

CODE OF GOOD BUSINESS CONDUCT

Our integrity principles in the fight against corruption

EDITORIAL

Dissemination of these good practices is part of wider permanent policy of respecting our clients, suppliers and trading partners both at the level of Groupe Dubreuil as well as that of all its subsidiaries.

The values of integrity, honesty and transparency must guide each of us in our business activities. Relations with our clients, suppliers and other partners must protect the Group's interests and comply with the laws and regulations in force. It is for this reason that we will not tolerate any act of corruption or fraud in any area of the Group's activity. This therefore requires each of you to contribute towards abiding by the principles set out in this Code.

Please read and take good note of it.

We are counting on your involvement.

Paul-Henri Dubreuil

Chairman of the Board of Directors

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INTRODUCTION

HOW TO USE THIS CODE

This Code contains practical advice to help our employees deal with potentially risky situations.

This Code of good business conduct focuses on preventing corruption and fighting fraud. It aims at giving legal references and practical advice to help you deal with potentially risky situations. It is above all a means of clarifying the attitudes to be taken; it is not exhaustive and may be accompanied by more detailed policies and procedures.

It is the responsibility of Management of each of the Group's subsidiaries to disseminate these good practices and ensure that employees comply with them. In general, they apply to all **directors, managers and other employees of Groupe Dubreuil** and its **subsidiaries and holdings** and this, irrespective of their role, position or the entity to which they belong. The term "employee" includes all those working part time, on a permanent or fixed-term contract, as a temp, apprentice or intern, but also members of the Supervisory Board, Board of Directors and corporate officers.

This Code also applies **to partners**, understood to be intermediaries, contractors or consultants, which represent or work on behalf of and in the name of the Group, as well as suppliers, clients, distributors or third parties that contract with the Group¹.

Lastly, it should be specified that this Code cannot provide for every situation that employees and/or partners may face and that the rules set out must sometimes be adapted according to local legislation and regulations in force. If you are in doubt or do not understand something, do not hesitate to speak to your

¹ The Group is understood broadly to include all subsidiaries and holdings of Groupe Dubreuil.

immediate superior, your administrative and finance manager or the legal department to find out the position to be taken.



If there is a discrepancy between the rules of this Code and certain local practices, the rules of this Code must take precedence.

WHY THIS CODE?

Adopting these good business practices is part of the Group's policy of conducting its business transparently and ethically and, in particular, as an extension of the directives set out in the Sapin II Act of 9 December 2016.

Non-compliance with international and national laws and regulations on good commercial practices and, in particular, the fight against corruption, may incur for the Group, its managers and its representatives:

- Criminal penalties such as fines and prison sentences for the offender but also for the Group
- Trade, financial or administrative sanctions such as being excluded from public calls for tender, being ineligible for State support (COFACE financing and guarantees), private funding and projects financed by international institutions due to being registered on blacklists
- Harm to its image or reputation.

Furthermore, our partners ask for an increasing number of guarantees of ethical practices and transparency before concluding new contracts with the Group and its subsidiaries.

➔ These risks may harm the Group's performance and its trade relations.

COMPLIANCE WITH THIS CODE

As an employee or partner of the Group, you undertake to comply with the measures set out in this Code.

We inform you that:

➔ an employee failing to comply with said Code will be personally liable and will risk possible disciplinary action such as that set out in the rules of procedure of the company that employs him/her, or even legal proceedings in accordance with the law in force, once it has been proven by an internal investigation that he/she is personally responsible for the breaches;

➔ a partner failing to comply with said Code will be professionally liable and will risk termination of the contract without notice or indemnity.

PART 1 – ANTI-CORRUPTION POLICY

INTRODUCTION

I. Why do we need to be concerned?

Corruption is a widespread phenomenon both in the public sector and in the world of business. It can take various forms and occurs in developed and emerging countries.

