



GO BETWEEN PROGRAM PARTNER CHARTER

Between:

- **PROVENCE PROMOTION**, association according to the law of 1st July 1901, with its head office at 10 Place de la Joliette, Les Docks, 13002 Marseilles, represented by its Director General

And:

- The member/partner

It is hereby exposed and agreed as follows

Preamble:

Provence Promotion is the Economic Development Agency for the Bouches du Rhône area. Its mission is to promote areas of excellence, to attract new investment and seek new entrepreneurs/company buyers from outside the Bouches du Rhône department and promote the development of company partnerships.

The Go Between program initiated and managed by Provence Promotion is unique in France in that it collects takeover offers. Go Between has been set up to seek, qualify and optimise the flows of outside buyers to take over industrial companies in the Bouches du Rhône area, **in conjunction with program partners, financial partners, professional orders, financial establishments, institutions, professional federations and unions, and non-profit-making structures and associations.**

This charter has been signed by Provence Promotion and each of the partners according to the same terms.

Go Between is co-financed by the European Social Fund (ESF) and other bodies (currently the Marseilles Provence Chamber of Commerce and Industry, the Bouches-du-Rhône Conseil Général, Charbonnages de France and Electricité de France).

This charter is an integral part of the Go Between program.

The worthwhile nature and success of this program depends on the quality of its members' services, members' responsiveness to outside requests and the relationships nurtured between the members.



Agreement

The signing parties have drafted the following charter:

I. Purpose of the Charter:

The purpose of this Charter is to define and set good conduct rules regarding the above-mentioned **Partner** and **Provence Promotion** as part of the Go Between program, while complying with professional rules and codes of ethics or charters relating to each regulated professional order (public accountants, lawyers) or professional organisations (bankers).

This Charter is the federating element in the Go Between program.

The Partner undertakes to respect the rules, conditions and obligations in this charter and to ensure they are respected by its members, employees, etc. wishing to join the program. As for the regulated professions, each member of said professions wishing to take part in the program must accept the commitments made by the representative of the appropriate order and adhere to this charter.

II. Codes of ethics and commitments:

Taking over a company involves contacts and meetings that need to be secured with respect to third parties and the assets of the target company (technology, know-how, human and technical skills, etc.).

The confidential nature of information on the buyer or seller provided to the other party, representative or other person involved in the project **must be respected**.

A) Codes of ethics and rules of good conduct:

➤ Confidentiality commitment:

As for all those involved in the Go Between program (partners, members, Provence Promotion), the Partner is bound by a commitment to non-disclosure and discretion regarding all information provided or obtained with respect to the buyer or seller.

➤ Independence and Reserve:

The Partner undertakes to respect and ensure that the principles of this charter are known to the employees under its responsibility.



Members of regulated professions will be individually responsible for their actions due to their prior acceptance of the charter.

The Partner undertakes to act independently.

The Partner is also bound by a commitment to reserve and authenticity with regard to its actions.

Through their employees, the non-member partners of regulated professions undertake to refuse any advantage or arrangement which may affect their objectiveness or impartiality. Should there be a conflict of interest now or in the future, the partner undertakes not to intervene in the mission concerned except with the express agreement of the parties.

➤ Partners' codes of ethics

The Partner must always be aware of the professional codes of ethics of the other Partners.

B) Provenance Promotion's special commitments:

This Charter shall be mentioned in all information and communication media by Provenance Promotion regarding the Go Between program.

In light of their professionalism and ethics, Provenance Promotion is confident about highlighting its partnerships in any communications on this program and in its success stories.

➤ With regard to sellers

In principle, Provenance Promotion should not know sellers' identity except if specifically required or if expressly agreed.

As the program administrator using its tools, Provenance Promotion undertakes not to disclose any confidential information which may come to its attention except with the express agreement of the parties.

➤ With regard to buyers

Provenance Promotion undertakes to comply with discretion and non-disclosure rules as requested by the buyers and to act independently of any interest which may affect or compromise a takeover project currently under way.

➤ With regard to partners

Provenance Promotion undertakes to be aware of the professional codes of ethics of each regulated profession in its actions.



Provence Promotion undertakes to promote the Go Between site, to provide links with partner sites and to inform company buyers about the professional environments surrounding the transfer of ownership.

C) Other commitments:

The Go Between members undertake to inform sellers that they shall not be able to request contact with a Go Between-identified potential buyer other than through a Go Between member.

The Partner undertakes to respond promptly to any contact request and to inform Provence Promotion of this in compliance with the non-disclosure commitment.

The Partner undertakes not to act on behalf of Provence Promotion.

CONTROLS AND SANCTIONS:

Should there be a dispute related to the performance of this Charter which is brought to the attention of Provence Promotion or the steering committee, both of these shall strive to find an out-of-court solution by organising a conciliation procedure prior to any other action.

As the network administrator, Provence Promotion reserves the right to refuse registration of a buyer or to exclude a partner or a partner's member.

Drawn up in Marseilles on

Provence Promotion

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Director General

Chairman

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