sonepar
Powered by Difference

Code of Conduct

December 2024

"Integrity begins **with me!**"

Sonepar Code of Conduct

As Sonepar associates, we must uphold integrity, transparency, and ethics in all our actions.

This Code of Conduct is the cornerstone for all integrity issues within the Group. It has been designed to guide our decisions and behaviors, in line with Sonepar's Purpose and values. It applies to everyone, without exception, everywhere, and covers all our activities in every country where we operate.

All associates are required to read, understand, and comply with the principles outlined in this Code of Conduct. To affirm this commitment, each associate must confirm their understanding by acknowledging the document.

Introduction from our President 2
Who we are 3
Our Purpose 4
Our values 5
Integrity begins with me! 6

Our Standards as an Employer 8

Prioritizing health and safety 10
Fostering human rights 11
Promoting diversity and inclusion 12
Sustaining a respectful workplace 13
Protecting our image on social media 14
Ensuring privacy and cybersecurity 16
Safeguarding our assets 17

Our Standards as a Business 18

Combatting corruption, bribery, and influence peddling 20
Dealing with gifts, invitations, hospitalities, and travel-related expenses 22
Averting conflicts of interest 24
Preventing fraud 25
Promoting fair competition 26
Protecting confidential and sensitive data 27
Selecting business partners 28

Our Standards as a Citizen 30

Caring for the environment 32
Contributing to local communities 33
Dealing with political contributions and lobbying 34
Complying with export control and trade sanction 35
Preventing money laundering 36
Ensuring accurate tax and financial reporting 37

Governance and Useful Links 38

Making the right decision 38
Speak up! 39
Useful links and contacts 40

Find out more on our integrity page:
www.sonepar.com/en/commitments/compliance-and-integrity

“Integrity starts with us.”

Philippe Delpech, Permanent representative of Colam Entreprendre, President

At Sonepar, we believe integrity is the cornerstone of our long-term success. As the world’s leading B-to-B distributor of electrical supplies, solutions, and related services, we are committed to upholding the highest ethical, social, and environmental standards. Every decision we make is guided by our Purpose: Powering Progress for Future Generations – ensuring we remain true to our values, no matter the circumstances.

Our Code of Conduct reflects the Group’s commitment to preventing and combating corruption, by integrating the findings from our corruption and influence peddling risk mapping. It also takes into account the impact of our activities on both our organization and the external environment, as determined by our double materiality risk assessment. In drafting this Code, we have also drawn on the Group’s experience, as well as on best practices from other prominent companies.

This approach ensures that our Code of Conduct is aligned with the realities of our operations and compliant with the high standards of the industry, thereby strengthening our culture of integrity and transparency.

The Code of Conduct is the foundation of our global strategy, outlining the principles and values all associates must follow in their daily business. It states our collective commitment to acting with integrity, complying with the law, and promoting a respectful and inclusive working environment.

At Sonepar, we have built a corporate culture rooted in respect, agility, and close collaboration with our customers.

This Code reflects those values, reinforcing our shared responsibility to upholding them across our global organization.

Each associate, at every level of the organization, is expected to understand and apply the principles outlined in this Code. By doing so, we ensure the trust of our customers, partners, and communities worldwide.

We encourage you to be vigilant and to speak up if you see or suspect behavior that contradicts the Code of Conduct. Our collective success hinges on our ability to uphold the strictest standards of conduct.

We are Sonepar,
Powered by Difference

Who we are

Sonepar is an independent family-owned group and the world leader in the B-to-B distribution of electrical equipment, solutions, and related services.

Our Purpose

At Sonepar, we believe that progress moves the world and makes lives better. Every day, through our business, our values, and the links we create, we are committed to serving future generations. It is for their future that we power progress.

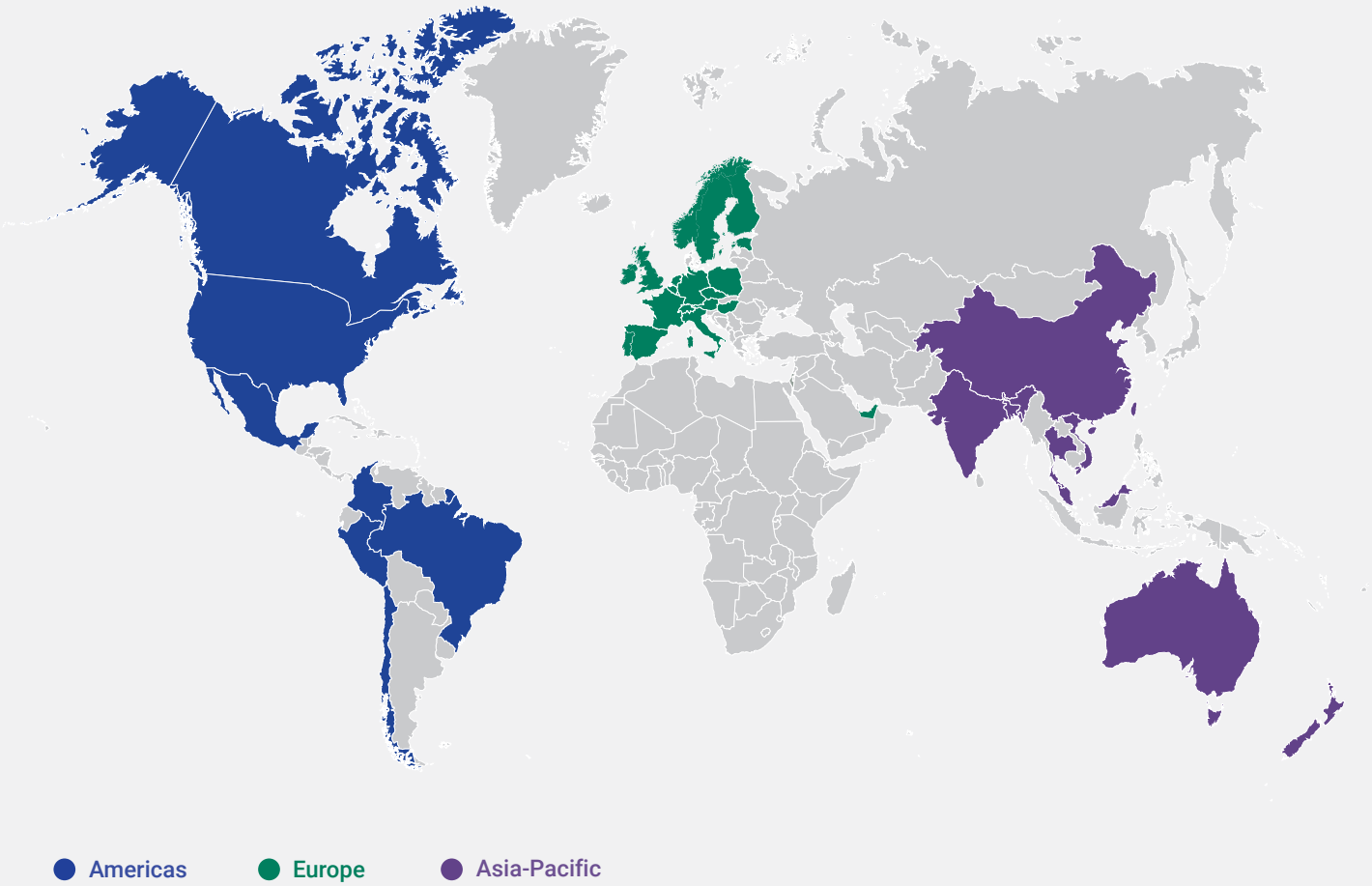
Our mission

As a trusted partner to electrical equipment makers, Sonepar makes life easier for its customers by selecting and distributing a wide range of products and services in major markets such as industry, construction, energy, and utilities.

Our ambition

Serving customers through an omnichannel experience, promoting best-in-class sustainability and ensuring associates a diverse and inclusive working environment through a unique purpose.

Our regional organization



Our Purpose

Humankind is facing giant collective challenges. Our Purpose is a way to channel all our energy towards these challenges. This is how we will serve the planet and its people for decades to come. In 2022, we started our journey to articulate Sonepar's Purpose. This means defining a bold affirmation of why we exist, what unifies us, and what needs we fulfill in society. This journey took place over several months, and involved all Sonepar's stakeholders: shareholders, associates, suppliers, customers, and external experts.

