

# ANTI-CORRUPTION CHARTER

/ 2025





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.

Expert from the United Nations Convention



The development of our activities and the strengthening of legal obligations in many countries have led us to reiterate the principles and values of Groupe Atlantic, which is committed to fighting all forms of corruption in its relations with its private and public partners.

As illustrated by the Group's 5th principle, "To commit and meet commitments with transparency, inspiring trust", ethics and probity are at the heart of the Group's corporate culture.

This is why the Group has decided to formalize an anti-Corruption Charter to:

- Ensure compliance with all applicable French, European and international laws and regulations, particularly in terms of preventing and fighting corruption.
- Enable employees to familiarize themselves with situations that could be construed as corruption, and to remind them of the behaviour they should adopt in such situations.

It is important to emphasize that any breach of these rules can have serious legal and financial consequences, as well as lasting damage to the Group's reputation. We therefore ask everyone to respect the fundamental principles of integrity and professional ethics, and to adopt irreproachable behaviour, so that together we continue to strive for exemplarity.

Thank you all for your involvement and enjoy reading and applying the Charter!

**Damien Carroz,**  
**Chairman of the Supervisory Board**



Commit and meet commitments with transparency, inspiring trust.  
5<sup>TH</sup> principle of the Group



## 2 SCOPE

This anti-corruption Charter applies to all managers and employees of all Group companies.

All employees must conduct their activities with integrity and ethics, regardless of local practices and customs, and comply with the anti-corruption laws and regulations of the countries in which the Group operates.

In the event of conflict between any of the provisions of this Charter and local regulations, the latter shall prevail.

This Charter is not intended to cover all cases that Group employees may encounter in the course of their duties. Therefore, in the event of any question or doubt, it is the responsibility of each employee to seek advice from Compliance ([compliance@groupe-atlantic.com](mailto:compliance@groupe-atlantic.com)).

## 3 DEFINITIONS: CORRUPTION AND INFLUENCE PEDDLING

### 3.1 What is corruption?

Corruption and influence peddling are criminal offences.

**Corruption** is the act of offering, proposing or giving (active bribery), requesting or accepting (passive bribery), any advantage whatever its value or form, in order to perform or refrain from performing an act which falls within or is facilitated by the functions of its beneficiary.

- **Example**

- Selecting a service provider who does not offer the most favorable price to the Group, in order to obtain a personal advantage (e.g. invitation to a renowned sporting event) in return;
- Granting an advantage to an employee of a competitor (e.g. invitation to a Michelin-starred restaurant) to obtain confidential information on the competitor's positioning.

Note that even attempted bribery is punishable.

### 3.2 What is influence peddling?

**Influence peddling** is the act of proposing an undue advantage to a person (a public official, a person entrusted with a public service mission or an elected official) with the aim of having that person abuse his or her influence, real or supposed, with a third person (a public authority or administration) in order to obtain from the latter an action or decision in favour of the person proposing the advantage.

Unlike bribery, which involves two people and is aimed directly at the decision-maker, influence peddling involves a third person who exerts his or her influence on the decision-maker.

## 4 RULES OF CONDUCT

### / 4.1 Gifts & invitations

#### ○ Definition

A **gift** is a material benefit received without paying the actual market value (e.g. bottle of wine, promotional item, Group product, etc.).

An **invitation** is an intangible benefit of some value (e.g. meals, tickets to cultural or sporting events, travel and accommodation expenses, visits to production sites, etc.).

In most cases, gifts and invitations are ordinary acts of business life, offered as a courtesy or on a commercial basis to maintain good business relations. In certain circumstances, however, they may constitute acts of **corruption**.

This is the case when the offer or acceptance of a gift or invitation is intended to determine the performance or non-performance of an act by a person, in disregard of his or her legal, contractual or professional obligations.

#### ○ Group rule

Any gift or invitation received or offered:

- Must be **occasional** and **reasonable**,
- With a strictly **professional objective**,
- In compliance with applicable regulations, and in **full transparency with the management**.

