



SEMLEX GROUP

CODE OF CONDUCT

2021-2022



Since 1992

SEMLEX GROUP

Established in 1992, SEMLEX GROUP has a broad expertise in the development, integration, operational management and delivery of biometric identification systems covering various aspects of identification and authentication solutions.

Operating in more than 30 countries all over the world, SEMLEX GROUP provides supra-national governments and organizations with trustworthy identification and authentication systems as well as official papers that are highly secure thanks to the integration of biometric technologies, trust techniques and other integrated security systems.

With a view to facilitate the purchase of biometric recognition systems, SEMLEX GROUP designed “à la carte” financing solutions that allow their customers to spread their investments on an ongoing basis following the state of progress of a project.

SEMLEX GROUP basically operates according to a « Build, Operate and Transfer » (BOT) system, meaning that it provides its customers with turnkey systems, takes over all the investments that are required for the project implementation, bears all its operation costs, and carries out the maintenance without any need for its customers to bear any project related cost.

Driven by a constant innovation spirit, SEMLEX GROUP continues to develop and perfect new technologies aimed at constantly improving its customers’ security level and satisfaction.

GOALS AND VALUES

1. GOALS OF THE CODE OF CONDUCT

The present Code of Conduct sets out the general rules of conduct and describes the principles followed by SEMLEX GROUP during the conduct of its business and operational activities. These rules and principles derive from the values adopted by SEMLEX GROUP and must be complied with by all the members of its staff.

The management of SEMLEX GROUP undertakes to maintain its reputation by defending its values so that SEMLEX GROUP may always be seen as a reliable and trustworthy professional partner. Within the group, the management of SEMLEX GROUP embraces strict conducts in compliance with the present Code of Conduct and sets a good example for its staff members.

The Code of Conduct will be subject to a yearly review or whenever necessary so that it is always in line with the values and activities carried out by SEMLEX GROUP.

The responsibility for the Code of Conduct pertains to the Board of Directors of SEMLEX GROUP that endorses each of its reviews.

The Code of Conduct and its subsequent amendments are notified to all staff members of SEMLEX GROUP, including its management members.



SEMLEX
GROUP

2. VALUES OF SEMLEX GROUP

INTEGRITY

SEMLEX GROUP focuses on the integrity and respect of its values within its business and operational activities. SEMLEX GROUP is aware that its staff members adopting an upright behaviour compliant with its values promotes its growth on the biometry market, strengthens its position in relation to its competitors and contributes to the efficiency of its services and satisfaction of its customers' needs and expectations.

TRUST AND RESPECT

SEMLEX GROUP cares for creating and keeping long-term trust relationships with its customers and business partners. To do this, SEMLEX GROUP undertakes to abide by its commitments, to consider its customers' expectations, to adjust to their socio-economic context and their environment, and always comply with the laws and regulations that are enforceable within those jurisdictions where it carries out business and operational activities.

QUALITY AND EXCELLENCE

SEMLEX GROUP undertakes to abide by the highest quality standards (ISO 9001 :2015 certified) and to adopt a constant improvement approach which strives for excellence when providing its services on its customers' behalf. These quality and excellence pragmatic concepts are shared by all SEMLEX GROUP staff members that, in a daily concern for improvement, integrate them into their operation.

RESPECT FOR THE ENVIRONMENT

SEMLEX GROUP undertakes to implement all the means that are required for the environmental protection by preserving its ISO 14001 :2015 certification, prevent pollution and decrease environmental impacts in connection with its business and operational activities, especially by a balanced management of consumption and waste, as well as by optimising the energy performance of buildings.



FIELD OF APPLICATION

The current Code of Conduct applies to the overall staff members of SEMLEX GROUP and covers the overall areas where SEMLEX GROUP deploys its business and operational activities.

« Staff members » designates both internal and external collaborators of SEMLEX GROUP, as well as members of its Board of Directors.

The external collaborators of SEMLEX GROUP (consultants, solicitors ...) are required to comply with the present Code of Conduct with a view to carrying out any task or assignment on its behalf.



FIGHT AGAINST CORRUPTION

SEMLEX GROUP knows very well that its business may not be developed within a sustainability context that would have any tolerance for corruption.

Therefore, SEMLEX GROUP forbids any form of corruption and pays particular attention to the corruption risks that may arise within its business activities.

By "corruption", SEMLEX GROUP targets « the abuse of the public or private functions for its own benefit » [1]. This equally covers fraud, fraudulent deceit, breach of trust, embezzlement and any other intentional act committed to the detriment of a state or a project, including the manipulation of project requests, financial reports and others , as well as the usage contrary to the intended purposes of funds, more precisely those cases where funds are used for other purposes than the ones that were agreed upon and approved.

