



Anti-Corruption Code of Conduct Tipiak

Foreword to the United Nations Convention against Corruption, 2004

“Corruption is an insidious plague that has a wide range of corrosive effects on societies. It undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organised crime, terrorism and other threats to human security to flourish.”

Contents

Introduction

1- Framework and scope

2- Principles and rules to be respected

- 2-1 Gifts, courtesies or hospitality, entertainment
- 2-2 Specific rules for public officials
- 2-3 Donations to charities & political contributions
- 2-4 Corporate patronage & sponsoring
- 2-5 Lobbying
- 2-6 Facilitation payments
- 2-7 Third party compliance
- 2-8 Accounting records/ Internal controls
- 2-9 Money laundering
- 2-10 Conflict of interest

3- Implementation of the anti-corruption mechanism

- 3-1 Information & Internal training
- 3-2 Third party communication & Third party commitment
- 3-3 Reporting non-conformities (alerts) & Protection against sanctions
- 3-4 Alert management system: treatment, follow-up, responsibilities
- 3-5 Violation of the code & Disciplinary action
- 3-6 Update & enforcement of the Code of Conduct
- 3-7 Protection of personal data managed in the anti-corruption policy
- 3-8 Accessibility to the anti-corruption Code of Conduct

Introduction

By joining the Global Compact in 2003, the Tipiak Group has committed to taking steps to implement the 10 principles of the Pact in its decisions and actions and to live its values on a daily basis.

The Group also undertakes to fully respect the laws, conventions and regulations in force in France and the countries where it operates. It also adheres to the principles of the Universal Declaration of Human Rights and respects the stipulations of the conventions of the International Labor Organization concerning the freedom of association and the right to collective bargaining, the elimination of discrimination in employment, the abolition of forced labour, the abolition of child labour.

The tenth and final principle of the United Nations Global Compact specifically addresses the **fight against corruption**. Adopted in 2004, it commits participants to avoid corruption, extortion and other forms of corruption, but also to proactively develop concrete policies and programmes to fight corruption internally and within their value-added chain, including third parties.

The Tipiak Group is committed to fighting all forms of corruption (including bribery, trading in influence, extortion) which are detrimental to its interests and reputation, and to its stakeholders and the business community in general.

This **anti-corruption Code of Conduct** sets out the rules and principles in this area, as well as how to implement them. In addition to the cases of corruption themselves, it also covers cases of money laundering and conflicts of interest.

This Code of Conduct meets the requirements of the "Sapin II" law of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life.

1- Framework and scope

This Code defines the rules that all employees of all companies in the Group must know and respect in the event that they are exposed to the risk of corruption in the context of their activities in France and around the world.

It also defines the alert procedures put in place in the event of non-compliance with these rules.

The Group also wants the anti-corruption rules to be disseminated to third parties with whom it operates and so they can be respected by them.

This anti-corruption Code of Conduct is the subject of information and a consultation with the Works Council (*Comité d'Entreprise*) of each subsidiary of the Tipiak Group. Its implementation takes effect in each subsidiary after consulting the employee representative bodies.

This anti-corruption Code of Conduct is incorporated in the internal regulations of each subsidiary of the Group in accordance with the provisions of the "Sapin II" law.

2- Principles and rules to be respected

Definition

- Corruption is a behaviour whereby a person (public official or private person) requests or accepts, directly or through an intermediary, a gift, offer or promise, a present or benefit of any kind in order to perform, delay or omit to perform an act that directly or indirectly enters into the performance of his/her duties in order to obtain or maintain a commercial or financial advantage, or influence an administrative decision.

Active bribery (proposal or demand for bribery) and passive bribery (acceptance of a bribery claim) are both reprehensible.

- Influence peddling is a form of corruption. It refers to a person's ability to monetise his/her profession or influence, real or supposed, to influence a decision to be made by a third party.

It involves three actors: the beneficiary (the one who provides benefits or donations), the intermediary (the one who uses the credit he/she has because of his/her position) and the target person who has the power of decision (authority or public administration, magistrate, expert, and so on).

