



# **KEOLIS GROUP PROFESSIONAL ALERT PROCEDURE**

**KEOLIS ETHIC LINE –  
K.E.L**

DOCUMENTARY FORM		
<b>TITLE</b>	Keolis Group Procedure	
<b>SUBJECT</b>	Professional Alert	
VERIFICATION		
<b>SENDER</b>	<i>Group Legal, Compliance and Insurance Department</i>	
<b>SIGNATURE</b>	<i>Group CEO</i>	
<b>VERSION</b>	<i>October 2022</i>	

## TABLE OF CONTENTS

CONTEXT .....	4
PART I - GENERAL PROVISIONS .....	4
1. PURPOSE OF THE PROCEDURE AND PERSONS WHO MAY USE THE SYSTEM	4
2. OBJECTIVES OF THE PROFESSIONAL ALERT SYSTEM .....	5
4. PROTECTION FROM RETALIATION.....	6
PART II - REPORTING AND PROCESSING REPORTS .....	6
5. FACTS LIKELY TO BE REPORTED .....	6
6. K.E.L COMMITTEE.....	7
7. TERMS AND CONDITIONS FOR MAKING A REPORT .....	7
8. IDENTIFICATION OF THE WHISTLEBLOWER.....	8
9. INFORMATION TO THE PERSONS CONCERNED BY A REPORT .....	8
10. VERIFICATION AND PROCESSING OF THE REPORT .....	8
11. AT THE END OF THE PROCESSING OF THE REPORT .....	9
PART III – MISCELLANEOUS PROVISIONS .....	9
12. TERMS AND CONDITIONS OF MEMBERSHIP OF K.E.L. SUBSIDIARIES AND FORMALITIES.....	9
13. PROCESSING OF PERSONAL DATA .....	10
ATTACHMENT 1 – PERSONAL DATA PROTECTION POLICY RELATING TO PROFESSIONAL ALERT MANAGEMENT .....	11

## CONTEXT

Keolis is committed to complying with regulations and ethical standards in the conduct of business, as recalled in particular in the **Group Guide for Ethical Business Conduct** adopted in 2013 and in the framework of the Compliance programme.

Ethical behaviour is the duty of each employee of Keolis Group<sup>1</sup> (hereafter "Keolis Group") and this is reflected in the relations between employees, but also in their relations with third parties (in particular: public and private clients, business partners, suppliers, service providers, shareholders).

In the event of doubt or concern relating to the application of the law or ethical standards, employees may use several channels: their hierarchy, the ethics or compliance referent of their Entity, the Group Compliance Officer, the representatives of the Human Resources Department or the Group Legal, Compliance and Insurance Department.

In addition to the traditional channels of communication, and in accordance with the legal and regulatory provisions in force, the Keolis Group introduced a Professional Alert system as of 1 February 2018, which replaced the previous one introduced in 2013.

Law 2022-401 of 21 March 2022 aimed at improving the protection of whistleblowers has brought changes to the general regime applicable to whistleblowers.

The Keolis Group has therefore decided to modify the present procedure to take into account the new legislative and regulatory provisions.

On this occasion, the Keolis Group also decided to finalise the insertion of the provisions of Law No. 2017-399 of 27 March 2017 relating to the due diligence of parent companies and principals (hereinafter "law on the due diligence") in the same Procedure.

## PART I - GENERAL PROVISIONS

### 1. PURPOSE OF THE PROCEDURE AND PERSONS WHO MAY USE THE SYSTEM

#### **a. Purpose of the procedure**

Law No. 2016-1691 of 9 December 2016, known as "Sapin II", as well as Law No. 2017-399 of 27 March 2017 mentioned above, require companies or groups of certain sizes to deploy a procedure for collecting reports.

The facts targeted globally concern regulatory violations, breaches of the Keolis Group's code of conduct for the prevention of corruption and influence peddling, or violations of human rights and fundamental freedoms, health and safety of people and the environment.

