

Procedure for implementing the alert reception process designed for external employees and occasional contractors

TABLE OF CONTENTS

1. FOREWORD ERREUR ! SIGNET NON DÉFINI.

2. INFORMATION OR ACTIVITIES LIABLE TO BE REPORTED ERREUR ! SIGNET NON DÉFINI.

2.1. Information or activities potentially subject to complaint **Erreur ! Signet non défini.**

2.2. Exceptions to the legal right to report issues of concern **Erreur ! Signet non défini.**

3. DEFINITION OF "WHISTLEBLOWER" ERREUR ! SIGNET NON DÉFINI.

4. WHISTLEBLOWER ALERT RECEPTION PROCESS..... **4**

4.1. Reporting an issue of concern **Erreur ! Signet non défini.**

4.2. Formal requirements..... **Erreur ! Signet non défini.**

4.3. Reception of a whistleblower alert..... **Erreur ! Signet non défini.**

5. PROCESSING OF WHISTLEBLOWER ALERTS..... ERREUR ! SIGNET NON DÉFINI.

5.1. Characterization of the facts **Erreur ! Signet non défini.**

5.2. Protections afforded to the whistleblower..... **Erreur ! Signet non défini.**

5.3. Protections afforded to any other person potentially concerned **Erreur ! Signet non défini.**

5.4. Retention period for personal data **Erreur ! Signet non défini.**

5.5. Security measures 9

1. FOREWORD

This procedure describes the “right to report issues of concern” enjoyed by occasional employees and external contractors, within the scope of BPCE SA, as specified by the following legal texts:

- French Law No. [2016-1691](#) dated December 9, 2016 addressing transparency, anti-corruption measures and the modernization of economic life, known as the “Sapin II” Law, as well as Decree No. [2017-564](#) dated April 19, 2017 (applicable to all the Group’s legal entities),

The right to report issues of concern is, by definition, optional in nature. Its use by employees and managers or external employees and occasional contractors is not mandatory, except for countries where such reporting is required by the regulations. As such, no sanction may be imposed on an employee on the grounds that he or she has not availed themselves of this right.

2. INFORMATION OR ACTIVITIES LIABLE TO BE REPORTED

2.1. Information or activities potentially subject to complaint

The information or activities liable to trigger a whistleblower alert or report are the following:

- A crime or misdemeanor,
- A clear and serious violation of:
 - An international engagement duly ratified or approved by France,
 - A unilateral act of an international organization pursuant to such an engagement,
 - Laws or regulations.
- A serious threat or damage to public interest,
- The existence of behavior or situations that violate the entity’s code of conduct.
- One or several operations or procedures of a strictly professional nature, leading to questions about the possible existence of a dysfunction in the effective implementation of the compliance obligations to which the company is subject, i.e. liable to create a risk of non-compliance with provisions specific to banking and financial activities, whether these provisions are of a legislative, professional, regulatory, or ethical nature or derive from instructions given by effective managers.

The information provided must relate to objective, materially verifiable facts liable to reveal the presumed nature of any breaches. Account will only be taken of information that is formulated in an objective, relevant, and appropriate manner and directly related to the scope of the right to report issues of concern, and that is strictly required for subsequent verifications.

As any written material may, in the context of legal proceedings, be made available to the authorities, the whistleblower must describe the facts objectively, with all the rigor

and professionalism that may naturally be expected of an external employee or occasional contractor, and in such a way as not to risk committing the entity, and more generally any entity of Groupe BPCE, the managers of such entities and their employees or collaborators beyond the scope of their responsibilities.

The whistleblower must use wording that, firstly, reflects the presumed nature of the facts and, secondly, is under no circumstances liable to violate the privacy of the employees or managers of the entity or Group, or of any third parties.

2.2. Exceptions to the legal right to report issues of concern

Facts, information or documents covered by:

- National security or military secrecy,
- Medical confidentiality,
- The confidentiality of the lawyer-client relationship,

may not be disclosed.

