GETLINK

Group policy on conflicts of interest

LeShuttle EUROTUNNEL EUROPORTE ELECLINK GETLINK CUSTOMS SERVICES

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INTRODUCTION

Principles for managing real, potential or perceived conflicts of interest. [1]

These principles for managing real, potential or perceived conflicts of interest are designed to help us comply with the ethical principles set out in Getlink's Code of Ethics and Conduct. As part of our ongoing efforts to protect and enhance the reputation of Getlink and its stakeholders, we must ensure that the decisions we make on behalf of the Getlink Group are **informed, objective and fair.**

In particular, we must all ensure that we do not directly or indirectly engage in any activity or make any comment that would place us in a situation of conflict of interest with the Group. In particular, it is forbidden to hold an interest in a company, whether it is a customer, supplier or competitor of the Group, if this investment is likely to influence our behaviour in the performance of our duties within the Group. Similarly, we are part of legitimate financial, business, civic or community networks outside our business within the Getlink Group which may constitute a conflict of interest.

Conflicts of interest may also arise in internal relations between Getlink Group employees. In some cases, this could lead to (i) decisions biased by favouritism, sometimes even unconsciously (ii) cases of discrimination a fortiori in the presence of hierarchical links. Personal interests can therefore potentially negatively influence our judgement, objectivity or loyalty to Getlink. As an employer, Getlink has a duty to ensure and use its best endeavours to ensure that the remuneration and performance appraisal of all its employees, managers and business partners is undertaken by an independent person.

For these reasons, situations of conflict of interest must be carefully monitored to ensure that decisions are **objective** and **fair** to all.

Getlink fully respects everyone's privacy, and it is essential that each of us can feel confident that our personal information and lifestyle choices are respected and protected. This attention to confidentiality and respect for individual privacy goes hand in hand with a shared responsibility: the declaration of conflicts of interest.

It is our responsibility to declare promptly any conflict of interest (real, potential or perceived) with which we may be directly confronted or with which any person with whom we have a close relationship is confronted. An employee can never be blamed for wondering about a situation and reporting it to his or her manager, but a failure to comply with this obligation to declare could be punished.

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[1] *The principles for managing conflicts of interest may require some adaptations to comply with local laws and must be applied in accordance with, inter alia, labour and data protection laws. The Board of Directors and/or senior management of Getlink and the Group's subsidiaries should be aware that specific obligations to avoid and/or declare conflicts may also be imposed by law and/or by the company's articles of association.*

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SUMMARY

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1. TO WHOM DO THESE PRINCIPLES APPLY?

These principles apply to all employees, directors and officers of all Getlink Group entities (the «Group»).

Under this policy, line managers have a particular responsibility to resolve their own actual, potential or perceived conflicts of interest, as well as those of the employees reporting to them.

2. WHAT IS A CONFLICT OF INTEREST?

A conflict of interest exists when a personal interest can influence, actually or potentially, the objective exercise of professional duties and responsibilities, or is perceived to do so.

A conflict of interest is therefore a situation in which the personal interests of a person (employee, manager or other) compete with the duties or tasks entrusted to them by Getlink. This person may therefore no longer be impartial in his or her professional decisions, or may be perceived as such by a third party. While conflicts of interest do not constitute an offence as such, they are often delicate situations that can lead to offences under the law.

Where there is a conflict of interest, judgement may be distorted and may result in decisions being taken that are more favourable to a personal interest than to those of Getlink. Getlink must therefore deal with conflicts of interest in the interests of the Group and its partners.

Let's be collectively cautious: the mere appearance of a conflict of interest can damage the reputation of employees and that of the Group.

TYPES OF CONFLICTS OF INTEREST INCLUDE:

1. Outside business interests: where you are involved in other activities that may conflict with the performance of your duties at Getlink.
2. A close relationship: where you have, (or any person with whom you have a close relationship has), a close relationship (as defined here in section 2, below) with: (I) a member of the board of directors, an officer or an employee of the Group and/or (II) a member of the board of directors, an owner, a partner, an employee or a consultant of an organisation which receives services from, or provides services to, the Group, or competes with services provided by the Group.
3. Board members: when you are a board member of an organisation that carries out activities that may or may not compete with the Group's business interests.
4. External financial interests: when you, or any person with whom you have a close relationship, have a shareholding or interest in an organisation that supplies products and/or services to the Group or receives services from the Group.