**All gifts/invitations must be offered or accepted in a clear and transparent professional context, in compliance with the local Gift & Invitation Charter and the ethical charters of our business partners.**

Extra vigilance is required when making business decisions (e.g.: referencing a new supplier), as these are particularly high-risk periods.

**FOR CONSULTATION:** A "Gifts and Invitations" charter specific to each country/entity details best practices. It is available on the Legal Sharepoint or locally.

- **Example**

- An employee in the IT department may accept a box of chocolates for the Christmas season, if it is a gift of value below the threshold set by the Gifts & Invitations procedure, offered during a period when chocolates are traditionally exchanged.
- A purchasing employee must refuse to communicate his/her personal address to a supplier who would like to deliver a product as a gift to thank him/her for their good relations.
- It is forbidden to have a Group product (e.g. a towel dryer) delivered free of charge to the home of a customer's Director, in exchange for additional orders.

## **/ 4.2 Conflict of interest**

- **Definition**

**Conflict of interest** refers to any situation in which an employee's personal interests (or those of an entity or individual to whom he or she is related or close) conflict with the Group's interests.

Conflicts of interest may constitute a breach of the employee's duty of loyalty to the employer.

Moreover, putting one's personal interests ahead of those of Groupe Atlantic in return for an undue advantage may constitute an act of corruption.

- **Group rule**

Since a conflict of interest can conceal an act of corruption, employees need to be vigilant about the occurrence of conflicts of interest.

It is not in itself forbidden for a Group employee to work with someone close to him or her. However, all employees must ensure that their activities, relationships and personal interests do not conflict with those of the Group, and do not affect their ability to exercise judgment and make decisions in the performance of their duties. Should this be the case, they must inform their managers, who will take all necessary steps to assess the existence of a conflict of interest and put an end to it if it is in contradiction with the Group's interests.

**Each employee must always make decisions in a loyal, honest and objective manner, in the best interests of the Group and in compliance with the "Charter on preventing conflict of interest".**

**FOR CONSULTATION:** the "Charter on preventing conflict of interest" is available on the Legal Sharepoint or locally.

- **Example**

- It may be acceptable to consider contracting with the company of a Group employee's wife for services relating to the organization of a seminar. However, the employee would have to declare this situation to his or her line manager, and refrain from personally participating in the selection of the service provider.
- An employee may not sign a contract with a company in which he or she is a shareholder without first notifying management and obtaining prior approval.
- An employee could not turn a blind eye to a lack of conformity in a delivery of materials on the pretext that the supplier was a colleague's father-in-law. This conflict of interest should have been declared even before the contract was negotiated and signed.

## **/ 4.3 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.

- **Group rule**

**These facilitation payments constitute a form of corruption and are therefore prohibited.**

- **Example**

During customs inspections of products exported by the Group, customs officials explain to Group employees that the deadline for authorization is fifteen days, but that they may exceptionally issue this authorization immediately, on condition that they are paid three hundred euros each, in cash and without receipt.

This is of course forbidden, as the sums of money requested by customs officers do not correspond to payment for an official service. This request for facilitation payments constitutes an act of corruption.

## **/ 4.4 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.

- **Group rule**

- All employees are prohibited from making donations and/or contributions to political parties involving the Group.
- No donation may be made to a natural person.
- No donation may be made in return for an undue advantage.
- No payments may be made in cash

For France: The Group has set up an endowment fund aimed at supporting initiatives relating to fuel poverty and promotes training and reintegration for disadvantaged people. All requests for donations in France, whether in cash or in kind, must be sent to the Group's endowment fund ([cchatelier@groupe-atlantic.com](mailto:cchatelier@groupe-atlantic.com)) for prior approval. Donations must be in line with the purpose of the Group's endowment fund. Otherwise, the request will be sent to the legal representative of the company concerned for prior approval.

For foreign subsidiaries: all requests for donations to foreign subsidiaries must be forwarded to the company's legal representative.

- **Example**

An elected official with useful contacts in the region wants to offer the Group an advertising insert in his political campaign newspaper, in return for a financial contribution. The employee must refuse this proposal, as it is strictly forbidden to make a financial contribution to an elected official's election campaign.