3. DEFINITION OF "WHISTLEBLOWER"

A whistleblower is defined as follows:

- A natural person,
- Who reveals in good faith and in a disinterested manner,
- Information or activities potentially subject to complaint,
- Of which he or she has become personally aware.

For the purposes of this chapter, the term "natural person" shall be construed to be:

- A member of the entity's staff,
- Or an external employee or occasional contractor including (but not limited to):
 - Employees provided by a third-party company,
 - Temporary workers,
 - Student interns or people on work-study programs,
 - Consultants or independent contractors.

It follows from the above that an alert issued by a natural person who possesses no collaborative relationship with the entity (e.g.: a bank customer) is not entitled to use the entity's alert system. This does not, however, forejudge the relevance of the alert, which may nevertheless be handled outside the framework system described in these pages.

4. WHISTLEBLOWER ALERT RECEPTION PROCESS

4.1. Reporting an issue of concern

The report of wrongdoing is submitted to **Mr. Claude BION**, Group Compliance & Security Director at BPCE.

The alert reception system is not intended to replace other existing alert channels: direct or indirect management, employee representatives, etc. It is complementary to these channels; the use of this channel is an option but not an obligation.

4.2. Formal requirements

The alert includes at least:

- The identity, functions and contact details of the sender of the professional alert (whistleblower),
- The identity, functions and contact details of the persons subject of an alert,
- Information allowing, if necessary, an exchange with the recipient of the alert,
- The facts disclosed, describing the issue underlying the alert.

supplemented, if necessary, with information and facts about which the whistleblower has personal knowledge.

This information may be communicated in one of the following ways:

- By post, clearly marked "**Strictly confidential**": **Mr. Claude BION, Groupe BPCE Compliance & Security Director, 50 avenue Pierre Mendès France, 75201 Paris Cedex 13,**
- By e-mail: Recueil-Signalements@bpce.fr
- By telephone: **33-1 58 40 74 21** (*with written confirmation, see above*)

The sender of the alert shall provide his or her identity clearly and unequivocally. In exchange, the identity of the whistleblower shall be rigorously protected by the entity, in the same way as any individuals implicated in the denunciation.

Indeed, information making it possible to identify the whistleblower may only be disclosed (except to the judicial authorities) with the whistleblower's consent.

Information making it possible to identify the natural and/or legal person implicated by an alert may not be disclosed, except to the judicial authorities, until it has been established that the denunciation is well-founded.

As a reminder, the disclosure of confidential information relating to the whistleblower and/or the natural and/or legal person implicated is punishable by two years' imprisonment and a fine of €30,000.

As an exception, the alert of a whistleblower who wishes to remain anonymous may be processed under the following conditions:

- The seriousness of the facts denounced is established and the factual elements are sufficiently detailed,
- The handling of this alert must be subject to special precautions, such as a preliminary examination by its first recipient of the desirability of its dissemination within the framework of the whistleblower mechanism.

4.3. Reception of a whistleblower alert

The recipient of the alert must:

- Acknowledge receipt of this alert to the whistleblower without delay and under conditions of complete confidentiality,
- Ensure that the eligibility of the alert corresponds to the criteria of the whistleblower mechanism provided for in this procedure.

To this end, he or she must check that:

- The facts disclosed correspond to the list specified in Chapter 2.1 and are not subject to an exception provided for in Chapter 2.2,
- The whistleblower is one of the persons specified in Chapter 3,
- The formal procedure required to bring the alert to the attention of the recipient has been respected.

As soon as the prerequisites have all been met, the recipient of the alert shall inform the whistleblower, within a period that may not exceed 15 working days after receipt of the alert, of the admissibility of his or her alert, by any means that ensure the strict confidentiality of the whistleblower's identity.

If these prerequisites are not satisfied, the whistleblower is informed of the inadmissibility of his or her alert, under the same conditions of time limits and confidentiality.