Powering Progress for Future Generations

Six bold commitments to make our Purpose both concrete and tangible

To root our Purpose in our core activities, Sonepar has set five impactful, Group-wide commitments, engaging associates and stakeholders around common initiatives and goals. Our shareholder Colam Entreprendre has set a sixth commitment.

Continuous Education

By 2028, Sonepar intends to provide annual sustainability training for all associates. Our salesforce will be the best trained in the electrical distribution industry to promote sustainable solutions.

Customer Sustainable Journey

By 2028, Sonepar intends to provide each customer with the lowest CO_2 alternative for every quotation.

Product Circularity

By 2028, Sonepar intends to use 100% of packaging coming from recycled materials and to recycle 100% of products returned to Sonepar by customers.

Gender Balance

By 2028, Sonepar intends to recruit annually at least 40% of women into its workforce.

Communities

By 2028, Sonepar intends to create the Sonepar Powering Community Program in every country in which it operates. This program will create and support dedicated education programs in its ecosystem, give opportunities to vulnerable people, and provide aid after natural disasters.

Colam Family Sharing

As of 2024, Sonepar's main shareholder, Colam Entreprendre, expanded share value creation by granting annual free shares to all Sonepar associates with minimum three years of seniority.

Our values

Our beliefs and behavior are founded on strong values. They drive our mission as a business. Every day, we make our customers' lives easier by providing products, logistics, and solutions to construction companies, industries, and utility organizations across the world. Our customer-centric approach leads to tailor-made solutions. And we give the same high level of service to all our customers. Everything we do, right across the world, is based on these four pillars.

Customer Centric

- Make customers' lives easier by bringing the magic of simplicity.
- Deliver better solutions through proximity and understanding of our customers.
- Anticipate needs and deliver improved customer benefits.

Committed to People and the Planet

- Celebrate our diversity and inclusivity because collectively we develop better solutions.
- Build long-term relationships based on mutual respect.
- Champion sustainable practices, driving the clean energy transformation.

Lead by Example

- Give our best performance in everything we do.
- Do what is right, making integrity and ethics the foundation of everything we do.
- Encourage the energy transition, inspiring customers and co-workers.

The Will to Dare

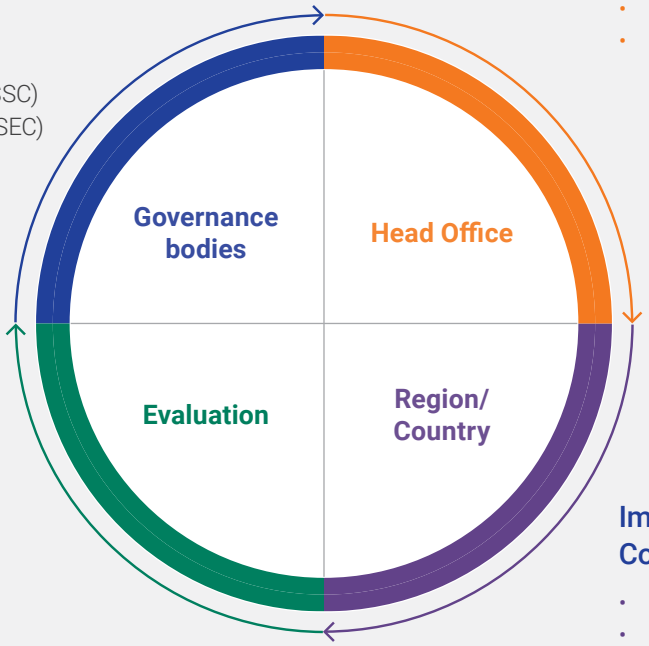
- Bring an entrepreneurial approach to the problems we solve.
- Dare to push boundaries to accelerate energy transformation.
- Always question, always explore.

Integrity begins with me!

Integrity Governance

Strategic decision-making and leadership

- Corporate Board
- Audit Committee
- President
- Sonepar Strategic Committee (SSC)
- Sonepar Executive Committee (SEC)



Design and supervision of the Compliance Program

- General Counsel
- Legal, Risk and Compliance Departments

Evaluating the effectiveness of the Compliance Program

- Internal Control
- Internal Audit
- Statutory Auditors
- Consultants

Implementation of the Compliance Program

- Regional Executive Management
- Country Executive Management
- Operating companies' Executive Management
- Regional and Country Legal Teams
- Compliance Champions

To whom does the Code of Conduct apply?

The Code of Conduct applies across Sonepar to all associates in all affiliates worldwide, including without limitation controlled joint ventures. Each associate is asked to acknowledge it.

Where Sonepar is a minority shareholder in a joint venture, we seek to ensure that the majority shareholders and management abide by the principles of the Code of Conduct and apply equivalent standards.

Sonepar expects all business partners to comply with Sonepar's high ethical standards. In addition to the Code of Conduct, specific standards are defined in the Business Partners Code of Conduct.

Local codes of conduct

Sonepar operates in approximately forty (40) countries, each with unique legal and regulatory requirements.

Sonepar has adopted this global Code of Conduct to provide an overview of the commitments, rules, and processes that govern its daily global operations. In some countries, more stringent laws and regulations may apply.

If this Code of Conduct conflicts with a local Sonepar code of conduct, this Code of Conduct prevails, unless the local code of conduct sets out more stringent requirements.

Shared responsibility of each manager and associate

Governance responsibilities are clearly outlined at every level of the organization, with additional expectations specified for managers. The Code of Conduct serves as a reference to guide our decisions and actions, supported by advice from the Legal and Compliance Network and other relevant departments.

As associates, we are expected to understand the Code of Conduct and its related policies and procedures, to adhere to their principles and rules, and to consistently act ethically.

Managers have additional responsibilities and play a crucial role in ensuring business integrity by:

- Leading by example;
- Establishing and maintaining a climate of trust that encourages associates to ask questions or raise concerns;
- Seeking to resolve conflicts and situations that arise, with the support of the Legal and Compliance Network, in a safe and non-retaliatory environment;
- Discussing and promoting the principles and rules outlined in the Code of Conduct and its related policies and procedures with their teams and business partners;
- Ensuring effective implementation of the Code of Conduct and its related policies and procedures, and addressing questions; and
- Consulting the Legal and Compliance Network when in doubt, and reporting and escalating concerns.

What happens in case of breach of the Code of Conduct?

Failure to respect the Code of Conduct and its related policies and procedures may have major adverse consequences. These consequences can be serious not only for Sonepar but also for the involved individuals and may include, among others, disciplinary sanctions, fines, imprisonment, and damaged reputation.

All violations to the Code of Conduct or its related policies and procedures are treated as serious matters. Failure to comply may result in disciplinary sanctions, up to and including termination of employment, and potential legal actions against the offenders.

Our Standards

as an Employer

Prioritizing health and safety
Page 10

Fostering human rights
Page 11

Promoting diversity and inclusion
Page 12

Sustaining a respectful workplace
Page 13

Protecting our image on social media
Page 14

Ensuring privacy and cybersecurity
Page 16

Safeguarding our assets
Page 17

Prioritizing health and safety

What you need to know

Ensuring health and safety is a daily commitment. We must always remain vigilant.

Workplace health and safety is a collective responsibility. We must always take every necessary precaution to protect ourselves and our colleagues.

Why is it important?

As the global leader in B-to-B distribution of electrical products, solutions, and related services, Sonepar's success hinges on prioritizing health and safety in our daily operations.

Recognizing the inherent risks in our activities, the Group is dedicated to promoting health and safety measures as a shared objective for management and associates at all levels.

What are your responsibilities?

What I should do

- Ensure compliance with all applicable health and safety laws and regulations and with Sonepar's local workplace rules.
- Protect your physical integrity, do not engage in risky activities or without the proper equipment due to operational deadlines.
- Encourage good housekeeping within the workplace.
- Undertake risk assessments to prevent injuries and maintain safe and healthy working conditions.
- Ensure health and safety standards are understood and followed by all stakeholders in your workplace.
- Ensure service providers and subcontractors comply with mandatory health, safety, and environment (HSE) standards as well as with Sonepar's standards.
- Immediately report health and safety risks and accidents.
- Intervene or stop a task without fear of retaliation if you observe an unsafe or hazardous condition at a work site, or if there are any concerns regarding the adequate control of a health and safety risk.

