

ANTI CORRUPTION CODE

JANUARY 2025



The prevention of corruption and influence peddling is a fundamental concern in the Apave Group's objective of limiting the risks associated with ethical misconduct. Each Apave Group entity undertakes to comply with the laws and regulations applicable in the territories in which it conducts its activities, as well as any changes in these laws and regulations.

Certain legislation has extraterritorial application, enabling the relevant authorities to pursue acts of corruption or influence peddling outside their borders. This is notably the case in the United States ("Foreign Corrupt Practices Act"), the United Kingdom ("United Kingdom Bribery Act") and France ("Sapin II" law).

As well as complying with applicable regulations, the Apave Group is also committed to the defense and promotion of a transversal ethical culture within the Group and among its partners, through the publication of a code of ethics, an anti-corruption code and a whistleblower procedure applicable to all Apave Group entities. Apave is particularly committed to preventing and detecting corruption, influence peddling, extortion by public officials, unlawful taking of interest, misappropriation of public funds and favoritism. These offences are defined under French law by way of example below, without this list affecting local regulations applicable to Apave Group employees outside France.

CORRUPTION

Under French law, active corruption is defined as the proffering without right (or yielding to the solicitations of a public official), at any time, directly or indirectly, of offers, promises, donations, gifts or benefits of any kind to a person holding public authority, discharging a public service function or holding elected office, for the benefit of that person or of another, to carry out or refrain from carrying out or because they have carried out or refrained from carrying out an act pertaining to their position, assignment or office, or facilitated by virtue of their position, function or office.

Passive corruption is defined as the soliciting or accepting without right by a person holding public authority, discharging a public service function or holding elected office, at any time, directly or indirectly, of offers, promises, donations, gifts or benefits of any kind, for the benefit of that person or of any other, to carry out or refrain from carrying out or because they have carried out or refrained from carrying out an act pertaining to their position, assignment or office, or facilitated by virtue of their position, function or office. The offences of active and passive corruption are established notably by Articles 433-1-1° and 432-11-1° of the French Criminal Code. The offences of active and passive corruption of a foreign public official are established notably by Articles 435-1 and 435-3 of the French Criminal Code.

The offences of active and passive corruption of persons not discharging a public function are established notably by Articles 445-1 and 445-2 of the French Criminal Code.

EXTORTION

Under French law, extortion is defined as any acceptance of, request for or order to pay as public duties, contributions, taxes or impositions any sum known not to be due, or known to exceed what is due, committed by a person holding public authority or discharging a public service mission.

The offence of extortion is established by Article 432-10 of the French Criminal Code.

UNLAWFUL TAKING OF INTEREST

Defined as the taking, receiving or keeping of any interest in a business or business operation, either directly or indirectly, by a person holding public authority, discharging a public service mission or holding elected office who, at the time in question, has the duty of ensuring, in whole or in part, its supervision, management, liquidation or payment.

The offence of unlawful taking of interest is established by Article 432-12 and Article 432-13 of the French Criminal Code.

INFLUENCE PEDDLING

Under French law, active influence peddling is defined as the proffering without right (or yielding to the solicitations of a public official or private agent), at any time, directly or indirectly, of offers, promises, donations, gifts or benefits of any kind to a person holding public authority, discharging a public service function or holding elected office or to any private person, for the benefit of that person or of any other, to abuse or because they have abused their real or alleged influence with a view to obtaining from any public body or administration any distinction, employment, contract or any other favorable decision.

Passive influence peddling is defined as the soliciting or accepting without right by a person holding public authority, discharging a public service function or holding elected office, at any time, directly or indirectly, of offers, promises, donations, gifts or benefits of any kind, for the benefit of that person or of any other, to abuse or because they have abused their real or alleged influence with a view to obtaining from any public body or administration any distinction, employment, contract or any other favorable decision.

The offences of active and passive influence peddling are established by Articles 433-1-2°, 433-2 and 432-11-2° of the French Criminal Code. The offences of active and passive influence peddling involving a foreign public official are established by Articles 435-2 and 435-4 of the French Criminal Code.

HIGH RISK SITUATIONS AND PROHIBITED BEHAVIOUR LIKELY TO CONSTITUTE CORRUPTION

FAVORITISM

Under French law, favoritism is defined as an offence committed by a person holding public authority or discharging a public service mission, holding elected office or acting as a representative, administrator or agent of central government, local government, public establishments, national semi-public companies discharging public service missions and local semi-public companies, or any person acting on behalf of any of the above-mentioned persons, who obtains or attempts to obtain for others an unjustified advantage by an act breaching the statutory or regulatory provisions designed to ensure freedom of access and equal treatment for bidders in tenders for public contracts and delegated public services.

The offence of favoritism is established by Article 432-14 of the French Criminal Code.

MISAPPROPRIATION OF PUBLIC FUNDS

Under French law, misappropriation of public funds is defined as the destruction, misappropriation or purloining of a document or security, of private or public funds, papers, documents or securities representing such funds, or of any object entrusted to them as part of their function or tasks, committed by a person holding public authority or discharging a public service mission, a public accountant, a public depository or any of their subordinates.

