

# ANTI-CORRUPTION CHARTER





*Corruption is an insidious plague that has a wide range of corrosive effects. It undermines (...) the rule of law (...), distorts markets (...) and allows organized crime (...) and other threats to human security to flourish.*

Excerpt from the United Nations Convention



*Commit and meet commitments with transparency, inspiring trust.*

5<sup>th</sup> principle of the Group



Growth within GROUPE ATLANTIC, especially internationally, has led us to set out the Group's principles and values aimed at combating any form of corruption. Indeed, corruption is a practice that is neither employed nor tolerated within the Group, whether in its relations with public or private sector partners.

The aim of this Anti-corruption Charter is to acquaint employees with situations that could be considered as corruption and remind them of the behaviour to adopt in such situations.

This Charter applies to all our directors and employees. Any breach of this Charter could have serious legal and financial consequences, as well as causing long-term damage to the Group's reputation. It is therefore essential to comply with these recommendations.

Pierre-Louis François,  
Chairman of the Board

## / What is corruption?

- Giving or offering money, items or services to a person or company that holds power in exchange for an undue advantage.

An undue advantage unfairly favours the business of the company.

**Examples:** winning a contract, payments to representatives of tax or customs authorities to waive laws and avoid fines or goods being held up, etc.

The mere fact of accepting requests or even giving in to threats is also considered an act of corruption. As such, we can separate « active corruption » from « passive corruption », depending on whether the act is committed by the corrupter or the corruptee:

- If someone gives a bribe in exchange for a favour, this is « active corruption ».
- If someone receives a bribe to perform or not to perform specific actions, this is « passive corruption ».

## / Compliance with the law

A number of countries have introduced specific anti-corruption legislation, including the United Kingdom, USA and France. GROUPE ATLANTIC applies these laws to all aspects of its business, whether national or international. All Group employees are therefore required to comply with the principles of this Charter, as well as with applicable laws, regardless of the country and culture of the country where they conduct their work.

Each and every employee must exercise vigilance to ensure they do not commit an offence, even inadvertently.

## TYPES OF CORRUPTION AND PREVENTION MEASURES

Group employees must not engage in acts of corruption themselves or use any intermediaries, such as agents, consultants, advisers, distributors or any other commercial partner, for the purpose of engaging in such acts.

Any person confronted with a proposal must ask themselves:

- Does it comply with laws and regulations?
- Does it comply with this Charter and the interests of the company?
- Is it devoid of any personal interest?
- Would I be embarrassed or ashamed if my decision became known?

Corruption is not always as obvious as offering or accepting bribes in exchange for contracts. It also occurs in a range of everyday behaviour, as listed below.



## **/ Gifts and Invitations**

### **Definition**

A gift is an item received without paying the true market value.

An invitation is a service of any value, such as a meal, drinks, event tickets, transport, travel, accommodation, training, allowances or a club membership.

### **Principle and Recommendations**

Gifts and invitations could be interpreted as a means of influencing a decision or result.

Offering a public official a gift or invitation may be considered as corruption. It is an offence that potentially incurs a heavy fine and even a prison sentence.

Accepting or offering gifts or invitations to a person in the private sector creates a conflict of interest and may expose the Group and its employees to accusations of partiality or dishonesty. This may be considered as hindering competition and trigger procedures leading to heavy fines.

**As a principle, all GROUPE ATLANTIC employees must refuse and refrain from offering any gift or invitation that is not within a clear and transparent professional context.**

Nevertheless, the occasional exchange of reasonable gifts and invitations can legitimately contribute to good business relations. Gifts and invitations may be offered and accepted when they are of reasonable value, offered in good faith and directly linked to a professional purpose.

The practical guide entitled " Gifts and invitations – a user guide " sets out the different types of gifts and invitations that are acceptable or prohibited. The French version of this guide is attached to this Charter and is available in English in each of the Group's companies abroad.

## **/ Conflict of interest**

### **Definition**

A situation in which the personal interest of a Group employee influences how they perform their work within their department.

### **Principle and Recommendations**

All employees must ensure their activities, relations and personal interests do not conflict with those of the Group and do not affect their ability to make judgements and decisions when performing their work tasks.

Should this occur, they must notify their line manager, who will take all necessary steps to assess whether there is a conflict of interest and to end the situation if it should prove to be in contradiction with the interests of the Group.