In this context, the purpose of the present Keolis Ethic Line Procedure, hereafter also referred to as "K.E.L.", is to determine the procedures for collecting and processing reports within the Keolis Group.

---

<sup>1</sup> The term "Keolis Group" refers to the group formed by the companies GROUPE KEOLIS S.A.S, Keolis SA and all their subsidiaries (i.e. all the companies controlled by the Group within the meaning of the consolidation rules).

## **b. Persons who may use the system**

K.E.L. can be used by:

- any member of staff of a Keolis Group subsidiary, any external and occasional employee, hereinafter referred to together as "employees".

In particular, K.E.L. is open to all employees of the subsidiaries of Keolis Group having their registered office in France, being specified that the subsidiaries are obliged to adhere to it in accordance with the provisions of Article 12 below.

Subsidiaries of the Group located in a country other than France must determine whether, in view of their national legislation, the present procedure can be applied as it stands within them. If an adaptation is necessary, it should be carried out in consultation with the Group's Compliance and Insurance Legal Department. In the event that local legislation proves to be incompatible with this procedure, a local procedure will have to be adopted.

- any third party (natural or legal person) within the framework of the provisions of the law on due diligence.

## **2. OBJECTIVES OF THE PROFESSIONAL ALERT SYSTEM**

Internally, the purpose of the K.E.L. system is to support the ethical approach of the Keolis Group and to supplement the means of expression of employees, so that each person can be a player in ethics and the prevention of related risks. It is a complementary system that is not intended to replace traditional internal communication channels, according to the rules applicable in each country, such as the hierarchical channel and employee representation bodies. Its use is optional and must be carried out within the scope of its application as described in Article 5 below. No sanction may therefore be taken against an employee on the grounds that they have not made use of this Professional Alert system.

For third parties, the system is in line with the law on the due diligence and makes it possible to report serious violations or risks of serious violations of human rights and fundamental freedoms, the health and safety of individuals and the environment.

As the internal Professional Alert system aims to promote independent, impartial, reliable and responsible communication that respects rights and freedoms, Keolis Group guarantees the privacy of the processed data and prohibits any form of reprisal or threat to employees and third parties who use it.

## **3. ACTING IN GOOD FAITH**

The decision to submit a report requires a responsible attitude from all involved..

The Whistleblower must act in good faith and under no circumstances deliberately make false accusations or have the sole intention of causing harm or gaining personal advantage.

Good faith is understood to mean that a report is made without malice or the expectation of financial gain. Good faith thus presupposes that the Whistleblower can establish or produce data formulated in the most objective manner possible, directly related to the scope of the Professional Alert system and strictly necessary for the verification of the alleged facts, by means of formulations that show the presumed nature of the reported facts.

Any person who knowingly or in a manifestly negligent manner makes false statements with full knowledge of the facts, discloses misleading information, acts in bad faith, in an abusive manner, or with a view to direct financial compensation, will be liable to disciplinary measures in the case of an employee, or to legal prosecution in accordance with the laws and regulations applicable in the case of a third party.

Conversely, an employee acting in good faith will not be subject to any disciplinary action or prosecution if the alleged facts prove to be inaccurate or do not give rise to any follow-up.

## 4. PROTECTION FROM RETALIATION

No measure or threat of reprisal, direct or indirect, against the whistleblower who has made a report in good faith or provided assistance to the persons in charge of handling a report, will be tolerated. No employee or member of their entourage may be subjected to harassment or suffer negative consequences as regards their employment for having made a report in good faith.

## PART II - REPORTING AND PROCESSING REPORTS

### 5. FACTS LIKELY TO BE REPORTED

In accordance with legal provisions, the system for collecting and processing reports may be used by any individual who reports, without direct financial compensation and in good faith:

1. Any fact or situation that they consider to be:
  - a crime or an offence, including corruption or influence peddling;
  - a violation or an attempt to conceal a violation of an international commitment regularly ratified or approved by France, of a unilateral act of an international organisation taken on the basis of a regularly ratified international commitment, of the law or of regulations;
  - a threat or prejudice to the general interest.
2. Any conduct or situation that is contrary to the Code of Conduct for the prevention of corruption and influence peddling of the Keolis Group.
3. Any serious infringement or risk of serious infringement of human rights and fundamental freedoms, the health and safety of persons and the environment, associated with the Group's activities or its business relations under the law on the due diligence.