## **/ 4.5 Sponsoring**

- **Definition**

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

- **Group rule**

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 (other than promoting the Group's brand image),
- not be substituted for another advantage (such as an end-of-year bonus).

**No payment must be made:**

- to individuals
- in exchange for and undue advantage
- in cash

- **Example**

It is forbidden to grant a financial contribution to the soccer club of the daughter of one of the Group's customers instead of a discount on products.



## **/ 4.6 Lobbying – Representation of interests**

### **○ Definition**

Lobbying is defined as any activity designed to influence the decisions or directives of a government or institution in favour of a particular cause or expected outcome. More specifically, it is a constructive and transparent contribution to the development of public policy on relevant subjects linked to the activities of a company or group. This contribution is intended to enrich the thinking of public decision-makers.

The line between lobbying and corruption is sometimes a fine one. Indeed, lobbying becomes reprehensible and constitutes corruption when the person carrying out the lobbying activity offers or proposes to offer an advantage to a public official to induce him or her to support legislation or activities that would be favourable to him or her.

### **○ Group rule**

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

#### **Employees undertake to:**

- demonstrate integrity, intellectual probity and transparency in all relations with public officials, whatever the situation or the interest being defended;
- provide reliable and objective information, without seeking to obtain information or decisions by exerting pressure of any kind;
- not seek to obtain an undue advantage or favourable decision;
- ensure that interest representatives carry out their activities in compliance with this anti-Corruption Charter and applicable regulations.

### **○ Example**

An employee cannot invite members of parliament to dinner at a Michelin-starred restaurant while a law on energy-efficient building renovation is being debated.

## **/ 4.7 Business relations**

### **○ 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 history of intermediaries.

No business relationships may be established with individuals or legal entities subject to international sanctions (asset freeze, embargo, etc.).

### **○ Payment**

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.

## **/ 4.8 Acquisitions, equity investments and joint ventures**

All external growth operations carried out by the Group must be subject to in-depth legal and financial investigation of the target company to be acquired, to incorporate appropriate guarantees in the contractual acquisition documents or partnership documents and avoid any structures based on inappropriate schemes.

In particular, it must be ensured that the target or partner does not have or has not had any reprehensible behavior with regard to applicable anti-corruption laws and complies with current legislation.

## **5 WHISTLEBLOWING SYSTEM**

An internal whistle-blowing system has been set up within the Group, enabling any employee to report a violation of the law or ethical rules that he or she has witnessed or been a victim of.

The various channels available to employees for making a report are:

- The hierarchical channel (manager)
- HR channel
- Compliance channel
  - by e-mail: [compliance@groupe-atlantic.com](mailto:compliance@groupe-atlantic.com)
  - or via the GA Alert platform (<https://groupe-atlantic.signalement.net/entreprises>)

GA ALERT is an optional, confidential online platform that enables employees to report incidents anonymously or not. GA Alert does not replace other alert channels.

The Head of Legal and Compliance Officer are the first recipients of alerts. If necessary, and depending on the subject in question, they designate specific referents to deal with the alert and inform whistle-blowers of the progress of the case.



## **6 SANCTIONS FOR NON-COMPLIANCE WITH THE CHARTER**

Any breach of the obligations defined in the present Charter may expose its author to disciplinary sanctions, without prejudice to administrative measures and penal sanctions provided for by applicable local laws and regulations.

## 7 CONCLUSION

It is the responsibility of everyone to implement this Charter within the scope of his or her job responsibilities. This Charter may also be cited in contractual relations with customers, suppliers and principals.

However, this Charter cannot cover all cases of corruption and influence peddling that may occur in the course of day-to-day business: each employee must therefore exercise his or her own judgment and use common sense.

This Charter may be revised from time to time.

Any employee who has questions about the provisions of this Charter, or about what to do in the event of a situation he or she encounters, may submit their questions and observations to [compliance@groupe-atlantic.com](mailto:compliance@groupe-atlantic.com).

**IF IN DOUBT,**

**Please contact:**

[compliance@groupe-atlantic.com](mailto:compliance@groupe-atlantic.com)

