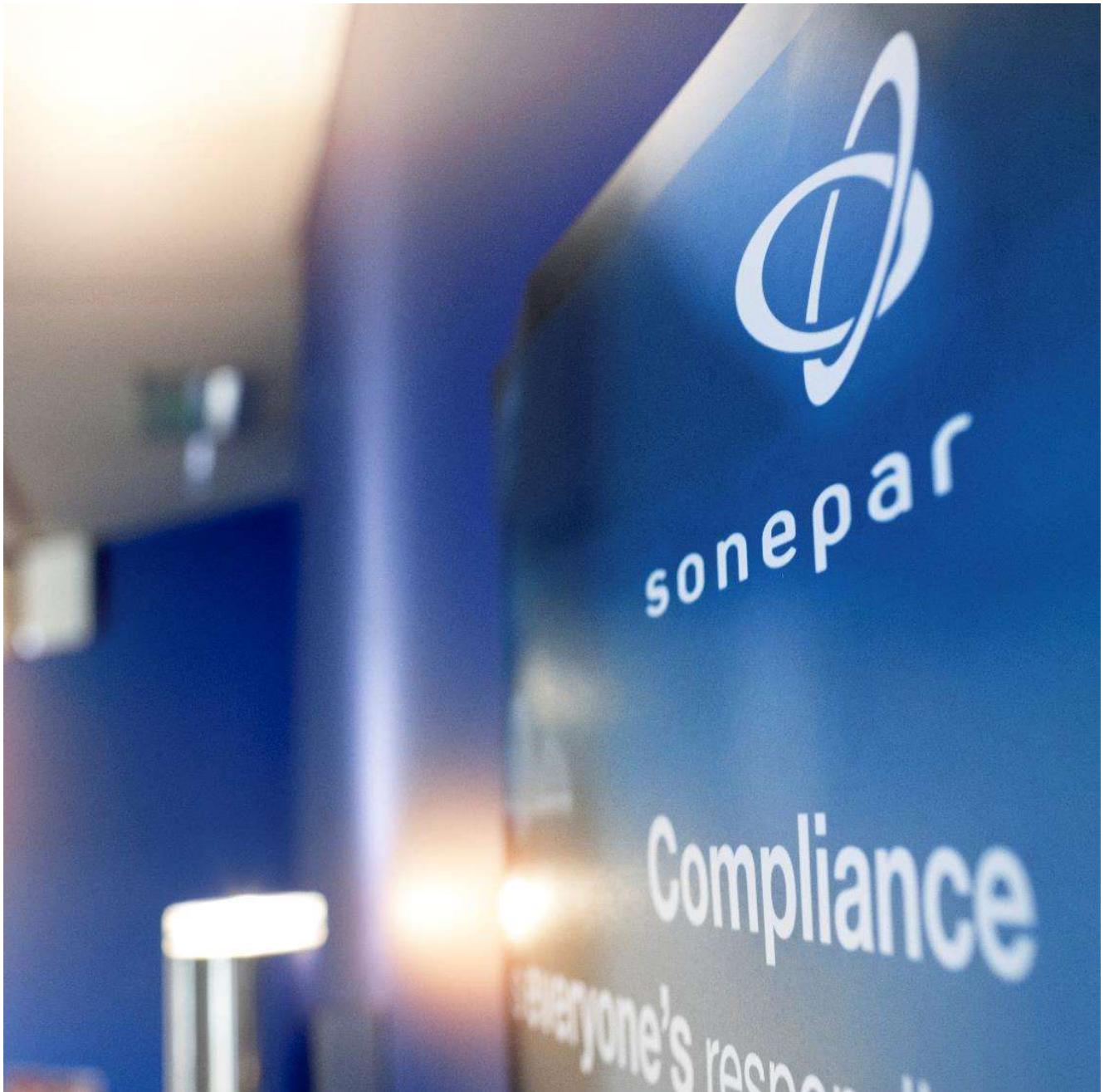


# WHISTLEBLOWING POLICY



January 31, 2020

*For internal use only*

<b>Policy 210</b>	<b>WHISTLEBLOWING POLICY</b>
Scope	Applicable to all associates of the Sonepar Group (“ <b>Sonepar</b> ”)
Entry into force	January 31, 2020
Updated on	
Version	1

Sonepar is committed to the highest standards of ethics and legal compliance.