	General provisions on the whistleblower	Anti-corruption system	Due diligence Professional Alert mechanism
<b>Legal Basis</b>	Art. 6 et seq. Sapin II Law	Art. 17-II Sapin II Law	Law on due diligence
<b>Scope</b>	<ul style="list-style-type: none"> <li>- <b>Crime or offence</b></li> <li>- <b>Violation or attempted concealment of a violation of</b> <ul style="list-style-type: none"> <li>o A commitment approved by France</li> <li>o A commitment made on the basis of a unilateral act of an international organisation</li> <li>o A law or regulation</li> </ul> </li> <li>- <b>Threat or prejudice to the public interest</b></li> </ul>	Any conduct or situation that is contrary to the Keolis Group Code of Conduct for the prevention of corruption and influence peddling	Existence or realisation of a risk of serious harm to: <ul style="list-style-type: none"> <li>- Human rights;</li> <li>- Fundamental freedoms;</li> <li>- The health and safety of people;</li> <li>- The environment</li> </ul> ... resulting from the activities of the company or the companies it controls or its subcontractors.

However, the report may not concern elements covered by national defence secrecy, medical secrecy or the secrecy of relations between a lawyer and his client.

For example, a report could concern:

- In the economic and financial field:
  - Money laundering, tax fraud, insider trading;
  - Abuse of a dominant position or market sharing agreement with a competitor;
  
  - Non-compliance with the Group's Code of Conduct for the prevention of corruption and influence peddling.
- In the area of health, environment, safety and personal protection:
  - Serious breaches of personal data protection: large-scale data leakage;
  - Serious violations of human rights and protection: discrimination, moral or physical harassment, forced labour, etc.;
  - Serious violations of the environment.

Only the data strictly necessary for the verification and investigation of reports may be processed (i.e. the identity, functions and contact details of the whistleblower, of the persons reported on and of those involved in the collection or processing of the report, the facts reported, the elements collected, the report of the verification operations and the follow-up given to the report).

Any data not falling within the scope of the system will not be processed under this procedure and will be destroyed or stored in accordance with Article 13 below.

## **6. K.E.L COMMITTEE.**

By decision of the Chair of GROUPE KEOLIS S.A.S, the Parent company of Keolis Group, the referent of Keolis Group is the Ethic Line Committee, known as "K.E.L Committee"

The K.E.L. Committee, whose members are subject to a reinforced confidentiality obligation, is in charge of collecting and processing reports.

On 1 September 2022, the Chairman of Keolis Group appointed as members of the Ethics Line Committee:

- the Group Legal, Compliance and Insurance Director;
- the Director of Human Resources and Group Transformation;
- the Group Audit and Risk Management Director.

## **7. TERMS AND CONDITIONS FOR MAKING A REPORT**

The Whistleblower who decides to use the K.E.L. system to make a report may contact the K.E.L. Committed by using:

- the ethics platform via the Keolis Ethic Line form available on the institutional website [www.keolis.com](http://www.keolis.com);
- a dedicated email address: [ethicline@keolis.com](mailto:ethicline@keolis.com).

The Whistleblower using the Professional Alert system set up within the framework of the present procedure and in compliance with the regulations in force will benefit from the legal protection attached to the status of "whistleblower".

However, if the whistleblower considers that the internal channel is not appropriate to remedy the violation or if they fear that they will be exposed to reprisals, they may address their report directly to one of the external channels related to the nature of the violation. These channels are specified by Decree No. 2022-1284 of 3 October 2022.

Except in exceptional situations provided for in the texts, it is only once this obligation to report internally or through one of the external channels provided for by the law has been fulfilled, and without any appropriate action having been taken in response to this report, that the whistleblower may decide to disclose the information publicly.