What I shouldn't do

- Do anything that may violate applicable health and safety rules or regulatory requirements.
- Engage in activities or behavior that could endanger the health and safety of associates or third parties, whether on-site or off-site.
- Fail to address malfunctioning equipment or machinery, defer equipment maintenance or inspection, or compromise on safe work methods, for any reason.
- Fail to report an accident resulting in an injury, no matter how minor.
- Create risks to your mental and physical well-being or that of your associates by, for example, accepting or imposing unreasonable deadlines, regularly performing or demanding longer working hours, or working excessively outside normal business hours.

Fostering human rights

What you need to know

Sonepar champions diversity, inclusion, and fairness across its organization. We respect internationally recognized human rights – understood as those expressed in the Universal Declaration of Human Rights and the two United Nations International Covenants, the principles concerning fundamental rights set out in the International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work, the 2011 United Nations Guiding Principles on Business and Human Rights (UNGPs), and the Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises.

Internationally recognized human rights include:

- Prohibition against forced labor, slavery, and human trafficking;
- Prohibition of child employment in line with ILO Conventions;
- Right to equal protection against discrimination;
- Right to decent work;
- Freedom of expression;
- Life, health, and safety; and
- Rights of communities.

Why is it important?

Respecting human rights is essential to ensure Sonepar's collective success and sustainable growth. We are committed to preventing and mitigating potential adverse impacts from our activities and from our business partners in our activity chain. We aim at developing positive impacts where we can. We take measures to bring actual adverse impacts to an end and, where appropriate, provide remediation.

What are your responsibilities?

What I should do

- Respect human rights universally, consistently, and in all situations.
- Stay informed about, and adhere, to applicable labor laws and regulations.
- Foster a diverse and inclusive workplace where all associates treat one another with respect and dignity, ensuring equal opportunities for everyone.
- Raise concern if you have any doubt about a situation.

What I shouldn't do

- Tolerate any conduct that undermines a person's rights and dignity.
- Accept any behavior that disrupts a person's work performance or creates an intimidating, hostile, or offensive work environment.
- Turn a blind eye to press articles or other sources of information alleging breaches of human rights by our business partners.

Additional resources

For further details, please consult Sonepar's Human Rights Policy.

Promoting diversity and inclusion

What you need to know

Sonepar is committed to fostering a diverse and inclusive workplace where all associates feel valued and respected.

Diversity covers the range of human differences, including but not limited to gender, age, race, ethnicity, sexual orientation, gender identity, gender expression or belonging to LGBTQIA+ family group, disability, veteran or reservist status, and cultural background.

Inclusion means fostering a sense of belonging by recognizing and valuing these differences.

Why is it important?

A working environment where everyone feels safe and valued, regardless of their unique characteristics enhances performance and drives motivation, fostering innovation and problem-solving.

Our commitment to diversity and inclusion enhances our reputation and helps attract top talents with various backgrounds and viewpoints.

What are your responsibilities?

What I should do

- Welcome and appreciate different perspectives.
- Provide feedback in an appropriate and respectful manner.
- Base employment decisions only on professional qualifications and merit.
- Report any behavior that undermines diversity and inclusion.
- Lead by example, always treating everyone you work with respectfully and avoiding inappropriate comments.

What I shouldn't do

- Make employment decisions based on an individual's personal characteristics.
- Make assumptions or stereotypes based on someone's background or identity.
- Make jokes based on the characteristics of race, gender, sexual orientation, gender identity, gender expression or belonging to LGBTQIA+ family group, medical history, or any other characteristic of individuals that could be perceived as an act of discrimination or disrespect.

Additional resources

For more information, please refer to the Group Intranet, Diversity and Inclusion.

Sustaining a respectful workplace

What you need to know

A respectful workplace is a workplace free of inappropriate and unprofessional behavior and where associates can be themselves and thrive in their role.

Developing a respectful workplace is an ongoing process of continuous improvement in which all of us play an important role.

Sonepar expects its business partners and associates, to share and commit to upholding these values.

Why is it important?

A respectful workplace promotes mental and emotional well-being. When associates deal openly and directly with management, the workplace is more productive and satisfying for everyone.

A positive work environment is also a significant factor to retain associates.

What are your responsibilities?

What I should do

- Always be respectful and professional.
- Treat others with civility and courtesy.
- Acknowledge and value the contributions of others.
- Engage in open and honest communication.
- Avoid behavior, jokes, or comments that discriminate in any way or may cause another associate to feel uncomfortable.
- Avoid conversations or comments that could be viewed as intolerant of political or religious beliefs, cultural traditions, or any other potentially sensitive issue.
- Be aware of cultural differences when it comes to physical contact. What may be appropriate in one culture may be considered inappropriate in another.
- Speak up and report issues.

What I shouldn't do

- Embarrass or humiliate others.
- Engage in bullying behavior.
- Retaliate anyone for raising concerns or marking reports in good faith.
- Tolerate inappropriate behavior or behavior contrary to Sonepar's values.

Protecting our image on social media

What you need to know

Social media includes any digital communication channels that allow individuals to create and share content and post comments: social networking sites, video and photo platforms, blogs, etc.

The use of social media is entirely up to each associate. But it is important to know that all the posts and comments shared on social media are public – they can be seen by anyone, whether they are in your social network or not. In addition, the information that is published can be captured, circulated, and indelible.

Why is it important?

You are all ambassadors for Sonepar and its brand and image when you post on social media.

What you communicate through social media, whether in a professional or personal capacity, can have implications for you as an individual, Sonepar, and our fellow associates. Your communication with the public must always be in line with Sonepar's social media policy, honest, civilized, and straightforward, while respecting Sonepar's reputation and confidential information.

What are your responsibilities?

What I should do

- Always distinguish between professional and personal communication.
- Be clear that your opinions are your own.
- Use good judgment when posting.
- Get permission before you refer to or share anyone's image.
- Realize that you can infringe intellectual property rights by using photo or film material.
- Stop and think: if it makes you or Sonepar even the slightest bit uncomfortable, take a second look.
- Keep in mind that the internet never forgets – what you post will probably stay online for decades.
- Take care when discussing subjects where emotions run high, and show respect for others' opinions.
- Remember that integrity is one of our most important assets.

What I shouldn't do

- Respond to requests from the public or the media without management authorization.
- Post anything negative about our competitors, suppliers, or customers.
- Disclose any private or confidential information of or about Sonepar or its brands.
- Use your company email address for communicating on social media on non-work-related matters.
- Post your work email address openly on social media forums.
- Post personal details of other associates, clients, or suppliers online.
- Leave public comments online about work-related matters.

Additional resources

To help you use social media in a responsible and positive way, please refer to Sonepar's Social Media Guidelines.

Ensuring privacy and cybersecurity

What you need to know

The world depends on technology more than ever, leading to an explosion in digital data creation and duplication. Businesses and governments store and transmit data electronically. Devices and their underlying systems have vulnerabilities that, when exploited, can compromise an organization's health and objectives. With increased digital storage and transmission of data come higher cybersecurity and data privacy threats.

Many countries where Sonepar operates have implemented stringent regulations on the collection and use of personal data, such as names, dates of birth, photos, and email addresses.

Why is it important?

A data breach can have severe consequences for any business, including damaging its reputation and eroding trust with business partners and stakeholders. Non-compliance with data protection regulations and privacy laws can lead to significant loss in revenue, reputational damage, and legal penalties. Therefore, a strong, company-wide commitment to cybersecurity and privacy is essential.

Sonepar mandates that measures be implemented to ensure the confidentiality of personal data, restricting access to only those users who are authorized to view or manage it.

Additional resources

For further details, please refer to the Sonepar Compliance Manual as well as IT and Cybersecurity policies.

What are your responsibilities?

What I should do

- Respect the privacy of your colleagues and business partners.
- Properly collect, store, process, and destroy personal data.
- Only collect personal information needed for legitimate business purposes.
- Respect all security procedures and take steps to keep information secure from unauthorized access and use.
- Take steps to keep information secure and respect all security procedures from unauthorized access and use.
- Be wary of emails you receive from unknown senders or from senders disguised as someone you know. When in doubt, report suspicious email to your IT department.
- Immediately report any possible breach of data files to your IT department.
- Review artificial intelligence (AI) generated content for errors, inconsistencies, bias, and harmful language, as AI supports but does not replace human oversight.

