



**Organisational Model and Ethical Code of Conduct
(the“Guidelines”)
of
CFE Finance Group
(the “Group”)**

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Addressed to: Staff of CFE Finance Group

Approved by: CFE Board of Directors’ meeting

CFE Finance Group's Guidelines

1. Overview

The Group to which Corporation Financière Européenne S.A. belongs is an independent Group named “CFE Finance”, which includes regulated and unregulated entities based in various jurisdictions.

The operational practices of the Group are in line with the (i) International Standards European Regulation, (ii) Directives and Guidelines, (iii) Luxembourg Laws, (iv) Grand Ducal Regulation, (v) Luxembourg National Competent Authorities Regulations / Circulars.

All foreign CFE Finance Group's entities - even if subject to dedicated procedures in accordance with the principles of their local authorities - adhere to the Group's ethical principles of organization, good corporate governance and professional ethics of their employees ensuring that their business is fulfilled in accordance with their regulatory and statutory obligations.

In case of difference between the local law and the CFE Finance Group's Guidelines, the more stringent rule take priority.



2. Scope of the Guidelines

These Guidelines and any implementation are a set of values, rule, standards and principles outlining what CFE S.A. expects from the Group’s entities, its governing bodies and employees on a day-to-day basis.

Creating these Guidelines is a statement from CFE Finance Group laying out its expectations and communicating the ethical principles they feel are most fundamental to success. It reflects the culture already present in fact and the culture leadership to promote avoiding that the Group might be exposed to reputational damages or financial losses in relation to non-compliance with applicable laws.

CFE Finance Group adopts these Guidelines in order to grant to the Group a commitment to self- regulation.

CFE Finance Group objective in set upping these Guidelines is to introduce a comprehensive system including a set of general rules of conduct and control activities that meet the requirements set forth by the law, both in terms to prevent crimes and in terms of checking that these principles are implemented and any penalty enforced.

In particular, by creating these Guidelines, the employees understand what rules and expectations the management has. These Guidelines define how to act while at work, how to communicate both internally and externally, and helps employees be successful at the Group.

However, considering that these Guidelines cannot guarantee that all situations are covered, the employee – in good faith – can raise questions to his directly superior to clarify an uncertainty that has not already been addressed, without any impact to his reputation. Indeed, creating an environment where employees can raise questions and concerns helps CFE Finance Group advance its commitment to ethical behavior.

These Guidelines represent:

The values CFE Finance Group believes in;

Guidelines for behavior;

Day-to-day business practice;

How employees should interact with outside parties.

3. Applicability

Compliance with these Guidelines is mandatory for the staff (management and employees) of CFE Finance Group and third persons affected by it.

These Guidelines applies for all activities, including the employees of the Group, relationship with clients, agents, investors, suppliers and, in general, all such persons who work for or provide services to the Group.

Failure to comply with these Guidelines will be taken seriously and depending upon the circumstances, could result in disciplinary action or dismissal for employees and termination of relationships with business partners.



CFE Finance Group values

The ethics and beliefs most dear to CFE Finance Group includes - but is not a limited - to:

Discretion

Quickness



Transparency

Team
Spirit

5. Employees' behavior

For purpose of these Guidelines, all employees of the Group are expected to be fully aware with CFE Finance Group model and therefore required to read and comply with these Guidelines.



6. General Principles

CFE Finance Group deplors and condemns any and all corrupt behaviors or activities including, without limitation, illegitimate favoritism, collusion, solicitations – made directly and/or through third parties for personal benefits of any kind for themselves or others.

All employees of CFE Finance Group acting in the name or on behalf of their respective entity in business relationship with public or private entities are required to be compliant with the following fundamental principles:

- Legality, loyalty, equity and integrity;
- Competence, care and diligence;
- Transparency and efficiency;
- Compliance with laws and regulations;
- Avoiding personal promises, gifts and conflict of interest;
- Respect of private life and confidentiality;
- Non-discrimination and equal opportunity;
- Health and safety at work;
- Selection, evaluation and professional development;
- Good behavior and integrity in communication.

Supporting the above mentioned principles is important for CFE Finance Group which seeks to conduct its business in a socially responsible manner. Moreover, the Group reputation is one of its most valuable assets.

7. Legality, loyalty, equity and integrity

CFE Finance Group establishes and maintains relations of mutual trust and long-lasting satisfaction with its customers and suppliers (together the "Counterparties"). Contractual relations and communications are intended to develop cooperation and are based on the principles of fairness, professionalism and transparency.

The customers receive clear and exhaustive information on the products and services offered and the relevant terms and conditions applied.

CFE Finance Group treats its counterparties in an equal manner performs its duties in good faith and ensure that the staff act honestly and in the best interest of them.

CFE Finance Group forms an opinion and deal with all Counterparties without any type of discrimination (origin, color of skin, sexual orientation, family situation, state of health, morals, political opinions, etc.).

CFE Finance Group demands to its Counterparties compliance with its principles standards of individual and corporate integrity. The failure to comply with these principles could cause the end of the professional relation with the Group.