It has serious economic consequences. It costs the global economy more than 1,000 billion US dollars each year and distorts national and international trade. Corruption also has detrimental effects on:

- competition
- product quality
- the effectiveness of the public and private sectors due to allocating positions of responsibility by favouritism to the detriment of actual skills
- politics (corrupt government, political instability, loss of legitimacy and threat to democracy)

II. Concepts

Corruption refers to:

- offering, attempting to offer, authorising or promising
- any type of **gift, facilitation payment or kickback**
- to a **public official** or a **private entity**
- for an **improper purpose**

In the same way, it includes:

- soliciting or accepting
- a **gift, facilitation payment or kickback**
- from a **public official** or a **private entity**
- for an **improper purpose**

More commonly we talk about “under the table”, “backhander”, fraud, embezzlement, etc.

Furthermore, even if the act of corruption is not carried out, **simply attempting** an act of corruption is sufficient to be prosecuted.

III. Who is affected by corruption?

Corruption may be public or private:

- **Public corruption:** abuse of position by a **public official or civil servant**.

These terms must be interpreted in the broadest sense:

- Any person, appointed or elected, occupying a legislative, administrative or judicial position in France or abroad
- Any person exercising a public office in France or abroad
- Any civil servant or officer of a public international organisation

For example: customs officials, tax officers, treasury officials, State financial services inspectors, etc.

Particular attention also needs to be paid to **family members** of public officials or civil servants, in particular their parents and children, and to **companies controlled** by these officials or their family members.

To this first group of individuals must be added **quasi-governmental organisations** (for example a private company subsidised by the State) **and their employees, political parties** and the **leaders or candidates of a political party**.



REMINDER

➤ **Private or business corruption:** abuse of position by **private individuals or companies.**

For example: clients, suppliers, partners, etc.

IV. Concrete examples

An act of corruption may take the form of a **payment of money** but also of **granting a benefit** or anything that may be of value for the receiving party. It is irrelevant that the benefit is offered in return for a favour granted previously or a favour to be granted in the future.

Examples:

- *Cash*
- *Excessive donations*
- *Products or services*
- *Unjustified advantages*
- *Discounts or reductions*
- *Tickets for sports or cultural events, for shows, etc.*
- *Airline tickets or other transport tickets*
- *Unjustified class upgrades*
- *Lunches*
- *Employing a family member of a civil servant to obtain customs clearance by this civil servant of products imported by the Group*
- *Offering airline tickets to the person responsible for a public procurement contract in order to obtain this contract*
- *Entering into a contract with a company at the request of a civil servant who holds shares in this company, etc.*

REMEMBER:

- **If you accept a benefit for an improper purpose, even if the Group is not behind an offer or a promise, the act may be qualified as an act of corruption,**
- **Attempting to participate in any of the activities described above is sufficient to be prosecuted**
- **In France, it is irrelevant whether acts of corruption occur in the public or private sector**
- **The act of corruption may be a payment in cash or a benefit in kind (*such as the promise of a future contract, travel, etc.*),**
- **It is irrelevant whether the benefit is intended for the public official him/herself, for a friend or for a member of the latter's family.**

CHAPTER 1 – PROHIBITED PRACTICES



REMEMBER

The following are prohibited:

- illegal payments and benefits granted to private individuals or public bodies or officials
- fraud
- money laundering
- funding political parties
- breaching regulations on import and export controls
- non-compliance with economic and financial sanctions, embargos and blacklists
- non-compliance with competition law rules

I. Illegal payments and benefits

According to the principles listed above, **payments** of any sort, whether they are received by or granted to public entities or private individuals and whether they occur before or after, in order to obtain a market or a contract, are **prohibited**.

Furthermore, **payments of small sums, gifts, hospitality or other benefits in kind**, including reimbursement of travel expenses, when they are granted with the objective of influencing a decision of a civil servant or public officer² or in order to obtain or accelerate a normally routine act from a civil servant or public official, are **strictly prohibited**.

