



# THE ANTI CORRUPTION CODE OF CONDUCT

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## A WORD FROM THE CHAIR

Emeria's policy is to conduct its business in compliance with legal regulations, which applies to each of the countries in which we operate. This principle applies in particular to anti-corruption regulations, which are becoming increasingly important in today's society. In response to the expectations of all stakeholders, many countries have introduced specific legislation to combat corruption.

In 2016, France itself adopted a law "on transparency, the fight against corruption and the modernisation of economic life", also known as [the Sapin II law](#).

This law requires large French companies to implement a programme for the prevention and detection of corruption, using appropriate means. The primary means include identifying corruption-related risks, clearly defining rules through policies and procedures, and training employees who are exposed to corruption.

The purpose of this Code of Conduct is to contribute to this programme by defining clear rules that are shared by all and by providing the theoretical and practical information necessary for everyone to apply the law and the Group's ethical principles.

The Group's chairmanship invites each of you to read this Anti-Corruption Code of Conduct carefully, to apply it in your daily work and, in case of difficulty, to share your questions with your managers or with the Compliance Department.

We consider the application of the rules set out in this Code of Conduct to be an essential component of our operational excellence.

## INTRODUCTION

### 1- The importance of the anti-corruption code of conduct

Committing an act of corruption or influence peddling is a criminal offence that can have serious consequences for the Emeria Group and for the perpetrator.

The purpose of this code of conduct is to establish the rules of individual and collective conduct to be observed in the daily behaviour of Emeria Group employees.

Appended to Emeria's Internal Regulations and binding in nature, it supplements the code of conduct and ethics charter that otherwise govern the Group's activities.

### 2- Scope

This anti-corruption code of conduct applies to:

- To all Group subsidiaries in France and abroad
- To corporate officers and executives
- To employees
- To temporary staff (interns, work-study students, fixed-term contract employees, etc.)
- To service providers
- To the Group's suppliers, subcontractors and partners

All of the above stakeholders must familiarise themselves with this code and undertake to comply with it in the course of their professional activities and to carry out their duties with integrity and transparency.

## MANDATORY RULES

This code is appended to Emeria's internal regulations after having been approved by the employee representative bodies. The rules contained herein are binding on all. Any breach will result in disciplinary action as provided for in the internal regulations. Civil, criminal and administrative penalties are possible, taking into account the context, nature and seriousness of the facts.



# **I - ORGANISATION IN RELATION TO CORRUPTION**





## 1- Organisation

Within the Emeria Group and as part of their duties, employees shall familiarise themselves with this code of conduct and undertake to act in accordance with the principles and rules set out therein.

In addition, it is the responsibility of each operational or functional department to ensure that employees properly apply the principles set out in the code of conduct and the Group's compliance policy.

In case of doubt, managers may address their questions to the Group Compliance Department at the following address: [compliance@emeria.eu](mailto:compliance@emeria.eu).

## 2- The whistleblowing system

In accordance with the law, Emeria provides all its employees and partners with a reporting system.

If you observe a situation or behaviour that contravenes the Anti-Corruption Code of Conduct and it appears impossible to put an end to it by talking to the people concerned, you can report this situation confidentially using the whistleblowing system at "[emeria.signalement.net](https://emeria.signalement.net)".

Emeria is committed to ensuring confidentiality and protecting you from any potential pressure. However, malicious use of this system may be subject to prosecution.

The whistleblowing procedure details how the whistleblowing platform works and defines your rights and obligations when using it.

You can view it online on [the intranet](#).

## **II - DEFINITIONS**







## 1- Private corruption

Corruption is the act of offering someone an advantage in order to get them to make a decision guided by that advantage. This advantage can take many forms: money, but also a gift, a meal, an invitation, a service, a loan of equipment or money, or preferential treatment in hiring. The law does not provide an exhaustive list. **It can be any advantage.**

The person making the offer (the corruptor) is said to be engaging in **active corruption**, while the person accepting it (the corrupted) is said to be engaging in **passive corruption**. Corruption is a formal offence that exists even if the proposal has no effect: even if it can be proven that the person concerned would have taken the same decision without receiving any benefit, the behaviour is punishable by law as soon as a proposal has been made with the aim of modifying behaviour. A corruption pact is when the proposal is accepted.

**Private corruption is punishable in France by a fine of up to €500,000 and a maximum prison sentence of five years. Active corruption and passive corruption are punished in the same way.**

## 2- Public corruption

Public corruption is an act of corruption in which the corrupted person is a public official. The exercise of public office can take three forms:

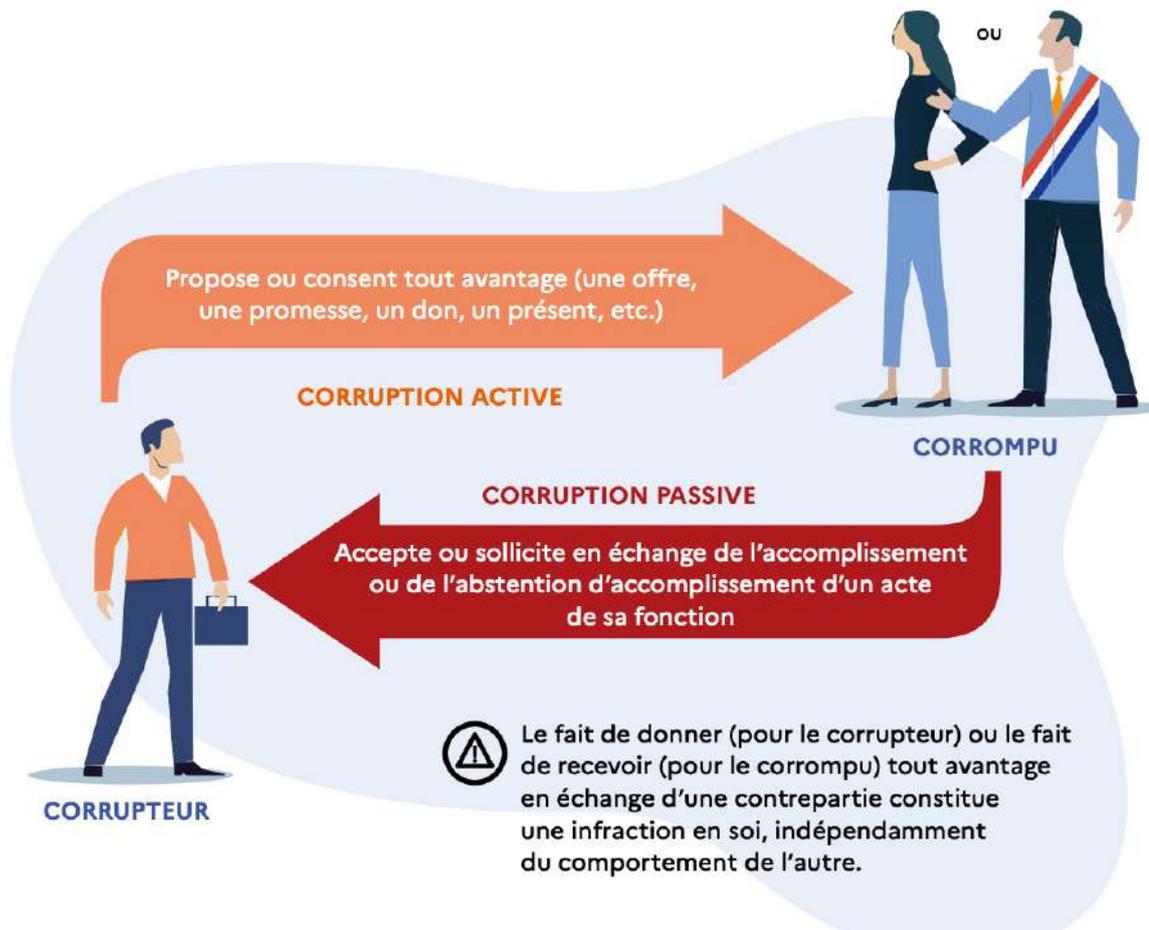
- A civil servant in the exercise of their duties
- A person working in a structure responsible for a public service mission, for example a public institution or the beneficiary of a public service concession
- A person holding elected office (a Member of Parliament or local councillor)

**Public corruption is punishable by penalties twice as severe as those applied to private corruption, with fines of up to €1 million and a maximum prison sentence of ten years.**

### KEY POINT:

The diagram below will help you better understand the distinction between active and passive corruption. In any case, these types of corruption are subject to disciplinary action by the Group. Complicity by third parties in acts of corruption is punishable under civil and criminal law pursuant to Articles [121-6](#) and [121-7](#) of the French Penal Code.

**Example:** An assistant is guilty of complicity in corruption by giving a rental manager an envelope containing cash that was given to him by a prospective tenant.