AS PART OF THIS POLICY,

a. **The term «close relationship» refers to (I)** any person in the employee's immediate or extended family by reason of birth, adoption, spouse or common-law partner; or (II) any person with whom the employee has a close personal relationship.
b. **Board member» means**: a member of the board of directors of an organisation who is either elected or appointed by the shareholders and who has powers and duties in relation to the management or administration of, and decision-making on, the policy of the company.

3. HOW DO YOU IDENTIFY A REAL, POTENTIAL OR PERCEIVED CONFLICT OF INTEREST?

A conflict of interest can take many forms and can arise unintentionally.

In some cases, conflicts of interest are obvious and easy to identify; in others, they are more difficult to detect.

TO DETERMINE WHETHER A SITUATION IS LIKELY TO CREATE A CONFLICT OF INTEREST, ASK YOURSELF:

- "How would this situation be perceived by someone outside the Group? Would other Group employees or a third party think that this situation could affect the decision I take for the company?
- Would I be uncomfortable or worried if someone within the Group found out?'
- "Would my relationship with the third-party benefit one of the people with whom I have a close relationship?'
- "Is the situation likely to affect any decision I might make in the course of my duties within the Group?'
- "Do I have a sense of obligation due to my relationship with the third party?'
- "Does my relationship with the third party appear to compromise my ability to make an objective decision in the best interests of the Group?'

- If the answer to any of the above questions is "yes" or "maybe", you have a real, potential or perceived conflict of interest.
- If you still have doubts or questions, let Getlink know. Your manager and/or the Ethics Officer will guide you so that you can continue to do the right thing, making an appropriate decision in line with our policy and ethical principles.

4. EXAMPLES OF SITUATIONS WHERE A REAL, POTENTIAL OR PERCEIVED CONFLICT OF INTEREST MAY ARISE

The examples below describe situations where a conflict of interest may arise. However, this list is not exhaustive; if you have any doubts or questions, you are advised to ask for help. Contact your manager or the Ethics and Compliance Officer if you need further explanation.

YOU COULD FACE A CONFLICT OF INTEREST IF:

- The responsibilities of a person with whom you have a close relationship lead him or her to do business with the Group in the area of activity in which you have an influence on commercial decisions, for example:
    - Your son works for a Group supplier who has recently submitted a proposal to the Group, and your manager would like you to join the team responsible for reviewing all bids, including the one submitted by your son's supplier.
    - Your spouse works for a ferry company that competes with Eurotunnel. Even if you do not discuss your professional activities, this situation creates the appearance of a conflict of interest.

- Your uncle works for one of the Group's customers and your manager wants you to join the team responsible for selling the Group's services to the customer.

- You may be asked to participate in the hiring, supervision or career management of someone with whom you have a close relationship or someone who has a close relationship with someone close to you.
- You will be involved in the recruitment, supervision and career management of a person who has a close relationship with your line manager.
- One of the Group's customers offers to lend you money or give you a gift (please refer to the gifts and invitations policy).[2]

In these examples, your opinion appears biased, and your decision could favour your own interests or those of people with whom you have a close relationship, rather than the interests of the Group. The mere appearance of a conflict of interest could damage the reputation of the Group and that of its employees.

OUR OUTSIDE ACTIVITIES, YOUR FINANCIAL INTERESTS, YOUR MEMBERSHIP OF A BOARD OF DIRECTORS OR YOUR KNOWLEDGE OF GETLINK'S ACTIVITIES MAY ALSO LEAD TO A CONFLICT OF INTEREST.

This may be the case if YOU or ONE OF THE PEOPLE WITH WHOM YOU HAVE A CLOSE RELATIONSHIP:

- have an ancillary activity (self-employed, etc.) with a direct or indirect competitor, supplier, customer, alliance partner or charitable beneficiary of the Group.
- have a financial interest in the share capital of companies that are suppliers, subcontractors, customers, commercial partners or competitors of the Group.
- have a role as a member of the board of directors of any organisation whose activities may or may not compete with the Group's business interests.
- Use for your own benefit or for the benefit of third parties' information that is not publicly available. This includes, but is not limited to, information relating to Getlink's business strategy or financial data, Getlink's intellectual property, or confidential customer or supplier information. In addition, you should be aware that using, disclosing or advising another person to buy or sell Getlink shares on the basis of inside information is illegal under criminal law and stock exchange regulations. Please refer to the Code of Conduct available on the intranet (Ethics and Compliance section). [2]

Getlink strongly encourages team members at all levels to get involved with our local communities and to give their time to voluntary work. However, you should be aware that this may also give rise to a conflict of interest if you, or someone with whom you have a close relationship:

- Serve on the board of a charitable, educational or not-for-profit organisation with some connection to the Group (or affiliated to a for-profit company with some connection to the Group).
- Sit on the board of a profit-making company that is one of the Group's suppliers, subcontractors, customers, business partners or competitors.
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[2] *Link to the intranet page*

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5. WHAT SHOULD YOU DO IF YOU HAVE A CONFLICT OF INTEREST?

