SMT

SERVICES MACHINERY TRUCKS

Corporate Ethics
Code of Conduct

Reputation matters. As a premium distribution group, entrusted by first class manufacturers with the promotion of their products on the African continent, in Belgium, Great Britain, Luxembourg and in the Netherlands, and in the United States, SMT group (SMT Holding SA with its affiliates, together referred to as “SMT”) highly depends on its reputation in the market and with the regulators.

Because we need to protect our business model and are aware of our potential impact on the local communities, we work hard every day to stick to the most rigorous **corporate values**. Those values span from fair trading to human dignity and equal opportunities, from banning corruption to ecological concerns, among others.

Our growth and enduring success are underpinned by our zero tolerance for any form of misconduct, reinforced by the fact that we keep imposing strict and professional principles to ourselves. Exploring opportunities, at the right standards. The purpose of this Corporate Ethics Code of Conduct is to remind and outline the rules to be followed by all of us (managers, employees and external business partners) in the conduct of our business and in the exercise of our responsibilities. It is based on core principles, **which every employee is expected to follow**.

These principles originate from different sources: legal and regulatory frameworks, contractual undertakings, expectations of our commercial partners or simply common sense and good practice. They have the same objective: preserving the credibility of SMT as a premium international group, as a fair competitor on the equipment distribution markets, and as an employer of choice. Our **Purpose** of **Fostering Communities** and the **Values** we stand for every day in our work: **Caring**, **Daring** and **Sharing** are also at the center of this Code of Conduct We care for our customers, business partners and give our employees the attention and care they deserve. We dare to break new ground and expand possibilities. We work together and share expertise in a transparent way.

With the above in mind, every person active within SMT (hereinafter referred to as “employees”) must respect the following ten fundamental principles, known as our “Code of Conduct”. It goes without saying that if an entity of the SMT group has adopted a more stringent rule, the more stringent rule applies.

1. Compliance with the Law
2. Human Dignity
3. Fair Labor
4. Sound Accounting
5. Obstructing Money Laundering
6. Neutrality
7. Banning Corruption
8. Fair Competition
9. Environmental Concern & Sustainability
10. Protecting SMT’s Assets

1. Compliance with the Law

We commit to strictly complying with the legal and regulatory framework of **every jurisdiction** in which we operate.

We consider it our duty to proactively inform ourselves about the national and regional legislations (including **OHADA** on the African continent when relevant, for example) which might be applicable to our activities.

To this effect, every SMT employee may seek support from SMT's Legal and Compliance Department headquartered in Brussels (Belgium) whenever they have questions.

This proactive due diligence care equally applies to bilateral and **international treaties** (including those imposing commercial embargos) and to essential parts of foreign legislations (such as the Foreign Corrupt Practices Act of the United States of America).

Under the primary responsibility of the CEO, Managing Director or General Manager (as the case may be) of each SMT subsidiary, it is our collective mission to make sure that our group does not infringe any law.

To achieve this objective, our group is assisted by some of the most reputed international **law firms**. In addition, we are also developing our own network of reliable legal practitioners (attorneys and notaries) mainly across the African continent.

2. Human Dignity

Respecting other individuals (without differentiation between ethnic origins, gender, age, nationality, religion, sexual orientation or other irrelevant features) and promoting **diversity,** lies at the heart of SMT's entrepreneurial project.

Because our business is based on daily interaction with colleagues and stakeholders (customers, suppliers, business partners, members of local communities, …) from many countries in different contexts, it is essential for SMT to be rightfully perceived as a defender of **individual integrity and inclusion**.

We respect, promote and adhere to universally recognized Human Rights, that must be seen as a minimum (and not as the ultimate goal). SMT firmly

commits to the respect of those fundamental rights, as well as to a respectful and common sense approach of others.

3. Fair Labor

We commit to offering respectful, rewarding and safe employment conditions to our employees.

In order to promote **Diversity**, our group commits on applying a strict **Equal Opportunities** policy (for the recruitment of new hires). It also guarantees a fair remuneration to every employee, whatever the country of occupation, gender or level of seniority.

Equally important is our promise to provide our employees with a healthy, safe, and enjoyable **working environment**.

Surely, we refuse to employ any individual who has not reached the legal working age, and will not tolerate sexual or any other type of harassment.

Finally, SMT respects the ability for its employees to organize an adequate **representation** of workforce and/or affiliation to unions, in full conformity with every applicable Labor legislation.

4. Sound Accounting

We are aware of the uppermost importance of maintaining **transparent**, detailed and reliable accounting records at SMT group level, as well as within each of our local subsidiaries.

A sound accounting policy does not only serve our internal audit and management purposes, but is also in the best interest of many third parties, including the tax administrations, our statutory auditors, creditors and the public in general.

To optimize the quality of our **accounting records**, we have several mechanisms in place including but not limited to:

(i) the definition of group-wide accounting rules (relating for instance to stock depreciations or to the amortization of fixed assets);

(ii) the appointment of local statutory auditors in addition to our main statutory auditor (at the group level in Belgium); and

(iii) the appointment of **Group Controllers** at different levels of SMT's organization.

We commit to keep improving the quality of our financial data and expect every member of our accounting team to contribute to this commitment.

5. Obstructing Money Laundering

We commit to actively fight the laundering of funds generated by criminal activities.