What I shouldn't do

- Disclose personal data to an unauthorized person or send sensitive documents without proper protection.
- Leave your computer unlocked when leaving your workspace, not even for a short period of time.
- Leave personal data on a printer or on a shared server drive.
- Do not duplicate personal data or conduct mass extractions of personal data.
- Share logins and passwords with anyone.
- Open an attachment or click on a link if you have any doubt about the sender.
- Store or transfer professional documents using personal devices.
- Use personal email or unapproved devices to conduct Sonepar business.
- Install programs or systems without prior approval of your IT department or for personal activities.
- Connect your devices to a public Wi-Fi network or connection.
- Respond to phone calls or emails asking for confidential data or payments without confirmation.
- Use confidential, proprietary, or personal data in publicly available AI tools (*e.g.*, ChatGPT).
- Use AI-generated content without evaluating and verifying its accuracy.

Safeguarding our assets

What you need to know

Sonepar's assets encompass, but are not limited to:

- Associates;
- Inventory;
- Goods, equipment, fixtures, and supplies;
- Non-physical property (*e.g.*, expertise, customer relationships, business plans, software, licenses, data, websites, know-how, and domain names);
- Financial assets such as cash, volume incentives, rebates, and receivables;
- Confidential, private, and sensitive information, including trade secrets;
- Brands, patents, trademarks, logos, copyrights, and other intellectual property; and
- Image and reputation.

Why is it important?

To run our business successfully over the long term, we must protect at all times Sonepar's assets against loss, damage, theft, or illicit use.

What are your responsibilities?

What I should do

- Properly use and safeguard Sonepar's assets.
- Comply with security protocols to protect Sonepar's assets against unauthorized use or removal, as well as against loss by a criminal act or breach of trust.
- Look after third-party assets, including confidentiality, intellectual and industrial property rights, and trade secrets, while ensuring the protection of Sonepar's assets.
- Ensure that all assets, including those entrusted to Sonepar by third parties, are adequately protected with appropriate measures and insurance policies.
- Promptly report any actual or suspected transfer or leakage of information or data, as well as loss, misuse, or theft of assets.

What I shouldn't do

- Improperly destroy or alter documents.
- Allow third parties to enter our premises without adhering to the applicable check-in procedure.
- Use company assets for personal benefit or for any business purpose that does not align with Sonepar's policies.
- Copy, transfer, or distribute proprietary information without Sonepar's authorization.
- Remove assets from Sonepar premises unless required for conducting Sonepar's business activities.
- Use personal devices and ephemeral messaging applications for business activities or sales, or to store professional or sensitive information.

Our Standards

as a Business

Combatting corruption, bribery, and influence peddling
Page 20

Dealing with gifts, invitations, hospitalities, and travel-related expenses
Page 22

Averting conflicts of interest
Page 24

Preventing fraud
Page 25

Promoting fair competition
Page 26

Protecting confidential and sensitive data
Page 27

Selecting business partners
Page 28

sonepar

Combatting corruption, bribery, and influence peddling

What you need to know

Corruption is defined as an act whereby a person holding a specific public function offers, promises, gives, solicits, or accepts an undue advantage, whether financial or non-financial, directly or indirectly, to carry out, obstruct, or abstain from carrying out an act pertaining directly or indirectly to his function (for instance to influence the award of a contract or a public bid, or obtain a favorable decision).

There are basically two forms of corruption:

- **Active corruption** which refers to the situation whereby the bribe-giver is the person offering and agreeing to offer a bribe.
- **Passive corruption** which refers to the situation whereby the bribe-taker requests or accepts a bribe.

Private sector corruption refers to the same misconduct except that the bribe-taker is not a public official but a person holding a private office.

A person who facilitates an act of corruption is an accomplice, and the person who benefits from this act by receiving the undue advantage is a receiver. Both can be personally and independently liable for their actions.

Bribery is a type of corruption. It is a generic term used for a payment or a gift made in return for a favor or unjustified service.

Influence peddling refers to the situation whereby a person offers, promises, gives, solicits, or accepts an undue advantage, whether financial or non-financial, directly or indirectly, to abuse their real or alleged influence to obtain any distinction, employment, contract, or other favorable decision from a public authority or administration. Like corruption, influence peddling can be active and passive.

Corruption is deemed to exist even if:

- the person who offers the undue advantage acts through a third party or an agent;
- the person who receives the undue advantage is not its end-beneficiary;
- the fraudulent action and the granting of the undue advantage do not take place simultaneously (the undue advantage may be granted in advance or at a later date;
- the undue advantage is in a non-monetary form (such as the offer of employment, internships or gifts); or
- the beneficiary is a public-sector employee or a private-sector employee.

Corruption, bribery and influence peddling are illegal in virtually every country and are strictly prohibited by this Code of Conduct.

Sonepar also strictly prohibits **facilitation payments** (*i.e.*, a sum of money paid by an individual to a public official to obtain, facilitate, or expedite a customary or necessary administrative routine, that person is entitled to expect) irrespective of whether facilitations payments are permitted in certain jurisdictions.

A **public official** refers to anyone in a position of official authority, whether appointed or elected, including but not limited to anyone who is employed or used as an agent or representative by a national, regional, or local authority, an entity controlled by one of those authorities or an independent administrative authority, anyone employed or used by a public agency, candidates running for public office, heads of political parties, employees of a state-owned company, and employees of international public organizations.

Why is it important?

Sonepar builds business relations based on trust and applies a zero-tolerance policy to corruption, bribery, and influence peddling.

Associates who engage in this conduct may be personally subject to severe criminal sanctions and place Sonepar at risk.

Most countries, such as the United States, the United Kingdom, China and France, have laws that specifically prohibit corruption committed by individuals or companies located outside the borders of those countries.

Associates who violate these laws may be subject to prosecution in another country, regardless of where they work or reside.

Other major adverse impacts on Sonepar may include reputational damage, loss of contracts, exclusion from public tenders and government-related contracts, fines, penalties, and unavailability of insurance coverage. Individuals may be subject to fines, penalties, and imprisonment.

What are your responsibilities?

What I should do

- Strictly adhere to Sonepar's Anti-corruption Policy.
- Conduct due diligence to check the integrity of business partners prior to doing business with them.
- Regularly update assessments of a business partner's risk level and its due diligence.
- Maintain accurate books and records of all expenses and financial transactions.
- Retain appropriate records and supporting documents and keep them pursuant to the applicable records retention policy.

What I shouldn't do

- Offer, promise, or give any undue advantage to secure business, influence the award of a contract or a public bid, or obtain a favorable decision.
- Use third parties to do something that we do not have the right to do directly.
- Use personal funds to do something that we do not have the right to do.
- Continue working with business partners that fail to comply with Sonepar's business integrity standards.
- Make any facilitation payment.

No associate will ever be disciplined for refusing to pay or accept a bribe, regardless of its impact on sales, profitability, project completion, or any other aspects of our business.

On the other hand, failure to comply with Sonepar's Code of Conduct and Anti-corruption Policy will result in disciplinary sanctions.

Additional resources

Additional information and guidelines can be found in Sonepar's Anti-corruption Policy on the Group Intranet.

Dealing with gifts, invitations, hospitalities, and travel-related expenses

What you need to know

A **gift** can be a wide array of benefits, including material objects such as a pen, a book, a bottle of wine, or a box of chocolates. A gift can also be the payment of an expense, such as travel or hotel expenses.

An **invitation** can be an offer to share an enjoyable period or event exclusively or partially for business purposes such as a meal at a restaurant, a show, a sporting event, or a trip.

Hospitalities refer to the gifts, entertainment, and other courtesies offered to, or received, by employees or business partners as part of business interactions. The term often encompasses meals, tickets to events, travel, accommodations, and other forms of entertainment or gifts provided in a professional setting.

Travel-related expenses can be a short or long trip for business purposes paid by the business partner.

Why is it important?

While it may be appropriate and customary in some instances to offer or receive gifts, invitations, and hospitalities to strengthen business relationships or as a mere matter of courtesy, Sonepar associates must ensure that doing so does not affect decision-making or impede good judgment.

If Sonepar's business practices are considered to have been influenced by gifts, invitations, travel-related expenses, or hospitalities, the Group and its associates may be subject to corruption charges, loss of business, and reputational harm.

A good way to assess the legitimacy of a gift, invitation, hospitality, or travel-related expense is to ask the following questions:

- Is the frequency of such gift, invitation, hospitality, or travel-related expense reasonable? — NO
- Is the gift, invitation, hospitality, or travel-related expense made with sufficient transparency? — NO
- Is there a legitimate business justification for the gift, invitation, hospitality, or travel-related expense? — NO
- Would you or Sonepar be comfortable if the press were aware of it? — NO

If the answer is NO to any of these questions, the recommendation is to abstain.

