

**ROUTIN**  
*shake your talents*

# Ethics Charter

**ROUTIN GROUP**

**06/2025**

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## Preamble

### A word from the Chairman

"At Routin, our development has always been based on strong values: collective commitment, performance, creativity, respect, responsibility and transparency.

These principles guide us in our decision-making, our relationships with our partners, and our day-to-day work.

In an ever-changing world, and within a company that operates in over 80 countries, we need to be able to rely on a common, clear and shared framework.

Hence why we have drafted this **Ethics Charter**: to provide each and every one of us with guidelines on how to act with integrity, in compliance with the law, and with respect for people and the environment.

The result of a team effort led by our Executive Committee, this document is a concrete expression of our commitment to making ethics and social responsibility some of the cornerstones of our business.

The Charter will guide you in situations that may raise doubts, pose questions, or involve risks, both internally and externally.

It reflects our commitment to building a sustainable, exemplary company that is respectful of women, men and the planet alike.

Integrating these rules of conduct into our day-to-day work also gives substance to our 'Shake Your Talents' program aimed at revealing our talents in a environment of trust, consistency, and responsibility."

**Loïc Couilloud**  
**Chairman of ROUTIN Group**

### THE ROUTIN SUPERVISORY BOARD

The undersigned, members of the ROUTIN Supervisory Board, hereby express their approval and their individual and collective support for the principles presented in the Ethics Charter.

#### Signatures

**Simon Guichard**  
**Argos Wityu**

*Simon GUICHARD*

✓ Certified by  you sign

**Sandra Lagumina**  
**Argos Wityu**

*Sandra LAGUMINA*

✓ Certified by  you sign

**Pierre Cassignol**  
**Argos Wityu**

*Pierre CASSIGNOL*

✓ Certified by  you sign

**Caroline Fady**  
**Argos Wityu**

*Caroline FADY*

✓ Certified by  you sign

**Quentin Matillon**  
**UI Investissement**

*Quentin MATILLON*

✓ Certified by  you sign

**Laurent Vasselin**  
**Crédit Mutuel Equity**

*Laurent VASSELIN*

✓ Certified by  you sign

With Shake Your Talents, we have built our CSR policy around seven fundamental pillars: Transmission, Art and creativity, Localness, Environment, Naturalness, Economic fabric and Solidarity.

The Charter is the basis of our development strategy, for which we want to take an ethical approach, meaning that it must respect our values:

- Put the human being at the heart of the Company, ensure equality, diversity, the valorization of skills, the health and the well-being of our employees;
- Conduct our activities ethically and morally, while respecting the law, innovate and be uncompromising on the quality of our products and of our exchanges, pass on our expertise;
- Stand by our environmental and social convictions by committing to the application of our ambitious CSR strategy;
- Protect and secure the integrity of the Group's assets and confidential and personal information, for responsible and professional use.

## Scope of application

The Ethics Charter must be applied by all employees of our companies, whether they are under permanent or temporary contracts and regardless of their level of responsibility, their profession, or their place of work. It shall apply to everyone: employees, corporate officers, temporary workers and interns. The Charter is issued and explained to each new employee, regardless of their type of employment contract.

All employees are made aware of the Charter's content and are systematically informed of any changes. This Charter is shared via notice board display and is available on the intranet.

Our Ethics Charter is intended to help employees to better understand ethical factors, and find the right answers and attitudes in their day-to-day behavior and actions.

It is also available to everyone in our value chain so that we can share our approach to ethics.

*As an employee, you must:*

- Be familiar with and understand the Ethics Charter;
- Act in accordance with the Ethics Charter and, if in doubt, ask for guidance from your manager or ethics officers;
- Embody and implement our values, our code of conduct and our behavior in the day-to-day exercising of your functions.

*As a manager, you must:*

- Set an example and promote the Ethics Charter in all your day-to-day actions;
- Ensure that all your personnel comply with the Ethics Charter;
- Ensure that you are sufficiently familiar with the Ethics Charter to be able to advise and guide your personnel concerning any questions that they may have;
- Identify and alert others of non-compliant situations and make the right decisions.