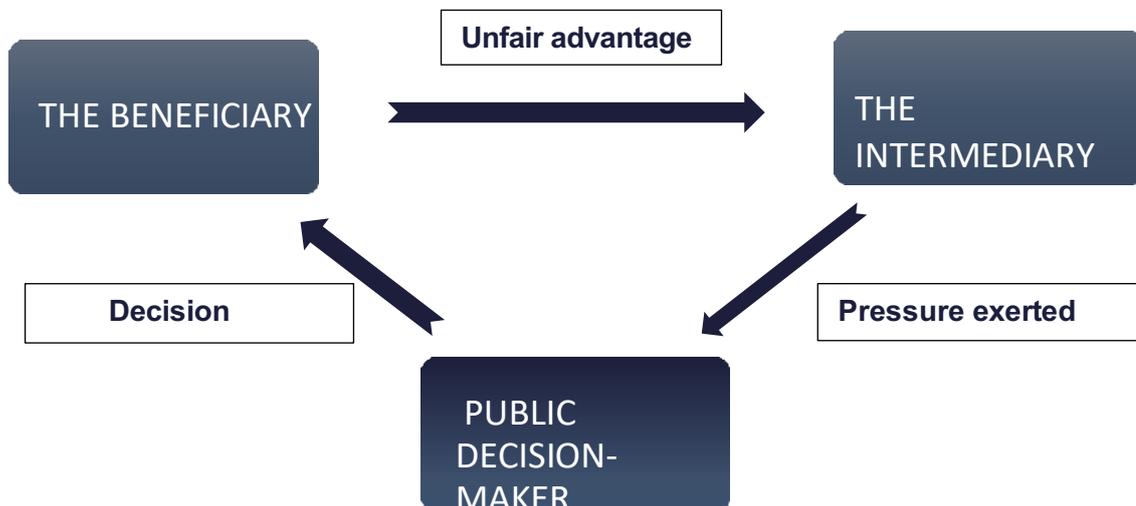
### 3- Additional penalties

The penalties indicated above apply to both legal entities and natural persons. These penalties may be supplemented by additional penalties such as a ban on exercising the professional activity in the course of which the offence was committed by natural persons. Exclusion from public procurement contracts and the implementation of monitoring under the supervision of the French Anti-Corruption Agency for legal entities are also possible.

#### 4- Trafficking in influence

Trafficking in influence is an offence consisting of offering, soliciting or accepting remuneration in exchange for the improper exercise of real or supposed influence over a third party with the aim of obtaining a favourable decision or opinion.

What the agent involved is accused of is not his own decision, but the fact of exerting pressure or influencing another public official. Influence peddling is punished in the same way as public corruption.



There are two types of influence peddling:

Active influence peddling	Passive influence peddling
Active influence peddling is an offence that consists of proposing, offering or giving benefits, gifts or promises to a person who has real or supposed influence over a public decision-maker, so that they use this influence to obtain a favourable decision or advantage.	Passive influence peddling is an offence that consists of a person with real or supposed influence over a public decision-maker soliciting or accepting benefits, gifts or promises in exchange for using this influence to promote a decision or advantage for the benefit a third party.



## 5- Conflict of interest

A conflict of interest is a situation in which an individual has private interests that may conflict with the professional interests they are required to defend in their work:

- choosing as a supplier a company in which one of their family members works. Is this choice made because of the qualities offered by the supplier or to enable the family member to be promoted?
- carrying out an activity, whether paid or unpaid, within a company that is in competition with the Group during a call for tenders

**In France, conflict of interest is not a criminal offence and is not punishable in itself:** you may find yourself in good faith in a situation where private and professional interests conflict.

What is punishable is failing to take steps to clarify the situation : for example, you should entrust another person with the task of negotiating with the company where one of your relatives works. The remedy would then be to **recuse yourself**. On the other hand, failure to take remedial measures will result in the offence of illegal taking of interest.

The offence is punishable by a fine of up to **€500,000** and a maximum **prison** sentence of up to **five years**.

# **III - RULES FOR DETECTING AND PREVENTING CORRUPTION**





To help everyone act in accordance with the law and ensure coordinated enforcement within the Group, the following minimum rules apply to all Emeria employees in France and abroad.

## 1- Gifts

Gifts exchanged with business partners must not be perceived as likely to influence the behaviour of the recipient. Their value must be reasonable and reflect only a gesture of goodwill in accordance with commercial practice.

Gifts are therefore permitted if they meet all of the following conditions:

- They are made in connection with professional activity
- They are authorised by the laws of the country of the giver and the recipient
- Be offered and received in good faith
- Not be made for the purpose of obtaining an advantage, creating a conflict of interest, or suggesting that it is a form of corruption
- Be sent or received at a business address

### PLEASE NOTE

The rules set out in the Group's gifts and invitations policy are as follows:

- Up to €150 or CHF 200 : no obligation to report
- >€150 or CHF 200 : mandatory declaration of the gift to your line manager
- >£200 or CHF 250 : prior authorisation from your line manager and notification of the Group's Compliance Department and/or Internal Audit Department.

These rules apply to gifts given by Group employees as well as gifts they receive. The principles applicable within the Group with regard to gifts are set out on the dedicated page available on [the intranet](#).

## 2- Invitations

Invitations to meals, trips or activities must have a justified business purpose. They are permitted if they meet the following conditions :

- They remain within a professional context, which excludes invitations to family members
- They must be of a reasonable amount
- They are not always extended to the same people : a maximum of two invitations per person is recommended, except in special circumstances

### SPECIFIC CASES ?

- Can I accept a VIP invitation from a supplier to attend an exhibition or show for three people ?
- The employee must consider the value of the gift, its nature, the context, the frequency and whether there is any direct or indirect quid pro quo. With regard to the context, it is essential that the invitation is not made during a tender or contract negotiation period.
- As part of a tender process, a supplier wishes to organise a seminar in the south of France, in a 5-star hotel by the sea, to discuss the Group's expectations in a more conducive setting.
- This invitation is inappropriate due to its lavish nature and the probable absence of any professional element to the seminar. This is particularly true given that it takes place during a period of consultation on purchases and that the standard of the hotel chosen is excessive for a professional meeting. Whether during a tender process or not, the employee must decline this invitation, explaining that such a practice is not compatible with the Group's values.