What are your responsibilities?

✓ What I should do

- Strictly follow Sonepar's Anti-corruption Policy and local gifts, invitations, hospitalities, and travel-related expenses policies.
- Obtain prior approval from your manager if the gift, invitation, hospitality, or travel-related expense exceeds the authorized threshold.
- Offer gifts, invitations, hospitalities, or travel-related expenses in good faith and only for the purpose of building or maintaining legitimate business relationships.
- Only offer gifts, invitations, hospitalities, or travel-related expenses that are appropriate and of reasonable value.
- Report gifts, invitations, hospitalities, or travel-related expenses in accordance with local accounting and compliance procedures.
- Respect our business partners' thresholds and restrictions.

✗ What I shouldn't do

Make or receive:

- Any gift, invitation, hospitality, or travel-related expense in connection with a negotiation, sale, or tender process.
- Any gift, invitation, hospitality, or travel-related expense with an expectation of reciprocity.
- Any gift in the form of cash or cash equivalent.
- Any gift in the form of excessive service or other non-cash benefit.
- Any lavish gift, invitation, hospitality, or travel-related expense.
- Make or receive any gift, invitation, hospitality or travel-related expense to a public official to obtain, facilitate, or expedite a customary or necessary administrative routine which you are entitled to expect.

Additional resources

Additional information and guidelines can be found in Sonepar's Anti-corruption Policy on the Group Intranet as well as in local gifts, invitations, hospitalities, and travel-related expenses policies.

Examples:

- Gifts offered to a Sonepar associate by a supplier to influence the buying process or pricing negotiation.
- Gifts offered by a Sonepar associate to a customer to foster the sale of specific products or with the objective of favorizing Sonepar over a competitor.
- Money proposed by a Sonepar associate to a public agent to clear goods blocked in customs.

Averting conflicts of interest

What you need to know

A **conflict of interest** occurs when an associate's personal interests, relationships, or activities influence or appear to influence the independent, impartial, and objective performance of his/her professional duties within Sonepar. This situation can arise if the associate stands to benefit personally from decisions made in his/her professional capacity, leading to a risk that he/she might prioritize his/her own interests over those of his/her employer or stakeholders.

Common examples of conflict of interest situations include personal workplace relationships such as hiring or supervising a closely related person, conducting business with a closely related person, or holding financial interests in a company that may lead to favoring that company in a selection process.

Why is it important?

A conflict of interest, in which the associate's or a third party's personal interests take precedence over Sonepar's interests, can jeopardize the quality and legality of a decision or an action.

The appearance or actual existence of a conflict of interest may also damage Sonepar's reputation, impact its business, and create financial risks.

An associate acting against Sonepar's interests due to a conflict may be subject to disciplinary action, including termination of his/her employment contract.

Additional resources

Additional information and guidelines can be found in Sonepar's Conflict of Interest Policy on the Group Intranet.

What are your responsibilities?

What I should do

- Ensure that your decisions and actions are consistent with Sonepar's interests and are not influenced, or may not be perceived as influenced, by any personal interests.
- Act with transparency and objectivity while assessing situations that might represent a conflict of interest.
- Identify and report in writing any actual or potential conflict of interest to avoid ambiguity, and obtain approval as required by local policies.
- Remove yourself from the decision-making process when a conflict of interest arises or may arise.
- When in doubt, always be prudent and ask for advice, disclosing all relevant information.

What I shouldn't do

- Abuse Sonepar's resources or use Sonepar's name for personal gain.
- Exert influence on the employment, performance assessment, or remuneration of a friend or relative.
- Take part in the decision-making process of awarding a contract or influence the award of a contract to an entity in which you or a close relation have an interest.
- Conceal any information on any actual or potential conflict of interest.

Example:

A Sonepar procurement manager awards a contract to a company run by his brother without a proper tender process and without disclosing this family connection to his manager, compromising the objectivity of the selection process and harming Sonepar's interests.

Preventing fraud

What you need to know

Fraud means any illegal act involving deceit, concealment, or breach of trust. It can include corruption, theft, misappropriation of assets, unauthorized asset diversions, and financial statement fraud, such as overstating assets or understating liabilities.

In practice, it can take many forms such as:

- fraudulent financial reporting, including falsified records and transactions, or misused accounting principles resulting in intentionally misleading financial information;
- misuse of funds (false invoices, manipulation of checks, falsifying bank details);
- internal or external theft of Sonepar's assets (money, goods, data);
- falsification of receipts for expense reporting (claims for fictitious expenses or undeclared absences);
- misrepresentation of a claim to a third party, such as a supplier or insurer;
- intentional inaccuracies in inventory counting; and
- forgery and counterfeit products.

Sonepar may also be exposed to external fraud attempts such as:

- fake bank transfer instructions from senior leaders;
- fraudsters posing as customers to order goods on a false account;
- fraudsters posing as vendors and asking to change payment details for outstanding invoices;
- illegal acts by third parties against Sonepar's interests;
- fake purchases using the name of third parties or real customers (impersonation); and
- cyberattack that could affect part or all of the business and operational activities.

Why is it important?

Preventing fraud is crucial to protecting Sonepar's financial resources and its business reputation. Individuals or organizations engaged in fraudulent activities may face stringent disciplinary measures, as well as administrative, civil, and criminal penalties.

What are your responsibilities?

✓ What I should do

- Comply with all internal procedures and processes, including without limitation fraud reporting.
- Identify sensitive assets and vulnerabilities to prevent risks and implement effective internal control processes.
- Increase awareness within Sonepar about fraud and its consequences by using Sonepar fraud prevention cards.
- Immediately report any incident or suspected fraud.

✗ What I shouldn't do

- Bypass a procedure simply because "everyone does it".
- Alter, falsify, or misrepresent any transaction or inventory movement.
- Allow any wrongdoing to continue without addressing and correcting it.

Promoting fair competition

What you need to know

Competitors are businesses that offer similar products or services to the same group of customers. It can include other distributors and even our suppliers (*e.g.*, direct sales).

Competition laws promote free and fair competition for the benefit of all business partners and customers.

These laws generally:

- prohibit agreements or understandings between competitors that undermine competition (*e.g.*, price fixing, customer allocation, market allocation, collective boycott, bid rigging, and exchange of competitively sensitive information);
- prohibit certain vertical restrictions in agreements with suppliers or customers (*e.g.*, resale price maintenance);
- regulate the behavior of dominant companies;
- require prior review and, in some instances, clearance for mergers, acquisitions, and certain other transactions, to prevent transactions that would substantially reduce competition.

Agreements with suppliers or customers may sometimes be illegal if found to substantially lessen competition.

These laws are complex and vary considerably from country to country. Conduct permissible in one country can be unlawful in another.

Why is it important?

Sonepar is committed to conducting its business activities openly and fairly, in full compliance with the competition laws and regulations of the jurisdictions in which it does business.

Violations of competition laws may be severely fined by competition authorities. In the European Union, the maximum fine may reach up to 10% of the annual worldwide turnover.

They can also lead to:

- damage to Sonepar's reputation;
- civil lawsuits brought by potential victims of anticompetitive practices;
- imprisonment or fines;
- exclusion from tenders; and
- internal disciplinary measures by Sonepar.

What are your responsibilities?

What I should do

- Comply with all applicable competition laws and regulations and Sonepar's Competition Policies, including in vertical agreements with suppliers or customers.
- Compete fairly.
- Avoid formal or informal business contacts with competitors.
- Make business decisions independently.
- Submit acquisition and divestiture projects to competition authorities, as required.

What I shouldn't do

- Enter into any unlawful discussion or agreement with a competitor about prices, margins, rebates, costs, stock levels, allocation of customers, suppliers, territories, associates, or contracts.
- Enter into an agreement with a supplier or a customer that restricts the commercial freedom of Sonepar and/or the partner without seeking advice of the Legal Department.
- Share sensitive information with competitors, including in trade associations.
- Denigrate or discredit competitors in any manner.
- Attempt to obtain information from competitors illegally, deceptively, or through ethically questionable mechanisms.

Additional resources

For more information, please consult Sonepar's Competition Policy on the Group Intranet.

Protecting confidential and sensitive data

What you need to know

Confidential information includes, but is not limited, to non-public information about:

- strategy, costs, prices, margins, and profits;
- markets, logistics, supply chains, sales and marketing plans, business plans, forecasts, operations, and results;
- customers and vendors;
- IT systems and cybersecurity;
- mergers and acquisitions;
- litigation and investigations;
- intellectual and proprietary rights (such as patents, trademarks, trade secrets, and copyrights); and
- personal information regarding employees, business partners, and other third parties.