CFE Finance Group does not approve or justify any threat or act of violence aimed at promoting conduct contrary to the legislation in force.

8. Competence, care and diligence

CFE Finance Group is committed to act with diligence and care in relation to the services provided to the customers with resources and procedures required by each Group's entity based on its effectively activities

For this purpose each entity of the Group should:

- make sure to put in place the procedures needed to perform the different services offered;
- make sure that the respectively management have available the necessary resources for the proper performance of its business;
- set out appropriate controls on each needed step of each operation;
- ensure that the employees have adequate knowledge of the products and services offered.



9. Transparency and efficiency

CFE Finance Group is committed to provide to the Counterparties and its employees a precise and comprehensible information on its transactions, commissions and procedures for dealing with complaints and resolving incidents.

All documents reflecting the executed transactions are conserved in a rigorously manner in accordance with applicable laws and regulations.

10. Compliance with laws and regulations

The Group is committed to adhered and apply the legal and regulatory framework each time in force.

CFE Finance Group's entities shall respect the laws, rules and regulations of the country where each entity operates and shall prevent the use of financial sector to circumvent the regulatory obligations.



11. Personal promises, gifts and conflict of interest

All employees of CFE Finance Group not accept or solicits benefits of any kind which they consider that are liable to give rise to conflicts of interest with respect to their obligations.

The conflict of interest could involve board members, management, employees, customers, suppliers and shareholders which should avoid and/or prevent some situations, such as the following:

- any person who owns or has a financial interest in a competing company where that individual might be influenced to make a business decision not in the best interest of the group if he gains financially by favoring the competing interest;
- any person using his position to influence a hiring or promotion decision in favor of a personal and/or family relationship, including nepotism;
- any close relationships between individuals of varying levels of authority where such relationship may be perceived as favoritism.

In order to avoid conflict of interest each entity of the Group conducts a background investigation when needed.



12. Private life and of confidentiality

CFE Finance Group respects the personal and family lives of its staff and promotes the best balance between these and their work responsibilities. Therefore, any employees of the Group who managers people will make every effort to ensure an appropriate work-life balance.

13. Non-discrimination and equal opportunity

The Group promotes fundamental rights, non-discrimination and equal opportunity to all. Discrimination can take many forms and can affect both access to employment and the treatment of employees once they are employed. It may be direct or indirect, and arise in a range of industry sectors and cultural settings.

To avoid any form of discrimination CFE Finance Group acknowledges and applies the following principal criteria:

- Getting information on legislative requirements;
- Ensuring recruitment is not based on personal specifications;
- Training managers in non-discriminatory recruitment;
- Identifying potentially discriminatory practices;
- Avoiding any form of disparities for women and minority groups.



14. Health and safety at work

CFE S.A. promotes a policy of health and safety at work and adopts the preventive measures established in current applicable law and others that may be applicable in the future. In particular, the employees must follow and comply with the preventive measures established in respect of the prevention of occupational hazards, reporting any hazardous situation to their immediate superiors.

15. Selection, evaluation and professional development

CFE Finance Group selects its staff based on the academic formation, personal and professional merit and on the Group's needs. Thus, any employee involved in hiring, selection and job promotion process must respect these principles attentively.

Training of all employees is considered a strategic investment in the best interest of CFE Finance Group.





16. Good behavior and Integrity in communication

All employees of the Group are committed to maintain good behavior and integrity of relationships with all media and public.

Good behavior includes honesty, integrity, fairness, accountability, respect and professional commitments.

Each employee shall:

- Behave in accordance with ethical principles, act in good faith, intellectual honesty and fairness;
- Conduct himself ensuring that personal views and convictions do not compromise ethical principles, business duties and the interests of the Group;
- Respect the dignity, worth, equality, diversity and privacy of all persons;
- Demonstrate a high level of professionalism and loyalty to the Group.

- Each employee of the Group is considered equivalent to an Ambassador of the Group towards to all media and public.

- In this respect, each employee of the Group shall:

- Preserve the integrity of the process of communication;
- Be honest and accurate in all communications;
- Act promptly to correct erroneous communication for which the employee is responsible;
- Investigate the truthfulness and accuracy of information released on behalf of the Group;
- Avoid deceptive practices.

17. Risks

In accordance with the actual activities performed by the Group, the following areas of risk activities have been identified as follow:

Managing relations with public authorities;
Managing relationships with intermediaries, agents, supplies and more in general third parties;
Provision of services;
Processing confidential information;
Managing financial resources.

All activities performed by each entity must be prevent through the adoption in its internal organization of the following pillars:

Prevention / Internal Control;
Internal Organization;
Cooperation.



18. Prevention / Internal Control

- The Internal Control of each entity must be aimed to avoid a variety of risks such as:

- Reputational risk;
- Legal risk;
- Risk of losses;
- Risk of dispute;
- Risk of sanctions;
- Operational risk.

