

Code of Conduct 行为规范

Sonepar's policy to do business and to deal both with its associates and its business partners is based on strong founding values, such as respect and integrity.

These core values as well as Sonepar's philosophy have always been embedded in the longstanding operating principles of Sonepar and included in its governance chart, which advocates, beyond the respect of laws and regulations, honest behaviors and, more particularly, the fact that, in case of doubt, everyone should ascertain the feasibility, compliance and acceptability of his/her actions.

This **Code of Conduct** of Sonepar and its affiliates is the continuance of current practices and aims to further emphasize what integrity entails, for each of us, facing an increase in compliance regulations. This **Code of Conduct** is also based, by reference, to the combined existing Charts and Governance manuals, which are already in force.

In addition to the reminder of the commitments included in this document, Compliance Guidelines ("Guidelines") are added, constituting an integral part of this **Code of Conduct**. These Guidelines, set by theme, listing of which is enclosed, shall be updated as new challenges arise and regulations applicable to Sonepar evolve. In case of a difference between the dispositions of this **Code of Conduct** and a local code, the stringent rules will apply.

Our commitments are based on compliance covenants to:

- All relevant applicable laws, regulations and internal rules applicable to Sonepar;
- The relevant applicable laws in each country, in respect of competition, fighting against corruption and influence peddling, and

索能达经营业务、处理与其员工和业务伙伴的关系所奉行的政策基于其坚定的创始价值观，如尊重和诚信。

这些核心价值观和索能达理念一直融入在索能达的长期运营原则中，并被纳入其管理章程中。除遵守法律法规之外，它还倡导诚实行事，特别是，倡导所有人在存有疑虑时应确保其行为的可行性、合规性和可接受性。

本**行为规范**适用于索能达及其关联公司，要求我们继续保持当前做法，并旨在强调在合规规定不断增多的情况下，我们每个人应如何践行诚信。本**行为规范**还参考了目前已生效的章程和管理手册。

除本文中做出的承诺之外，本行为规范中还增加了合规准则（“合规准则”），该合规准则构成本**行为规范**不可或缺的一部分。当出现新的挑战以及适用于索能达的法规变更时，应更新该合规准则。该合规准则按照主题编制，主题清单见附件部分。当本**行为规范**与当地规范的要求不一致时，应以更严格者为准。

我们的承诺基于以下合规约定：

- 遵守所有相关的适用法律、法规以及适用于索能达的内部规则；
- 遵守各个国家/地区有关竞争、反腐败、以权谋私和进出口管控的适用法律；

<p>import and export control;</p> <ul style="list-style-type: none"> • The proper accounting rules, including yearly audited accounts and no tolerance with respect to fraud; • The laws and regulations requiring a surveillance plan to identify and prevent risks to serious violations of human rights, fundamental freedom, health and safety of people and environment. <p>The Code of Conduct is applicable to associates in all countries where Sonepar operates. All associates must respect the principles contained herein and implement these principles in their daily business actions.</p> <p>In case of proven violation to the Code of Conduct, disciplinary measures may be initiated against the associate at fault. These measures shall be adjusted to be compliant with local laws.</p> <p>Pursuant to the current procedures, should any question or should a risk of violation to the Code of Conduct arise, the associate shall ask or inform his/her immediate supervisor or the legal department, compliance, internal control, audit team or human resources.</p> <p>Introduction of a whistleblowing procedure.</p> <p>An associate who acts in good faith and in a selfless spirit cannot be subject to any sanction or discriminatory or disciplinary measures motivated by reporting the violation.</p> <p>Marie-Christine Coisne-Roquette Chairman of Sonepar SAS</p> <p>For any question, please contact Mr. Paul Trudel, Group Chief Compliance Officer: chiefcomplianceofficer@sonepar.com</p> <p>Updated December 2017</p>	<ul style="list-style-type: none"> • 遵守相关会计准则，包括每年审计账目以及欺诈零容忍； • 遵守要求制定监管方案以识别和防范严重侵犯人权和基本自由、侵害人与环境的健康和安​​全等风险的法律法规。 <p>本行为规范适用于索能达运营所在国家/地区的所有员工。所有员工必须遵守本规范所含的各项原则，并在日常业务活动中践行这些原则。</p> <p>如发现确有违反本行为规范之行为，我们可能会对有过错的员工采取纪律处分。为符合当地法律，应对此类处分进行调整。</p> <p>根据现行程序，员工如对本行为规范有任何疑问或发生违反本行为规范的风险，应询问或告知其直接主管或法务部、合规部、内控部、审计团队或人力资源部。</p> <p>举报程序简介</p> <p>任何善意、无私行事的员工不会因举报违规行为而受到任何处罚或遭受区别对待或纪律处分。</p> <p>Marie-Christine Coisne-Roquette 索能达主席</p> <p>如有任何问题，请联系集团首席合规官 Paul Trudel 先生： chiefcomplianceofficer@sonepar.com</p> <p>2017 年 12 月更新</p>
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