## **8. IDENTIFICATION OF THE WHISTLEBLOWER**

The Whistleblower must identify themselves, in return for which they benefit from confidential treatment of their identity and personal data, in compliance with the applicable legislation.

Thus, employees who use this system can be assured that all precautions will be taken to ensure that their identity and personal data will be kept strictly confidential by any person involved in the verification or processing of the report.

In this respect, precautions will be taken by the K.E.L. Committee to forward to any third parties who may be involved in the procedure for verifying or processing a report (personnel within the Entity concerned of the Group or external service provider) only the data necessary for the accomplishment of their respective missions of verification or processing of the report.

With the exception of the judicial authority, the elements likely to identify the whistleblower may only be disclosed with the consent of the person.

Reports made anonymously cannot be processed, unless the seriousness of the alleged facts is established and the factual elements are sufficiently detailed, and only after a prior examination by the K.E.L. Committee to decide on the appropriateness of its processing within the framework of the present procedure.

## **9. INFORMATION TO THE PERSONS CONCERNED BY A REPORT**

The person concerned by a report, whether a natural person or the legal representative of a legal person, is informed by the K.E.L. Committee within a reasonable period of time and if possible as soon as personal data concerning him or her is recorded, whether or not by computer.

However, where protective measures are necessary, in particular to prevent the destruction of evidence relating to the report, the person concerned shall not be informed until such measures have been taken.

The information, which may be given by email, shall specify the Entity concerned by the report, the facts complained of and the procedures for exercising the rights of access and rectification. The information may be accompanied by a copy of this procedure. This information shall not contain any information relating to the identity of the whistleblower or of third parties.

Information which could identify the person subject to a report may not be disclosed, except to the judicial authority, until it has been established that the report is well founded.

## **10. VERIFICATION AND PROCESSING OF THE REPORT**

Upon receipt of a report by the K.E.L. Committee, the Whistleblower is informed in writing within seven working days of the receipt of the report. As far as possible, the acknowledgement of receipt of the report specifies the reasonable and foreseeable period of time that will be necessary to examine its admissibility and the procedures for informing the Sender of the action taken on the report.

In the first phase, known as the verification phase, the K.E.L. Committee shall carry out a preliminary assessment to determine whether the report falls within the scope of this procedure.

Any report which is clearly outside the scope of the procedure, which is not serious, which is made in bad faith, with a view to obtaining direct financial compensation or which constitutes an abusive or even slanderous accusation, as well as any report relating to unverifiable facts, will be destroyed without delay. The author will then be notified within the time limit set by the K.E.L. Committee at the time of receipt of the report. Where appropriate, the K.E.L. Committee will inform the person concerned that they were the subject of a report.



- set up an equivalent internal Professional Alert system allowing the same level of protection and security on the basis of the “*Guidelines for the Deployment of a Professional Alert System in the Keolis Group*”.

The present procedure will be disseminated by any means likely to make it accessible to employees, according to the most appropriate conditions for each Entity concerned (notification – including by electronic means, posting, publication – in particular on the website).

This amended procedure shall enter into force on 24 October 2022.

### **13. PROCESSING OF PERSONAL DATA**

Within the framework of the Professional Alert system, data processing shall be carried out by GROUPE KEOLIS SAS and KEOLIS SA, joint data controllers, in order to process the reports received in accordance with the present procedure, to carry out the necessary investigations and to follow up any disciplinary and/or legal proceedings that may result.

The processing carried out is done in order to fulfil the legal obligations under Article 6 et seq. of the Sapin Law II and its Article 17, as well as with regard to Law No. 2017-399 of 27 March 2017 on the due diligence of parent companies and principals.

The terms of processing and protection of personal data are described in the *Personal Data Protection Policy relating to Professional Alert management*, which is included in Attachment I to this procedure.

Marie-Ange Debon  
Chairwoman of GKSAS



If, after a preliminary assessment, the K.E.L. Committee concludes that the report is admissible, they will inform the person who made the report within the time limit initially indicated.

