

# CODE OF ETHICS



  
RECYLEX

# CODE OF ETHICS

THE RECYLEX GROUP CODE OF ETHICS ADDRESSES RULES AND PRINCIPLES OF ACTIONS IN ALL THE GROUP'S COMPANIES OPERATIONS AS WELL AS FOR ALL EMPLOYEES' PERSONAL BEHAVIOURS IN ORDER TO PROTECT AND PREVENT THE GROUP FROM POTENTIAL RISKS IMPACTING ITS OPERATIONS, FUTURE OR REPUTATION.

IT IS DEDICATED TO GIVE EVERYONE IN THE RECYLEX GROUP CLEAR LANDMARKS TO ACT RESPONSIBLY WITH EMPLOYEES, MANAGERS, STAKEHOLDERS, SHAREHOLDERS AS WELL AS BUSINESS PARTNERS.

ALL MANAGERS AND EMPLOYEES IN ANY RECYLEX GROUP'S ENTITY ARE TO ENFORCE THESE ETHICAL GUIDELINES IN ALL CIRCUMSTANCES WHATEVER THEIR LEVEL OF RESPONSIBILITY, PROFESSIONAL DUTIES AND CONTACTS ARE.

THE RULES ENACTED BY THIS CODE OF ETHICS MAY COMPLETE, STRENGTHEN, BUT NEVER WEAKEN, THE LAWS AND REGULATIONS UNDER WHICH ANY OF THE GROUP'S COMPANY, EMPLOYEE OR AGENT OPERATES.

THESE GUIDELINES ARE DESIGNED ON THE FOLLOWING 3 MAJOR PILLARS:

- CORPORATE RESPONSIBILITY,
- BUSINESS LOYALTY,
- COMMUNICATION FAIRNESS.





## 1. CORPORATE RESPONSIBILITY

### 1.1. COMPANY POLICY REGARDING HUMAN AND LABOUR RIGHTS

Through its management system, corporate culture and actions, Recylex respects and aims to uphold human rights at each level of its organization.

As such, the Group bans any kind of discrimination based on gender, age, origins or nationality, mental or physical disability, sexual orientation, opinion, religion, political or trade union commitment. Ignorance and inaction do not constitute excuses for any discrimination. Any violations of human rights, such as discrimination, will not be tolerated. All moral, sexual and more generally illegal pressure, harassment and persecution are forbidden.

Recylex ensures equal chances for all in terms of careers, job opportunities, labour relations and hiring. Human resource management and, more broadly, employee relations are based on the principles of mutual trust and respect to ensure that everyone is treated with dignity. Social dialogue is conducted with employee representative bodies, in compliance with local regulations, labour union independence and pluralism in each country in which the Group operates.

Moreover, all Group's companies and any of their employees must comply with the applicable rules regarding employee privacy.

### 1.2. COMPANY POLICY REGARDING HEALTH, SAFETY AND ENVIRONMENT

Being a key player in the circular economy, the Group's first duty is to ensure environment protection as well as health and safety of its employees and stakeholders. Preserving the environment is one of the key drivers of the Group's long term performance.

Therefore, the Group is particularly attached to protect the environment by complying with the applicable regulations, to protect the health of its employees and maintain a sustainable performance. As such, all managers and employees

of the Group's companies must therefore be particularly involved in the Group's policy on Health, Safety and Environment.

All companies have their own sustainable development charter or policy which is managed at each plant or site's level.

In order to achieve this objective of HSE footprint enhancement, the Group's companies undertake a wide range of appropriate prevention actions and are attached to establish reliable relationships with local stakeholders, Non-Governmental Organizations, local and environmental authorities.

### 1.3. COMPANY POLICY REGARDING POLITICAL ACTIVITY

Recylex, as well as all its subsidiaries are not affiliated to any political party or organization. However, the Group respects the personal commitments of its employees who participate as citizens in public life. Any employee involved, as part of his or her personal activities, in political activities, decision-making process by a State, a public authority or a local authority shall refrain from taking part in any decision involving the Group or one of its entities and shall never communicate or act in the name of the company.