To achieve this objective, Sonepar requires the active participation of all its managers, associates and stakeholders.

## 1. POLICY

Sonepar has established a whistleblowing policy (the “**Policy**”) to provide a way for those who are aware of circumstances or behaviors which they believe, in good faith, could represent violations of Sonepar’s Code of Conduct, Supplier Code of Conduct, policies and procedures and/or of applicable laws and regulations, to identify and share those concerns.

Sonepar associates, business partners and third parties are strongly encouraged to report any such violations or possible violations.

### 1.1. Definitions

“**Central Contacts**” means a limited number of associates designated by the VP Legal and Compliance assigned from time to time to ensure the enforcement of this Policy and the entire whistleblowing process. Central Contacts have entered into appropriate confidentiality agreements.

### 1.2. What can be reported?

Such violation or possible violation may relate, without limitation, to the following areas:

- Human Rights;
- Discrimination;
- Harassment;
- Fraud;
- Corruption;
- Influence Peddling;
- International Sanctions and Embargoes;
- Data Privacy;
- Health and Safety;
- Environment;
- Any crimes or offences.

### 1.3. Key Principles

- **Confidentiality**

All reports made under this Policy shall remain confidential within the whistleblowing process.

The identity of the whistleblower, of those affected by the alert and any document shared in connection therewith will only be shared with those who need to know in order to perform an effective investigation, after having signed a confidentiality agreement.

Every effort shall be made to keep the number of persons entrusted with this information to a minimum.

All persons involved in an investigation will be informed of the importance of the confidentiality of the process.

Improper disclosure shall subject the person making the disclosure to discipline action.

Sonepar reserves the right to disclose the identity of a whistleblower if required to report the circumstances of an alert to an authority.

- **No retaliation**

Sonepar encourages its associates, business partners and any third party to share in good faith any situation or behavior it believes to represent a violation of Sonepar's Code of Conduct, Supplier Code of Conduct, policies, procedures or applicable laws.

Accordingly, Sonepar, its business partners and their associates shall take no action in retaliation against any person for making a good faith report or participating in an investigation under this Policy.

It is expressly forbidden for any Sonepar associate or stakeholder to discharge, demote, suspend, threaten, harass, or in any way discriminate against, a person based upon any good faith alert by a person or his/her participation in investigating such an alert.

Any person found to have retaliated against another for making a report or participating in good faith in an investigation shall be subject to discipline action, up to and including termination.

Sonepar reserves the right to take disciplinary action and any other appropriate actions against a person who violates this Policy by knowingly making false and/or malicious statements against another with the intent of misleading or wrongfully initiating an investigation.

Also, if the whistleblower is responsible for conduct that is found to be a violation of Sonepar's Code of Conduct, Supplier Code of Conduct, policies and/or procedures, or applicable laws, the whistleblower is not discharged of any responsibility under this Policy by reporting this violation to Sonepar.

- **Disclosure of identity**

The associate filing an alert under this Policy is encouraged to disclose his/her identity, job title and the entity for which he/she is working.

The identity of the whistleblower is preserved and secured.

Sonepar shall take all reasonable steps to protect the associate from any harm against him/her resulting from such filing.

An anonymous complaint may also be investigated by Sonepar depending on the *prima facie* seriousness of the allegations and documents produced.

- **Acting in good faith**

Any associate making a report must act entirely in good faith, in a selfless spirit and have reasonable grounds and evidence to believe that a violation of Sonepar's Code of Conduct, Supplier Code of Conduct, all other policies and procedures and/or of applicable laws and regulations has occurred or may occur.