Corruption may manifest itself in the form of various and multiple aspects and types, among other things:

- active [2] and passive corruption [3];
- facilitation payments;
- blackmail, fraud and asset embezzlement;
- nepotism [4];
- appropriation of the assets of a project for private usage purposes; and
- influence peddling for taking a private advantage.

When they materialize, the corruption risks may entail imprisonment, criminal penalties, exclusion from public market procedures, exclusion from the list of accredited companies for certain public markets, dissolution of the company, tax consequences, as well as the damage of the company's reputation due to the infringement circumstances being published in the press.

[1] OCDE (2008). Corruption : Glossaire des normes pénales internationales (glossary of international standards).

<http://www.oecd.org/fr/daf/anti-corruption/41194464.pdf>

[2] Active corruption is the act to offer, promise or grant a benefit, in a direct or indirect manner, to a public agent, for its own or a third party's benefit, with a view to encouraging this party to accomplish or refrain from accomplishing any act that is relevant to the extent of its responsibilities.

[3] Passive corruption is the act made by a public agent, in a direct or indirect manner, to request, accept or receive an offer, a promise or an advantage for himself or for a third party-, in return for accomplishing or refrain from accomplishing any act that is relevant for the application field of its responsibilities.

[4] Active and passive promotion of family members, other relatives or close friends.

1. COMPLIANCE WITH LAWS AND REGULATIONS

With a view to restricting legal risks and damage brought to its reputation, SEMLEX GROUP intends to comply with the overall rules in force with respect to the fight against the corruption of public agents, that is:

- The OECD Convention regarding the fight against corruption [5];
- The United Nations Convention against corruption [6];
- The criminal Convention regarding corruption of the Council of Europe [7];
- The civil Convention regarding corruption of the Council of Europe [8];
- The “Foreign Corrupt Practices Act”;
- The “UK Bribery Act”;
- The law of the 10th of February 1999 with respect to the repression of corruption; and
- The law of the 4 th of May 1999 establishing the legal entities’ criminal liability.

2. PREVENTIVE MEASURES

SEMLEX GROUP implemented internal preventive measures aimed at preventing and detecting, in due time, possible cases of corruption with a view to preventing it in a sustainable and efficient way.

Binding and clear behaviour rules aimed at ensuring a high degree of integrity and make efficient these internal preventive measures for fighting against corruption were adopted as well. They are especially aimed at:

- Assessing the possible corruption risks which SEMLEX GROUP and its staff members may be subject to (paragraph 2.1);
- Framing the « presents and entertainment » that the staff members of SEMLEX GROUP may receive or give within their business activities (paragraph 2.2); and
- Appointing a person in charge of the actual implementation of these rules and internal preventive measures (« compliance officer ») (paragraph 2.3).

[5] http://www.oecd.org/fr/daf/anti-corruption/ConvCombatBribery_FR.pdf

[6] https://www.unodc.org/pdf/corruption/publications_unodc_convention-f.pdf

[7] <https://www.coe.int/en/web/conventions/full-list/-/conventions/rms/090000168007f3f8>

[8] <https://www.coe.int/en/web/conventions/full-list/-/conventions/rms/090000168007f3f9>

2.1. ASSESSMENT OF CORRUPTION RISKS

The assessment of the corruption risks that SEMLEX GROUP may be faced with is a global and constant process that allows to understand the exposure of SEMLEX GROUP to the corruption risks and carry out, on a regular basis, all the amendments that are required to correct the gaps or improve the procedures that control and reduce these risks while carrying out its business activities.

The assessment of corruption risks is part of the overall assessment of risks presented by SEMLEX GROUP and considers both external and internal risks:

External:

- Country related risks: some countries (or some areas) suffer from a higher corruption perceived risk arising from the lack of anticorruption laws, a weak enforcement level, weak public institutions, or a global lack of transparency.
- Operation related risks: a special vigilance is required for the business operations with governments, governmental agencies, and public companies; this equally applies to high value operations and business activities subject to licences or permits delivered by civil servants.
- Trade partnership related risks: trade partnerships such as joint-ventures, consortium, agents, intermediate bodies, subcontractors, or any types of third parties, may eventually represent a risk factor.

Internal:

- Company's structure: If the number of employees gives an idea with respect to the company size, it is also wise to have a deeper overview regarding the shareholders and groups it is related to. Pay particular attention to the branches or any other entities that would not be directly managed by the company or subject to a joint control.
- History of complaints, disputes, and external investigations: in presence of current or past legal issues, an analysis of their impact and their recurrence is required (with the support of legal experts or solicitors that are not part of the company).

In any circumstances, SEMLEX GROUP keeps documented records with respect to the identification of its business partners, terms of their engagement and amounts that were paid to them.

