

WHISTLEBLOWING SYSTEM PROCEDURE

COMPLIANCE

October 2023

Disclaimer

This Procedure is mentioned in the Universal Registration Document (URD) and is written in accordance with the Sapin 2 anti-corruption law and the European General Data Protection Regulation.

General introduction

Mersen Group companies have a proprietary whistleblowing system that enables concerned person to report:

- any conduct or actions defined as inappropriate by the Group's Code of Ethics and Code of Conduct;
- a crime or offense;
- a breach or an attempt to conceal a breach of an international commitment duly ratified or approved;
- a breach or an attempt to conceal a breach of an unilateral act by an international organization that is based on a duly ratified international commitment;
- a breach of the law or regulations;
- a threat or harm to the public interest, of which the whistleblower has become personally aware.

This system is intended for :

- o all Mersen Group employees
- o external or temporary human resources.
- o former Mersen Group employees when the information was obtained within the framework of this former relationship,
- o candidates for employment within Mersen Group, when the information was obtained as part of this application,
- o shareholders, partners and holders of voting rights at the general meeting of Mersen Group companies;
- o members of Mersen Group's administrative, management or supervisory body;
- o employees or members of the administrative, management or supervisory body of Mersen Group's suppliers, co-contractors, subcontractors and customers.

Whistleblowers who use the system in good faith do not risk any disciplinary measures, even if their allegations are not substantiated or do not lead to any further action. In contrast, whistleblowers who misuse the system with allegations that are not in good faith, such as by giving false or incorrect information on purpose or with malicious intent, can face disciplinary and legal action.

The objectives of this procedure are to foster the establishment of a process for the consistent conduct of thorough, efficient, and professional compliance related allegation reviews across the Group and a standard mechanism for identifying root cause and defining proper corrective and preventive actions. We remind you that the Code of Ethics and the Code of Conduct are available on the Group Internet.

Whistleblower report collection and processing

An alert report must be written and can be submitted by the Whistleblower through **three** different main channels:

Channel 1 - an email issued to the following address: ethics@mersen.com

Channel 2 - a form duly filled in on the mersen.com website

Nota Bene: Those channels allow only the following Executives of Mersen to receive the alert:

- Group VP & Chief Human Resources Officer
- VP Group Risks, Audit, & Compliance Officer

Channel 3 - By contacting the Mersen HR Network

After having carried out a preliminary investigation, the HR Manager receiving the alert must consult the Regional HR Director or the VP HR of Group Segment or VP HR of multi-segment sites or the Group VP HR, If some criteria are met (see below), the HR Manager must report this **major alert** by sending a report to ethics@mersen.com (**channel 1**)

Communication with the Whistleblower:

Whistleblowers can identify or not themselves. If identity is revealed, those responsible for the whistleblower system will treat identity as confidential.

In all cases, when an alert is received on **channel 1** and **channel 2**, an acknowledge receipt is automatically sent to the Whistleblower either by the Group VP & Chief Human Resources or VP Group Risks, Audit and Compliance Officer to confirm that their request has been received and will be handled.

When a written alert is received on **channel 3**, the HR Manager will provide the whistleblower with an acknowledgment of receipt duly dated. This acknowledgment of receipt provided to the whistleblower will enable him/her to benefit, where appropriate, from a specific protection regime.

It is specified that, in accordance with the legal or regulatory provisions which strictly frame the communication of information, the elements likely to identify the Whistleblower can only be disclosed with the consent of the person. Identity details may, however, be communicated to the judicial authorities, if the involved Mersen Manager are required to do it. The whistleblower is then informed unless this information risks compromising the judicial procedure.

Whistleblower report handling

When an alert report is received by the Group VP & Chief Human Resources and the VP Group Risks, Audit & Compliance Officer on **channel 1** and **channel 2**, they meet to jointly decide whether further action should be taken and will appoint the relevant manager who will be in charge to lead the investigation (“**the Investigator**”). For major issues, an external Forensic Auditor can be instructed to make the investigation.

If a decision is made to launch an investigation, the VP Group Risks, Audit & Compliance Officer will inform the Mersen Compliance Committee** and relevant Senior executives depending on the case (for instance : the Executive VP of a Group Segment, the Group HR VP and the Regional HR VP in case an alert relates to an Electrical Power or Advanced Materials site).