## Definitions

### **Money laundering:**

Money laundering is the process by which money of illegal origin is made "clean" by reinvesting it in legal activities, with the aim of concealing its criminal origin and making it appear to be legitimate money.

### **Service Provider Code of Conduct:**

A document that defines the requirements that service providers must meet in order to comply with company standards, particularly in terms of sustainable development.

### **Confidentiality:**

Confidentiality refers to the obligation to keep certain information secret or private. This involves protecting personal, professional, or sensitive data or information from unauthorized disclosure or access.

**Corruption:**

Corruption is defined as the act of a person in a public or private capacity soliciting or accepting a gift, advantage, offer, or promise in order to perform, delay, or omit an act within the scope of their functions.

**Due diligence:**

Due diligence is a management tool that enables companies to fulfill their responsibility to respect human rights, as outlined in the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Multinational Enterprises and Human Rights, and the OECD Guidelines for Multinational Enterprises. Due diligence is a process that enables companies to identify, prevent, and mitigate the actual or potential adverse impacts of their activities on human rights, and to report on how they address them.

**Discrimination:**

Unfair or unfavorable treatment based on personal characteristics (origin, gender, age, disability, sexual orientation, religion, etc.).

Different forms of discrimination: internal, external, systemic.

**Human rights:**

Fundamental international standards aimed at ensuring dignity and equality for all human beings, without discrimination. They include the rights defined in the International Bill of Human Rights:

- The Universal Declaration of Human Rights
- The International Covenant on Civil and Political Rights
- The International Covenant on Economic, Social and Cultural Rights

They also include the principles concerning fundamental rights as set out in the Declaration on Fundamental Principles and Rights at Work of the International Labour Organization.

**Fraud:**

Fraud is an intentional act committed by executives, members of management, employees, or third parties involving deceptive actions to obtain an illegal or improper advantage.

**Harassment:**

Repeated behavior intended to degrade working conditions, undermine dignity, or create a hostile environment.

Different forms of harassment: psychological, sexual, discriminatory.

**Anti-competitive practices:**

Anti-competitive practices are practices that reduce or restrict competition in a market. This can include price fixing, market division, abusive monopoly, or other activities that hinder fairness and free competition.

**Illegal employment:**

Illegal employment includes any form of employment that contravenes labor laws. This can include child labor, forced labor, undeclared work, or the employment of workers without the appropriate legal rights.

## Human rights commitments and objectives, and environmental due diligence

We are committed to respecting human rights and each of the following:

- the United Nations Guiding Principles on Business and Human Rights;
- the International Bill of Human Rights or the rights set forth in the Universal Declaration of Human Rights;
- the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work.

We are committed to exercising due diligence in relation to human rights and the environment to identify, prevent, and mitigate potential negative impacts on people and the environment resulting from our activities throughout our supply chain. This is in line with the [United Nations Guiding Principles on Business and Human Rights](#) (UNGPs).

We work with our main suppliers to recognize our responsibilities and commit to working together to respect human rights and support the environment, including protecting forests and other natural ecosystems.

### Our commitments

- Send our Code of Conduct to all our suppliers, explaining all the standards and requirements (including the 5 principles of the ILO). We expect our suppliers to adhere to our principles of sustainability, ethics, and transparency.
- Prevent and eliminate child labor and forced/compulsory labor both internally and throughout our value chain: In accordance with Article L. 4153-1 of the French Labor Code, it is prohibited to employ workers under the age of sixteen, except in the following cases:
  - a. Minors aged fifteen and over who are holders of an apprenticeship contract, under the conditions set out in article L. 6222-1;
  - b. Students in general education as part of visits organized by their teachers for information purposes or, during the last two years of middle school or in high school, when they are participating in observation periods, as mentioned in Article L. 332-3-1 of the French Education Code, or observation sessions and in accordance with the terms and conditions set forth by decree;
  - c. Students enrolled in work-study programs or vocational training during the last two years of compulsory education, when they are completing introductory or applied internships or periods of training in a professional environment, in accordance with the terms and conditions set forth by decree;
  - d. By an employer whose activity consists of making audiovisual recordings whose main subject is a child under the age of sixteen, with a view to distribution for profit on an online platform service within the meaning of Article 3(i) of Regulation (EU) 2022/2065 of the European Parliament and of the Council of October 19, 2022, on a Single Market for Digital Services and amending Directive 2000/31/EC (Digital Services Act).
- Participate in programs to improve working conditions for our ingredient and packaging suppliers.
- Work with committed suppliers and continuously improve our relationships to make them more productive.
- Increase the proportion of ingredients sourced from socially and environmentally sustainable production.
- Contribute to reducing deforestation and forest degradation associated with the production of certain raw materials, in particular by implementing the EUDR law.
- Raise awareness of ethical issues.
- Maintain and update due diligence procedures.