Principle and rules

Employees must not commit acts of corruption and must not use intermediaries, such as agents, consultants, advisors, distributors or any other business partners for the purpose of committing such acts.

Corruption is in no way tolerated, regardless of the status of the beneficiary.

We all have a responsibility to learn how to recognise corruption and to ensure that our behaviour is consistent with the principles of conduct set out in the Code. Corruption can take various forms that resemble common business or social practices: gifts, hospitality, entertainment, sponsorships and donations must meet the requirements of the integrity policy.

In order to help you in your decision to give or receive money or any other benefit, you should ask yourself the following questions:

- Does it respect laws and regulations?
- Is it consistent with the Group's Code of Conduct and the best interests of the Group?
- Is it devoid of any personal interest?
- Would I be embarrassed if my decision was communicated within the Group?

If you are faced with an ethical choice and feel that you need help, you can refer the situation to your line manager, the Social Relations Manager of your company, or to the Group Legal Manager.

2-1 Gifts, courtesies or hospitality, entertainment

Definitions

Gifts are benefits of any kind given by someone as a sign of gratitude or friendship, without expecting anything in return. They include:

- "courtesy gifts": small gifts given during culturally recognised occasions (such as weddings, births) or during holiday periods (such as Christmas, New Year's).
- Hospitality: refreshments, meals and accommodation.

- Entertainment: invitations to shows, concerts, cultural, artistic and sporting events, trips, sightseeing, tourist or cultural visits.

Principle and rules

Special attention should be paid to gifts, courtesies, hospitality, entertainment, offered or received, which are ways to foster good relationships but can be seen as ways to influence a decision, or favour a company or person.

A gift, both physical goods or a service, whether received from a third party or given to a third party, must comply with the following rules:

- be less than EUR 100 per third party, per year
- not commit to any compensation,
- be directly related to the economic activity of the group: for example, special offers on the company's products for gifts offered to customers, the conclusion of contracts of purchase of goods or services for gifts received from suppliers.
- for gifts given, respect the budget provided for this purpose according to the relevant department.

All gifts (physical goods or services), received from a third party or given to a third party, whose value exceeds EUR 100 per year must be declared in writing (request by email) to the General Management of the company and approved in writing (reply by email) by the latter.

It is strictly forbidden to give or receive money to/from a third party (cash, cheques, gift certificates) as a gift.

If in doubt about the value or desirability of a gift you have received or are going to give someone, please consult your supervisor.

2-2 Specific rules for public officials

Definition

The term "public official" is interpreted extensively by regulatory authorities and includes:

- Any officer or employee elected or appointed from a government or departmental ministry, a government agency or a corporation belonging, even partially, to a government
- Any elected or appointed officer or employee of a public international organisation, such as the United Nations
- Any person acting officially for or on behalf of a government or ministry, a government agency or a public international organisation
- Politicians and candidates for public office
- Any other person considered a public official under applicable laws, regulations and industry codes.

Principle and rules

Any relationship with a public official must be strictly in accordance with the regulations governing it (that is to say, the regulations applicable in the specific country of the public official or imposed on him/her by his/her employer) and any benefit conveyed to a public official must be completely legal, documented and justified.

In all cases, we must:

- communicate and act honestly, fairly and responsibly with all public officials,
- never offer money, gifts or any other benefit to a public official,

- o do not offer employment to a public or ex-public official without the express written authorisation of the General Management of the company.

2-3 Donations to charities & political contributions

Definitions

Gifts and donations are benefits given in the form of money and/or in-kind contributions. They are allocated for a specific purpose: research, training, the environment (sustainable development) or for charitable and humanitarian purposes.

Political contributions are contributions - monetary or otherwise - to support political parties, politicians or political initiatives.

Principle and rules

Except in the event of the destocking of products with an impending use-by date or substandard products treated as routine operations not subject to specific authorisation by management, gifts or donations to charities can only be made under the following conditions:

- o they are submitted in writing (request by email) for the express written authorisation (response by email) of the General Management of the company,
- o they must not reward (or be perceived as rewarding) a tangible compensation from the beneficiary,
- o they respect the budget provided for this purpose according to the relevant department.