*** Mersen Compliance Committee consists of the Group’s CEO, CFO, the Group VP & Chief Human Resources, the Group General Counsel and the VP Group Risks, Audit & Compliance officer.*

An investigation is always launched with the assistance of local representatives, who are generally the site HR Manager and/or the Site Director. If the report concerns the Site HR Manager or the Site Director, the assistance will be provided by the Manager N+1 of the Site Director and the Regional HR Director. If there is no Regional HR Director, the VP HR of a Group Segment takes the role.

When an alert report is received by the site HR Manager on **channel 3**, he/she will be assisted by impartial stakeholders (employee representatives, external consultancy or law firm, etc.).

Important: during the investigation, no one other than the Investigator (or the HR manager on channel 3) is allowed to intervene. Any indirect or direct interference with the investigation is strictly prohibited. The same applies to the use of any law firm or auditing firm required to carry out the investigation. The Group VP HR and the VP Group Risks, Audit & Compliance Officer shall previously approve the use of such firm.

The Investigator (or the HR manager on channel 3) is responsible for collecting and handling whistleblower reports and is under a heightened obligation to protect confidentiality.

Only the following categories of data can be processed:

- the identity, responsibilities and contact information of the whistleblower;
- the identity, responsibilities and contact information of the people who are the subject of a whistleblower report;
- the identity, responsibilities and contact information of people involved in collecting or handling the report information;
- the allegations;
- the facts collected to verify the allegations;
- the record of verification activities;
- further action taken in response to the whistleblower report.

The investigator needs to document facts of the investigation (Investigation Report) :

- to be submitted to the Group VP & Chief Human Resources and the VP Group Risks, Audit & Compliance Officer only, when the Alert was received on Channel 1 or 2 ;
- to be kept locally by the local HR manager and not disclosed, except if requested by the Compliance Committee.

Please refer to the below investigation report information.

Investigation Report Part 1: The alert

- ✓ Site
- ✓ Segment
- ✓ Whistleblower information
- ✓ Report date, report way
- ✓ Subject of the whistleblower report and the information
- ✓ Summary of the alert and category of the breach
- ✓ Original alert report and the translations if needed

Investigation Report Part 2: The interviews and evidence collection

Conduct the interviews with reporter, witnesses, and subject of the alert respectively in a discreet and confidential manner. Document the following information for each interview being conducted:

- ✓ Interviewees' information
- ✓ Interview date and place
- ✓ Fact findings of the interview
- ✓ Evidence being collected

Investigation Report Part 3: Investigation outcome

- ✓ Finding conclusion of the investigations
- ✓ Was the alert substantiated?
- ✓ Suggested actions

Investigation Report Appendix

- ✓ All the evidence being collected.

Concluding the investigation

Once the investigation is completed under Channels 1 or 2,

- Step 1 - The Group Compliance Committee members meet to consider the decision to be made and any potential disciplinary measures to be taken.
- Step 2 - Decision is provided for information only to following executives depending on the case at stake.
 - Case 1 - For a dedicated Electrical Power site: Executive VP, VP HR of the Group Segment, Regional HR Director.
 - Case 2 - For a dedicated Advanced Materials site: Executive VP and VP HR of the Group Segment, Regional HR Director.
 - Case 3 - For a multi-segment site: Group VP Region and Group VP HR
- Step 3 – The Group VP & Chief Human Resources and/or the VP Group Risks, Audit and Compliance officer will organize a meeting with the Site Director and the site HR Manager to communicate the decision made and actions required.

The following are examples of possible cases where no further action is taken after investigating a whistleblower report:

- An alert has clearly been made as an act of revenge for various circumstances such as employee dismissal or professional jealousy;
- There are no findings to justify the alert.

Once the investigation is completed under Channel 3, the conclusions of this investigation must be indicated in the local register by the HR Manager. He/she shall keep informed the VP HR of the Group Segment (dedicated sites) or VP HR (multi-segment sites).

Data related to an alert that, upon being received by the Investigator (or the HR manager on channel 3), are deemed to fall outside the system's scope, are destroyed or redacted for anonymity and archived.