It may be reflected in any format or tool, such as emails, contracts, correspondence, USB keys, hard drives, computers, mobile phones, accounts, and hard copy files, among others.

Why is it important?

Data is one of our most valuable assets. Sonepar is committed to protecting data, whether it belongs to us or to another company or person. It is essential to Sonepar's success and reputation.

Our customers, suppliers, and other business partners often entrust us with confidential and private data, and it is critical that we handle them carefully to merit their continued confidence. The same holds true for retaining the trust of our associates.

What are your responsibilities?

What I should do

- Protect confidential information and data from theft, unauthorized access, improper use, disclosure, or alteration.
- Use privacy filters on your laptop when traveling.
- Respect confidentiality agreements between Sonepar and its business partners.
- Enter into appropriate confidentiality agreements or provide for specific confidentiality clauses if you need to share confidential information with third parties.
- Apply applicable retention policies.

What I shouldn't do

- Use confidential information for your own personal use or for the personal use of any other person or entity.
- Share confidential information on social media, (*e.g.*, photos or videos of a distribution center).
- Keep any confidential information on your desk when leaving the office.
- Leave any confidential information in meeting rooms after a meeting.
- Leave your laptop or desktop unblocked.
- Share sensitive information if not strictly necessary and in accordance with regulations and internal policies.

Selecting business partners

What you need to know

Sonepar's **activity chain** refers to activities of Sonepar upstream business partners (related to the production of goods or the provision of services including the design, extraction, manufacture, transport and supply of raw materials, products, or parts of product, and the development of product of services) and downstream business partners (relate to the distribution, transport, and storage of product on behalf of Sonepar).

Business partners include upstream business partners, downstream business partners, subcontractors, as well as landlords.

It is crucial to ensure that all business partners in our activity chain adhere to our core commitments and principles, which include:

- respect for human rights;
- protection of health and safety;
- prevention of harassment and discrimination;
- protection of the environment; and
- operating with business integrity.

The minimum requirements our business partners are requested to comply with are detailed in Sonepar's Business Partners Code of Conduct. Our business partners must comply with all applicable laws and regulations, contractual obligations, and Sonepar policies. They are also expected to cascade these principles through their own activity chain.

Why is it important?

Sonepar fosters long-term open and mutually supportive relationships with business partners. These partnerships are built on trust, fairness, and loyalty.

Sonepar selects business partners who commit to upholding the responsible business practices outlined in the Business Partners Code of Conduct both in their activities and that of their own business partners. Failure to comply with these principles could result in severe impacts on Sonepar's performance, reputation, and image.

What are your responsibilities?

✓ What I should do

- Establish and follow proper selection processes regarding our business partners.
- Treat business partners fairly.
- Avoid and report any conflict of interest that may undermine objective and independent decision-making.
- Ensure our ethical expectations are understood before any business is conducted with business partners.
- Comply with and enforce contractual obligations.
- Where appropriate, provide targeted and proportionate support to business partners to meet the standards set out in Sonepar's Business Partners Code of Conduct.

✗ What I shouldn't do

- Keep working with a business partner that is repeatedly not meeting Sonepar's expectations or not respecting the principles set out in our Business Partners Code of Conduct.
- Start doing business with a business partner without having conducted proper due diligence.
- Engage in unethical behavior with our business partners' employees.

Additional resources

For further information, please refer to our Business Partners Code of Conduct, our Conflict Minerals Statement and our Compliance Manual available on the Group Intranet.

sonepar

Our Standards

as a Citizen

Caring for the environment
Page 32

Contributing to local communities
Page 33

Dealing with political contributions and lobbying
Page 34

Complying with export control and trade sanction
Page 35

Preventing money laundering
Page 36

Ensuring accurate tax and financial reporting
Page 37

Caring for the environment

What you need to know

In 2015, 193 countries adopted the United Nations 2030 Agenda for Sustainable Development and its 17 goals. They are the reference for countries and corporations to achieve a better and more sustainable future for all of us.

Sonepar's sustainable development strategy is aligned with these United Nations goals and intends to accelerate access to clean and affordable energy, energy transition education, and responsible consumption.

Why is it important?

As a global leader in B-to-B distribution of electrical products, solutions, and related services, Sonepar strives to be at the heart of the energy transition. Sonepar is fully committed to preparing for future energy transition challenges and raising awareness on sustainability.

Sonepar intends to leverage its size, logistical power, and wide product range to accelerate the energy transition and circularity by:

- selling solutions to support electrification and promote energy efficiency (heating, cooling, ventilation, air conditioning, lighting, energy management, home automation, electric mobility, etc.) and renewable energy (solar, heat pumps, energy storage);
- promoting sustainable alternatives with Sonepar's Green Offer; and
- encouraging CO_2 reduction and circularity services.

What are your responsibilities?

What I should do

- Comply with environmental laws and regulations.
- Respect the environment in conducting Sonepar's business activities.
- Request product environmental data and environmental product declarations from suppliers and encourage suppliers and vendors to reduce packaging and upstream freight.
- Recommend the use of renewable energy products, such as installing solar panels or energy-efficient heat pumps or connecting to a local renewable energy plant.
- Preserve your energy by regulating office temperatures and controlling consumption.
- Prefer low-carbon transport when commuting or traveling (public transport, low consumption, hybrid or electric vehicles, trains instead of planes).
- Request that suppliers and forwarders favor low consumption, hybrid, or electric vehicles when available, optimize truck loads, delivery routes, and bundle orders.
- Encourage customers to consume responsibly and favor circular products when possible.
- Avoid marketing and promotional items that are low-quality, single-use, or plastic objects.
- Reduce digital pollution by unsubscribing to unread newsletters, cleaning up inbox mail and archives, and reducing the quality of video streaming to reduce energy consumption.
- Optimize delivery routes to reduce CO_2 emissions and promote the use of returnable or reusable packaging to reduce waste.

What I shouldn't do

- Accept environmental practices from business partners that would not be acceptable in Sonepar's day-to-day operations.
- Avoid unnecessary use of water, energy, and raw materials.

Additional resources

For more information, please refer to our Environmental and Energy Transition Policy.

Contributing to local communities

What you need to know

Sonepar contributes to the local communities through donations, sponsorships, and volunteer activities undertaken by associates.

Monetary and product donations are made in local communities to support social, educational, and humanitarian projects. Contributions to industry associations or fees for memberships in organizations that serve business interests are not considered donations.

Donations can take two forms, sponsorship and donations.

Sponsorship is defined as the material or financial support given to an event, person, or organization with a view to deriving a direct benefit, particularly in terms of image.

Donation consists in making a donation, in cash or in kind, to an organization of general interest for the conduct of its activities without expecting any equivalent consideration in return.

Why is it important?

Sonepar is a responsible stakeholder in society, a good neighbor, and a concerned citizen dedicated to the communities in which it conducts business.

In addition to fulfilling our responsibilities as a corporate citizen of the communities in which we operate, contributions to, and sponsorship of, local communities help to create a positive image and can open new business opportunities.

Any donations or sponsorships must only be made under appropriate and legal circumstances to avoid risk of sanctions or damage to Sonepar's reputation due to unlawful or unethical behavior.

Additional resources

For additional information and rules, please refer to our Charitable Donation and Sponsorship Policy available on the Group Intranet.

What are your responsibilities?

What I should do

- Treat members of the local communities in which we do business with respect.
- Be transparent when making donations or engaging in sponsorship opportunities.
- Clearly identify, justify, and document the recipient's identity and the planned use of a donation.
- Ensure that sponsorship contributions have clear written objectives and support legitimate causes in line with Sonepar's Purpose.
- Perform appropriate due diligence before launching any donation or sponsorship.
- Make charitable contributions to non-profit or non-governmental organizations only, in compliance with Sonepar policies and applicable local laws and regulations, and only after having obtained relevant approvals.

What I shouldn't do

- Engage Sonepar in actions inconsistent with our ethical principles and/or which may tarnish our reputation.
- Oblige associates or business partners to donate gifts or funds to philanthropic projects.
- Donate to any person or entity that represents or may represent a potential conflict of interest or influence a business decision.
- Donate without prior extensive due diligence and having obtained applicable approval.

