

# Annex 1

# WHISTLEBLOWING MECHANISM



# Whistleblowing mechanism

In order to encourage irreproachable professional ethics and to retain the trust of our customers and partners, CAT SAS has put in place a whistleblowing mechanism.

It permits employees, and external and occasional staff of «Groupe CAT» (defined as CAT SAS and all the companies it controls within the meaning of Article L 233-3 of the French Commercial Code (hereinafter the «Subsidiaries»)) to report problems and possible misconduct or situations contrary to the code of conduct introduced by the Compagnie d'Affrètement et de Transport, CAT («CAT SAS») at Groupe CAT, concerning corruption or influence trafficking and in general contravening applicable agreements, laws and regulations, of which they are personally aware in their business activities.

This whistleblowing mechanism is available for all reporting to CAT SAS and its Subsidiaries, via the following central email address: [CAT@alertethic.fr](mailto:CAT@alertethic.fr)

The whistleblowing mechanism is optional, and CAT SAS and its Subsidiaries will take no action against employees or external or occasional staff who choose not to use it.

A reporting system of this type involves the processing of personal data by CAT, CAT being your employer or a company with which you work (and is the entity considered to be the "processing controller").

The personal data processing involved in this mechanism is designed to comply with the obligations imposed on Groupe CAT by the Law of 2016-1691 of 9 December 2016 on transparency, anti-corruption and the modernisation of economic life.

How the whistleblowing mechanism operates, and the terms and conditions under which the personal data collected via this mechanism is processed, are presented below.

## 1. REPORTABLE WRONGDOING

What can be reported?

The following can be reported (hereinafter «Report(s)»):

- by employees of CAT SAS or of its Subsidiaries:
  - behaviours or situations contrary to the Groupe CAT code of conduct concerning corruption or influence trafficking;
  
- by employees and external or occasional staff of CAT SAS or of its Subsidiaries:
  - criminal offences as defined in applicable regulations;
  - serious and clear breaches of an international commitment ratified or approved by France, or of a unilateral act of an international body based on such a commitment, law or regulation; or
  - serious threats or harm to the general interest.



Such Reports must be submitted in a disinterested manner and in good faith based on facts that the whistleblower has personal knowledge of.

Facts, information and documents covered by national defence secrecy laws, doctor-patient confidentiality or client-attorney privilege are not reportable under this mechanism.

## **2. REPORTING PROCEDURES**

The person who issues the Report is called the «Whistleblower». The person who receives the report, i.e., the external Officer (CAT SAS service provider receiving and processing Reports on behalf of CAT and its Subsidiaries – see Section 6 below) is called the «Recipient of the Report».

When a breach is reported, it is important to describe the situation precisely indicating the objective facts, the dates on which they occurred and the names of the persons involved, and to submit any available evidence needed to verify the allegations (reports, documents, letters, etc.), to permit an in-depth investigation.

The forms used to describe the nature of the reported facts must be adequate to expose their presumed nature. Only the data required to review the basis of the Report has to be communicated.

The Whistleblower (author of the report) must keep all information confidential and is not released from that duty of confidentiality if the recipient of the report fails to perform due diligence as set out below (in Section 6).

The Whistleblower also provides any information needed for discussions with the Recipient.

## **3. REPORTING AND DATA CONFIDENTIALITY**

A Report cannot be anonymous, in return for which the Whistleblower benefits from a confidentiality commitment in accordance with local laws governing the processing of personal data.

The Recipient of the Report as well as the internal persons authorised to know the content of the Report (Human Resources Director and Internal Audit Director or a member of the Executive Committee appointed to cover absence) take all useful precautions to protect the confidentiality of the data communicated or saved as part of the whistleblowing process, including data regarding the Whistleblower's identity, the facts in the Report, and the identities of the persons implicated in the Report. In particular, access to data processing requires the use of periodically renewed usernames and personal passwords, and Whistleblower's identity is kept confidential so that he/she is not exposed to harm for having reported alleged misconduct.

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CAT SAS promises to keep strictly confidential the identity of Whistleblowers. In particular, the Whistleblower's identity will not be disclosed to any potential defendant, even if the defendant invokes their data access rights.

CAT SAS will not disclose the Whistleblower's identity without his/her consent, or the defendant's identity, once the Report is found to be soundly based.

However, the following may always be disclosed to judicial authorities on request:

- the Whistleblower's identity
- the identity of the offender named by the Whistleblower.

## **4. USE OF THE WHISTLEBLOWING MECHANISM AND PROHIBITION OF SANCTIONS AND DISCRIMINATION**

Use of the Whistleblowing mechanism in a disinterested manner and in good faith cannot expose the Whistleblower to sanctions of any kind, even if the alleged facts prove to be inaccurate or produce no consequences.

In contrast, misuse of the mechanism by a Whistleblower can expose him/her to disciplinary sanctions and legal action.

As previously indicated, the use of the whistleblowing mechanism is optional, and CAT SA will not, directly or indirectly, impose any sanction on, or take any action against, anyone who chooses not to report a wrongdoing.

## **5. PROCEDURE IN THE ABSENCE OF DUE DILIGENCE BY THE RECIPIENT OF THE REPORT**

Should the Recipient of the Report fail to exercise due diligence to verify the admissibility of the Report within a reasonable amount of time, the allegation may be sent to judicial authorities, administrative authorities or professional bodies.

Should any of the above-mentioned authorities or bodies fail to process the allegation within three months, the Report may be made public.