If a report does not lead to disciplinary or legal proceedings, the data related to the report are destroyed or redacted for anonymity and archived within two months of the report being closed. The whistleblower and the person who is the subject of the report will be notified when the report is closed.

If disciplinary or legal proceedings are initiated against a person who is the subject of a report or who made a report in bad faith, data related to the report are stored until the proceedings have ended.

The data can be kept longer, in intermediate archiving, if the company has the legal obligation (for example, to meet accounting, social or tax obligations) and that the involved persons are neither identified nor identifiable.

Whistleblower Information

Once a decision on the follow-up of the alert has been taken, the Whistleblower will be informed.

Information of the person targeted by the Alert

The person concerned by the Alert will be informed without delay of the facts and the subject of the Alert, unless precautionary measures are necessary to prevent the destruction of evidence relating to the Alert. In this case, the information to the person targeted by the Alert will intervene after the protection of evidence has been organized.

This information will specify in particular the facts that are alleged and how the procedure will be carried out.

Follow-up

Where the alert has been proven and actions taken, it is important to follow up at frequent intervals to ensure the timely closure of the actions. It is also important to ensure no retaliation in any forms are taken and all issues have been resolved.

GDPR rights

Mersen Corporate Services – together with each Group company employing employees – are jointly responsible for the processing of personal data carried out for the purposes of managing the whistleblowing system.

The purposes and the legal basis of the personal data processing are the following :

- For alerts relating to a crime or offense, a breach or an attempt to conceal a breach of an international commitment duly ratified or approved, a breach or an attempt to conceal a breach of an unilateral act by an international organization that is based on a duly ratified international commitment, a breach of the law or regulations, or a threat or harm to the public interest, of which the whistleblower has become personally aware, the legal basis is the compliance with Law (Sapin 2)
- For alerts relating to any conduct or actions defined as inappropriate by the Group's Code of Ethics and Code of Conducts and likely to characterize acts of corruption or influence peddling, the legal basis is the compliance with Law (Sapin 2)
- For alerts relating to any other conduct or actions defined as inappropriate by the Group's Code of Ethics and Code of Conducts (concerning other obligations of Mersen Code of Ethics and Code of Conduct), the legal basis is general interest of Mersen Group companies.

Access right

Any person concerned (whistleblower, presumed victims, persons targeted by the alert, witnesses and persons heard during the investigation, etc.), has the right to have access to their personal data.

The exercise of this right may not allow the person exercising it to access personal data relating to other persons. The person who is the subject of an alert cannot obtain from the data controller, on the basis of his or her right of access, information concerning the identity of the whistleblower (unless other contrary mandatory procedural rules).

Opposition right

The right of opposition cannot be usefully exercised for data processing necessary to comply with a mandatory legal obligation.

Other GDPR rights (rectification, deletion, claim)

The right of rectification may be exercised by any data subject but it cannot allow the retroactive modification of the elements contained in the alert or collected during its investigation. Its exercise, when admitted, may not result in the impossibility of reconstructing the chronology of possible modifications to important elements of the investigation.

Also this right may be exercised to rectify factual data, without erasing or replacing the data, even erroneous, initially collected.

The right to erasure can be exercised by any data subject but it will not contravene compliance with a legal obligation of Mersen Group companies. This right will also be limited if the data is necessary for the establishment, exercise or defense of legal rights.

Each data subject may exercise their rights, at any time, by sending a letter by email or by post to the Data Protection Officer :

1 - Email: data-protection@mersen.com

2 - Post mail

MERSEN Corporate Services S.A.S.
Tour Trinity – 1 bis place de la Défense
F - 92400 Courbevoie
To the attention of: Data-Protection Officer

Any data subject may also lodge a complaint with the competent supervisory authority for the protection of personal data. For example, this is the Commission Nationale de l'Informatique et des Libertés (CNIL) for France, whose website is www.cnil.fr.

Transfer of data outside the European Union

As the Mersen group is established in different countries, personal data may be transferred outside the European Union. The list of countries in which Mersen Group companies are located is accessible on the website accessible: <https://mersen.com>

If certain third parties are located in countries whose regulations do not offer adequate level of personal data protection, Mersen Group will ensure that these transfers are carried out in accordance with GDPR (through notably the implementation of contractual clauses as defined by the European Commission).