E.g.: Benefits granted for:

- *Obtaining a permit, licence or an authorisation*
- *Provision of services*
- *Release of goods retained by customs, etc.*

Lastly, **unofficial payments** made in order to facilitate or accelerate a normal governmental process (*e.g. customs services, granting permits, etc.*), also called “**Facilitation payments**”, are **comparable to an act of corruption**, even if these practices are authorised in some countries.

➔ It is therefore necessary to be very vigilant in your relations with public entities and private individuals.

² Definition p.12

REFLEXES TO ADOPT

- **DO NOT MAKE** payments and **DO NOT OFFER** gifts or other services with the aim of obtaining a contract or market or with the aim of influencing or accelerating an act taken by a civil servant or a public official
- **DO NOT MAKE** payments for the benefit of a person of influence (political donation or contribution) at the time when a contract or purchasing decision related to this person is at the point of being concluded
- **DO NOT MAKE** payments without supporting documents (agreements, invoices, etc.)
- **DO NOT MAKE** payments, financial arrangements, in cash or by bearer cheque, to companies or individuals
- **DO NOT MAKE** payments and **DO NOT PAY** commission into an offshore bank account or a bank with a poor reputation or to a person who is not the recipient

II. Fraud

Fraud consists in deliberately deceiving another in order to obtain an illegal benefit or to shirk a legal obligation. In practice, fraud may be an action or an omission (*e.g. presentation of false declarations or documents that are fake, inaccurate or incomplete with the aim of intentionally obtaining the receipt, return or retention of funds, etc.*).

Fraudulent acts are always penalised by the law in the form of specific offences (*theft, fraud, embezzlement, misuse of company assets and breach of trust, forgery and use of forgeries, withholding of evidence and concealment of income*) and are punishable by fines and/or prison sentences.

→ All forms of fraud are banned within the Group.

III. Money laundering

Money laundering consists in concealing the origin of funds illegally obtained or that are suspicious in order to make these funds appear legitimate.

The term “anti-money laundering” is used to describe the checks in place to prevent, detect and report money laundering activities.

REFLEXES TO ADOPT

- **Ensure that you comply with the laws and regulations on anti- money laundering**
- **Ensure that you take precautionary measures with regard to partners of the Group in order to prevent and detect any form of unacceptable and dubious payment**
- **If in doubt, do not hesitate to talk to your superior**

IV. Funding political parties

By political contribution, we mean any direct or indirect contribution having the purpose of providing support to a political party, a candidate or an elected representative. The contribution may consist of a payment of money or any other benefit such as gifts or services, advertising or any other partisan activity.

→ Political contributions paid by the company or in its name ARE PROHIBITED.

V. *Breaches of the laws on import and export controls*

We must STRICTLY comply with all the international laws and regulations applicable to the Group on import and/or export controls and, in particular, on obtaining licences, and shipping or importation documents.

REFLEXES TO ADOPT

- You must ensure the legality of each of your activities and, in particular, your imports/exports
- Check that the nature, destination and use of the products in question are not subject to bans or restrictions
- Check that all applicable tax and customs obligations are met for your activities
- Give preference to payment by bank transfer or documentary credit
- Comply with the limitations and legal regulations in force if paying by cash

VI. *Non-compliance with economic and financial sanctions, embargos and blacklists*

In addition to the laws on import and export controls, it could be that there are sanctions against certain countries (*embargos*) or certain specifically designated entities or individuals (*individual sanctions taken against certain entities*), either multilaterally by means of a United Nations resolution or European regulation, or unilaterally by certain countries.

These sanctions may take different forms, such as restrictions or bans on:

- Import or export operations with the sanctioned countries
- Travel to or from a sanctioned country
- New investments in a sanctioned country
- Financial transactions and negotiations involving a sanctioned country

These sanctions are likely to restrict the Group's capacity to do business in certain countries or with certain entities or individuals.

Furthermore, non-compliance with these rules may have an impact on the insurance policies taken out by the Group for its subsidiaries' activities.