**All employees must always take their decisions in a loyal, honest and objective manner, in the best interests of the Group.**

### **Example:**

In the course of their work, an employee enters into business relations with friends or relatives on behalf of the Group, or with the company controlled by friends or relatives. This situation may well affect their ability to make judgements and decisions, countering the interests of the Group, and should therefore be prohibited.

## **/ Facilitating payments**

### **Definition**

A payment made to a public or government official, as personal gain, which acts as an incentive for the official to complete some action or process it expeditiously, to the benefit of the party making the payment.

### **Principle and Recommendations**

These facilitating payments are problematic as they are a form of corruption. They are even explicitly prohibited in general by laws in force.

■ **The making of any facilitating payments is prohibited.**

### **Example:**

Money or the product given to the public official of an administration for the issuing of a permit or the customs clearance of goods.

## **/ Patronage**

### **Definition**

Patronage consists of providing financial or material support for charitable purposes or supporting a project that is in line with the Group's values and priorities. The Group has introduced an endowment fund aimed at supporting a range of projects of this type.

### **Principle and Recommendations**

Any request for a donation in France, whether in money or kind, must be submitted to the Group's endowment fund (fonds@groupe-atlantic.com) for prior approval. The fund supports actions relating to fuel poverty and promotes the training and reintegration of the disadvantaged. Any donations made must be in line with the purpose of the Group's endowment fund.

If this is not the case, the request shall be forwarded to the legal representative of the company in question for prior approval.

Any request for donations in companies abroad must be sent to the legal representative of the company. Employees are prohibited from making any donations and/or contributions to political parties that involve Groupe Atlantic in any way.

- **No donations must be made to individuals**
- **No donations must be made in exchange for an undue advantage**
- **No payments must be made in cash**

### **Example:**

Prohibited situation: Financial participation in the electoral campaign of a local representative

## **/ Sponsoring**

### **Definition**

Sponsoring enables the Group to promote its brand image, by providing financial or material support for social, cultural or sports actions.

## Principle and recommendations

To prevent sponsoring from being seen as a way of obtaining an undue advantage, each sponsorship must:

- be approved by the legal representative of the company concerned,
- respect the budget scheduled for the purpose,
- be performed without any consideration from the beneficiary,
- not be substituted for another advantage (such as an end-of-year bonus).

**- No payments must be made to individuals**

**- No payments must be made in exchange for an undue advantage**

**- No payments must be made in cash**

### Examples of prohibited situations:

- Financial participation in the horse-jumping competition of one of our client's daughters.
- Payment of a financial participation to the account of a tour operator instead of paying commission to a client.

## / Lobbying - representation of interests

Lobbying actions are designed to inform public decisions that could potentially impact the Group's activity. Knowledge of and compliance with the legislation, rules and practices that form the basis of how institutions operate are essential for responsibly exercising representation of interests.

Integrity, trust and transparency are precious values for the Group and are reflected in the representation of interests conducted on its behalf.

Furthermore, the Group undertakes in its lobbying to:

- act without any intention of obtaining or granting any consideration or undue advantage;
- not generate any conflict of interest;
- not seek to obtain information or decisions by exerting any pressure;
- exercise this activity within a strictly professional framework and under no circumstances on personal grounds.

## BUSINESS RELATIONS ETHICS

In practical terms, business relations can cause individuals to find themselves confronted with situations where they need to exercise vigilance.

### / Knowledge of the partner

In business relations, each person in charge of commercial relations should know their client or supplier.

An in-depth analysis must be performed in the event of any suspicion of a potential act of corruption (bad reputation within the business environment, lack of transparency, conflict of interest, etc.) .

No commercial contract must be signed until all doubts have been lifted.

The success of certain commercial operations is occasionally subject to the prior use of intermediaries. In this case, all project managers and employees responsible for business relations must check the reputation and past history of intermediaries.

**No business relations must be entered into with individuals or legal entities that are subject to international sanctions, such as embargoes, antiterrorism or a ruling handed down by the International Court of Justice, etc.**

## **/ Payments**

Payments must only be made to clients, suppliers and intermediaries if they are legal, compliant with agreed terms and made in exchange for a properly drafted invoice.

No payments must be made without the appropriate documentation or proof of the work provided.