Furthermore, in the case of clear and imminent danger or in the presence of a risk of irreversible harm, the Report may be brought directly to the attention of judicial authorities, administrative authorities or professional bodies. It may be made public.

## **6. REPORT PROCESSING PROCEDURE**

Reports will be analysed with the utmost care and will lead to investigations and any actions considered necessary to establish the merits of the allegations, in accordance with applicable regulations.

The data collected in a Report may be communicated:

- to the persons tasked with the management of whistleblower allegations at CAT SAS (Human Resources Director and Internal Audit Director or a deputy, member of the Executive Committee, whom they will have appointed to act in their absence);
- to CAT SAS's service provider (specifically, the legal firm August Debouzy regarded as the external Consultant), acting as subcontractor for CAT SAS, tasked with putting the whistleblowing mechanism in place, filtering and processing Reports, and making recommendations for follow-up (with the assistance of downstream external consultants, if any, such as ADIT).

### **ACKNOWLEDGMENT OF RECEIPT, CONVERSATIONS/ EXCHANGES WITH THE WHISTLEBLOWER, AND DEADLINE FOR PROCESSING REPORTS**

The Whistleblower will be notified without undue delay, by registered mail including a written and dated acknowledgment of receipt, that his/her Report has been received and the likely reasonable length of time needed to review its admissibility. The acknowledgment of receipt does not constitute confirmation that the Report is admissible, and a Report is inadmissible if it does not fall within the scope of the whistleblowing mechanism.

The Whistleblower will also be advised how he/she will be notified of any follow-up actions to the Report. Once filed, the Report is filtered to make sure that it falls within the scope of the mechanism.

A period of discussion may then ensue with the Whistleblower to allow for questions, additional necessary information, and any parties whose complaints do not fall within the scope of the mechanism to be redirected to the right contacts.

Any Report that clearly falls outside the scope of the procedure, or is frivolous, not in good faith, is made maliciously or constitutes misuse of the mechanism, as well as any Report alleging unverifiable facts, will be destroyed without delay.

Its author will be notified thereof.

If the person tasked with handling whistleblower allegations at CAT SAS finds behaviour that breaches the ethical rules in the above-mentioned fields, they will send their conclusions to the Human Resources Manager. The Human Resources Director will take the appropriate action, including disciplinary measures.

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## **7. DATA CATEGORIES THAT MAY BE PROCESSED WHEN PROCESSING THE REPORT**

Within the scope of this whistleblowing mechanism, CAT SAS will only collect personal data relating to:

- the Whistleblower's identity, job/role and contact details;
- the defendants' identities, jobs/roles and contact details;
- the identities, jobs/roles and contact details of the individuals involved in collecting and processing Reports;
- the reported facts;
- the elements collected as part of the process to verify the reported facts;
- the reports/logs of the verification process;
- the follow-ups to the Reports.

## **8. DURATION OF DATA STORAGE**

All data relating to a Report regarded as not falling within the scope of the whistleblowing mechanism described above will be either destroyed or archived immediately after anonymisation.

When a Report does not result in disciplinary or legal consequences, the data relating to that Report is either destroyed or archived, after anonymisation, within two months following the close of the verification process. The Whistleblower and the individuals implicated in the Report are notified of that close.

When disciplinary or legal proceedings are taken against a defendant or against a Whistleblower misusing the mechanism, the data relating to the Report is kept until the end of the disciplinary or legal proceedings, if applicable.

Archives are kept in accordance with Groupe CAT's general archiving policy for a period, in all cases, not exceeding the duration of the contentious proceedings.

## **9. TRANSFERS OF PERSONAL DATA**

As part of the processing of Reports, certain personal data relating to Whistleblowers or to individuals implicated in the Reports may be transferred to outside the European Economic Area. CAT SAS undertakes to ensure an adequate level of protection for the data transferred in this way, in particular by signing the Standard Contractual Clauses approved by the European Commission.

## 10. INDIVIDUALS' RIGHTS TO THEIR PERSONAL DATA

Anyone implicated in a Report, once it has been electronically or manually filed, will be notified of any personal data in it regarding them, to permit them to object to the processing of that data. When protective measures are necessary, particularly to prevent the destruction of evidence relating to the Report, the data subject (the person concerned) will not be notified until after such measures have been adopted.

In accordance with personal data protection legislation, the individuals identified in the whistleblowing process have certain rights regarding the collection and processing of their personal data, specifically:

- The right to be informed: You have the right to be informed in a concise, transparent, understandable and easily accessible way how your personal data is being processed.
- The right to access: You have the right to obtain (i) confirmation that your personal data is or is not being processed and, if it is being processed, to obtain (ii) access to that data and a copy of it.
- The right to rectification: You have the right to have any of your personal data that is inaccurate, rectified. You also have the right to have any incomplete personal data completed, including by submitting a supplemental statement.
- The right to removal: In certain cases, you have the right to have your personal data removed. This is, however, not an absolute right and CAT SAS may have legal or legitimate reasons for keeping such data.
- The right to restrict processing: In certain cases, you have the right to restrict the processing of your personal data.
- The right to give instructions concerning the use of data after death: You have the right to give CAT SAS instructions regarding the use of your personal data after your death.

You can exercise these rights at CAT SAS by sending a letter by post to [Groupe CAT - Direction Audit Interne – 49 Quai Alphonse Le Gallo – 92100 Boulogne-Billancourt], or by emailing to: [AlertesGDPR@groupecat.com]

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