

ANTI-BRIBERY AND CORRUPTION POLICY

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a. Definitions

Acts of bribery, corruption and influence peddling constitute a criminal offense in the Criminal Code.

1. Definition of **acts of bribery and corruption**

Bribery and corruption involve a bribe-giver and a bribe-taker.

Bribery and corruption consist of:

- Bribe-giver: offering or promising something of value to the bribe-taker in order that actions be taken, delayed or hindered, in return for his/her personal benefit or that of a third party.
- Bribe-taker: accomplish, delay or refrain from performing a task as it relates directly or indirectly to executing his/her professional duties or private life in exchange for soliciting either directly or indirectly or indirectly a gift, promise or an offer for his/her or a third party's advantage.

Bribery or corruption have taken place even if:

- The bribe-taker is not the beneficiary per se, but obtains an advantage for his/her personal relations.
- The bribe-taker is a corporate entity.
- The advantage received by the bribe-taker is not in the form of a sum of money, but rather a luxury item, school tuition, a job/ internship, hospitality costs such as a leisure trip, tickets to very costly events, etc.

2. Definition of **influence peddling**

Influence peddling involves three people:

- An individual with real or supposed influence.
- A person in charge who accepts to act upon the request of an individual.
- A third party who benefits.

Influence peddling consists of:

- As regards the individual with real or supposed influence, he/she uses his/her influence to make a request of the person in charge and to receive undue compensation.
- As regards the person in charge, he/she makes or eschews to make a decision to benefit a third party.
- As regards the third party, he/she accepts to benefit from the actions taken by the person in charge.

b. Red Flags

1. Causes of prohibited practices

The factors leading to bribery and corruption are numerous and must be taken on a case by case basis.

As regards the bribe-taker and the third party beneficiary:

- A desire to obtain a contract or business deal
- Accessing confidential information to gain an advantage over the competition (price, specifications, etc.).
- A desire to hide a technical problem.
- A desire to obtain favorable conditions in the execution of a contract (extended delivery time, product approval, etc.).

- obtaining an expedited administrative decision (importing or exporting license, storage license, securing customs clearance, a visa, etc.).

As regards the bribe-giver, the individual with real or supposed influence or a third party person-in-charge:

- Seeking a personal advantage.

2. Recognizing Red Flags

The following situations may constitute red flags:

- the disproportionate nature of the benefits granted may influence the person in charge.
- there is a deviation from standard business practices with no proper justification.

For example, some practices require particular attention:

- Request for cash payments to bank accounts not located in the beneficiary's country.
- Excessive expenses.
- Incurring repeated accommodation costs which are disproportionate with respect to the contract or business deal.
- Awarding a service contract to a longstanding service provider that no longer provides satisfactory service without calling for a tender.

c. Responsibilities

- Do not solicit a third party by offering something of value.
- Refuse any attempts of bribery/corruption in compliance with the company's procedures.
- If there is a doubt about a matter, refer to the company's procedures.
- Immediately inform one's superiors or the Compliance Officer.
- Never act alone.

d. Reference Materials

Reference Materials are a means of preventing and fighting prohibited practices and are available on the intranet for consultation by personnel to prevent and fight bribery/corruption:

- The Code of Ethics Policy
- The Anti-bribery and Corruption Policy
- The Reporting Procedure
- Giving Gifts and Invitations Policy
- Donation and Sponsorship Policy

The present Code of Conduct shall be included in the internal regulations. Therefore, any breach of this code shall be subject to disciplinary action in accordance with the general disciplinary scheme.

IMPORTANT

RESPONSIBILITIES

- Do not solicit third parties by offering something of value
- Do not accept any soliciting that is an attempt at bribery
- Refer to procedures/reference material
- Notify superiors or the Compliance Officer
- Never act alone

REFERENCE MATERIAL

- Code of Ethics
- Anti-Bribery and Corruption Policy
- Disclosure Protocol
- Gifts and Hospitality Policy
- Donation and Sponsorship Policy

GIFTS POLICY

- Giving gifts (see gifts and hospitality procedures):
 - No gifts shall be given where prohibited by the regulations of the recipient's country of residence
 - Giving gifts not listed in the Group Catalogue must be pre-approved by executive management
- Receiving gifts (principles set out in the Code of Ethics)
Receiving gifts is tolerated provided that:
 - It does not exceed standard customs
 - Nothing of value is given in return
 - It does not compromise one's independence



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