The offence of misappropriation of public funds is established by Article 432-15 of the French Criminal Code.

Corruption, extortion, unlawful taking of interest, influence peddling, favoritism and misappropriation of public funds are collectively referred to as corruption.

Group employees must be particularly vigilant as regards the following types of behaviour that may constitute corruption, and should adopt the following practices, on pain of disciplinary sanctions.

Internal procedures are in place for reporting and tracking these risks.

GIFTS AND INVITATIONS

May compromise the independence necessary when making decisions.

- Decline any gratuity or benefit, gift, invitation, trip, either for you or for someone close to you, from a customer, supplier or third party, of a nature to influence the company's purchasing, integrity and/or its findings and reports.

Gifts and invitations must be offered or received with the strictest of precautions, and only when the independence of the person(s) concerned, the company or the Group cannot be called into question, and subject to their being of a reasonable value:

- Do not offer any gift, invitation, trip or gratuity of a nature to procure an unfair advantage for you or for the company, such as a contract or an authorization.

RELATIONS WITH THIRD PARTIES

(Service providers, suppliers, co-contractors and sub-contractors) may present risks of corruption or conflict of interests.

Corruption most commonly occurs through the agency of a third party. Great vigilance is required in their selection.

Conflicts of interest emerge when an employee's personal interests are or could be in conflict with the assignment entrusted to them by the company. The conflict of interest may be direct (affecting the employee in person) or indirect (affecting, for example, a close family member of the employee). The interest concerned may be economic, financial, political, professional or private.

PATRONAGE, SPONSORSHIP AND DONATIONS

May constitute circuitous means of corruption. They must comply with the Group's requirements and values. Patronage, sponsorship and donations must follow the Group procedure, which sets out the criteria for choosing beneficiaries, oversight, forms of allocation and overall budget.

THIRD-PARTY INTERMEDIARIES AND COMMERCIAL REPRESENTATIVES

Must meet Group due diligence requirements:

- Follow established Group procedures for selecting third parties (competitive bidding, listing).
- Clearly define the role of the intermediary in accordance with the legislation applicable.
- Verify the intermediary's independence of the other parties.
- Wherever possible, incorporate Group ethical obligations into contracts with service providers to compel their compliance.

FACILITATION PAYMENTS

Are unofficial and illegal payments destined to expedite or secure the smooth completion of certain administrative procedures, in either the public or private sector.

Facilitation payments are strictly forbidden, except in extraordinary circumstances where there is a direct and immediate threat to the health or safety of Apave employees or service providers.

Some basic principles to apply:

- Follow established Group procedures for selecting third parties (competitive bidding, listing).
- Wherever possible, use standardized Group legal instruments (standard contracts, general terms & conditions).
- Verify third parties' independence of the other parties.
- Wherever possible, incorporate Group ethical obligations into contracts with service providers to compel their compliance.
- Verify that services have been effectively delivered before paying service providers.
- Avoid calling on the services of a service provider, supplier or subcontractor in which a Group employee or close family member holds shares or material interests.

IMPLEMENTATION AND DISCLOSURE MEASURES

Group senior management has set up an Audit & Compliance Committee chaired by an independent figure chosen by the Group Chairman. The Chief Executive Officer is responsible for the effectiveness of the missions given to the Audit & Compliance Committee. The Audit & Compliance Committee conducts audit missions relating to respect of the compliance program.

Apave has also put in place a procedure for collecting reports or complaints about potential breaches of the Anti-Corruption Code.

- verbal or written warning,
- reprimand,
- dismissal,
- transfer,
- demotion,
- termination for cause,
- termination for serious professional misconduct.

The reputation and image of the Group and all its components, including its employees, is at stake. Group entities risk the imposition of heavy fines by the appropriate authorities, or being subject to prohibitions and a requirement to render their practices compliant.

Certain principles set out in this code are subject to special procedures with which employees must familiarise themselves when their duties are concerned.

In the event of any doubt or uncertainty as to the application of the principles set out above, the employee should refer to their line manager, who may inform the Audit & Compliance Committee; where referral to the line manager might prove a sensitive issue, the employee should bring the matter directly to the attention of the Audit & Compliance Committee.

The Audit & Compliance Committee is responsible for handling these reports. The Audit & Compliance Committee is responsible for handling these reports. To this end, it has an e-mail address independent of the Apave Group, hosted by a trusted third party to ensure the confidentiality of exchanges (compliance.1-apave@ethicattitude.com).

Furthermore, any such disclosures will be handled by the Audit & Compliance Committee using the methods set out in a Group-wide procedure for disclosing breaches of the Code of Ethics and of the Anti-Corruption Code.

The principles of conduct set out in this code are binding upon all Group employees. Failure to comply with the rules of the code will be considered as a breach exposing its author (as far as the regulations of each country permit) to the following sanctions:

YOUR PERSONAL CONTACT

Apave Group Audit & Compliance Committee

✉ compliance.1-apave@ethicattitude.com