The K.E.L. Committee will take all necessary measures to deal with the report, in particular by launching an investigation if necessary. This investigation may be carried out either by a small internal team made up of Keolis Group employees specifically trained to handle these tasks and who are bound by a reinforced confidentiality obligation, or, if the facts justify it, by third parties specialised in conducting investigations or in certain fields useful to the investigation.

In this case, these third parties shall undertake, by contract, not to use the data for improper purposes, to ensure their confidentiality, to respect the limited period of retention of the data and to proceed to the destruction or return of all manual or computerised carriers of personal data at the end of their service.

As a matter of principle, all investigations following reports of suspected sexual harassment will be entrusted to a specialised external firm.

The whistleblower will only be involved in the investigation process for the verification of the facts they have reported.

## **11. AT THE END OF THE PROCESSING OF THE REPORT**

At the end of the operations for processing the report, the K.E.L. Committee will make a confidential summary of the elements gathered in the course of the investigation.

The K.E.L. Committee will communicate in writing to the whistleblower, within a reasonable period of time not exceeding three months from the acknowledgement of receipt of the report or, in the absence of acknowledgement of receipt, three months from the expiry of a period of seven working days following the report, information on the measures envisaged or taken to assess the accuracy of the allegations and, where appropriate, to remedy the subject of the report, as well as on the reasons for the allegations. In all cases, the K.E.L. Committee will be bound by the obligation of confidentiality with regard to the persons who may be cited in the summary and to the information gathered in the course of the investigation.

If corrective measures are necessary, the K.E.L. Committee will approach the appropriate management line to recommend a plan of action. Any disciplinary or legal action will be taken in accordance with the applicable legal provisions.

The management line concerned must notify the K.E.L. Committee of the measures it has taken.

The K.E.L. Committee closes the report when the allegations are inaccurate or unfounded, or when the report has become irrelevant. The procedure provides that the author of the report is informed in writing of the closure of the file.

## **PART III – MISCELLANEOUS PROVISIONS**

### **12. TERMS AND CONDITIONS OF MEMBERSHIP OF K.E.L. SUBSIDIARIES AND FORMALITIES**

The subsidiaries of Keolis Group whose head office is located in France are required to join Keolis Ethic Line according to an act of accession signed by their legal representative, if necessary after information and consultation of the existing Staff Representative Institutions, according to the applicable legislation.

The subsidiaries of the Keolis Group whose head office is located in a third country are required to:

- join Keolis Ethic Line after having carried out the verifications referred to in part I of the present procedure. The act of accession is signed by their legal representative, duly mandated by the competent governance body if applicable, and after completion of any formality that would be necessary according to the applicable law;
- or

## ATTACHMENT 1 – PERSONAL DATA PROTECTION POLICY RELATING TO PROFESSIONAL ALERT MANAGEMENT

### **Purpose and Data controller**

Within the framework of the Professional Alert system, data processing is carried out by Groupe Keolis SAS and Keolis SA, joint data controllers, in order to process the reports received in accordance with the present procedure and to carry out the necessary investigations, as well as to deal with any disciplinary and/or legal proceedings that may arise from them.

### **Legal basis**

The processing operations carried out are done in order to fulfil the obligations of Keolis Group<sup>2</sup> under (i) Articles 6 and following of Law No. 2016-1691 of 9 December 2016, known as "Sapin II" (ii) Article 17 of the same law, and (iii) the provisions of Law No. 2017-399 of 27 March 2017 on the due diligence of parent companies and principals.

### **Data concerned by the processing**

Within the framework of the Professional Alert system, the following data may be collected and processed:

- identity, functions and contact details of the whistleblower;
- identity, functions and contact details of the persons subject of the report;
- identity, functions and contact details of the persons involved in the verification of the facts reported and the associated investigation;
- facts reported;
- elements collected in the context of the verification of the reported facts;
- reports of the verification operations;
- follow-up to the report.