Political contributions are formally prohibited by the group.

2-4 Corporate patronage & sponsoring

Definition

Corporate patronage or sponsorship is to bring financial or material support to a project, a social, cultural or sporting action to communicate and promote the values of the company.

Principle and rules

Corporate patronage or sponsorship actions can only be carried out under the following conditions:

- o they are submitted in writing (request by email) for the express written authorisation (response by email) of the General Management of the company,
- o they are carried out without any direct compensation from the beneficiary (other than merely promoting the image of the Tipiak Group or brand),
- o they are not carried out to unduly influence public or private decisions likely to benefit the Group,
- o they respect the budget provided for this purpose.

2-5 Lobbying

Definition

Lobbying refers to all the actions that can be taken by the Tipiak Group with policy makers or other external stakeholders with the intention of presenting the Group's point of view in

the decision-making process concerning measures or regulations that could potentially impact its activities.

Principle and rules

The Tipiak Group refrains from diverting any possible lobbying action for the purposes of corruption, illegal purposes or to unduly influence any decision. If lobbying actions are to be conducted, they must be exercised in accordance with the legislation in force and in accordance with the principles of sincerity and integrity and the internal rules of the Group.

2-6 Facilitation payments

Definition

Facilitation payments are informal payments (as opposed to legitimate and official fees and taxes) that are paid to facilitate or expedite certain administrative procedures such as permit applications or customs clearance.

Principle and rules

Facilitation payments are forbidden by the group except in exceptional cases, which require the written authorisation of the General Management of the company (response by email from the General Management to a documented request by email from the issuer).

2-7 Third party compliance

Definition

A third party is a natural or legal person with whom the Tipiak Group interacts (supplier, service provider, customer, importer-distributor, agent, intermediary) and who, due to the nature of their activities, presents a particular level of risk in terms corruption. The subsidiaries and employees of the Tipiak Group are not considered third parties under this Code.

Principle and rules

Whereas the Tipiak Group may be legally responsible for the actions that third parties undertake on its behalf, we ensure that the latter, acting on our behalf, are committed to the same standards of conduct that we are and that they share our same values and business principles.

The Tipiak Group may only use a third party if all of the following conditions are met:

- There is a legitimate need for the services or goods it provides,
- Prices for services or goods do not exceed market value,
- The third party is reliable from the point of view of the fight against corruption after evaluation through a duly approved compliance check. A review of the relationship is periodically conducted based on the risk assessment,
- There is a contract or other written document with legal value (such as a purchase order).
- The receipt of services or products is clearly documented and corresponds to the requirements indicated.

Undertaking a third party should never be done to promote or reward the direction of the Tipiak Group products or be used for the purpose of obtaining an undue economic advantage for the Tipiak Group.

2-8 Accounting records/ Internal controls

Definition

The company must ensure that its accounting departments and/or its external auditors are attentive in their controls to acts of concealment of corruption in the books, registers and accounts.

Principle and rules

Accounting staff and stakeholders working with them on auditing tasks (audit and certification of accounts) must be particularly attentive to the fidelity and sincerity of the accounts. They are particularly vigilant with regard to compliance with accounting rules and procedures and the detection of warning signs (false invoicing, transactions that are not or insufficiently documented, non-recurring or atypical transactions, deterioration in the quality of services, and so on).

2-9 Money laundering

Definition

Money laundering is the recycling of funds from illegal activities by re-injecting them into legal commercial activities.

Principle and rules

The Tipiak Group rejects any transaction suspected of being laundered and undertakes to alert the competent authorities if the case arises.

In particular, the Tipiak Group rejects any payment or cash collection, except for the specific case of cash payments authorised for sales made in the Group's direct selling stores. If there is no other possibility, and while remaining within the legal framework, any payment or receipt in cash must be the subject of a written request by email to the Chief Financial Officer and a written authorisation from him/her (response by email to the request).