**The gifts and invitations policy is available on [the intranet](#). It is essential that all Group employees are familiar with it.**

As a matter of principle, gifts and invitations received from third parties, customers or suppliers have implications in terms of social security contributions for the company and the employee. A regulatory threshold is set per employee per year. It corresponds to 5% of the monthly Social Security ceiling (for 2024, this threshold corresponds to £193).<sup>(1)</sup>

### 3- Relations with public authorities

As holders of public authority, civil servants, public officials and elected representatives are required to maintain complete neutrality, which excludes any complicity.

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<sup>1</sup> If this threshold is exceeded in a calendar year, social security contributions are payable. If the total amount of gifts and invitations received in a calendar year does not exceed this threshold, it is exempt from social security contributions. In order to comply with tax and social security obligations, the information must be communicated to the line manager in accordance with the thresholds mentioned above.



Consequently, invitations, gifts and all tokens of appreciation must be limited to official circumstances. Facilitation payments<sup>2</sup> to public officials in order to speed up the completion of administrative formalities are strictly prohibited.

#### **4- Patronage and sponsorship**

Emeria supports activities such as sporting, cultural, community and charitable activities. These activities must meet the following conditions :

- Patronage is material support provided without direct compensation from the beneficiary to a work or person for activities that are in the public interest. Patronage differs from sponsorship in the nature of the actions supported and in that there is normally no commercial compensation for the patron's support.
- Sponsorship may have a commercial purpose but must be formally regulated.
- A written agreement specifies the terms and conditions of the action, in particular its motivation, the conditions of financial participation and the destination of the funds.
- Depending on the thresholds applied, the decision to participate in a patronage or sponsorship/advertising campaign is taken by the Group Compliance Committee.

For more information, please refer to the patronage and sponsorship policy available on [the intranet](#).

#### **5- Interest representation (lobbying)**

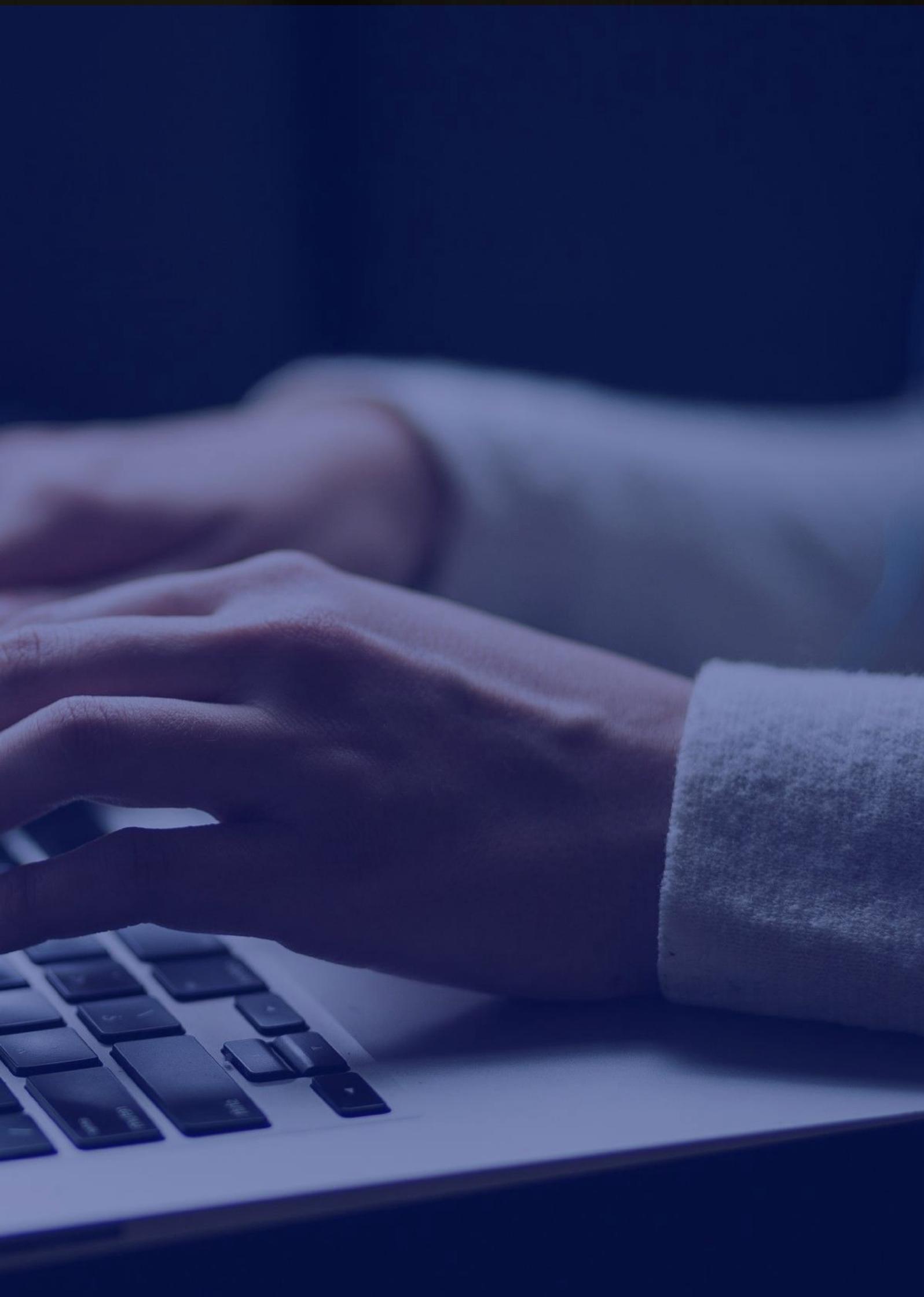
With regard to lobbying, Emeria complies with the obligation to register its interest representatives in the national register with the High Authority for Transparency in Public Life (HATVP) in order to promote its interests to public officials. Interest representation activities are carried out with transparency, honesty and integrity.

