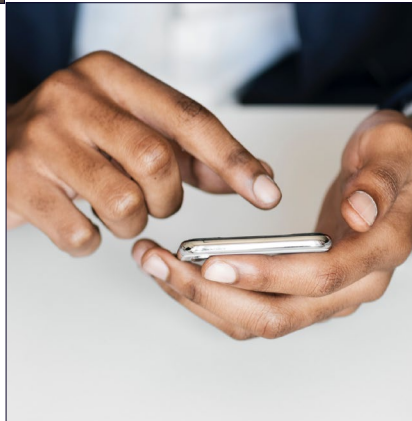
### **Promote the anti-corruption system**

among the employees, by creating a climate of trust in which each employee can raise or flag an ethical issue or non-compliance.



### **Take Action**

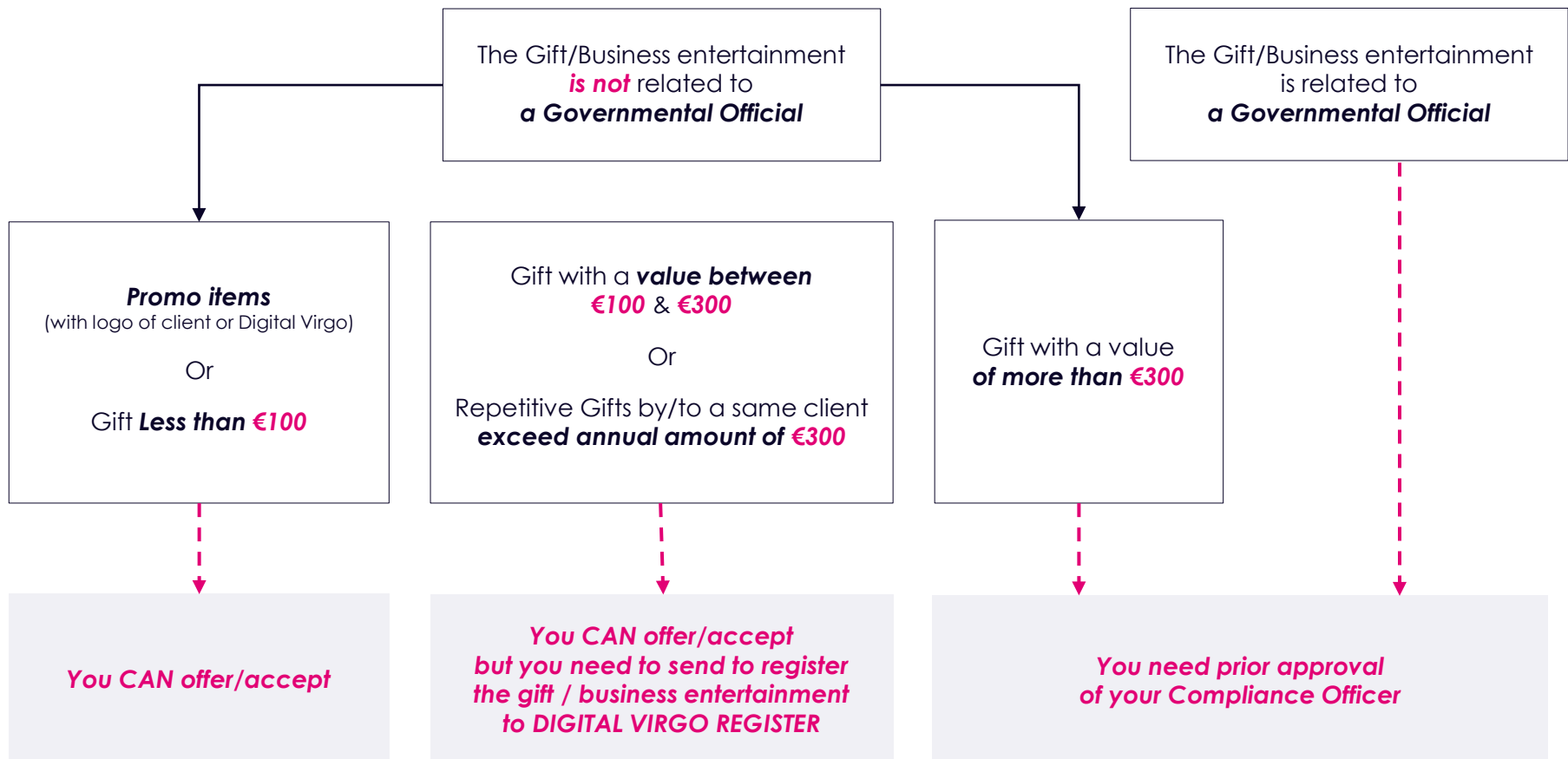
Look out for misconduct and report it to your Compliance Officer.