Our actions include the maximization of non-cash operations, the permanent use of structured trade finance schemes involving regulated (and reputed) banks, our refusal to trade with off-shore entities unless duly justified, the carrying out of diligent **Know Your Client** investigations and the tracing (to the best of our abilities) of the origin of funds.

We also firmly commit to reporting to the competent authorities any serious suspicion of money laundering committed by any of our clients and business partners.

6. Neutrality

As an entrepreneurial group, we expect our employees to demonstrate political neutrality in the performance of their duties and while at work. Neither the name, nor the assets of SMT shall be used to promote the interest of political parties or candidates for public office. We require – to the extent possible - transparency from our employees should they qualify as government official or should there be any proximity between them and political leaders.[1]

Employees must refrain from making comments that are likely to discredit or harm SMT's **image or reputation**. Employees must avoid participating directly or indirectly in activities that are detrimental to the interest, image or reputation of SMT.

[1] Nothing in this Policy shall prohibit the operation within the US of the VNA Holding Inc. Political Action Committee (called VG PAC).

7. Banning Corruption

Echoing our previous statement, we clearly reaffirm SMT's **zero-tolerance** approach with regard to corruption practices, whether they consist of the bribery of public officials or relate to our dealings with representatives of private clients.

Taking part in the illegitimate exercise of influence would not only be unacceptable from a moral standpoint, but would also damage SMT reputation (across the whole of its markets) . Such behavior is therefore strictly forbidden.

We are conscious (and insist that every employee should be mindful of it) that a single act of corruption can destroy a reputation built over years.

Corruption is a serious **criminal offence** calling for serious criminal sanctions.

For all those reasons, we shall prohibit, pursue the fight against it and (if need be) sanction any such act adequately.

For the sake of clarity for our own employees, we remind you that the payment of any sum (whatever its amount), the granting of any kind of personal advantage and/or the remitting of any gift to public officials or client's representatives, could to be qualified as an act of corruption.

Furthermore, we expect all our employees to refuse any sum of money or advantage, which would be illegally offered to them in connection with the carrying out of their missions for SMT.

We insist on our duty to strictly respect **public procurement** rules (as might be applicable on a country-by-country basis) for every sale to governments, public bodies and administrations.

Finally, we expect our employees to apply the above mentioned standards in their personal lives as well.

8. Fair Competition

As one of the respected leaders in our markets, we believe in maintaining a respectful and open competitive environment and intend to behave **loyally** and respectfully vis-à-vis our competitors.

This includes a commitment to refrain from gathering sensitive commercial or financial information regarding our **competitors**, in an illegal way. It also implies that we shall not allow ourselves to get commercial contracts or business opportunities by using improper means.

Our employees must be conversant and strictly adhere to any applicable **competition laws.**

Based on the above, we commit to severely **sanctioning** any acts of defamation which might be carried out by our employees against any competitors.

9. Environmental Concern & Sustainability

We strive to being **ecologically responsible**, to the best of our ability. for example by recycling or reusing materials in our premises, sorting out waste, monitoring our electrical consumption.

In addition, we try to minimize our ecological footprint by **rationalizing** professional flights and logistics.

We welcome all **sustainable ideas** which might be brought to us by our employees and commit to implementing such suggestions where reasonably feasible.

10. Protecting SMT's Assets

Employees are expected to keep SMT's interest in mind, **above** their own.

Our management is expected to adhere to applicable **Corporate Governance Principles**.

In line with our constant ambition to grow and in accordance with our Purpose of Fostering Communities, we have secured the employment of over 1,600 employees, we have served the interests of major suppliers and addressed the needs of our clients. Finally, we have contributed to the development of local economies and communities

To protect each of those stakeholders and to preserve the assets of SMT's, it is essential to avoid (or duly report) any personal **conflict of interest**.

We also remind each employee that SMT's funds, moveable assets, furniture and office consumables may not be used for personal purposes (nor for any other purpose than SMT's own interest).

Furthermore, it is of utmost importance that each of us guarantees the strict **confidentiality** of SMT's sensitive information and best defends SMT's intellectual property.

Together, as a team, we must commit to these principles!

This Code of Conduct is not meant to remain a useless piece of paper, lying in an desk drawer. It gathers some of the very essence of SMT and therefore must be implemented very closely by every employee, under the close supervision of SMT's leadership teams.

Bearing this objective in mind, we shall monitor, proactively and reactively, that every subsidiary follows accurately our Code of Conduct's rules.

Please note that our Legal and Compliance Department remains available to everyone. Any employee may ask for clarifications or specific training on any of the above mentioned subject matters.

Employees should understand that any violation of the above mentioned principles shall either be considered gross misconduct, negligence (that could justify an immediate dismissal for cause and - in serious cases – even a claim for damages) or criminal offence (that could be formally reported to the relevant authorities).

The content of our Code of Conduct must be taken seriously - SMT will act accordingly.

You can **download** this Code of Conduct from SMT's website (www.smt.network) and you may freely share it.

You may send any question or **comment** you might have regarding its content and/or the way our group effectively implements the above mentioned values, by email to our Legal and Compliance Department (compliance@smt.network).

We also encourage you to **report any violation** of this Code of Conduct by any SMT employee (whether alleged or proved) to the Legal and Compliance Department. For this, you may use the above email address. Our team will keep your report anonymous, in so far as possible.

Thank you for your engagement.