REFLEXES TO ADOPT

- **Check whether sanctions have been taken against the country in which you wish to conduct operations or against entities with which you wish to conclude transactions**
- **If in doubt, contact the Group's financial/legal department.**

VII. Non-compliance with competition law rules

Competition law is applicable to all aspects of our Group's business activity: negotiations with clients and suppliers, contact with competitors, marketing and sales promotion.

The following in particular are banned:

- **Any agreement or even discussion with competitors with regard to fixing prices or other transaction conditions, production limitation, distribution of clients or sales territories**
- **Any abuse of a dominant position**

It is your responsibility to comply with competition law. Breaching the rules of competition law incurs serious risks for the Group, its employees and its shareholders.

→ In conclusion, the law provides for penalties that may be serious for natural persons and legal entities while seriously damaging the reputation of the company incriminated.

**CHAPTER 2 – PRECAUTIONS TO BE TAKEN WITH REGARD TO
RISKY PRACTICES**

Certain risky practices may be legal depending on the local legal context or the circumstances.

I. Goodwill gestures and gifts

= **goodwill gestures, gifts, invitations or minor benefits** (*meals, promotional products, reimbursement of travel expenses, trips, etc.*) offered by or received from clients, suppliers and other partners.

They are generally **tolerated** if:

- They are **modest**
- They **remain occasional**
- They correspond to **current professional practices**, competitions or advertising campaigns
- They can **by no means influence, or give the impression of influencing, a business decision**
- They are offered completely **transparently**
- They are **suited** to the occasion, the situation and/or the activity

Examples: low-value promotional item, invitations from clients or suppliers to a company seminar, souvenirs, pens, diaries or promotional items marked with our brands, etc.

They are generally **not acceptable** if:

- They are **contrary to the legislation** in force
- They take the form of **cash or similar** (e.g. vouchers, shares, etc.)
- They are **offered in response** to a decision, an anticipated favourable business agreement or a specific request
- They could put the company or the employee him/herself in an **awkward situation** if they were to be disclosed publicly

➔ There is a very fine line between what is acceptable and what is not in this area. Therefore, you need to use common sense when faced with this situation and deal with it on a case by case basis.



ASK YOURSELF THE RIGHT QUESTIONS:

- *Is the value of the gift or entertainment reasonable?*
- *Is the frequency of such gifts or entertainment reasonable?*
- *Would you be embarrassed if the press were to learn of the existence of these gifts or entertainment?*
- *Is there sufficient transparency surrounding the gifts or entertainment? Are the gifts or entertainment justified?*
- *Could the recipient of the gifts or entertainment influence the conclusion of several contracts?*
- *Is there an intention behind the gifts or entertainment?*

REFLEXES TO ADOPT

- **NEVER OFFER** a gift of cash
- **GIVE PREFERENCE TO** offering gifts to a legal entity
- **DO NOT OFFER and DO NOT ACCEPT** expensive gifts or entertainment
- **OBTAIN** written authorisation from your superior for offering or accepting gifts or entertainment whose value exceeds the amounts authorised by this policy
- **DO NOT OFFER and DO NOT ACCEPT** frequent gifts or entertainment
- **REFUSE** any gift that could be difficult to justify to your colleagues or the media
- **ATTEND** the event that you are offering; if none of our employees is present, the entertainment cannot be authorised
- **ONLY ATTEND OR ACCEPT** invitations to events at which the business partner inviting you is present
- **DO NOT OFFER** gifts or entertainment if their aim is not to improve business relations



REMINDER

REMEMBER:

- **Receipt of goodwill gestures by the Group:** The Group's partners (suppliers, agents, etc.) must be identified and chosen purely on the criteria of price, quality, security and reliability of the services and the diversity offered as well as on their reputation and their environmental and trading practices. **Personal relations or the granting of tangible benefits must in no case be taken into account** when choosing the Group's partners.