<table>
<tr><th>As employees, we are concerned by this, and we must...</th><th>This applies to us in our capacity as hierarchical superiors, we must...</th></tr>
<tr><td>all avoid situations where our personal interests could conflict with those of Getlink: the mere appearance of a conflict of interest could damage Getlink's reputation and that of its employees.</td><td rowspan="3">• Only relevant and necessary information should be provided by the employee concerned (respect for privacy).

• Analyse the facts in conjunction with the Head of Human Resources or the Compliance Officer.

• Apply the following guidelines to make the right decision in consultation with the Compliance Officer:

- Use common sense.

- Take inspiration from our values, our Code of Ethics and Conduct and any other applicable policies.

- Ask yourself simple questions such as: Would other Group employees or an outsider think that the decision I am about to take as manager is appropriate to protect the Group? Would I be embarrassed if the decision, I'm about to make was published in tomorrow's newspaper?'

- Make sure that your decision does not place the Group in an uncomfortable position that could damage its reputation.

- If an employee's private interests influence or are likely to influence impartiality and objectivity in the exercise of their professional duties and responsibilities, and therefore affect the Group's performance, you must:

- removing the employee from any decision-making process is likely to be affected by his or her personal interests, or

• If you decide to keep the employee in the decision-making process, you must, in order to protect the Group and the employee concerned:

- accurately documents your decision to provide evidence of the good faith of the Group and its employees in the event of allegations of wrongdoing.

- implementing measures to protect the interests of the Group and the employees concerned, such as:

- dismisses the employee concerned for the duration of a call for tenders,</td></tr>
<tr><td>in the event of a conflict of interest, report - without delay* - to our line manager, Human Resources Manager or Compliance Officer.

* Before committing to an action, or taking a particular interest, which could be questionable. [3]</td></tr>
<tr><td>disclose any personal or family relationship that may create the appearance of a conflict of interest likely to prejudice you or the Group (only relevant facts need be disclosed) *.</td></tr>
</table>

[3] *Protecting employees and your rights must be our «compass»: exceptionally, in a situation where revealing an interest would disproportionately infringe an employee's right to privacy, the declaration of a conflict of interest may be made without explaining the precise nature of the conflict.*

	- excludes the employee from the recruitment process involving a closely related person (e.g. candidate interviewed by his/her manager) and, depending on the case, not create a hierarchical link between members of the same family.
await the Group's formal decision. Getlink will endeavor to respond with a decision within a reasonable time.	Depending on the complexity of the declaration, call on the Compliance Officer, and communicate
If in doubt, consult the Compliance Officer.	Formalise the decision.

Discussions with your manager are essential because, in a potential conflict of interest situation, your own judgement may be altered by the interests at stake. It is therefore important not to arbitrate this type of situation alone.

6. MANAGING CONFLICTS OF INTEREST IN A NUTSHELL

- Inform the Group of any real, potential or perceived conflict of interest. There's nothing wrong with having a conflict of interest, the important thing is to be aware of it and declare it (and, if you're a manager, deal with it in accordance with our policies and ethical principles).

- Maintain professional, impartial and objective relations, free from conflicts of interest, with your customers, suppliers, subcontractors and business partners, subcontractors and business partners.

- Avoid any investment in our suppliers, customers, competitors, consultancy firms or business partners if the nature of these investments could affect a business decision.

- Do not participate in the recruitment, supervision, management or career planning of a person with whom you have a close relationship or of a person who has a close relationship with someone close to you.

- Do not participate in the recruitment, supervision, management or career planning of anyone who has a close relationship with your hierarchy.

- As professional situations evolve, be alert to potential conflicts of interest that may arise from a new position you, or someone with whom you have a close relationship, occupy.

THE CHALLENGE OF DECLARING CONFLICTS OF INTEREST

- To ensure that the decisions we make on behalf of the Getlink Group are informed, objective and fair

- Guarantee that decisions taken in employee relations are guided by fairness.

GETLINK

GETLINK SE

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