

## **INTRODUCTION**

SNF has given an undertaking to all its partners that its employees will comply with rules of ethics and behavior to which it is committed. It is therefore imperative that each one of us behaves in a way which is in keeping with this spirit.

The potential for conflicts between interests on a personal level and those involving business is always present, although the laws governing the conduct of business are quite clear.

It is therefore useful to establish directives regarding conflicts of interest which may arouse controversy. This code of business ethics thus reaffirms SNF's values.

SNF relies on each person's sense of responsibility to guarantee ethical behavior on both an individual and collective level.

This Code is necessarily a general one which shall be applicable to everybody. It applies to all SNF Group Companies.

If anyone is in any doubt regarding a particular situation, he should not hesitate to consult his line manager or management at Head-office.

All discussions on this subject will be kept confidential.

## **CONFLICTS OF INTEREST AND PERSONAL BUSINESS**

SNF expects its employees to act in good faith and in the best interests of the Company and the Group at all times.

The position of an SNF employee may not be used to obtain any personal gain or advantage for a relative or close relation.

The company's resources must not be used for work unconnected with its activity or that of the Group.

No financial advantage or gift may be accepted or solicited by an SNF employee for the purpose of favoring the interests of a client, a supplier or any third party.

Similarly, no gift or advantage in any form may be promised or offered to any person or entity collaborating with or likely to collaborate with SNF or any other Group Company.

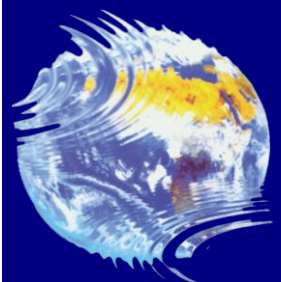
No SNF employee must become implicated in a situation where he might benefit from a relationship or act perpetrated which is not consistent with the interests of SNF or a Group Company.

Thus, no SNF employee may take, directly or indirectly, a financial participation in any company engaged in business relations with SNF or any other Group Company, without the latter firstly being consulted and expressly giving its agreement on the subject, and always provided that the securities in question are not quoted on the stock exchange.

An employee must not represent the Company in any transaction or commercial operation in which he has a direct or indirect interest, unless this interest has firstly been declared to the Company and the latter has given its agreement in writing for this employee to become involved despite having such an interest in the operation concerned.

In summary, every employee must act in such a way that he never places himself in a situation involving a conflict of interest, even if this is only a perceived one.

The conduct of employees must at all times reflect a commitment to impartiality and fairness in all SNF's operations.



The following examples illustrate what would constitute a violation of SNF's policy:

- ◆ Accepting a personal reward in return for the awarding of a contract by SNF.
- ◆ Holding a direct or indirect financial interest in any Company contracting with SNF (this does not apply to the holding of shares in publicly-owned Companies quoted on the stock market).
- ◆ Using Company relationships to obtain a favor from the authorities.
- ◆ Writing a personal letter on the Company's letterhead.
- ◆ Using Company equipment for personal ends.

This list is in no way exhaustive. It is mainly intended to help employees recognise and avoid any potential situations involving conflicts of interest, which they may encounter.

It is recalled that if he is in any doubt as to the regularity of an operation, the employee should not proceed but discuss it with his line manager.

### **COMPETING ACTIVITIES**

SNF employees must not have any outside interests which conflict with their loyalty to SNF or with their undertaking to comply with the values expressed.

They must not invest in competitor companies or act on behalf of a competitor.

Thus, SNF employee may take, directly or indirectly, a financial participation in any company which is a competitor of SNF or any other Group Company, without the latter firstly being consulted and expressly giving its agreement on the subject, and always provided that the securities in question are not quoted on the stock exchange.

If an employee is in any doubt regarding questions involving the purchasing or selling of shares, he must seek advice from his superior or from Management.

### **INVENTIONS**

In accordance with the statutory framework and the agreements applicable, any discoveries and inventions made by SNF employees during the course of their duties shall be the property of the Company, both in France and abroad. Every employee must therefore take all necessary steps to ensure that such discoveries or inventions are properly passed on to SNF.

Similarly, he must complete all formalities and steps which might be necessary to enable the Company to become the legitimate owner of the invention or discovery in question, and of all industrial property rights likely to arise therefrom.

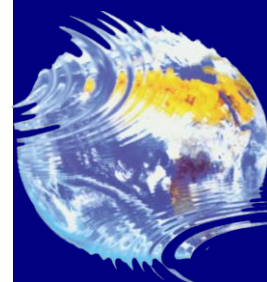
### **GIFTS**

Business gifts or services provided free of charge, or at preferential prices, may not be accepted.

Gifts of insignificant value may only be accepted insofar as returning them would be embarrassing or harmful to the smooth functioning of the commercial operation.

Whatever the circumstances, the employee's direct superior must be informed of these gifts; if, in his view, they are not insignificant, he must refer the matter to Management.

Gifts of value must be returned with a note explaining the Company's policy.



## **OUTSIDE EMPLOYMENT AND DIRECTORSHIPS**

Unless the prior written agreement of the Company's Management has been obtained, taking any outside employment, whether remunerated or not, on a part-time or other basis is, in principle, prohibited.

Whatever the circumstances, before accepting any further outside employment, it must be established that the cumulative activity is permitted by law, that it does not conflict with the position held with SNF and it does not affect either the performance or responsibilities of the employee in SNF.

Both during and after their activity with SNF, the Company's employees may not under any circumstances use Company information and documents in connection with any outside employment.

SNF's agreement to allow one of its employees to hold any further position outside the Company may not be construed as approval by SNF of the product or service of the Company in question.

## **POLITICAL ACTIVITIES**

Gifts and subsidies from Companies in favor of political parties are controlled by law.

Any contribution of this nature made by an employee may not under any circumstances be presented as being made for and on behalf of SNF.

## **COMPANY ASSETS AND THEIR MONITORING**

Wherever the Company's funds are used, any transaction or financial operation must be undertaken strictly in accordance with the rules which apply in this area.

It is imperative that:

- ◆ Transactions are recorded in accordance with the accounting principles generally accepted.
- ◆ A system of internal control is in place.
- ◆ The entries in the accounts provide an accurate reflection of the transactions made.
- ◆ The company's assets are treated with the same respect and diligence as personal assets, and that employees seek every opportunity to employ these assets more effectively.
- ◆ Maximum cooperation is given to external and internal auditors. Management is immediately informed of all sensitive subjects which might affect both the financial equilibrium and values of the Company as recalled herein

## **CONFIDENTIAL INFORMATION**

Employees may come to have access to information which has not been made public. All this information must be treated in confidence. It may not be used for personal profit and it may not be divulged, either to the employee's family, to friends, or to any third parties who might, for example, use it for the purpose of trading on the stock market.

This general duty of discretion is applicable both during and after the expiry of any contract of employment or commercial operation.

Similarly, all information which is not in the public domain, and concerns other matters to which an employee has access through the relationship with SNF must be treated in confidence and may not be used for personal profit.

It is important to bear in mind the fact that any unauthorized disclosure of sensitive information which is not in the public domain, to third parties, even to the family or friends, may be harmful to SNF and may result in the employee at the origin of the disclosure of this information being held personally liable, whether or not this person makes use of the information received.