Examples:

- A Sonepar entity approves a substantial donation to a local non-profit organization without proper due diligence. It is later discovered that the non-profit is a front for money laundering, exposing Sonepar to legal and reputational risks associated with inadvertently supporting illegal activities.
- A Sonepar entity agrees to sponsor an educational program in a developing country, but fails to monitor how the funds are used. Reports emerge that the money was misappropriated by local partners, leading to accusations of Sonepar's complicity in corruption and negatively impacting its reputation.

Dealing with political contributions and lobbying

What you need to know

Lobbying refers to establishing and contributing to a dialogue with a person responsible for drafting and voting on public decision or leading national or local public action to influence public decision-making.

Political contributions mean any contribution, whether made in cash or in kind, to support a political cause, party, candidate, action committee, campaign, or official.

Why is it important?

Actively contributing to the public decision-making is an integral part of the democratic process and a legitimate activity as it enables the views of different social interests to be considered.

In some cases, however, engaging with political figures may give rise to suspicion of corruption or influence peddling if an undue advantage is offered or received to encourage a person of influence to support a law, regulation, and/or decision favorable to Sonepar or detrimental to competitors.

What are your responsibilities?

What I should do

- When participating in personal political activities, do so in your name and never in the name of Sonepar.
- Inform the Legal and Compliance Network if your participation in a political activity may impact your responsibilities or may potentially lead to a conflict of interest.
- Ensure all lobbying is directed by, and with the prior approval of, senior leadership and is undertaken with full transparency, honesty, and integrity.
- When engaging with public decision makers to provide information or promote a point of view, make sure that you are abiding by all applicable laws and regulations governing lobbying activities and, when appropriate, that you are registered in the existing lobbyist registers.
- Strictly respect rules on preventing corruption and on gifts and invitations.

What I shouldn't do

- Make any political contributions on Sonepar's behalf.
- Use Sonepar's resources to participate in any political activity.
- Use your position at Sonepar to suggest Sonepar supports or is involved in a political cause or organization.
- Engage in lobbying for any corrupt or illegal purposes or to improperly influence a decision.
- Donate to political campaigns or fundraisers or other politically-related individuals or groups on behalf of Sonepar.

Additional resources

For further information, please refer to our Political Contribution Policy available on the Group Intranet.

Complying with export control and trade sanction

What you need to know

Export control regulations can be enforced by states and local authorities to supervise, restrict, or prohibit the export/import of controlled products, in particular due to their potential military use and/or strategic sensitivity.

Trade sanctions refer to restrictions or prohibitions imposed by countries, regions or international organizations on another country, region within a country, entity, or individual. These measures aim to influence, deter, or penalize behavior, actions, or decisions that contravene international regulations. Trade sanctions encompass comprehensive (country-wide), sectoral sanctions (targeting vital sectors), and individual sanctions. They may include embargoes, limitations, or bans on imports and exports of specific products, on the provision of certain services, and on executing transactions with targeted entities or individuals.

Sonepar commits to conducting business in compliance with all applicable export restrictions, including trade, economic, and financial sanctions imposed by the U.S. Office of Foreign Assets Control (OFAC), the European Union (EU), and other national authorities.

Why is it important?

The purchase, sale, import, or export of products, materials, or technologies identified on specified export control lists may be subject to bans, restrictions, or prior authorization pursuant to specific regulations. Additionally, some countries and international or regional organizations impose restrictions on business dealings with certain countries, regions, regions within a country, entities, and individuals.

Non-compliance with international trade regulations, notably export control and trade sanction regulations, carries severe penalties, which may result in significant monetary fines and criminal prosecution but also severe harm to Sonepar's reputation. Additionally, it could constitute a breach of Sonepar's financial agreements.

What are your responsibilities?

What I should do

- Comply with applicable export control and trade sanction regulations as well as Sonepar's policies, notably those specific to your country or region. Export control and trade sanction regimes have been under constant development, so any position must be kept under review.
- Conduct an integrity check to ensure your potential business partner is not a sanctioned party or related to a sanctioned party.
- If applicable, obtain from appropriate authorities any license required for the import or export of goods or the provision of services in a specific country and keep the records for future consultation.
- Comply with Sonepar's related commitments contained in agreements with business partners.
- Contact the Legal and Compliance Network if you have any doubt that a product may be considered as a dual-use good for which specific rules apply.

What I shouldn't do

- Enter into a business relationship without first conducting appropriate due diligence.
- Conduct business without a required license (if applicable).
- Change the end-user of an imported licensed product without going through the respective administrative and authorization process.
- Ignore exports that you have reason to believe are ultimately intended for a country or individual subject to sanctions.

Additional resources

For further information, please refer to our Export Control and Trade Sanction Policy available on the Group Intranet.

Preventing money laundering

What you need to know

Money laundering occurs when:

- proceeds of crime are hidden within legitimate business dealings; or
- illegally obtained funds are transferred through the financial system to conceal their criminal origin.

Be cautious about the following situations:

- transfer of funds involving high risk geographic areas;
- operations or activities that require cash payments;
- operations or activities that appear inconsistent with the business partner's known legitimate activities or means;
- use of petty cash;
- funds being received from an unexpected party or source;
- request for refund to be remitted to a different bank account or location than the original business partner's account; and
- transactions that appear structured to circumvent obligations to declare or report transactions.

Why is it important?

Money laundering is a criminal offense. Both Sonepar and its associates may be subject to imprisonment and/or fines for committing or assisting in money laundering.

Almost all international companies face the risk of being exploited by individuals or entities engaged in money laundering.

What are your responsibilities?

What I should do

- Remain constantly vigilant.
- Always conduct an integrity check (as further detailed in Sonepar's Anti-corruption Policy) to ensure potential business partners are not involved in, or funded through, illegal activities.
- Record all transactions properly.
- Comply with local laws regarding reporting of cash transactions, as applicable.
- Promptly report any suspicions about possible impropriety.

What I shouldn't do

- Assist a potential business partner with an arrangement which you know or suspect facilitates, conceals, or involves the receipt of criminal proceeds.
- Ignore red flags (*i.e.*, an indicator that something might be problematic) that indicate a high risk for a transaction.
- Conceal payments using a third party.
- Accept excessively high cash payments.

Ensuring accurate tax and financial reporting

What you need to know

To comply with regulatory requirements, it is necessary to ensure the accuracy of all books and records.

Why is it important?

Sonepar strives to be a good corporate citizen wherever it operates. This includes respecting tax laws and ensuring the accuracy of its financial reporting.

Accurate and transparent reporting helps prevent and detect fraud, comply with local accounting and reporting standards, and maintain necessary business ethics arrangements. It also ensures Sonepar's activities are not used to launder money from criminal activities or for tax evasion purposes.

What are your responsibilities?

What I should do

- Ensure all transactions, assets, and liabilities are properly and timely recorded in Sonepar's books and accounts, in accordance with applicable accounting principles.
- Ensure all transactions are authorized by management and completed in accordance with applicable laws and regulations as well as internal policies and procedures.
- Enforce appropriate segregation of duties or implement efficient mitigating controls.
- Always obtain sufficient documentation to support information entered into Sonepar's books, records, and accounts.
- Accurately and timely prepare and file tax forms.
- Pay in full all taxes required by local tax laws.
- Accurately answer to the Internal Control self-assessment campaigns.
- Establish intra-group agreements to accurately document services provided internally.

What I shouldn't do

- Change the coding of any product.
- Structure or record any transaction, asset, liability, or reimbursement request, or engage in any other conduct to manipulate the reported operating results, assets, or liabilities, to circumvent Sonepar's system of internal controls and related processes, or to achieve other illegitimate objectives.
- Conduct business in a tax haven without prior consultation with the Tax department.

