

Whistleblowing Procedure

PURPOSE

This Whistleblower Procedure (“WP”) is an integral part of the Sonepar Code of Conduct (“SCC”) and is applicable to all Sonepar associates, worldwide, and aims at facilitating the cooperation of all in the fight against corruption at Sonepar. This procedure is also open to third parties.

REPORTING PROCEDURE

The formal reporting of an alert must be directed through an alert system, on the following web site: www.sonepar.com/alert. Any reporting should include actual facts and circumstances, and documents if available.

ACTING IN GOOD FAITH

Any associate filing a complaint about a violation of the SCC must act entirely in good faith, in a selfless spirit and have reasonable grounds and evidence to believe that a violation of the SCC has occurred or may occur. Any filing of a complaint that, following investigation by Sonepar’s compliance resources, prove not to be substantiated and made in bad faith or maliciously, or knowingly to be false, is a serious offense and could entail disciplinary measures, leading up to and including termination of employment.

DISCLOSURE OF IDENTITY

The associate filing a complaint under the WP must disclose his/her identity, job title and the Sonepar entity for which he/she is working. The anonymity of the associate is preserved and secured. Sonepar shall take all reasonable steps to protect the associate from any harm against him/her resulting from such filing. An anonymous complaint may be examined by Sonepar according to the allegations and documents produced.

CONFIDENTIALITY AND COMPLAINT HANDLING

Any and all facts, events, actions and communications originating or resulting from the filing of a complaint, as well as the identity of people involved or potentially involved in the complaint, and the actual facts pertaining to the complaint shall be kept strictly confidential, consistent with the need to conduct an adequate investigation. Sonepar will take the necessary measures to ensure this confidentiality. All complaints will be promptly investigated and appropriate corrective actions will be taken if warranted by the investigation. The results of the investigation shall be shared with the complainer, shall the complainer have acted in good faith. Sonepar takes the necessary measures to ensure the destruction of elements to preserve the confidentiality, should no further action be taken towards the alert.

NO RETALIATION

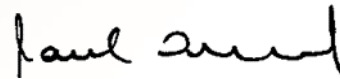
It is contrary to Sonepar's values and to the law for anyone, in whatever role and capacity, to retaliate directly or indirectly against any associate who, in good faith, and under the terms and conditions of this WP, is reporting a violation to the SCC. Any associate found to be in violation of this non-retaliation obligation is subject to disciplinary measures up to and including termination of employment. "Retaliation" is inclusive of demotion, termination, suspension, threaten, harassment or discrimination in any other manner, as a result of reporting an alert.

QUESTIONS

An associate having questions or concerns about the SCC is encouraged to share first with his/her supervisor, Human Resources Department or entity Compliance Officer and, if he/she wishes, with the Sonepar Chief Compliance Officer, at chiefcomplianceofficer@sonepar.com.

December 19th, 2017

Sonepar Compliance Department



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Chief Compliance Officer

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