The Recylex Group complies with legislation prohibiting or regulating the funding of political parties and candidates for election to public office. In this framework, any decision to, directly or indirectly, contribute to funding a political activity must receive the prior approval of the general management of the Group, which is responsible for verifying the legality and assessing the appropriateness of the proposed funding.



## 2. BUSINESS LOYALTY

### 2.1. COMPANY POLICY REGARDING CRIME PREVENTION

In order to aid in promoting lawful conduct, the Recylex Group has adopted the present Code of Ethics which refers to the ethical standards and criminal laws which the employees of each company of the Group must honour at any time. In order to secure compliance in all of the Group's activities and avoid all risk of criminal misconduct, Recylex has adopted the following crime prevention policy designed to promote prevention, detection, reporting and punishment of improper conduct of Group's employees.

The Recylex Group's crime prevention policy requires that:

- Every employee acting on behalf of any entity of the Group fully complies with all criminal laws of the jurisdictions in which the Group operates.
- Every employee acting on behalf of any entity of the Group shall exercise due care when delegating substantial discretionary authority (as far as such delegation is authorized) to insure that individuals selected are well informed and understand their responsibility to comply with any applicable laws as well as the Recylex Group's Code of Ethics.
- Every employee acting on behalf of any entity of the Group refrain from taking part or being involved in any way in any alleged or actual criminal activities.

Every Group companies' employee is responsible for acquiring sufficient knowledge of the criminal laws and regulations applicable to his or her particular duties in order to be able to identify and anticipate potential risks and to know when to seek legal advice particularly in financial, environmental, and security issues.

Any employee of the Recylex Group having doubts or questions as to the compliance with any criminal laws or regulations of any contemplated undertaking should immediately refer to his or her supervisor or request the advice of the Recylex Group's Legal Department.

### 2.2. COMPANY POLICY REGARDING ANTI-COMPETITION

All Recylex Group's employees are to strictly adhere to applicable laws and regulations regarding anti-competitive practices wherever they may apply, in the national territory or in foreign countries. In the sphere of anti-competitive practices, the misconduct of a single employee can involve the employee himself, his immediate superior, the management and the Recylex Group in difficult and costly administrative and judicial proceedings which can result in injunctions, fines, and even imprisonment in some jurisdictions.

The laws and regulations concerning anti-competitive practices are founded on the principle that free competition, without any arrangements among competitors, is the best means to serve the public interest. Therefore, it is strictly forbidden to participate in agreements or arrangements which would violate the laws and regulations, especially those in the area of anti-competitive practices.

The following are non-exhaustive examples of activities that infringe upon laws and regulations concerning anti-competitive practices:

- Agreements or discussions to:
  - a) Directly or indirectly fix prices, rebates or terms of sale,
  - b) Limit or control production, technical development or investments,
  - c) Divide markets, clients or sources of supply.
- Agreements or practices tending to apply unequal terms to trading partners, to impose upon them terms contrary to normal commercial practices or to refuse to deal with them for a wrongful reason.

Any employee of the Recylex Group having any doubts as to the compliance of any contemplated undertaking with laws relating to anti-competitive practices should immediately request the advice of the Recylex Group's Legal Department.

### **2.3. COMPANY POLICY REGARDING CONFLICT OF INTERESTS**

Each employee has an obligation to act in an honest and fair fashion vis-à-vis the Group and all its subsidiaries. No employee may permit the existence of a situation in which his obligations to the Group might be in conflict with his personal interests or his obligations vis-à-vis other individuals or entities.

A conflict of interest arises in situations where an employee or a member of his or her family could directly or indirectly benefit from a contract with or a transaction by the Group or one of its subsidiaries. A conflict would also arise if the employee causes or permits a transaction to occur or a contract to be signed between the Group and a business in which the employee or a member of his family has a substantial financial interest or any other kind of interest. In these circumstances, and in other cases where the employee is in doubt as to a particular transaction or relationship, this employee should bring the matter to the attention of his supervisor. Notwithstanding any prior approvals, in the event of any change in the circumstances related to the potential conflict of interests, a new report and new approval are required.