## Our objectives

- **Transparent internal reporting mechanisms:** Develop and implement a transparent reporting mechanism by 2025 to enable employees to report any human rights and environmental breaches.
- **Transparent reporting mechanisms for our entire value chain:** Develop and implement a transparent reporting mechanism by 2026 for our entire value chain to report any human rights and environmental breaches.
- **Strengthening of internal controls over key suppliers:**
  - Identify areas and supplies presenting social risks by the end of 2025;
  - Implement action plans to prevent and mitigate identified risks in our supply chain by the end of 2026.
- **Identify and publicly share our key human rights issues** by the end of 2026.
- **Increase the proportion of raw materials with a commitment to responsibility:** Commit to procurement practices that promote social and environmental responsibility by 2025. Achieve 50% certified materials by 2028.
- **Supplier commitment to due diligence:** Encourage the implementation of a due diligence policy through the CSR questionnaire for all our main suppliers by 2027.

## Anti-corruption commitments and objectives

We are formally committed to implementing strict measures to prevent and eliminate all forms of corruption, with training materials designed to raise awareness of this issue among our employees.

We make it clear that our employees are strictly prohibited from participating in acts of corruption, whether active or passive, under any circumstances.

We are convinced that honesty fosters competitiveness and social responsibility.

In accordance with our values, we do not accept any form of active or passive corruption in commercial transactions. No employee shall offer or accept, directly or indirectly, any advantage to/from a third party, for the purpose of obtaining an advantage.

We are particularly vigilant with regard to direct or indirect political contributions, charitable donations, and sponsorship (in accordance with our donation policy).

Management carefully reviews the results.

## Our commitments

- **Never accept or offer** anything that could be considered as a bribe, in particular money, gift cards or similar, job opportunities, favors, trips, promises of debt settlement or inappropriate gifts and entertainment.
- **Never use** our partners or any other third party for the purpose of paying bribes.
- **Never** accept anything from a supplier, a trading partner, or any other company/person, if the objectivity in your professional decision-making could be affected.
- **Keep a precise record** of all payments and transactions, maintain regular, reliable, and honest reporting of your activities.
- **Inform** your manager if a supplier or trading partner offers you inappropriate gifts or entertainment.
- **Ask** your line manager or ethics officer if you have any doubts or questions.
- Maintain and update anti-corruption and gift management procedures.

## Our objectives

- **Promotion of transparency and ethics:**
  - Make the Ethics Charter available from 2024, provide regular communication on good ethical practices, and remind employees of the possibility of reporting breaches in accordance with the whistleblowing procedure;
  - Strengthen the modules on anti-corruption and ethics in ongoing training programs for 100% of employees by 2026.
- **Communication of the gift management procedure:** By 2025, ensure comprehensive communication of the gift procedure to 100% of employees and via the Code of Conduct to our partners.
- **Strengthening of internal controls over key suppliers:**
  - Identify areas and supplies presenting risks by the end of 2025;
  - Implement action plans to ensure compliance with anti-corruption commitments by the end of 2026.
- **Supplier commitment to anti-corruption practices:**
  - Commitment by all our main suppliers to anti-corruption practices set out in the Code of Conduct by the end of 2027;
  - Encourage all our main suppliers to implement an anti-corruption policy by 2027 through the CSR questionnaire.

## Commitments and objectives in the fight against fraud

### Our commitments

We are committed to implementing rigorous measures to prevent, identify, manage, and avoid all forms of fraud within our Company.