- Each entity (where applicable) can issue its internal procedure and/or appoint dedicated committee, in order to:

- Ensuring an adequate level of separation of functions in order to reduce the possibility of unsafe behavior and facilitate its rapid identification;
- Ensuring that the powers of signature are allocated in line with the internal organizational responsibilities;
- Minimizing carrying costs of receivables and bad debt losses;
- Ensuring that entity's arrangements for the prevention of (i) money laundering, (ii) fraud or combating terrorist financing and, more in general, (iii) all activities identified as areas of risk are comprehensive and proportionate to the nature, risk and complexity of each entity's business;
- Ensuring that the entity's specific money laundering / terrorist financing risks are taken into account while developing any new project, taking on any new customer or adopting any change in the company's business profile;

Each entity must recognize "key" preventive controls as described below:

- Relations with Public Authorities: each entity maintains collaborative and transparent relations with the institution in compliance with applicable laws on the basis of the general principles of loyalty and transparency. Practices of corruption, favoritism, collusion, solicitations for direct and/or indirect advantage are also prohibited.
- Managing relationships with intermediaries, agents, supplies and more in general third parties / Provision of services (where applicable): all counterparties are selected based on checks of their reliability, reputation and diligence, in terms of compliance with rules and regulations and with particular reference to the specific provisions governing their own activities, as well as the appropriate technical/professional qualifications.
- Managing Financial Resources: each entity promotes the reliability and efficiency of bank payment instruments in order to preserve traceability.
- Managing risk of losses: A director/senior manager or a credit committee can be designated to produce guidelines or procedures to understand and manage debts and credit assets efficiently.
- Processing confidential information: direct or indirect relationship to obtain improperly confidential
- Ensuring that all employees are fully aware of the applicable laws and rules through a training program information are not admitted.

19. Internal Organisation

CFE Finance Group is fully committed to ensuring that its arrangements for managing the risks are appropriate and comprehensive, given the nature, scale and complexity of its activity and that these arrangements are fully integrated into the operation and ethical framework of the Group. It is the responsibility of all employees to comply fully with the procedures and Guidelines. The Board of directors of each entity fully provides its respective company with apposite systems and controls and acknowledge their own responsibilities on coordinating, monitoring, approving and updating the policies, procedures and arrangements as required. Based on the above, if a specific supervisory body/person is not appointed, the responsibility shall be fall to the top managers of each company until to the Board of directors of each of it.

Anyway, based on the structure and/or activity performed, each entity develop its internal organization to ensure compliance with the requirements of the various legislative acts keeping in mind:

- The requirement of the “four eyes principles” by which a decision, business transaction must be approved by at least two people. This controlling mechanism is used to facilitate the delegation of authority and an increase of transparency;

- the appointment of an appropriate individual (internally or externally) responsible for the supervision and co-ordination of risks (financial/reputation/operational/legal/credit/enviromental/political/social/ethical) and functions. If a dedicated individual or body is not appointed, the Executive Director, when applicable, or each director of each entity is considered as responsible for the supervision and coordination of risk and functions;
- the selection and recruitment of employees is performed in compliance with the principles defined within applicable laws, with aim of promoting equal opportunities, training, development and professional growth;
- the identification and verification of their Counterparties finding:

- a) customers’ activity – core business and intended nature of relationship;
- b) customers’ countries of operation;
- c) US status;
- d) Politically exposed person (PEP) status;
- e) Tax compliance profile;
- f) Origin of funds or other assets which are the subject of the business relationship;
- g) Details of source of entire body of wealth (i.e. total assets);
- h) Ongoing monitoring of customers’ data’s;
- i) Transaction monitoring of customers’ activities;
- j) Safekeeping of documents and information.:



20. Cooperation

The Group committed to cooperate with Public Authority in order to contrast the commission of crimes in accordance with the local law of each entity, EU laws and International law.

21. Sanctions

The violation of individual provisions and rules of conduct referred to in these Guidelines by an employee may trigger the following disciplinary measures:

- Verbal reprimand;
- Written reprimand;
- Suspension from the service and the economic treatment;
- Dismissal.

Disciplinary measures depending on the severity of the behavior and taking into account the intentionality of the behavior or relevant negligence or imprudence, the position covered by the employee and, more in general, other particular circumstances of the single case.



22. Personal data protection

The Group guarantees full compliance with Personal Data Protection Laws (Regulation EU 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, the "GDPR") and the Luxembourg data protection law.

Accordingly, CFE Finance Group:

- ensures that the processing of the Personal Data is lawful, including in relation to the collection of the Personal Data and the disclosure of Personal Data to the counterparties;
- takes appropriate technical and organizational measures to ensure the integrity and confidentiality of the Personal Data, in accordance with the Data Protection Legislation;
- only delegates the processing of the Personal Data to processors providing sufficient guarantees to implement appropriate technical and organizational measures, in such a manner that the processing will meet the requirements of the Data Protection Legislation and ensures the protection of the right of the data subjects.



23. Revision

CFE Finance Group reviews the present Guidelines on an annual basis or whenever a material change is needed. Any material change will be formally approved by its Board of directors.





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