Any filing of an alert that, following investigation by Sonepar's compliance resources, proves not to be substantiated and made in bad faith or maliciously, or made knowing the information to be false, is a serious offence and may entail disciplinary measures, leading up to and including termination of employment, without prejudice to legal action.

- **Personal Data Protection**

Data collected through the Sonepar's whistleblowing system is processed in accordance with the requirements of the European General Data Protection Regulation (GDPR).

All necessary precautions are adopted to preserve the security of the data during collection, communication or retention.

You have the right to access, modify and rectify your personal data.

## **2. PROCEDURE**

### **2.1. How to raise a concern?**

For associates, referring the matter to his/her manager is the preferred option.

If an associate is uncomfortable sharing concerns with his/her line manager, an associate can contact Sonepar's Human Resources Department (either at headquarter or local level) or the Group General Counsel's Office ([groupcompliance@sonepar.com](mailto:groupcompliance@sonepar.com)).

If an associate does not wish to interact with Sonepar's personnel, or if the person wishing to report is outside of Sonepar, a confidential whistleblower reporting system is available. It is provided by an independent third-party provider selected by Sonepar. Reports can be made at any time, 24 hours a day, in 20 different languages.

The platform can be accessed via the following link: [www.sonepar.com/alert](http://www.sonepar.com/alert).

The reporting process is encrypted, and password protected. Communication with the whistleblower takes place on this secured platform.

### **2.2. What information should be provided?**

All reports should be as factual and complete as possible. Although the whistleblower's opinion may be requested during the process, speculation should be avoided.

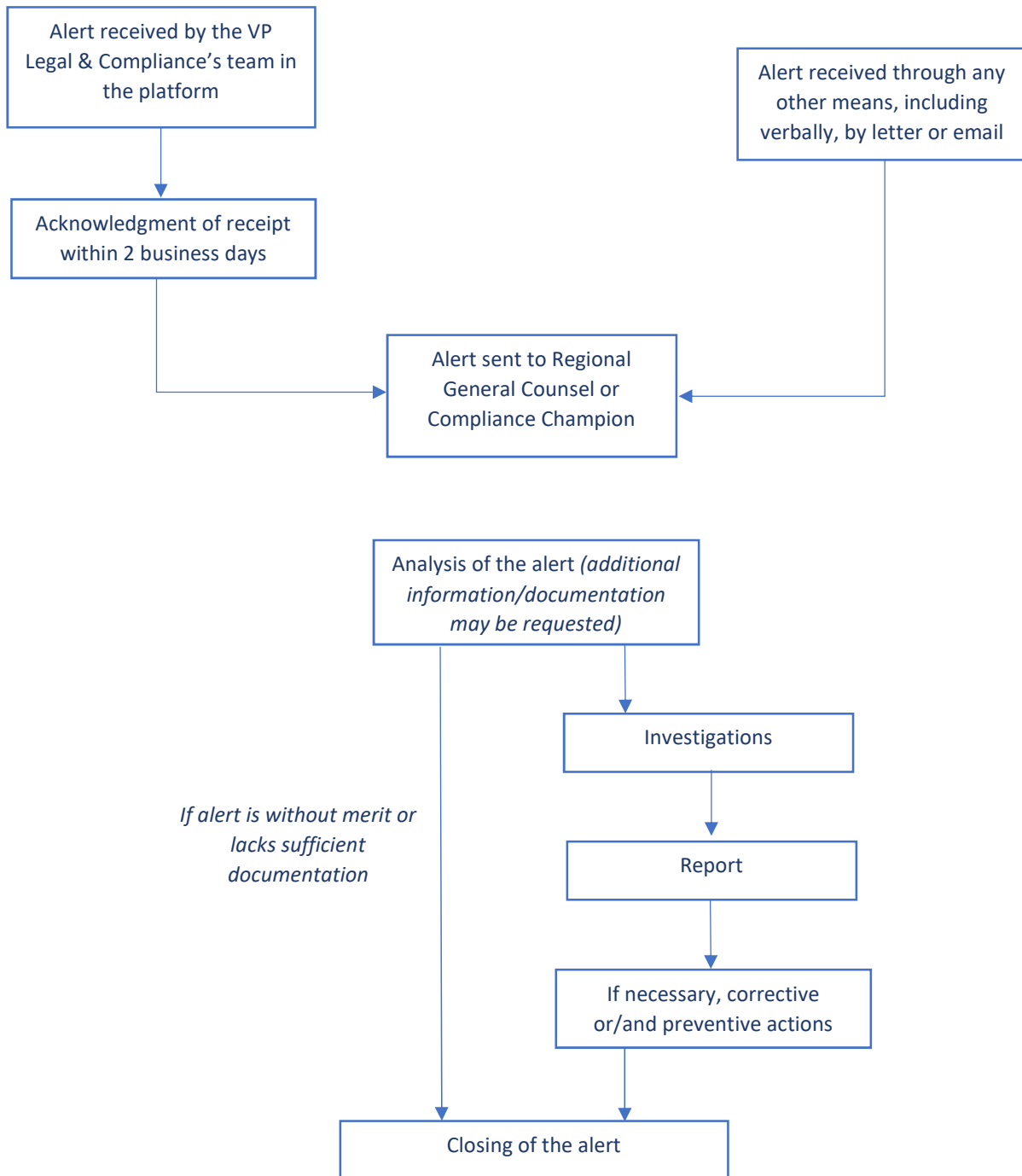
Reports should contain information answering the following questions:

- What happened?
- When did it happen?
- Who was or is involved?
- Are the circumstances ongoing?
- What is the risk or urgency of the situation?
- How does the whistleblower know about these circumstances?
- Are there witnesses or any other people affected by the situation?

If a whistleblower has documentation or other supporting evidence, he/she should make that known and available on the platform.

### 2.3. What happens after an alert?

All reports, regardless of the method of reporting or the person receiving the report, shall be handled in accordance with the following procedure:



The Regional General Counsel and/or Compliance Champion, in coordination with the Central Referents, will consider the facts related to the report and determine how best to investigate, which may include review of documents and interviews of relevant individuals, including of the whistleblower.

Any associate contacted as part of the investigation shall cooperate and provide true and factual answers.

External counsels (forensics, law firms, etc.) may be appointed to assist in the investigation and/or preserve legal privilege.

Periodic reports will be provided to the VP Legal and Compliance on the status of the investigation and conclusions and recommendations will be summarized in an investigation report, which is sent to the VP Legal and Compliance. This report shall contain (i) a summary of the allegation, (ii) a description of the investigative steps followed, (iii) the findings and (iv) recommendations of remedial actions (corrective and preventive actions), if appropriate.

Appropriate steps to address the conclusions of the investigation, if needed, will be recommended by the Regional General Counsel and/or Compliance Champion to the local management team, with information to the VP Legal and Compliance.

The fact that the investigation has been completed will generally be shared with the whistleblower, absent other constraints or factors, shall the whistleblower have acted in good faith.

Sonepar reserves the right to decline to investigate alerts that clearly lack merit or do not contain sufficient information to allow for a meaningful investigation, although efforts will be made to obtain further information from the whistleblower before closing the alert. Records of the decision to close the alert shall be kept.

Sonepar takes the necessary measures to ensure the destruction of elements to preserve the confidentiality, should no further action be taken towards the alert, to the extent permissible by laws and by confidentiality obligations.

Any doubt, question or concern about this Policy?

Speak to your manager, the General Counsel Office ([groupcompliance@sonepar.com](mailto:groupcompliance@sonepar.com)), someone from the Legal, Risk & Compliance Network or your HR Department. They will be able to assist you!