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<sup>2</sup> Facilitation payments are small sums of money given, directly or indirectly, to a public official, customs or immigration officer, for example, to speed up an administrative procedure or to streamline a bureaucratic process. They may be made with the aim of helping to win a new market or contract or to retain an existing market/contract, or to speed up a procedure or administrative formalities such as authorisation requests or customs clearance.



# **IV - BEST PRACTICES TO FOLLOW**





## 1- The limit for gifts and invitations

Business gifts and invitations are part of normal commercial practice for maintaining good relations with customers and suppliers. They do not in themselves constitute an act of corruption if the principles set out in the Group's gifts and invitations policy are applied and the following common-sense rules are observed:

- Ensure that Emeria's gifts and invitations policy is strictly adhered to
- Verify that your contact's company policy allows them to receive gifts or invitations
- Never give gifts or invitations during the negotiation of a commercial agreement or tender
- Limit your gifts to items of low value and to specific occasions (end-of-year celebrations, completion of a project, etc.)
- Give preference to gifts that are intended directly for your contact's company or department, as opposed to personal gifts
- For civil servants and public officials, limit gifts to symbolic items and invitations to formal occasions
- Exclude certain types of gifts : cash, luxury gifts.

### What I must do

- **If I am a manager**, ensure that my employees are aware of the rules regarding gifts and invitations, public relations and business travel
- Before accepting a gift or invitation, consider how it might be perceived publicly and decline any that could place me in a conflict of interest
- Be transparent with my manager to avoid any suspicion
- Avoid gifts or invitations to events of high value
- Follow the internal reporting procedure, including requesting approval from my manager and/or the Compliance Officer if the threshold is exceeded



### **What I must not do**

- Have all or part of a trip, even a business trip, paid for by a third party outside the group
- Accept or grant gifts or benefits exceeding the set amount, or receive them at my home, regardless of the amount
- Solicit any form of gifts or benefits for myself or for third parties
- Receiving any kind of benefit from a supplier or customer
- Giving or receiving gifts in cash

## **2- Preventing conflicts of interest**

To detect and prevent potential conflicts of interest, the following method should be followed:

- Regularly ask yourself whether your personal activities may conflict with your professional activities
- If you have any doubts, consult [Emeria's conflict of interest policy](#)
- Discuss the matter with your line manager
- Fill out a declaration of interests as soon as you sign your employment contract, if necessary
- Update the declaration in the event of significant changes that could create conflicts
- If any ambiguity remains or if your line manager is unable to answer your questions, please contact the Compliance Department via email : [compliance@emeria.eu](mailto:compliance@emeria.eu)

Within the Group, certain **positions** are considered **sensitive** due to the significant decision-making power held by the individuals concerned. These include:

- Members of senior and executive management
- Managers of subsidiaries
- Corporate officers
- Branch managers

These positions are subject to the obligation to **complete declarations of interest** throughout the course of their duties.

### **What I must do**

- Ask questions in the event of complex and/or unusual situations and/or procedures that would be difficult to justify
- If in doubt, seek advice from your line manager, your local compliance officer or the Group Compliance Department
- Immediately inform your line manager if you become aware of any actions that may be contrary to the Group's anti-corruption policy

### 3- Overseeing patronage and sponsorship

To prevent any sponsorship or patronage activity from being perceived as an attempt at bribery, apply the following principles :

- Ensure that all payments are made directly to the beneficiary organisation and not to an individual.
- Ensure that the partner/beneficiary complies with Emeria's values and principles as set out in the code of ethics
- Verify that the management and control of this organisation are sufficiently independent of any commercial relationship
- Ask yourself whether participation in an event/partnership could be perceived as compensation for a commercial activity
- Research the history and reputation of the beneficiary association or organisation and its representatives. The aim is to ensure transparency with regard to their relevance and accounting
- Ensure the legitimacy of the planned operation, in particular with the Communications Department
- Produce a formalised contractual document containing clauses relating to quid pro quo arrangements and the fight against corruption
- In general, refrain from proposing or agreeing to engage in partnership or sponsorship activities for the sole purpose of obtaining an undue advantage and/or making cash contributions.