- Strengthen our resilience to risks and preserve our reputation for excellence and reliability in all our activities in the face of fraud risks.
- Implement systems to prevent internal fraud (accounting fraud, embezzlement, etc.) and external fraud (invoicing fraud, phishing, etc.).
- Document and improve our anti-fraud procedures to protect our Company from financial loss and prevent any deterioration in the trust of our stakeholders.
- Cybersecurity awareness and prevention.

### Our objectives

- **Implementation of an internal control system to detect and prevent financial fraud within the Group:**
  - Annually verify the application and updating of internal procedures;
  - Annually review our internal control process during audits by the statutory auditors;
  - Include a financial internal audit in the internal audit plan by 2028.
- **Implementation of an external fraud prevention system:** Integrate a tool covering anti-fraud modules (purchasing workflow, etc.) when implementing a new ERP system by the end of 2026.
- **Implementation of an external fraud detection system:** Continue to conduct an annual vulnerability analysis on all of our raw materials.
- **Strengthening of our cybersecurity risk prevention system:**
  - Conduct an internal phishing test annually and an intrusion test every two years starting in 2025;
  - Train all employees in cybersecurity by 2026.
- **Promotion of transparency and ethics:**
  - Make the Ethics Charter available from 2024, provide regular communication on good ethical practices, and remind employees of the possibility of reporting breaches in accordance with the whistleblowing procedure;



- Strengthen the modules on fraud and ethics in ongoing training programs for 100% of employees by 2026.

- **Fraud management performance indicators:** Introduce and monitor specific fraud management performance indicators in terms of cybersecurity by 2026.

## Anti-money laundering commitments and objectives

### Our commitments

At Routin, we are committed to implementing rigorous measures to prevent, identify, manage, and avoid all forms of money laundering within our Company.

We are committed to preventing and reporting any suspicious money laundering activity. By working with our stakeholders and providing ongoing training to our employees, we ensure that our operations comply with the highest standards of ethics and legality. By strengthening our vigilance and maintaining a rigorous compliance culture, we protect not only our Company, but also the integrity of the financial system as a whole.

### Our objectives

- **Implementation of a system to prevent and combat money laundering:**
  - Integrate a tool covering anti-money laundering modules (purchasing workflow, etc.) when implementing a new ERP system by the end of 2026;
  - Have a price list that is negotiated on an annual basis.
- **Supplier commitment to the fight against money laundering:**
  - Commitment by all our main suppliers to anti-money laundering practices set out in the Code of Conduct by the end of 2027;
  - Encourage all our main suppliers to implement an anti-money laundering policy by 2027 through the CSR questionnaire.
- **Promotion of transparency and ethics:** Strengthen the modules on money laundering and ethics in ongoing training programs for 100% of employees by 2026.

## Commitments and objectives in the fight against conflicts of interest

We are formally committed to preventing conflicts of interest within our organization. Board members, managers and employees should avoid any situation of conflicting interest, i.e. situations in which personal interests may conflict with those of the Company.

Potential conflicts that should be reported include:

- A close relationship with a person that you supervise or that you could recruit;
- Taking a secondary job or being a director of another company that does business with the Company, its suppliers or its competitors;
- If a member of your family holds a function with a present or potential customer, supplier or competitor, particularly if it is a high level function;
- If you or a member of your family has a significant financial holding in a present or potential customer, supplier or competitor.

### Our commitments

- **Know how to recognize and raise awareness** about conflicts of interest.
- **Never conduct personal transactions** with a supplier, another trading partner, or a competitor.
- **Take professional decisions** in the interest of the Company, and not in your own interest or that of your family.

- **Loyalty, integrity, and good faith.** Every company employee has a duty of loyalty and an obligation to act in good faith in relation to customers, suppliers, and other partners.

### Our objectives

- **Conflict of interest survey:** 100% of individuals exposed to the risk of conflicts of interest must complete an annual questionnaire starting in 2025.
- **Promotion of transparency and ethics:** Strengthen the modules on the fight against conflicts of interest and ethics in ongoing training programs for 100% of employees by 2026.