The Tipiak Group is particularly vigilant with regard to new financial transactions (new flows, new third parties, new banking domiciliation or change of banking domiciliation), and non-recurring or atypical transactions to detect any irregularities (country verification, location of the bank and non-inclusion on the "blacklist", payment entity concerned, and so on).

2-10 Conflict of interest

Definitions

Conflicts of interest arise from any situation in which the activities and personal interests of Tipiak Group employees conflict with their duties and responsibilities within the Tipiak Group.

Principle and rules

All employees must ensure that their activities, relationships and personal interests, direct or indirect, do not conflict with those of the Group and do not affect their ability to make judgments and decisions in the exercise of their functions within the Group. Each employee must always make decisions in a fair, honest and objective manner, in the best interest of the Group.

When the circumstances give rise to a potential or actual conflict of interest, all employees of the Group must report it as soon as possible to their supervisor or the Group's legal officer to determine the attitude to be adopted.

Two typical situations of potential conflict of interest are:

- o An employee, as part of his/her duties, has a business relationship, on behalf of the Group, with close relations (relatives, friends) or with a company controlled by close relations. This situation is likely to affect his/her ability to make judgments and decisions against the interests of the Group.
- o A Group employee has a private business relationship with a supplier or a customer of the Group. The employee, as part of his/her duties, has a business relationship on behalf of the Group with the same supplier or client. This situation is likely to affect his/her ability to make judgments and decisions against the interests of the Group.

3- Implementation of the anti-corruption mechanism

3-1 Information and Internal training

All employees must read this Code, which is appended to the Internal Regulations and posted at all the Group's sites. It is also available on the Tipiak website.

Employees most at risk of corruption (managers and non-executives with business relations on behalf of the Group with third parties) will participate in anti-corruption training sessions that will be offered regularly.

New employees (with the exception of those with contracts less than 6 months) will be familiarised in the fight against corruption as soon as they take up their duties. This Code will be given to them when they take office.

3-2 Third party communication & Third party commitment

The Group's anti-corruption Code of Conduct is also communicated by each Tipiak Group department to the third parties with which it is in contact.

Each third party which meets the criteria defined in the risk map must undertake in writing to have read the Code of Conduct against corruption and abide by its principles and rules via the dematerialised procedure provided for this purpose.

Should a third party refuse to commit to respecting the principles and rules of the Tipiak Group's anti-corruption code, this may lead to a break in its business relations with the Group or the prohibition of entering into relations with the said third party.

3-3 Reporting non-conformities (alerts) & Protection against sanctions

By promoting a culture of openness, dialogue, loyalty, honesty, and individual and collective responsibility, the Tipiak Group intends to prevent non-compliant behaviour.

The Group encourages all employees who find a potential violation of the anti-corruption Code of Conduct to report it, either to their supervisor, the division's head of social relations, or the Group's legal officer.

The employee signalling in good faith (that is to say, being sincerely convinced that his/her statement is correct) a potential violation of the anti-corruption Code of Conduct will in no way be penalised or sanctioned for doing so. He/she will be protected from any sanction.

Tipiak Group department managers must ensure that employees who come to them receive the help and advice they need to comply with the Group's anti-corruption Code of Conduct.

You can therefore decide to speak to your line manager, the person in charge of the division's social relations, or the Group's legal representative to inform him/her orally:

- o that a violation of the Group's Code of Conduct has been or is about to be committed,
- o that someone has been sanctioned for flagging a violation of the anti-corruption Code of Conduct in good faith.

You can also express yourself in writing by sending an email to the following ethical address: codeconduite@tipiak.fr.

The information provided in this alert must be formulated in an objective manner and be sufficiently precise so that the alleged facts can be verified.

3-4 Alert management system: treatment, follow-up, responsibilities

Cases of non-compliance (non-compliance alerts) reported orally by the "whistleblower" to the line manager, the person in charge of social relations, or the legal officer must be systematically and immediately subject to an email addressed to codeconduite@tipiak.fr by these persons, which formulates as accurately as possible the non-conformity indicated by the whistleblower.