5. PROCESSING OF WHISTLEBLOWER ALERTS

5.1. Characterization of the facts

An alert deemed admissible shall be processed within 3 months of its reception, but this period shall not constitute a limit to ensure that the alert is processed in full.

The recipient of the alert or the persons specially responsible for managing professional alerts within the entity or, where applicable, Groupe BPCE entities, shall appraise the seriousness of the alert by conducting an investigation, where appropriate by relying on the competent departments, while keeping the identity of the whistleblower secret unless the latter has given his or her formal consent to the contrary. The information collected by all the recipients of the alert is also confidential.

When registering the alert, the whistleblower must be informed that the information received will be processed on IT systems with a view to examining and analyzing the data, that the recipients of the data are individuals specifically appointed to manage professional alerts and that, in accordance with REGULATION (EU) 2016/679 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL dated April 27, 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation) and repealing Directive No. 95/46/EC and the amended Data Protection Act of January 6, 1978, he or she enjoys the right to access and rectify the information concerning him/her, and that he/she may exercise this right by contacting exclusively and directly the recipient of the alert specified in Chapter 4.1. Finally, the declarant is also informed that he or she may, for legitimate reasons, object to the processing of data concerning him/her.

The person in contact with the whistleblower shall ensure that the information transmitted is strictly related to the information or activities potentially subject to complaint.

The processing of the data brought to the attention of the recipients defined in Chapter 4.1 is carried out using dedicated resources based on all types of media, whether computerized or not.

Only the following categories of data may be processed:

- Identity, functions and contact details of the issuer of the professional alert,
- Identity, functions and contact details of the persons subject of an alert,
- Identity, functions and contact details of the persons involved in the collection or processing of the alert,
- Facts denounced by the whistleblower,
- Items collected within the framework of the verification of the denounced facts,
- Reports of the verification process,
- Actions taken subsequent to the alert.

The facts collected are strictly limited to the acts covered by the alert system. The consideration of the professional alert is based exclusively on information formulated in an objective manner, directly related to the scope of the alert system and strictly required for the verification of the alleged facts. The formulations used to describe the nature of the reported facts present them as allegations.

The alerts thus collected may be communicated to the management, control and supervisory bodies of the entity – or of a Groupe BPCE entity, as the case may be – to the extent that these details are necessary for the performance of their duties.

Any person liable to be involved in the alert gathering and processing procedure must ensure that the data to which he or she has access enjoys the highest degree of confidentiality.

When the alert:

- **Is not admissible**, the information is archived without delay, after being rendered anonymous,
- **Is not followed by disciplinary action and/or judicial proceedings**, the information relating to that alert is archived, after being rendered anonymous by the organization responsible for managing the alerts within two months of the conclusion of the verification operations. The whistleblower and the persons concerned by the denunciation shall be informed that the matter has been closed.
- **Results in disciplinary action and/or legal proceedings brought against the individual denounced or against the author of an improper alert**, the information relating to the alert shall be kept by the organization responsible for managing the alerts until the procedure has been completed.

The management of the entity reserves full discretion in determining what action to be taken following an external employee's and occasional contractor's decision to exercise his or her right to report issues of concern.

The whistleblower shall be informed of the action taken pursuant to his or her alert and, without prejudice to the protections afforded to him/her under the procedure, may be required to submit his/her observations within the framework of procedures triggered by the alert.

5.2. Protections afforded to the whistleblower

The use in good faith by an external employee or occasional contractor of their right to initiate an alert and to reveal facts liable to fall within the scope of this right, may not give rise to any direct or indirect retaliation or disciplinary action by their management or chain of command, even if the facts prove to be inaccurate or fail to give rise to any action.