- **Granting of goodwill gestures by the Group:** Gifts or benefits offered by the Group must be **reasonable, in good faith and directly related to promoting the Group's products or services.**

- **In the event of seminars organised** related to promoting your products, the performance of a contract, visiting production units, travel to events, training sessions or conferences: the company **may cover expenses relating to transport, accommodation and meals but only for employees and partners who have been invited.** Exceptionally, the Company may accept the presence of the spouse of the person invited but will not cover the costs related to the latter's transport and meals.

- ➔ It is impossible to set out rules for every situation and it is therefore each Group company's responsibility to set out its own **rules with regard to gifts and invitations**, which must be communicated clearly and regularly to the company's employees and partners. These rules must comply with the principles contained in this Code at the very least.

II. Cash payments

Cash payments must be subject to particular vigilance on the part of the person receiving them.

→ You must at least comply with the regulations in force and the rules issued by the Group's financial departments on the subject.

III. Public procurement contracts and calls for tenders

The Group may also **launch calls for tenders** or **respond to calls for tenders** as part of its activity.

The launch of a call for tenders for significant purchases is highly recommended by the Group. By “significant purchases” we mean all purchases over €1,000,000. For these significant purchases, the call for tenders and the choice of service provider must be ultimately validated by your superior and your Branch Director.

REFLEXES TO ADOPT

- **During calls for tenders, you must comply with the principles of transparency and objectivity and avoid conflicts of interest**
- **Keep all documents related to the call for tenders**
- **When awarding contracts, do not offer or accept gifts, invitations or undue advantages.**

IV. Donations and sponsoring

Donations mean anything of value offered by a company to support charitable works, without the company expecting any business advantage or other compensation in return.

→ **Donations and sponsoring may be used as a means to corrupt a person likely to influence a decision in a transaction.**

REFLEXES TO ADOPT

- **ENSURE** the **quality** and **reputation** of the charitable organisation
- **CHECK** that donations are made for **genuine charitable reasons or public relations**, that they do not create a conflict of interest and that they are not used to conceal a payment for an improper purpose
- **ASK** the recipient to send you a **receipt** guaranteeing that the donation will not be used directly or indirectly for a purpose other than that intended by the charitable work
- **ASK YOUR SUPERIOR TO VALIDATE** any donation to a charity or association
- **DRAW UP a contract** (*or at least a written document depending on the value of the donation*) specifying the nature and the value of each donation

REMEMBER:

In general, donations:

- Must never be in cash or paid into an individual's personal account (*but solely into the account of the institution for which the donation is intended*)
- Must never be paid through a third party (*for example clients or suppliers*)
- Must not be related or give the impression of being related to the performance of a business transaction or government action.

V. **Lobbying**

Lobbying is any activity intended to influence the decisions or directives of a government or an institution in favour of a particular cause or expected result.

There is sometimes a fine line between lobbying and corruption. In fact, lobbying becomes corruption in the event that the lobbyist pays a public officer or offers him/her privileges in order to encourage him/her to support legislation or activities that are favourable to its client's business.

➔ **Transparency and responsibility are essential in order to avoid any illegality in lobbying activities, as is the case for donations and sponsoring.**

VI. Use of intermediaries

Acts of corruption frequently involve intermediaries such as agents and service providers due to their method of remuneration and a lack of clarity in determining their assignments.

The regulations penalise “**direct**” and “**indirect**” corruption in the same way, i.e. that carried out by third parties acting in the name or on behalf of companies or individuals.

⇒ To prevent the Group from being linked to illegal practices, or to prevent payments of this type being made in its name, our anti-corruption policy stipulates specific measures for **relations with our partners** (agents, representatives, consultants or other service providers, etc.).