The risk assessment includes the assessment of likelihood and their possible consequences. This is how appropriate limiting measures may be defined, implemented and be subject to monitoring.

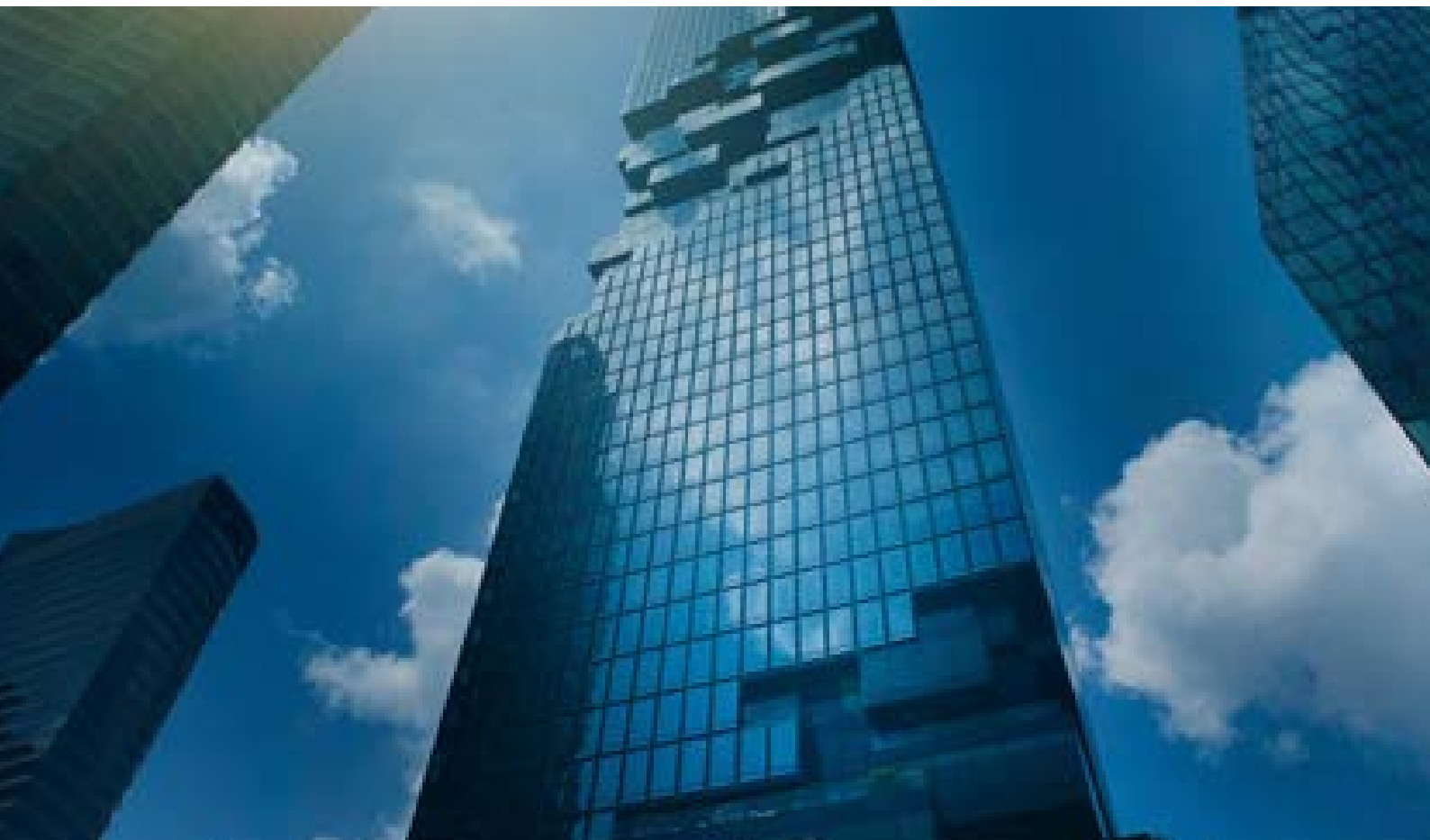
2.2. PRESENTS AND TOKENS OF HOSPITALITY

Presents and tokens of hospitality being such as to express a feeling of friendship or welcome guests, going hand in hand with habits and customs, they may serve as subterfuges for corruption. Thus tokens of hospitality perceived as natural in a country may be deemed to be considered illegal by the laws in force in another.

Presents are item gifts and, in some cases, of money gifts. Presents are given in certain occasions such as a New Year celebration, a birth or an anniversary, a marriage, or for expressing gratitude or friendship. In a business world, presents are given to customers or between people so as to reinforce connections.

