

Alert procedure



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Alert procedure

Axway Group has a zero-tolerance policy against fraudulent behaviors and is committed to the ethical standards set out in the Axway Group Code of Ethics. Each person concerned by this policy (hereinafter referred to as “Policy”) must share this approach and commitment.

Axway Group promotes consistent organizational behavior by providing guidance and assigning roles and responsibilities for the prevention, detection and investigation of potential or actual fraudulent behavior towards Axway Group (hereinafter referred to as “Axway Group” or “Axway”).

This procedure has been developed to enhance knowledge and fraud awareness, and to improve the internal control system to prevent and detect any fraudulent behavior.

1. Scope and sanctioned behaviors

This procedure applies to all employees of Axway Group as well as to external or casual workers who, in good faith and in a disinterested manner, wish to disclose or report to Axway Group behaviors which the alert launcher has personally known in relation to:

- A crime or offense
- A serious and manifest violation of an international commitment duly ratified or approved by France,
- A serious and manifest violation of a unilateral act of an international organization taken on the basis of a duly ratified international commitment,
- A serious and manifest violation of a law or regulation,
- A serious threat or harm to the public interest,
- A serious and manifest violation of the obligations defined by the European Regulations and the French Monetary and Financial Code or by the General Regulations of the Autorité des Marchés Financiers (French Financial Markets Authority), and supervised by the Autorité des Marchés Financiers or the Autorité de Contrôle Prudentiel et de Résolution (French Prudential Control Authority), or
- The existence of behaviors or situations in violation of the Axway Group Code of Ethics in relation to acts of bribery, or trading in influence,

(hereinafter referred to as “whistleblower”).

2. Responsibilities for preventing and detecting fraudulent behavior

The primary responsibility for the prevention and detection of risky behavior detailed in Article I of this procedure rests with the management of each organizational unit. All hierarchical levels within Axway Group are responsible for preventing and detecting fraud and misconduct detailed in Article I above within their areas of responsibility. All and external or temporary employees should play an active role in both prevention and detection.

Prevention therefore requires cooperation to create and contribute to: increased awareness and knowledge of risky behaviors in order to fight it efficiently; assess the risk of corruption, trading in

influence and fraud within the broader enterprise risk management process; the implementation of effective controls, including policies and procedures, to limit and manage identified risks.

For detection to be effective, Axway Group management must be aware of the indicators of corruption, influence peddling, potential fraud and associated misconduct. Any detected situation of corruption, influence peddling, fraud, or suspicion thereof must be reported immediately, in accordance with the directives in force. Action plans must be put in place to limit or exclude any negative impact.

3. Duties and composition of the ethics committee

Axway Group Management has assigned responsibility and authority to the Ethics Committee to:

- Oversee the design and implementation of the anti-corruption management system;
- Provide advice and recommendations to staff on the anticorruption management system and issues associated with corruption;
- Ensure that the anti-corruption management system complies with the requirements of this document;
- Report on the performance of the anti-corruption management system to Axway Group Management, and other compliance functions, as appropriate.

4. Reporting system and confidentiality

All Axway employees as well as external and temporary employees must communicate their suspicions of the behaviors described in article 1 of this procedure or potential irregularities by using the e-mail address created for this purpose and read only by the Ethics Committee:

axway.ethics.notification@axway.com,

A whistleblower can also directly inform the following departments and services:

- Axway Group Internal Audit;
- Axway Group Legal and General Affairs;
- Axway Group Human Resources.

If the alert has been sent directly to these departments and services, then it should be forwarded immediately to the Ethics Committee.

The whistleblower reporting such situations or cases must take into account:

- The language used. He/she will have to communicate the information the most precisely possible. This is why the whistleblower can, issue the alert either in his/her native language, if he/she feels more comfortable doing so, or in English.
- The contents:
 - The identity, function and professional contact details of the whistleblower. **It is nevertheless specified that pursuant to the laws and regulations in force, the identity of the whistleblower shall be handled confidentially by the Axway Group Ethics Committee,** and
 - The identity, function and contact details of the individuals subject of the report, and

- the facts that led the whistleblower to make the alert, and in general any item that seemed relevant to him/her transmitted alert, and
- The value of the transaction or the benefit gained outside any payment, and
- Such report must be made in good faith and the whistleblower must neither carry out personal investigation nor put himself/herself in contact with the individuals subject of the report.