REFLEXES TO ADOPT

PHASE 1 – BEFORE ENTERING INTO THE PARTNERSHIP:

- **CHECK** that intermediaries understand our anti-corruption principles and the fact that acts or attempts of corruption are unacceptable for the Group
- **CHECK** that intermediaries share our commitment to professional ethics
- **CARRY OUT** research into the intermediary’s business in order to check their reputation and previous history

- **COMPLETE** the basic questionnaire in the event of new partners
- **COMPLETE** a questionnaire specific to anti-corruption for intermediaries said to be “risky”, i.e. those that present a potential risk due to their geographical location, business or position

→ **No contract must be entered into with a third party while there are still elements of doubt. You must inform your superior or manager of these doubts, as well as the Group’s legal department.**

PHASE 2 – NEGOTIATING CONTRACTUAL RELATIONS:

After these prior checks, you must always ensure that you draw up a **written contract with the intermediary** including:

- a clause by which the intermediary certifies that it has complied and **complies with anti-corruption rules and laws**
- an **audit clause** so that compliance with anti-corruption measures can be checked and a **termination clause** which may be implemented if these measures are breached
- obligations for the partner **to ensure that its subcontractors comply with the legislative and regulatory provisions** on fighting corruption

PHASE 3 – AFTER ENTERING INTO THE PARTNERSHIP:

- **SET UP** regular monitoring of the partnership and the work actually carried out by the latter
- **NEVER PAY** its remuneration in cash
- **ONLY MAKE PAYMENTS** if they are legal, comply with the terms of the contract and are made against an invoice or a receipt for refundable expenses

VII. Identifying and managing conflicts of interest

As part of our efforts to protect the Group's reputation and ensure that we act in the Group's interest, we must avoid conflicts of interest at all times, whether they are actual or apparent. If a conflict of interest cannot be avoided, you must inform your superior of it. There may be "conflicts of interest" when your **private or personal interests interfere or appear to interfere with your capacity to exercise your duties in the Group's interest and without ulterior motives.**

Private or personal interest must be understood in the widest sense, it may:

- Be direct or indirect
- Involve the Group's employees, their family circle or their close relations
- Be of an economic, financial, political, professional or religious nature.

Examples:

- *Working or holding financial interests in an external entity which does business or seeks to do business with the Group: a client company, in the company of a supplier, of a partner, etc.*
- *Working or holding financial interests in an external entity which is actually or potentially in competition with the Group*
- *Having a second job that makes the employee less capable of carrying out his/her duties within the Group*
- *Doing business in the name of the Group with an external entity in which a member of his/her family, close relations or friends work or hold considerable financial interests*
- *Holding confidential information on the Group obtained during the employee's duties in order to benefit or profit from it, etc.*

You must demonstrate **fair, objective and impartial judgment** in all business relations. This means that any decision must be taken only with the Group's interests in mind and you must put in place the means **to avoid actual, potential or apparent conflicts of interest:**

- **Actual conflict of interest:** the objectivity, independence or judgment of a person is compromised by a divergence between his/her personal interests and his/her professional duties
- **Potential conflict of interest:** it is reasonably probable that a conflict of interest is occurring
- **Apparent conflict of interest:** an observer could reasonably conclude that a conflict of interest exists, even if this is not the case.

REFLEXES TO ADOPT

In order to protect the Group against a conflict of interest, you:

- **MUST INFORM your superior** of any personal, financial, political or other situation which generates or is likely to generate a conflict of interest with your role within the Group
- **MUST NOT ENGAGE in external activities likely, in one way or another, to enter into conflict with the proper performance of your obligations**, unless specifically authorised in writing by your superior

VIII. Mergers and acquisitions

The Group's liability may be incurred during mergers or acquisitions in terms of the **buyer's liability, including for acts of corruption prior to the acquisition.**

In the event of company acquisitions, the main risks are:

- that the company is tainted by an act of corruption that may incur the purchaser's civil or criminal liability
- that a part of the target company's turnover or profits are based on acts of corruption and do not reflect the target company's actual potential
- that the acquisition of the company harms the purchaser's reputation

→ it is therefore necessary to assess the target company's compliance with anti-corruption regulations, but also to plan putting in place our Group anti-corruption policy after acquisition of said company.