Extravagant presents, aside from what is socially common and acceptable, may be a subterfuge for corruption, creating a moral reciprocity obligation. Frequent and generous presents create a climate that favours a preferential treatment when the recipient is obliged to take a decision that has an impact on the donor.

Tokens of hospitality consist of expenses made for entertaining the guests, for instance by inviting them to a luxury restaurant, or to famous sports or cultural shows, or also by covering their travelling and subsistence costs. Extravagant tokens of hospitality may also represent a subterfuge for corruption. In this context many countries foresee strict rules regarding the presents and tokens of hospitality the public agents may benefit from.



- **Rules that apply to the receipt or offer of presents and/or tokens of hospitality:**

1. Staff members of SEMLEX GROUP cannot receive or offer presents or tokens of hospitality when this present or token of hospitality risks to inappropriately influence the recipient's judgement or may leave this impression.
2. Staff members of SEMLEX GROUP may only accept or offer reasonable tokens of hospitality or presents of a symbolic value that are appropriate for the circumstances. No employee can accept or offer a present or token of hospitality if, by doing this, he might suspect an attempt to perniciously influence the nature of the relationship.
3. When he/she considers the pros and cons presented by a situation, the staff member of SEMLEX GROUP may, in case of doubt, ask his/her compliance officer for advice before accepting or offering a present or a token of hospitality, whatever this may be.
4. The staff members of SEMLEX GROUP cannot give or receive presents and/or tokens of hospitality of an amount equal to or higher than Eur 250 (or its equivalent amount in another currency).
5. The management of SEMLEX GROUP may, if applicable, consider that a present or a token of hospitality of an amount higher than the indicated threshold is justified, considering the circumstances. In such a case, the present or token of hospitality must be previously and individually approved by the compliance officer of SEMLEX GROUP who will keep records of this present or this token of hospitality in the « records of presents and hospitality ».
6. The exchange of cash and cash equivalents (e.g. securities or gift-cards) is by no means acceptable.
7. So-called « facilitation » payments (small amounts of money intended to speed-up or ensure an administrative operation) are not authorised.
8. Presents or tokens of hospitality received or given and later rejected by the compliance officer must always be entered into the presents and hospitality records.

Besides complying with the mentioned principles and rules, the staff members of SEMLEX GROUP are also invited to use their common sense when it concerns giving or accepting presents or tokens of hospitality within the context of business relations.

2.3. APPOINTMENT OF THE COMPLIANCE OFFICER

The Board of Directors of SEMLEX GROUP takes all the required steps so as to ensure that a function of independent and permanent Compliance can be established on a permanent basis.

The compliance officer appointed to ensure this function must come with sufficient warranties as far as independence is concerned and possess the required skills, experience, knowledge and time to ensure this function in an effective manner.

The assessment of the appropriateness and efficiency of the present Code of Conduct as well as of the monitoring, the inspection, and the examination of its compliance, including the instructions that derive from it, fall into the field of competence and liability of the compliance officer.

For any question regarding the offer or the receipt of presents and/or tokens of hospitality, the staff members of SEMLEX GROUP can contact the compliance officer at the following email address:
compliance@semlex.com.

The staff members of SEMLEX GROUP can also use this channel to contact the compliance officer and inform him/her of any legitimate concerns with respect to important breaches of the values embraced by SEMLEX GROUP, the rules enacted by the present Code of Conduct or with respect to a conduct contrary to ethics or illegal.

The compliance officer is responsible for keeping and updating the « presents and hospitality » records, together with the communication and awareness-raising of the staff members of SEMLEX GROUP to the company's values and rules enacted by the present Code of Conduct.

The compliance officer also benefits from direct access to the Board of Directors of SEMLEX GROUP in order to make them any suggestion intended to improve the efficiency of the present Code of Conduct.



WHISTLEBLOWING/INTERNAL ALERT

Each staff member of SEMLEX GROUP may communicate to the management of SEMLEX GROUP his/her legitimate concerns regarding important breaches of the values embraced by SEMLEX GROUP, the rules enacted by the present Code of Conduct or any conduct contrary to ethics or illegal, by contacting the compliance officer at the following email address: **compliance@semlex.com**.

The compliance officer will analyse if the complaint submitted by the staff member is serious and legitimate before sharing it with the management of SEMLEX GROUP.

Only « whistle blowers » acting in good faith will be protected against any direct or indirect disciplinary action or any decision with similar scope.

The compliance officer makes sure that the present whistleblowing procedure is compliant, at any time, with the laws that apply in terms of private life protection.

DISCIPLINARY ACTIONS

Any conduct that is contrary to the values adopted by SEMLEX GROUP or to the rules enacted by the present Code of Conduct is liable to disciplinary actions that may result, if applicable, in the offender's dismissal.

BIOMETRIC
IDENTIFICATION