#### Examples of points to watch out for

Increased vigilance with regard to patronage or sponsorship activities must be exercised when certain indicators are present, for example when:

- The association or foundation to which the donation is intended to be made carries out activities that are unrelated to those of the Emeria Group
- There are suspicions about the reputation or integrity of an association or foundation, or its staff, to which the Emeria Group is considering making a donation
- Group subsidiaries are asked to accept a donation as part of a sponsorship programme in exchange for a commitment to carry out certain activities that are not directly related to the donation
- There are suspicions regarding the reputation or integrity of an entity that has expressed a desire to make a donation or bequest to the Group. If you have any doubts about the application of these principles, you must alert your line manager before proceeding with any sponsorship or patronage activity.

For more information, please refer to the sponsorship and patronage policy available on [the intranet](#).

#### 4- Relations with public authorities

With regard to relations with public authorities, it is recommended that you take all necessary precautions to ensure that these relations remain strictly professional, without any intention of providing your counterpart with a direct or indirect advantage:

- Send your invitations in writing, specifying the reason
- Clarify who is responsible for what (in the case of travel, for example)
- Avoid entertainment activities, except in special circumstances (sporting events).
- Limit gifts to purely symbolic items

##### **What I must do**

- In the event of pressure or requests from a public official, alert my manager and the Group Compliance Department
- Exercise constant vigilance and regular control over transactions involving public officials
- Ensure that any payment or expense involving a public official is properly authorised, accounted for and documented

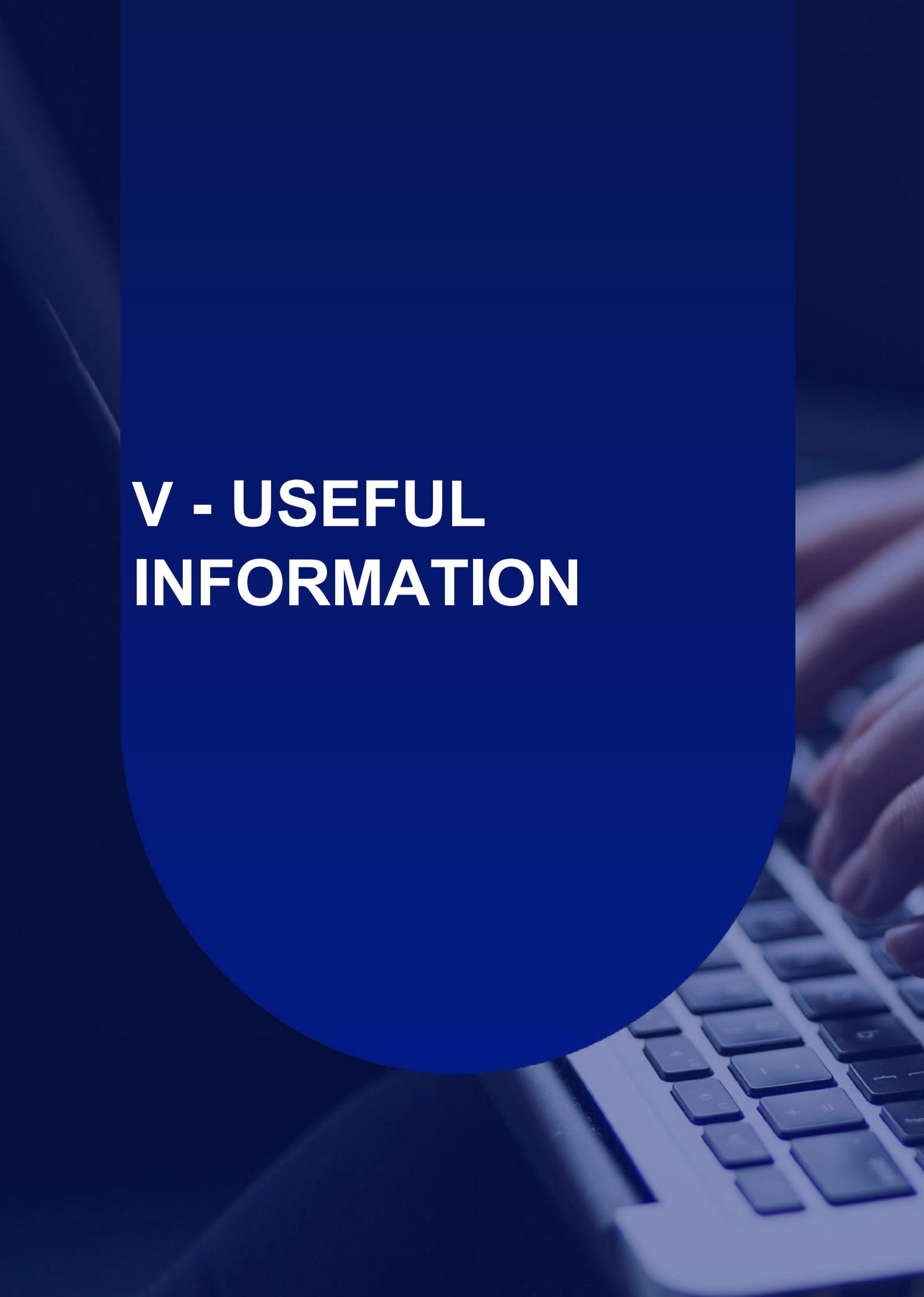
##### **What I must not do**

- Offer, promise or grant a financial or other advantage to a public official with the aim of inducing them to take or omit an action
- Give preferential treatment to a relative of a public official in a tendering or recruitment process
- Handing over cash to a public official