An employee must never solicit gifts, entertainment or other personal favours from a supplier, customer, competitor or any third party to the Group and in no case shall he/she accept gifts, entertainment or other personal favours. No employee shall make any direct or indirect payment or expenditure or give any gift, to influence, or as would appear to influence, any person in his/her relations with the Group or the Company.

An employee may not use any confidential commercial, technical, financial or other information concerning the Group for his personal benefit or disclose any such information to third parties without being specifically authorized to do so.

### **2.4. COMPANY POLICY REGARDING PAYMENTS AND EXPENDITURES**

No undisclosed or unrecorded funds or accounts may exist, directly or indirectly, for any reason whatsoever.

No direct or indirect payment or expenditure on behalf of any entity of the Recylex Group shall be authorized or effected for the purpose or intention that all or part of such payment or expenditure be used for purposes other than those designated in the documents supporting such payment or expenditure.

Operations and transactions carried out by any entity of the Recylex group shall be fully, accurately and honestly recorded in the accounts of the concerned company in compliance with applicable regulations and internal procedures. Any employee recording accounting data must do so accurately and honestly and ensure that each entry is properly documented. All transfers of funds require special vigilance, particularly with regard to the identity of the recipient and the purpose of the transfer.



### 3. COMMUNICATION FAIRNESS

#### 3.1. COMPANY POLICY REGARDING INTERNAL COMMUNICATION

A true personal involvement in reliable reporting of everyone at Recylex is the corner stone for an honest communication. The Group requires that any employee, at whatever level of responsibility, take the greatest care in ensuring the quality and accuracy of the information he or she elaborates and transmits within the Group or on behalf of any companies of the Group.

Every employee shall take part in the risk management process and shall facilitate the identification and correction of problems. Every employee shall meticulously and diligently take part in any investigations, reviews and audits carried out as part of internal or external controls.

Any obstruction of proper execution of controls and audits performed by any Group's company departments, statutory auditors or and any failure to disclose information as part of such controls and audits is prohibited and constitutes serious infringement of these rules.

#### 3.2. COMPANY POLICY REGARDING CORPORATE DISCLOSURE

Recylex SA, ultimate parent company of the Recylex Group, is a listed company on Euronext Paris, the French stock Exchange. Therefore the Group complies with financial regulations and requirements notably regarding insider information. Moreover, the Recylex Group has great concern on the quality and reliability of the information it communicates, notably to its employees, shareholders, stakeholders and the public at large.

These legal requirements and consequent communication constraints must be strongly respected by all employees and business partners of the Recylex Group, in every activity and country the Group operates.

An employee must not disclose outside the Group any confidential information he or she holds as a result of his or her duties or as a consequence of

belonging to the Group. An employee must not disclose any confidential information to other Group employees not authorised to receive it. In particular, any information relating to results, forecasts and other financial data, acquisitions and divestments, commercial offers, purchasing prices, selling prices, new products, services, know-how and human resources must be considered as strictly confidential.

Any communication relating to any company of the Recylex Group addressed to the media or to the financial community may affect the Group's image or its share price and must be carefully prepared. Relations with the media, investors, financial analysts, public institutions or other communication targets are falling under the exclusive competence or validation of the Group's General Management (Chief Executive Officer, Chief Financial Officer) as well as the Group's Communication department. All General managers or employees of any entity of the Recylex Group having doubts as to the confidentiality or sensitivity of any information to be disclosed internally within the Group or externally to any third party should immediately ask for the advice of the Group's Communication Department before acting.

Employees using social media (such as, but not exhaustively, Twitter, Facebook, LinkedIn, Periscope, Instagram, etc.), having personal blogs or posting comments on websites are not authorized to disclose any information or content nor to express any opinion in the name or on behalf of the Group or of any of its subsidiaries without proper authorization from the Group's Communication department.