## Commitments and objectives in the fight against anti-competitive practices

We are formally committed to implementing strict measures to prevent any anti-competitive behavior. Market expansion and all commercial activities are based on fair competition, focused on the value of our products and services. We comply with laws relating to competition and trade regulations. We are firmly committed to adopting ethical business practices and complying with applicable antitrust laws. We recognize the importance of fair competition in driving innovation and ensuring lasting benefits for our customers and our industry as a whole. By adopting these commitments, we reaffirm our commitment to ethical business practices and fair and healthy competition, while contributing to the sustainable growth and success of our Company and our industry.

### Our commitments

- Comply with applicable antitrust laws and regulations in all countries where we operate, ensuring that our business practices meet the highest standards of fair competition.
- Avoid any anti-competitive behavior, such as price fixing, market sharing, boycotts, or other practices that unduly restrict competition.
- Prohibit any agreement or practice between multiple companies that has the purpose or effect of preventing, restricting, or distorting competition.
- Provide ongoing training to our employees on antitrust laws and best business practices to ensure a thorough understanding of our legal and ethical obligations.
- Foster a culture of integrity and transparency within our Company, where employees are encouraged to report any conduct that is suspicious or contrary to our commitments to fair competition.

### Our objectives

- **Communication of the Ethics Charter:** By the end of 2025, inform all employees about anti-competitive practices.
- **Training:** By 2027, provide training to 100% of employees, particularly those in sales, marketing, and strategic decision-making departments, to understand and comply with laws relating to anti-competitive practices.

## Commitment and objectives regarding harassment and discrimination

We are committed to doing our utmost to ensure effective prevention of psychological and sexual harassment, as well as any discriminatory behavior in the workplace. This concerns all players within the Company, who must comply with the following commitments:

## Our commitments

### Management commitments:

Management must take all necessary measures to protect the physical and mental integrity of personnel, as well as their dignity at work.

It must ensure effective protection for victims of psychological and sexual harassment and for witnesses to such situations.

### Line manager commitments:

Each line manager has a duty to make staff aware of the need to behave in a way that ensures a working environment free from psychological and sexual harassment.

They must work with personnel to identify and prevent undesirable behavior that constitutes psychological or sexual harassment. They must contribute to the effective implementation of preventive measures. They must also work to prevent and manage conflicts between employees.

### Employee commitments:

Everyone working within the Group's companies has a duty to ensure that their behavior does not undermine the dignity of their colleagues, impair their health, or compromise their career prospects.

All employees must be aware that such undesirable behavior constitutes a criminal offense and will not be tolerated.

### Commitment of employee representatives:

Employee representatives are responsible for ensuring compliance with regulations on preventing and combating psychological and sexual harassment.

They have a duty to assist anyone who considers themselves to be a victim of harassment in taking action.

We also ensure compliance with all laws relating to non-discrimination in the workplace, across all our activities. This includes recruitment, where we ensure equal opportunities in employment, supported by a recruitment and inclusion policy and an internal mobility policy.

## Our objectives

**Promotion of transparency and ethics:** Strengthen the modules on fighting harassment and discrimination and ethics in ongoing training programs for 100% of employees by 2026.

**Set up a whistleblowing management system:** Any act of psychological or sexual harassment or discrimination will be dealt with from 2025 onwards through the defined whistleblowing procedure. This will be communicated to all employees.

## Overall commitments and objectives

**Whistleblowing Management Plan:** Report on all incidents with an associated action plan by 2028.

Any serious actual impact on people or the environment occurring in the course of our business must be reported. We are committed to ensuring that all queries are handled independently and confidentially, and we guarantee complete impartiality and objectivity.

We are committed to prioritizing dialog and consulting with stakeholder groups where applicable.

## How to report an incident?

Reports can be sent to the following email address: [alerte@routin.com](mailto:alerte@routin.com).

Internally, you can refer to the whistleblowing management procedure.

Governance, circulation and amendment

- Ethics officers are responsible for implementing the Ethics Charter and informing stakeholders of the practices.
- An annual review is conducted to monitor the relevance of the objectives or in the event of major changes in operations.

Amendment date and version:	Amended by:	Reason for amendments
6/13/2024 - version 1.1	HR manager	Inclusion of information about the fight against money laundering.
5/26/2025 - version 2	CSR team	Inclusion of information about the fight against harassment and discrimination. Revision of objectives to align them with the CSR approach. Transformation into a Group policy.  Signature by the new Supervisory Board