REFLEXES TO ADOPT

PHASE 1 – PRE-ACQUISITION PHASE

During the pre-acquisition phase, we must carry out an audit process (due diligence), the measures of which must enable us to check (at the very least):

- the presence of an anti-corruption policy
- problems concerning its internal controls prior to the acquisition
- existing relations with its trading partners
- the risks specific to its activity

This audit process will depend on the target company's level of exposure to risks of corruption: its geographical presence, the extent of its recourse to external consultants, intermediaries, its degree of interaction with the authorities.

PHASE 2 – POST-ACQUISITION PHASE

Following an acquisition, a programme must be drawn up to enable this Code to be adopted as soon as possible by new companies joining the Group.

PART 2 – IMPLEMENTING THE ANTI-CORRUPTION POLICY

I. Training

This anti-corruption policy will be supplemented and illustrated by training sessions for employees the most exposed to risky situations.

These training sessions will prepare participants to identify and manage risky situations that may occur within the Group.

The nature, duration and frequency of training may vary depending on the employee's position.

For each training session, employees will have to sign an attendance sheet so that the Group can prove that it has met its training obligation. Due to the importance of this training programme, employees required to attend the training, who do not do so without good reason, may be subject to disciplinary action.

II. Communication and disciplinary action

i. Questions

If in **doubt**, if you are faced with an **unusual situation**, or if you need **help** concerning the subjects dealt with in this Code, you can approach your superior or address any questions or concerns to the Group Legal Department.

ii. Reporting problems and incorrect conduct

- **Accounting and financial controls**

Financial reports and other information provided to the Group's shareholders, regulatory authorities and other interested parties must be accurate and complete.

We comply with standard accounting practices and policies. To do this, it is necessary to **prepare and keep books, registers and accounts** that accurately and transparently reflect all the Group's transactions. They

must be **correctly and accurately recorded** to ensure that they do not conceal acts of corruption or influence peddling. We have **independent verification systems**, through internal and external auditors, to identify, in particular, any transactions that contravene this Code.

REFLEXES TO ADOPT

For the accounting and financial system to work properly, you **undertake to comply with the following points:**

- All Group operations must be **recorded with accuracy, in full, and without delay**
- Company registers, expense accounts, invoices, supporting documents, payroll records, employee files and other statements and reports must be **prepared carefully, honestly and in good time**
- All operations approved by Group employees must be **legitimate and based on pertinent and valid documents**

Every effort must be made to **resolve all concerns expressed and questions raised** in internal and external audit reports.

- **Alert procedure**

This Code applies to all employees, irrespective of their position and their geographical site.

Because it is not always simple to find the exact response to an ethics question, all employees are urged to communicate openly and express their questions or concerns via the alert procedure put in place within the Group. It is important that all department managers establish a positive working environment and encourage their employees to communicate openly through the usual avenues (superior/legal department) or by email: ethique@groupeubreuil.com

iii. Checks and assessment

Compliance with this Code will be **checked, measured and regularly assessed** in order to ensure proper functioning of the anti-corruption procedures and controls.

Any **breach** of this Code may have serious legal and financial consequences for the Group, but also harm the Group's reputation on a long-term basis.

It is therefore essential to comply with these recommendations.

Any employee who infringes the Code, intentionally or through negligence, or who encourages or authorises a breach of this Code, may incur one of the **disciplinary actions stipulated in the rules of procedure.**

APPENDIX

This is a non-exhaustive list of warning signs which must draw your attention. The triggering of one of these signs does not necessarily mean that acts of corruption are occurring. However, if there are several warning signs, you must be vigilant and analyse whether there are legitimate business reasons to justify the acts in question, assess the risk level and act accordingly. Some warning signs are prohibited situations and are identified as such.

If there are several warning signs:

➔ **RAPIDLY REPORT** your suspicions to your superior, the Audit department or the Legal department.