In the absence of due diligence of the Ethics Committee to verify, within a reasonable time, the admissibility of the report, the report addressed to the judicial authority, to the administrative authority or to the professional orders.

Ultimately, in case the organizations mentioned above fail to process the report within three months, the report may be made public.

Misuse of the alert procedure may expose the issuer to disciplinary action and judicial prosecution. However, the good faith use of the alert procedure, even in case of inaccurate facts, will not give rise to any disciplinary sanctions.

The procedures used to collect the reports, under the conditions mentioned in this procedure, guarantee a strict confidentiality of the identity of the whistleblower, the individuals subject of the report and the information collected by all the addressees of the report. The elements identifying the whistleblower shall only be disclosed, except to the judicial authority, with the prior consent of the whistleblower. The elements likely to identify the person implicated by an alert may only be disclosed, except to the judicial authority, once the merits of the alert have been established.

5. Rights and remedies available to the whistleblower

Any Axway employee and external and temporary employee who receives a bribe solicitation in the context of business relationships involving Axway Group shall inform the Ethics Committee.

Any Axway employee and external and temporary employee who reports an alleged or proven activity of bribery, influence peddling, fraud, and generally any questionable behavior as specified in Article 1 of this procedure will be protected by Axway Group against any possible retaliation.

The Axway Group Management and, where applicable, the Ethics Committee, ensure that no staff members suffer reprisals, discrimination or disciplinary sanctions (for example, threats, isolation, demotion, delayed advancement, transfer, dismissal, intimidation, victimization or other forms of harassment) for:

- Refusing to take part in or decline any activity for which he/she reasonably considered that there was a more than low risk of corruption that had not been mitigated by the Axway Group; or
- Having, in good faith or on reasonable grounds, expressed concerns or reported facts related to attempted, proven or suspected corruption, or violation of the anti-corruption policy or anti-corruption management system (unless the person took part in the violation).

6. Investigation

All investigations will be carried out under the responsibility of the Ethics Committee in an independent, objective and confidential manner in accordance with the applicable legal and regulatory provisions.

Ethics Committee members as well as any investigator appointed by the Ethics Committee must not possess any conflict of interest with regard to an alert under investigation.

In case where an Ethics Committee member is the subject of an alert, the Chief Executive Officer will appoint an investigation committee as appropriate.

In case where an Executive-level employee is the subject of an alert, the Chief Executive Officer will appoint an investigation committee as appropriate and report to the Board of Directors for acknowledgement.

In case the Chief Executive Officer or a Director is the subject of an alert, the Board of Directors will appoint an investigation committee.

7. Disciplinary system

Any conduct as detailed in Article I of this procedure will be punished according to its severity, in accordance with the laws and regulations in force in each relevant country.

When the Ethics Committee has completed its investigation and/or has sufficient information to make a decision, Axway Group will implement the appropriate follow-up actions. Depending on the circumstances and the severity of the issue, the follow-up actions may include one or more of the following:

- End, withdrawal or modification of the Axway Group's or of any of its entities' involvement in a project, transaction or agreement;
- Reimbursement or recovery of any benefit improperly obtained;
- Disciplinary sanctions against responsible staff (which, depending on the severity of the issue, can range from a warning for a minor offense to a dismissal for a serious offense);
- Report to the competent authorities;
- If a case of corruption occurs, action to prevent or manage any possible legal violations arising from it (for example, accounting falsification of accounting that may occur when a bribe is misrepresented in the accounts, tax offense where a bribe is wrongfully deducted from turnover or money laundering when it comes to the management of criminal assets).

8. Regulation applicable to the alert procedure set up by Axway Group

The alert system set up by Axway Group has been set up in accordance with the provisions of the Sapin II law and complies with the requirements of the AU 4 CNIL authorization dated October 12th, 2017. It is also compliant with the measures intended to prevent and detect, the commission, in France or abroad, of bribery or trading in influence, in accordance with terms and conditions ISO standard 37001:2016 compliant.

9. Where to find the code of ethics

The Axway Group Code of Ethics is available at: <https://investors.axway.com/en/gouvernance/ethics-and-anti-corruption> .