**Payments must never be made in cash. They must be made between the parties to the contract.**

When performing their tasks, auditors and accounting department employees must be particularly attentive to the accuracy and sincerity of accounts and red flags, such as fake invoices or insufficiently documented transactions.

**No commission is to be paid to intermediaries onto accounts that are not their company accounts and are not in the country from which they operate.**

## **/ Money-laundering**

Money-laundering consists of recycling money from illegal activities by re-injecting it into legal and commercial activities. The Group is particularly vigilant with respect to new transactions (new income, new countries, new bank domiciles) that are non-recurring or unusual, in order to detect any irregularities (for example, checking the country, bank location, blacklists and the payment entity concerned).

**The Group refuses any operations where money-laundering is suspected.**

## **/ Partnerships / Mergers / Acquisitions**

Any external growth operation performed by the Group must be the subject of an in-depth legal and financial investigation into the target company in order to include the appropriate guarantees in the contractual acquisition documents or partnership documents and avoid any structures founded on an improper basis.

## **INFORMATION - WHISTLEBLOWING**

All Group employees are bound to acknowledge this Charter.

Employees most exposed to the risk of corruption shall attend training sessions organised by the Group. This Charter is an integral part of the company's Internal Regulations, to which it has been annexed after consultation with employee representatives. It is also sent to the Labour Inspectorate, displayed throughout sites, available on the Group's website and given to all new Group employees with their induction guide.

**To optimise the efficiency of its anti-corruption measures, Groupe Atlantic has also created a specific anti-corruption email address: [nocorruption@groupe-atlantic.com](mailto:nocorruption@groupe-atlantic.com).**

Any employee with questions regarding the provisions of this Charter or the conduct to adopt in a specific situation they encounter, can submit their questions and observations to [nocorruption@groupe-atlantic.com](mailto:nocorruption@groupe-atlantic.com). All information communicated via this email address will be handled in a confidential manner by the Legal Department.

Employees may also share their doubts and observations and/or ask their line manager, Human Resources Department or the Legal Department questions:

- If they encounter a risk of corruption,
- If they consider in good faith that this Charter has been breached or will be breached,
- If someone has been sanctioned for having raised a problem in good faith regarding the breach of this Charter.

Information communicated within the framework of this whistleblowing scheme must be formulated objectively and be sufficiently precise in order to verify the allegations. This information and the identity of the person who revealed it shall be treated in a confidential manner in compliance with applicable regulations.

Although genuine errors will not lead to any disciplinary measures, whistleblowing that is deliberately wrongful or intended to harm shall be subject to disciplinary sanctions.

## SANCTIONS FOR FAILING TO COMPLY WITH THE CHARTER

Any person breaching the obligations set out in this Charter shall be subject to the disciplinary sanctions stipulated in the applicable Internal Regulations, without prejudice to any administrative measures and criminal sanctions provided for by the applicable national regulations and laws.

## WHISTLEBLOWING PROCEDURE AND PERSONAL DATA PROTECTION

Employees are informed of the existence of the whistleblowing procedure described in this Charter. In accordance with the applicable regulations concerning the protection of personal data in most countries where the Group is present, in particular in the European Union, any person identified within the framework of a whistleblowing procedure, whether the person behind or subject to the whistleblowing, may exercise their rights with respect to their data.

All employees may therefore exercise their right to access, query, rectify, remove and restrict the processing of information concerning them by contacting the Group DPO at the following address:  
[dpo@groupe-atlantic.com](mailto:dpo@groupe-atlantic.com).

Each beneficiary is also entitled to lodge a complaint with the relevant personal data authority.

## CONCLUSION

It is the responsibility of each employee to implement this Charter within the framework of their work duties. Furthermore, the Charter may be cited in contractual relations with clients, suppliers and agents. It cannot however set out all the potential cases of corruption and bribery that may occur in everyday business activities:

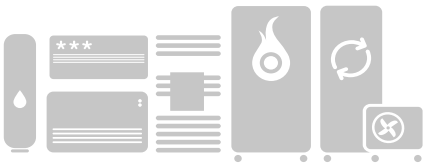
**Each person must therefore exercise their own judgement and act sensibly.**

The Group's governing bodies shall regularly review compliance with this Charter, as well as the tracking and processing of any whistleblowing.



**CONTACT**  
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