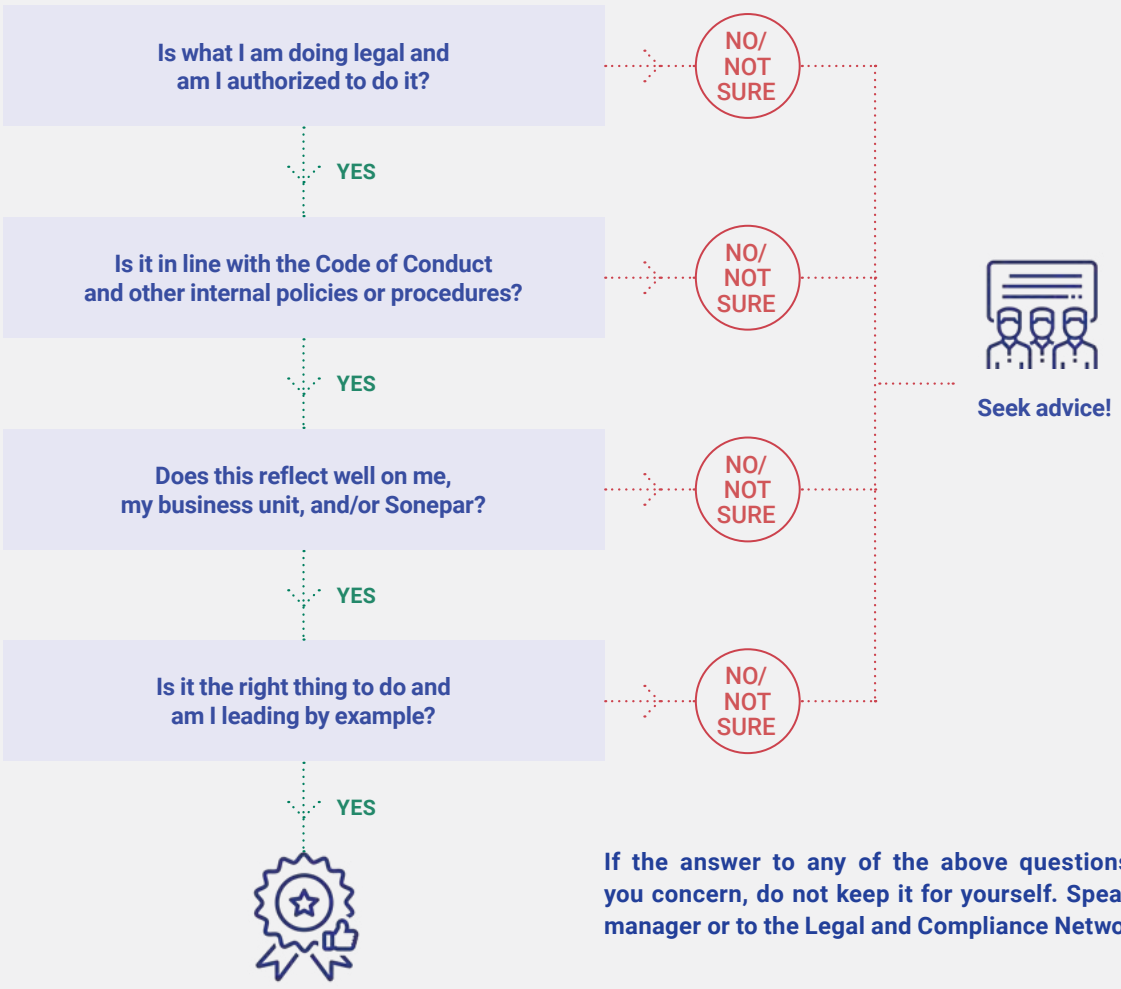
Making the right decision

The Code of Conduct sets out the rules that **all associates** must follow and provides resources to help them in addressing questions that may arise in a variety of situations.

The Code of Conduct is designed as a guide to help associates deal with most of the situations they may face in their day-to-day business activities that might pose integrity or ethical questions. However, the Code of Conduct cannot anticipate all situations they may encounter.

Making ethical decisions can seem complicated as it often involves making decisions that go beyond simply respecting a set of rules. In such situations, we are all expected to use our best judgment to make good decisions and to consult identified resources for advice.

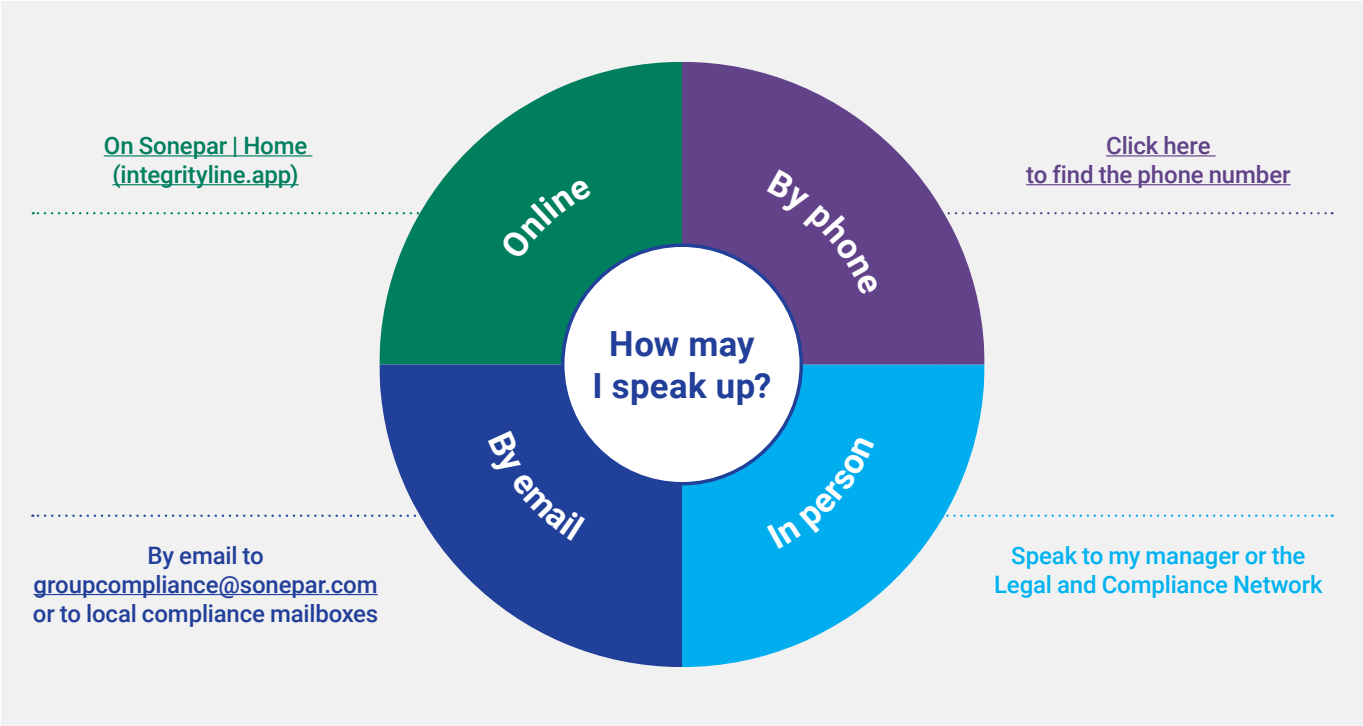
When in doubt, always ask yourself the following questions:



If the answer to any of the above questions causes you concern, do not keep it for yourself. Speak to your manager or to the Legal and Compliance Network.

Speak up!

Sonepar has implemented a reporting system to provide a way for associates, business partners, and third parties to report any concerns related to integrity, business ethics, or duty of care.



The reporting platform is managed by a prominent third-party provider chosen by Sonepar for this service. Confidential and anonymous reports can be made by phone or in writing 24 hours a day, in 17 different languages.

All reports made in good faith under this procedure remain confidential to the greatest degree possible.

Sonepar prohibits retaliation for any person who reports in good faith a suspected or actual violation.

Additional resources

For additional details, please consult Sonepar's Speak Up Policy.

Useful links and contacts

Additional information may be found on:

- Sonepar's corporate website: Compliance and Integrity | Sonepar
- Sonepar's intranet: Legal, Risks and Compliance – Home (sharepoint.com)

Questions or concerns?

When in doubt, ask the Legal and Compliance Network. Please click here to find your contact.

To keep in mind

… as you go about your daily activities, you must always:

1. Abide by this Code of Conduct and any local code of conduct applicable to your Sonepar business.
2. Use common sense in your work and decision-making.
3. Use available Sonepar resources for guidance when you have questions.
4. Hold colleagues and business partners to high integrity standards.
5. Abstain from sacrificing your personal integrity for profit or personal gain.
6. Consider the potential consequences of your actions and how they might be perceived if made public.

Designed and produced by emperor
Visit us at emperor.works

sonepar
Powered by Difference

SONEPAR SAS
25 rue d'Astorg
75008 Paris, France

+33 (0)1 58 44 13 13
sonepar.com

A French simplified joint-stock company
with a share capital of 107,936,507.94 euros
RCS PARIS B 585 580 202

All Rights Reserved – December 2024

Translations of this document may be subject to interpretation. Only the English version is authoritative.