In addition, a person who betrays a secret protected by law is not criminally liable if such disclosure is necessary and proportionate to the protection of the interests in question, if this disclosure is made in compliance with the reporting procedures defined by law and if the person meets the whistleblower definition criteria provided for in Article 6 of Law No. [2016-1691](#) dated December 9, 2016 addressing transparency, anti-corruption measures and the modernization of economic life ([Article 122-9 of the French Penal Code](#)).

The misuse of the right to report issues of concern, particularly when it concerns an individual, may expose the author to possible sanctions or prosecution. In this respect, it is recalled that slanderous denunciation, defined as that made in bad faith by a person who is aware of the unfounded nature of this denunciation, is punishable by a penalty of up to 5 years' imprisonment and/or a fine of up to €45,000 under [Article 226-10 of the French Penal Code](#).

The recipient of the alert undertakes to respect the confidentiality of the whistleblower's identity. In this respect, the recipient shall refrain from communicating this identity to any other person who may be directly or indirectly concerned by the exercise of the right to report issues of concern, unless he or she has given his/her

express prior authorization, if the procedure for processing the facts reported makes this divulgation necessary.

In accordance with Article 15 of the DGPS and Articles 39 and 40 of the [Act of January 6, 1978](#) as amended, the person in charge of the whistleblower system guarantees any person identified in the professional alert mechanism the right to access the data concerning him/her and to request, if this information is inaccurate, incomplete, ambiguous or out of date, to have it rectified or deleted.

The person subject of an alert may under no circumstances obtain from the person responsible for processing the denunciation, on the basis of his or her right of access, any information concerning the whistleblower's identity.

5.3. Protections afforded to any other person potentially concerned

Where the investigation directly or indirectly involves one or more persons, the entity undertakes to collect and process the data concerning them in accordance with the procedure described in these pages, in accordance with the applicable laws and regulations and, in particular, in accordance with the principles defined by the guidelines of the European Data Protection Committee (EDPS/ Ex G29) and by the French CNIL regulatory body (National Commission on Informatics and Liberty).

The individual receiving the alert is responsible for informing the person concerned.

The person or persons concerned by an investigation deemed justified shall be informed as soon as the alert is recorded, whether in a digital format or not, in order to enable them to submit their observations and to oppose the processing of the data concerning them.

Where precautionary measures are necessary, notably to prevent the destruction of evidence relating to the alert, the person concerned shall be informed after the adoption of such precautionary measures.

This information, which is communicated in accordance with procedures to ensure that it is effectively delivered to the individual concerned, shall notably specify the contact details of the person responsible for the whistleblower system, the facts alleged, the corporate departments to which the alert may be addressed, and the procedures for the individual to exercise his or her rights of access and rectification. A copy of this procedure shall also be given, for the record, to the person or persons concerned by the alert.

The identity of the person or persons concerned by an investigation is protected by the same rules of confidentiality as those guaranteed to the whistleblower him/herself.

5.4. Retention period for personal data

Personal data relating to an alert considered by the recipient as not falling within the scope of this system shall be archived immediately for statistical purposes and after being [rendered anonymous](#) in a secure cabinet and/or an information system with restricted access (*archiving period: 2 years + current year*).

Personal data relating to a verified alert shall be archived, for statistical purposes and after [being rendered anonymous](#) in a secure cabinet and/or an information system with restricted access, within a period of less than two months from the conclusion of the verification operations, where the alert is not followed by disciplinary action and/or judicial proceedings. (*Archiving period: 2 years + current year*)

When disciplinary action and/or legal proceedings are initiated at the end of the verification, the data relating to the alert shall be kept until the conclusion of the litigation procedure.

5.5. Security measures

The recipient of the alert and the persons specially responsible for managing professional alerts shall take all necessary steps to preserve the security of the data both when it is collected and when it is communicated or stored. In particular, access to data processing systems shall be by means of an individual identifier and password, regularly renewed, or by any other means of authentication.

These accesses are recorded and their correct implementation is monitored. The identity of the whistleblower and the persons concerned by the alert, as well as the information collected by all the recipients of the alert, shall be treated as confidential.