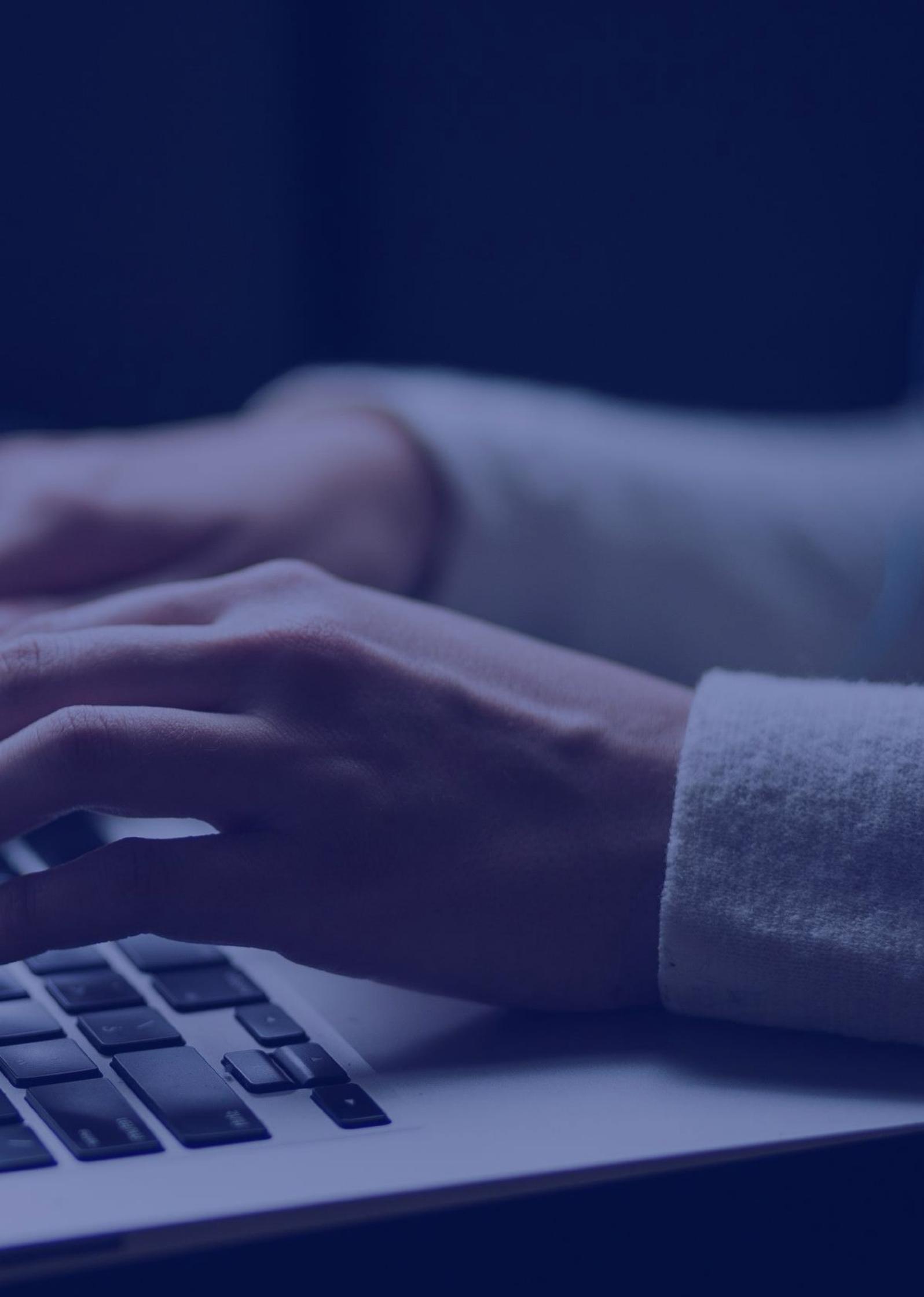
#### 5- Relationships with intermediaries

Particular attention must be paid to commitments made with intermediaries such as agents, consultants or business introducers to ensure that they comply with the Group's anti-corruption rules. Agreements signed with such intermediaries must include a commitment on their part to comply with the provisions of this code.

Their work and assignments must be documented to prove that they have actually carried out their actions.



# **V - USEFUL INFORMATION**



## 1- Responding to an act of corruption

You must refuse any proposals or initiatives that do not comply with the rules of the anti-corruption code of conduct. To do so, you can follow the steps below:

- Start by recalling Emeria's principles as set out in the code of conduct and the ethics charter.
- Explain that this approach engages your responsibility and that of your interlocutor
- Request written confirmation of this request
- Inform your line manager and the Group Compliance Department

## 2- Responding to a breach of the anti-corruption code of conduct

The basic rule is transparency. If you believe that the principles are not being respected in your work, the first step is to discuss the matter with your line manager and, if there is a problem, to work with them to identify a solution.