### **Access and recipients of data**

#### **- Internal transmission within the Keolis Group**

The personal data processed within the framework of the Professional Alert system are accessible and processed by the members of the Ethic Line Committee.

The necessary data may be transmitted to other persons within Keolis Group who need to know about it and who may be called upon to intervene in the verification of the reported facts and the associated investigation. In this context, only the data necessary for the accomplishment of their respective missions of verification or processing of the report will be transmitted to them.

#### **- Transmission to external service providers**

Data may be transmitted to service providers (lawyers, etc.) who may be called upon to intervene during the investigation. In this context, only the data strictly necessary for the accomplishment of their respective missions will be transmitted to them.

In order to ensure the hosting and proper functioning of the Professional Alert platform, the data may be processed by the Keolis Group's service provider in charge of hosting and maintaining the Ethics Line Professional Alert platform, Business Keeper GmbH, exclusively within the framework of its subcontracting tasks.

---

<sup>2</sup> The term "Keolis Group" refers to the group formed by the companies GROUPE KEOLIS S.A.S, Keolis SA and all their subsidiaries (i.e. all the companies controlled by the Group within the meaning of the consolidation rules).

## - Transmission to third parties

Certain data may be transmitted to third parties in the event that Keolis Group is required to comply with laws and regulations and legal requests and orders.

Elements that could identify the Whistleblower may only be disclosed, except to the judicial authority, with the prior consent of the Whistleblower.

## Data retention periods

**Data relating to an inadmissible professional alert** will be destroyed or archived after anonymisation, within a maximum period of one (1) month. The archived anonymised data may be kept for a maximum of 10 years before final destruction.

If it appears that the whistleblower has made a report in bad faith or under abusive conditions and contrary to the law, in this case, the data relating to the report may be kept under the conditions and within the time limits set out below when disciplinary proceedings or legal proceedings are initiated.

### Data relating to an admissible professional alert:

- When the report is not followed by disciplinary or legal proceedings, the data will be destroyed or archived after anonymisation, within two months of the closure of all verification operations.
- Where disciplinary proceedings or legal proceedings are initiated against the person concerned or the author of an abusive report, the data relating to that report shall be kept until the end of the proceedings or the time limit for appeals against the decision.

Data subject to archiving measures shall be kept in a separate information system with restricted access for a period not exceeding the time limits of litigation procedures.

## Security measures and transfers of personal data outside the European Union

Keolis secures the personal data processed in the context of reports by putting in place adequate physical, organisational and technical measures to prevent unauthorised access, use, disclosure, modification or destruction, in accordance with the GDPR.

These measures include in particular:

- Storage and processing of professional alert data on secure servers within the European Union;
- Access restricted to authorised persons only;
- Internal organisational measures to protect the data.

Reports made from outside the European Union may be processed in accordance with this procedure.

## Rights of data subjects and exercise of these rights

In accordance with the GDPR, any person identified in the Professional Alert system has the rights listed below:

- **A right of access** to the data concerning them which has been processed in the context of the Professional Alert system. However, the person subject to a report may not under any circumstances obtain communication, on the basis of his right of access, of information concerning the identity of the Whistleblower.
- **A right of rectification and erasure** of the data concerning them. However, this right can only be exercised to rectify factual data, the material accuracy of which can be verified by Keolis with evidence, and without deleting or replacing the data, even if erroneous, initially collected. Indeed, this right must not allow the retroactive modification of the elements contained in the report or collected during its investigation. The exercise of this right must not make it impossible to reconstruct the chronology of any changes to important elements of the investigation.

The right to object to the processing may not be exercised by the persons concerned within the framework of the Professional Alert system, as the processing is implemented by Keolis on the basis of (i) Articles 6 et seq. of Law No. 2016-1691 of 9 December 2016 known as "Sapin II" (ii) Article 17 of the same law, and (iii) the provisions of Law No. 2017-399 of 27 March 2017 on the due diligence of parent companies and principals.

All the rights listed above may be exercised by the persons concerned at the following address: [ethicline@keolis.com](mailto:ethicline@keolis.com).