### **Be Informed**

Recognize that you may not always find the answers that you need in the Code of Conduct, so contact your Compliance Officer in case of doubt.

# **You want to offer or accept a Gift or a Business Entertainment...**



# — Conflict of Interests

**You should inform your Compliance Officer of any conflict of interest.**

A conflict of interest exists when a personal interest (or a personal activity) interferes, is likely to interfere or might give the impression of interfering with the tasks assigned to Digital Virgo employees.

Conflicts of interest might affect impartiality or sow the seeds of doubt about the person's ability to assume their responsibilities with complete objectivity.

## ➤ Recruitment

**You should not influence** the recruitment, work appraisal or remuneration of a friend or family member.

**Inform your Compliance Officer** if you wish to recommend a friend or a family member.

## ➤ Contracting with Digital Virgo

You should not select or contribute to the selection of an entity **in which you or your family or friend holds an interest.**

**Inform your Compliance Officer** if a friend or a family member holds an interest in an entity that you are selecting.

## ➤ Assisting a Competitor

**You should not provide assistance** to an organization that markets services in competition with Digital Virgo's current or potential service offerings.

## ➤ Confidentiality

**You should not use or share confidential information** about Digital Virgo in your own interests or in the interests of friends and family.

## ➤ Digital Virgo Resources

**You should not use the resources,** name, time or organization of DV for personal ends.

## ➤ Personal Financial Interests

**You may not have a financial interest in any organization if that interest would create or give the appearance of a conflict of interest with Digital Virgo.**

**Inform your Compliance Officer** in case you have any personal financial interests that can conflict with Digital Virgo.

# — Sponsorship & Patronage

**Any sponsorship or patronage action must be authorized by local general management. The contracts should be established in writing, together with the supporting invoices bearing the mandatory notices.**

Depending on the circumstances surrounding the sponsorship or patronage, it might be perceived that such action is with a view to corruption. You should ensure that the sponsorship and patronage actions are not perceived as corruption.

If you receive a sponsorship or patronage request, you should ensure the legal conditions are observed, that a consideration exists that is in line with the sums disbursed, and that the sponsorship could not be interpreted as being at the origin of the conclusion by the group of a commercial contract or the award of a contract.



## YOU SHOULD NOT

- **Involve Digital Virgo in actions which do not reflect the group's strategy**, or which fall outside the established authorization process for sponsorship and patronage.
- **Obligate collaborators or business partners to contribute** gifts or funds to sponsorship projects supported by Digital Virgo.



# — Prevention & Fight against Fraud 1/2

The company assets are intended to be used to enable its collaborators to achieve the economic objectives of Digital Virgo.

The misuse or misappropriation of such resources is damaging and harmful to the operational and financial performance of Digital Virgo. Employees must respect the laws and internal procedures, apply them and then detect and deal with any possible anomalies.



## YOU SHOULD NOT

- **Bypass a procedure** or a rule because "other people do it".
- **Abstain** from dealing with or **resolving an anomaly**.
- **Allow a situation of risk to degenerate** into a situation of fraud, through negligence.
- **Communicate identifiers** and passwords to third parties.
- **Use the company's resources** for personal ends.
- **Make false statements** for personal interests.