### **3.3. COMPANY POLICY REGARDING INSIDER INFORMATION AND TRANSACTION ON THE RECYLEX SHARE**

Stock market transactions carried out by employees, both in the line of duty or in a personal capacity, that involve the listed shares of Recylex SA shall comply with the laws and regulations governing financial activities.

Circulation of false information, communication and use of privileged information having or likely to have an impact on the Recylex share price are subject to legal prosecution.

It is in particular the duty of every employee to ensure the confidentiality of all undisclosed information that could influence the price of the Recylex share before the information is made public by authorised persons.

An employee shall not trade in the share of Recylex SA directly or derivatively, while in possession of inside information and shall not disclose any inside information to any third party. Inside information is any kind of information that if communicated would have a significant impact on the Recylex stock price.

The direct or indirect use of such information for personal profit or to enable a third party to carry out a stock market transaction is prohibited and subject to criminal prosecution.

If an employee is in doubt about whether he/she is in possession of inside information and/or whether he or she can trade the Recylex share, he/she should consult the Group Legal Department.



## 4. IMPLEMENTATION

### 4.1. AWARENESS AND COMPLIANCE TO THE CODE OF ETHICS

This Code of Ethics is sent and made available to all employees within the Group. Every new employee will be given a copy at his arrival date. It is also available on the Recylex Group website.

Each employee of any Recylex Group entity is responsible for complying with these rules in accordance with his/her duties and responsibilities. Each employee must be vigilant with regard to his or her own conduct and to that of his or her team members and the employees he or she manages.

Each company managing director or plant manager of the Group must organize each year a training in order to obtain from every administrative employee or team leader under his supervision an attendance report stating whether:

- Such employee has read and understood the Group's Code of Ethics
- Such employee is in compliance with each of the policies of the Group's Code of Ethics.

In connection with any employee's duty to report any suspected abuses of the Group's Code of Ethics or Crime Prevention Policy or suspected criminal conduct, he/she should understand that he/she has a duty not to ignore facts and circumstances which would reasonably indicate misconduct.

The Human Resources Department of each legal entity of the Recylex Group will annually report to the General management of Recylex SA which will inform the Audit Committee of Recylex SA as to the compliance with the Policies by his company's employees.

If any employee of the Group's companies feels that any legal or regulatory provision or rules set in this document are not being or may not be complied with, he or she must report it to his or her direct manager or to the employees representative bodies.

Complementary to these open reporting channels, if the facts to be reported do not match up with these channels or if the answer to the reporting is not sufficient, the employee can use a dedicated confidential whistle blowing platform. The

reporting of a noncompliance to the Code of Ethics or to the law will be dealt by the Group's Legal Department which will ensure confidentiality of the whistleblower identity.

This platform must be used exclusively on the following topics:

- Finance, accounting, banking, fight against corruption and fraud (section 2.1 and section 2.4);
- Anti-competitive practices (section 2.2);
- Fight against discrimination, pressure, harassment and persecution at work (section 1.1);
- Health, Hygiene and Security at work (section 1.2);
- Environmental protection (section 1.2).

In case of any doubt, the Group's Legal department or the General Management of the Group's concerned entity should be consulted.

### 4.2. SANCTIONS

It is recalled that these rules, which have been examined and approved by the Board of Directors of Recylex SA as well as by the corporate legal representatives of all its subsidiaries, are compulsory and that everyone within the Recylex Group is subject to them, whatever his or her position.

Any failure on the part of any employee of any entity of the Recylex Group to comply with these rules constitutes a fault and may be subject to appropriate disciplinary sanctions, in accordance with the applicable laws and regulations.

No manager or employee may intimidate or provide any form of retribution to any employee who makes a report of any infringement to these policies.

Employees having any questions or difficulties concerning these rules or their implementation should contact the Group's Legal department.