The **Group's legal manager** is responsible for taking care of the processing and the follow-up of each alert recorded in the codeconduite@tipiak.fr mailbox in relation and in all confidentiality with the "whistleblower", his/her supervisor or the person responsible for social relations who sent the alert by email.

The Group legal officer, in charge of the anti-corruption alert system, updates and tracks each alert in a database dedicated to "anti-corruption non-compliance alerts". This database allows all "nonconformity alerts" to be recorded, tracked and controlled, from when they are initially reported to their resolution.

The Group's legal representative reserves the right to not examine allegations made in bad faith or allegations lacking sufficiently precise information.

The identity of the alert's issuer is treated confidentially and its anonymity must be respected.

If the alert's issuer wishes that his/her identity is not disclosed in any case, he/she must indicate it in the request.

The identity of the employee suspected of corruption and the reason for corruption are treated confidentially.

3-5 Violation of the code & Disciplinary action

No violation of the anti-corruption Code of Conduct will be tolerated.

Any employee suspected of corruption benefits from the presumption of having acted in accordance with the Group's Code of Conduct, as long as the evidence gathered during the investigation does not reasonably demonstrate that the Code has not been respected.

The Tipiak Group is fully committed to:

- taking all allegations reported seriously,
- investigating the allegations promptly, with discretion and rigour,
- evaluating the facts objectively and impartially,
- taking appropriate corrective measures and disciplinary sanctions when an allegation is substantiated.

The General Management of the company is responsible for determining the appropriate corrective measures and disciplinary sanctions, with the support and advice of the social relations managers, the Group legal officer and the employee's supervisor.

Any breach of the Code of Conduct may result in sanctions provided for in the Internal Regulations, including dismissal.

In addition, the non-respect of the rules engages the personal responsibility of the employee and exposes him/her to civil and/or penal sanctions according to the legislations in force.

3-6 Update & enforcement of the Code

This Code will be periodically reviewed and updated by the Group Finance Department to take into account any necessary adjustments.

Risk mapping will be reviewed regularly to take into account proven cases or new risks of non-compliance.

Periodic audits may be conducted by the Finance Department to verify the compliance of practices within the Tipiak Group and its subsidiaries.

It is the responsibility of each Director/ Manager to apply this anti-corruption policy as part of his/her job responsibilities, to lead by example and provide the necessary support and recommendations the employees that report to him/her.

The Group's executive committee will make an annual update on anti-corruption and anti-corruption non-compliance alerts.

3-7 Protection of personal data managed in the anti-corruption alert policy

Employees shall be informed prior to the implementation of the policy.

In accordance with the regulations applicable to the protection of personal data, all persons identified as part of an anti-corruption alert procedure, whether they are the issuer of the alert or the subject of the alert, may contact the group's legal manager, in charge of the alert system, in order to exercise their right of access to their data by sending an application accompanied by a copy of an identity document by e-mail to the following e-mail address: codedeconduite@tipiak.fr

They may also request the rectification or deletion of personal data if it is inaccurate, incomplete, ambiguous or outdated in the same way.

This professional alert system has been the subject

- of formalities with the French authority in charge of the protection of personal data, the CNIL (Commission Nationale Informatique et Libertés) by the single authorisation no. au-004
- of a consultation of the Works Council under the provisions allowing employees' activities to be monitored. Article L. 2323-47 of the French Labour Code provides that the Works Council is informed and consulted, prior to the decision to implement, within the company, the means and techniques for monitoring the activity of employees.
- of prior individual information of employees under article L. 1222-4 of the French Labour Code. This article provides that no information concerning an employee personally can be collected by a policy that has not been previously made known to him/her.

3-8 Accessibility to the anti-corruption Code of Conduct

The anti-corruption Code of Conduct is available on the Group's website www.tipiak.com
path: "Corporate" => "A pionner Spirit" => "Our commitments" => Our anti-corruption Approach