## — Prevention & Fight against Fraud 2/2

*Please consider all aspects of a situation.  
If you have any doubt of question,  
contact your Compliance Officer.*



➤ If the entity is in a period of reorganization during which management control is absent or insufficient: **you should maintain a culture of integrity to prevent fraudulent behavior and encourage honesty and discernment.**

➤ If, during a period of leave, the separation of tasks between incompatible activities is absent (e.g. absence of usual validator): **you should designate an authorized employee with a delegation of authority and then carry out a subsequent independent control of the operations carried out.**

➤ If repeated urgent situations lead to the circumvention of internal controls in order not to fall behind schedule: **you should endeavor to ensure these situations are exceptional and monitored.**

➤ In the event of complex and/or unusual operations carried out by a limited number of collaborators: **you should document these operations via procedures and implement subsequent independent controls.**

## — Prevention of the Risk of Money Laundering and the Financing of Terrorism 1/2



*If you have any doubt or question,  
please contact your Compliance Officer.*

Money laundering represents the risk of being accused of fostering the financing of illegal activities, such as terrorism, drug trafficking or even the financing of certain political parties. The revelation of an offence of this nature would be damaging to the interests and reputation of Digital Virgo.

You should therefore have full knowledge of your business relations, particularly the end beneficiary of financing or services, so as to ensure that the activities of the group do not serve to launder funds generated from criminal activities, or finance, directly or indirectly, activities linked to terrorism.

## — Prevention of the Risk of Money Laundering and the Financing of Terrorism 2/2

### YOU SHOULD NOT...

- **Conceal payments** by using a third party.
- **Accept cash transactions**, except in special cases and with complete transparency with management. In all cases, cash payments within the context of professional activities may not exceed 1,000 euros.
- **Accept unusual payments** without first of all analyzing and verifying the supporting documents, if:
  - the account is not in the name of the contracting company;
  - the payments are made in a currency other than the one indicated on the invoice;
  - the payments are made from several accounts or accounts which are not those normally used;
  - the payment is made in a different country to where the third party carries out its activity or where it is commercially registered.

For each of the key points, you should establish a monitoring and alert system, and then obtain and analyze the supporting documents to ensure the legality of the activities and the origin of the funds:

Fund transfers  
from or to  
geographic  
**zones considered  
at risk.**

Operations or activities  
requiring **payments  
in cash.**

**Unusually complex  
operations** or  
operations involving  
unusually  
high amounts.

Transfers from or to  
**numbered accounts.**



## — Prevention of Corruption & Facilitating Payments 1/2

No employee may directly or indirectly offer, promise, agree or authorize the remittance of a sum of money or any other item of value, irrespective of the person (public or private), within the context of professional activities, with the aim of obtaining an undue advantage (preserving a commercial agreement or obtaining any form of favourable treatment).

Equally, Digital Virgo collaborators are prohibited from accepting such advantages. Each employee must act in good faith and demonstrate prudence and transparency.

*If you have any doubt or question,  
please contact your Compliance Officer.*

### YOU SHOULD NOT

- **Offer, accept or promise a bribe** or any other unlawful advantage or payment to influence the outcome of a business decision.
- **Accept a cash payment** or any sum of money which is unjustified and untraced.
- **Make a facilitation payment**, i.e. an unofficial payment, in order to perform or accelerate certain administrative formalities.
- **Use corporate sponsorship and patronage actions to influence** the decision of a third party.
- **Call upon a third party to carry out a task** which might not be carried out legally.
- **Remunerate third parties** without verifying the reality of the service and without presentation of an invoice.

## — Prevention of Corruption & Facilitating Payments 2/2

- Use of business finders and intermediaries: **you should observe the selection process for this intermediary (competency and integrity analysis), draw up a contract incorporating an anti-corruption clause, and implement a monitoring system throughout the business relationship.**
- Contractual relations with public entities or politically exposed persons: **you should never offer gifts or invitations whose nominal value is higher than the value established in the internal procedures and by local management.**
- Execution of a project in a country classed as having corruption risks, or using resources sourced from such country: **you should include a corruption risk assessment in the project risk analysis in order to deploy strengthened control systems if necessary.**



- Pressure to use a particular provider: **you should analyze the reasons given for the choice of this provider and carry out an integrity check of the third party used, then document the grounds for the decision taken.**
- Solicitation to advance the execution of routine administrative actions: **you should refuse to pay. However, if you are absolutely obligated to pay, you should ensure that the payment and the amount are correctly documented, and never try to “disguise” a facilitation payment.**

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# OTHER COMPLIANCE MEASURES

DIGITAL VIRGO

## — What to do if you are aware of any act of corruption or influence peddling

*We value your help in avoiding and uncovering possible misconduct.*

If you are aware of any action or behavior which might be characteristic of acts of corruption or influence peddling, you can alert either:

➤ your **Compliance Officer** within your region

OR

➤ **Digital Virgo Hotline** -> send an email to [compliance@digitalvirgo.com](mailto:compliance@digitalvirgo.com), the Chief Compliance Officer will answer you.