An employee's liability may be incurred if he/she does not report suspicious acts or facts to his/her superior or the Legal Department.

| TYPE OF WARNING SIGN | HIGH RISK | BANNED |
|--|-----------|--------|
| GEOGRAPHICAL | | |
| Activities conducted in a country known for its corruption problems where banking transparency is very weak (tax havens) | X | |
| Payment or commission performed or the performance of which is required to a tax haven or country said to be “offshore” that is not the place of residence or of business of the intermediary or is not the place where the service is provided [BANNED] | | X |
| Some organisations such as Transparency International have drawn up a classification of countries by degree of corruption. [https://www.transparency.org/news/feature/corruption_perceptions_index_2016] | X | |
| PROJECTS | | |
| Selection of projects through imprecise and subjective criteria. → <i>For example: responding to a call for tenders for which the project is non-profit and to which we do not normally respond given the price of the tender.</i> | X | |
| Selection of projects in sectors deemed to be corrupt | X | |
| Projects involving the use of intermediaries → <i>The presence of intermediaries considerably increases the risk of corruption.</i> | X | |
| Projects involving public officers or policy makers. | X | |
| MERGERS & ACQUISITIONS | | |
| Joint-ventures/consortiums: a partner could be guilty of acts of corruption (<i>the risk is all the greater if the country has no anti-corruption law</i>) → Mergers and acquisitions present a risk because the Group may inherit criminal liability for acts of corruption committed by the company acquired although they were prior to the merger or acquisition. | X | |

| TRANSACTIONS | | |
|--|------------------|---------------|
| Untraceable payment methods or financial arrangements, in cash or bearer cheques to companies or individuals | | X |
| Unjustified budget lines <i>For example: "miscellaneous expenses" without any additional explanation</i> | | X |
| Systematic or significant inventory differences | X | |
| Sales at a loss | X | |
| Donations of products | X | |
| Significant budgetary changes in relation to expected costs of the project | X | |
| Payment to a person of influence (charitable organisation or political party) before the conclusion of a contract or a purchase and on which this person could have an influence | | X |
| Payment or commission paid into an offshore or unknown bank account, or in the name of a person who is not the agent | | X |
| Requests for excessive payment or commission of third parties (for example above market rates), or disproportionate to the value of the service rendered | | X |
| Requests for credit or early payment of the intermediary | X | |
| TYPE OF WARNING SIGN | HIGH RISK | BANNED |
| Payments are to be made via a third country | | X |
| Payments/commissions are fragmented over multiple accounts and often in different countries | | X |
| DOCUMENTS | | |
| Transaction preventing traceability of accounts (time limits too short or outside of bank opening hours) | X | |
| Overbilling, or billing that does not precisely reflect the services for which the payment is claimed (<i>for example: invoices stating costs not described</i>) | | X |

| | | |
|---|---|---|
| Invoices that have been altered, manipulated or do not meet standards or on which suspicious entries appear (<i>for example: antedated invoices, duplicate of invoices on paper without letterhead</i>) | X | |
| Invoices from third parties without purchase order or proof that the service has been rendered or the product delivered | X | |
| Several invoices for the same work or invoices not stipulated in the contract | X | |
| Absence of formal contract with intermediaries said to be “risky” | | X |
| INTERMEDIARIES | | |
| Widespread use of consulting service without any actual visible benefit | X | |
| No business reason to justify use of an intermediary | X | |
| Use of inexperienced intermediaries or intermediaries who do not seem to have the skills required for the tasks demanded | X | |
| Use of an intermediary who is in a situation of conflict of interest or whose family or relations could influence a decision | X | |
| Use of a “highly” recommended intermediary, imposed by, or who is linked to an influential official agent or trading partner | X | |
| Use of an intermediary accused of using dishonest business practices if this intermediary has been declared guilty of acts of corruption | | X |
| Intermediaries who demand confidentiality or who refuse to disclose information on managers or partners | X | |
| Intermediaries who do not comply with anti-corruption policies or procedures | X | |
| Intermediaries who refuse to sign a written contract | | X |