If this does not resolve your concerns or provide a solution, you can use Emeria's whistleblowing system : [emeria.signalement.net](https://emeria.signalement.net) or submit a request to the Compliance Department at the following address: [compliance@emeria.eu](mailto:compliance@emeria.eu) .



Before making a report, you should read the [page on Emeria's whistleblowing system](#), which explains how the tool works, its scope of application, and the guarantees provided by the Group in terms of confidentiality and non-retaliation. The internal whistleblowing system is available on [the intranet](#).



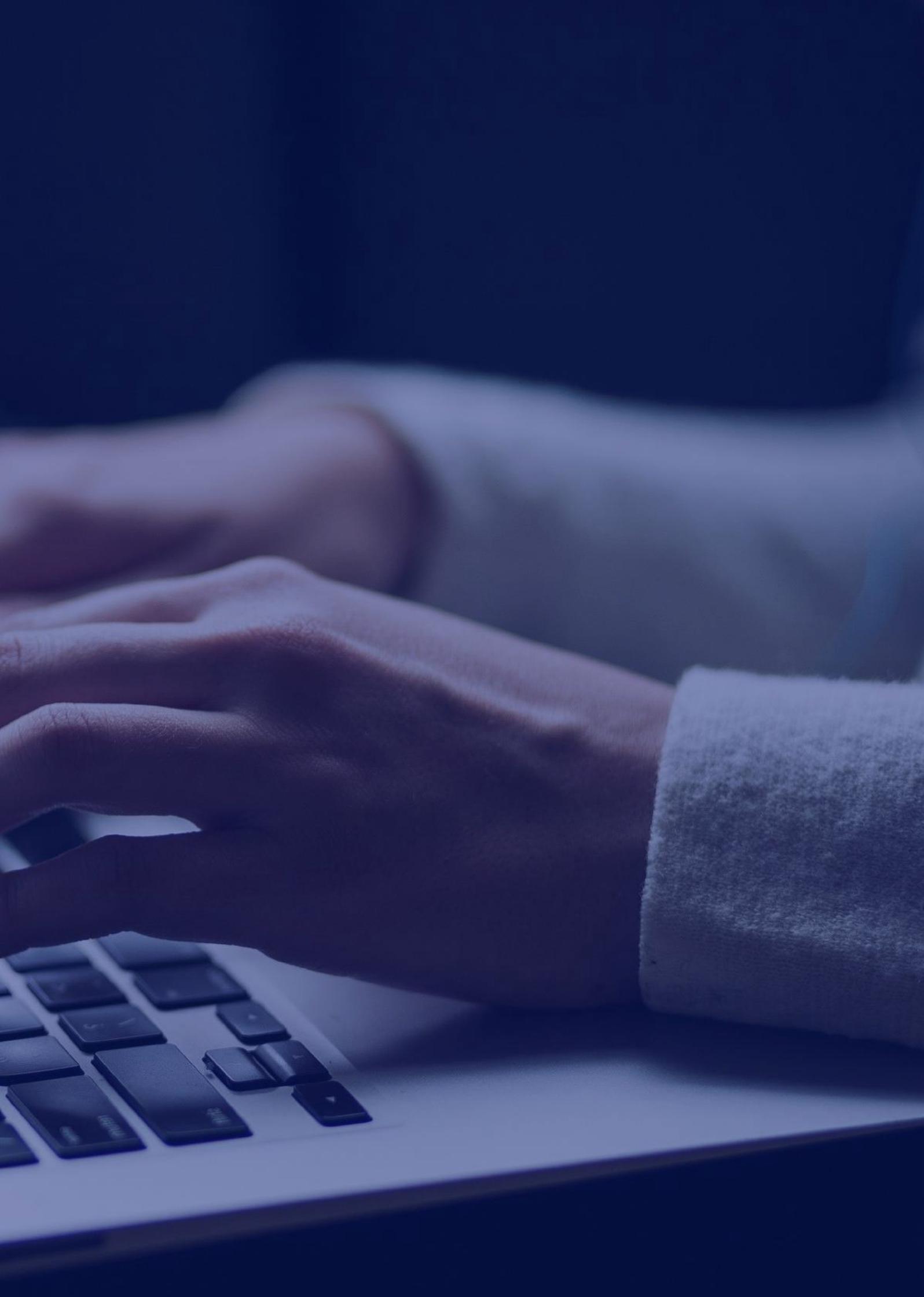
### 3- Emeria is here to listen to you

It is often the case that there is uncertainty about how to apply the principles outlined above. In such cases, the best course of action is to ask your line manager or the Compliance Department via email: [compliance@emeria.eu](mailto:compliance@emeria.eu) .

If a situation calls for a difficult decision, you cannot take responsibility for it alone. By clearly and transparently explaining your question to your line manager and/or the Compliance Department, you will find a suitable solution. You will never be criticised for expressing a doubt, even if it proves to be unfounded, but you could be held liable if you persist in inappropriate behaviour.



# **VI - FINAL PROVISIONS**





Additional information is available on the intranet under the [Compliance](#) section.

This code is applicable as soon as it is published on [the Group's intranet](#). It has been approved by the Compliance Committee and the Group's Legal Department. It is implemented under the responsibility of the Compliance Department.