*We take every report seriously and our Compliance Officers team will investigate it thoroughly and as confidentially as possible. If the Group Compliance Board determines that the Code of Conduct has been violated, it will determine a fair and consistent disciplinary action in accordance with applicable law.*

*No employee may be sanctioned, dismissed or discriminated against, either directly or indirectly, for having reported a breach, in good faith.*

When you report concerns, you help us handle issues properly, fix problems before they occur and remedy situations that have already happened. You also help build trust with each other and with our customers, our suppliers and other business partners.



## Procedure in case of an Alert



Email to be sent to [compliance@digitalvirgo.com](mailto:compliance@digitalvirgo.com)  
regarding any action or behavior which might be characteristic of acts of  
corruption or influence peddling

Chief Compliance Officer or Head of Group Financial Controlling  
acknowledges **receipt of your email**  
Within a maximum delay of 2 business days

**Answer** of Chief Compliance Officer or Head of Group  
Financial Controlling  
Within a maximum delay of **15 business days**

**« No further action »  
on the alert**

**Why?** Because it does not fall within the scope  
of this alert procedure, is made in bad faith or  
constitutes an abusive or slanderous  
denunciation, as well as any alert concerning  
unverifiable facts.

**Investigation phase**  
Within a maximum delay  
of 30 business days

**End of the procedure : production of a report**  
Depending of the accuracy of the information  
gathered at the end of the investigation, the  
company's General Management may initiate  
disciplinary proceedings against the person(s)  
implicated.

KYC – Know your Customer

## Third Party Checks to Lower Risks

- KYC certificate to be completed and signed by each client / supplier
- Scoring algorithms used to identify potential risks
- If necessary, compliance investigation using international sanctions database

### DIGITAL VIRGO

The information requested in this KYC certificate is necessary as part of DIGITAL VIRGO Group's Compliance procedure. Please provide all of the information requested below and attach additional documents needed.

DIGITAL VIRGO will use your Company's information only within the framework of DIGITAL VIRGO Group's Compliance procedure and will make every effort to protect this information against any violation of confidentiality.

#### Organization

##### 1. General information

> Typology of your entity (to choose from the list)

> Business Name

> Head Office Address

> Postal address, if different from your Head Office address (the address where the contract will be sent)

> Country of establishment of your entity providing the service (to choose from the list)

> Phone number

> Email Address

> VAT Number (for European Union Tax Resident)

> Tax Identification Number (for Non European Union Tax resident)

> Company Registration Number and Place of registration

> Sector of activity (to choose from the list)

> Share capital

2. Organisation Form (i.e. LTD...)

3. Date and Place of Incorporation

4. Legal Representative Name

5. Legal Representative Position

6. URL of the service website

7. Attach Certificate of Incorporation ☐

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# COMPLIANCE ORGANIZATION

DIGITAL VIRGO

## — Group Compliance Board

**The Group Compliance Board is composed of 6 members:**



Group CEO



World Chief Compliance Officer



World Operational Director



Head of Group Financial Controlling



Legal Director & Payment Process Director



Helps set the scope of the compliance program.



Approves key policies and procedures.



Aligns incentives.



Meets for compliance reporting.



Enforces disciplinary measures in case of breach of the Code of Conduct.



## — Compliance Committee

**The Compliance Committee is composed of 7 members:**



**World Chief** Compliance Officer



Compliance Officer for **France**



Compliance Officer for **Central Europe**



Compliance Officer for **Lithuania**



Compliance Officer for **South Europe / LATAM**



2 Compliance Officers for **Africa / Middle East / North America / Asia**



Sets up and manages the compliance program.



Carries out audit procedures regularly to determine compliance risk.



Works with management and collaborators to identify and manage regulatory risk.



Resolves employees' concerns about compliance.

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Version	Date of validation	Validated <u>by</u>
V.2	09/2022	Guillaume Briche