



**GROUPE'S ANTICORRUPTION CODE OF
CONDUCT**

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**IN GROUPE
ANTI-CORRUPTION CODE OF CONDUCT**

MESSAGE FROM DIDIER TRUTT

A « zero-tolerance » approach to corruption and influence peddling

Dear colleagues,

A person's identity is his or her most valuable asset and protecting it is of paramount importance to us. We are proud to offer trusted services to our customers and to help make society a safer place as a result.



France has now stepped up its anti-corruption strategy through the "SAPIN II" law. Bearing this and our own ideals in mind, the time has come for us to enhance the mechanism we already have in place within the Group. It is our responsibility to fly the flag, both collectively and individually, for integrity, transparency, compliance and ethics – values that provide an essential cornerstone for our company. Our respect for these values has enabled us to build our reputation year on year and to gain the trust of the people we work with. Corruption and influence peddling are highly unacceptable practices in IN Groupe.

This is why I am asking all colleagues to set a good example in their daily working relationships, not only with their co-workers but also with our stakeholders, whether partners, suppliers or existing or potential customers. Such an approach has been paramount to our past success and will be equally essential in the future.

This document summarises the basic principles relating to anti-corruption and influence peddling, and it is imperative that we abide by its rules. The Code of Conduct will guide the work carried out by all Colleagues within the Group and will help us take the best possible decisions.

I encourage you to read this document carefully and to use it regularly as a point of reference. I am depending on you to ensure that the rules outlined in this Code are applied appropriately, to guarantee an ethical and safe future for our business activities.

With all good wishes,

Didier Trutt,

Chief Executive Officer of IN Groupe

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INTRODUCTION

Corruption and influence peddling are serious offences that could lead to significant legal and financial consequences for Imprimerie Nationale SA and its subsidiaries in France and abroad (hereafter referred to as the "IN Groupe" or simply the "Group"), and may also cause long-term damage to their reputation.

In order to fight corruption effectively, the number of new pieces of legislation introduced both nationally and internationally has been increasing constantly over recent years, their scope and application perpetually expanding.

It is in this context that the IN Groupe, in accordance with Article 17 of the Sapin 2 law of 9 December 2016, is stepping up its dedicated compliance programme on corruption prevention and detection, of which this Anti-corruption Code of Conduct (the "Code") forms an integral part.

This Code has now been incorporated into the internal regulations of all French companies within the Group.

More specifically, the purpose of the Code is to remind everyone of the basic principles relating to the prevention of corruption and influence peddling and the relevant procedures to follow.

It applies to all of the Group's employees, corporate officers and external or temporary co-workers, such as temporary staff, on-site contractors and trainees (hereafter referred to as "Colleagues").

This document is available from the Group's intranet site.

We also expect our trading partners, including our distributors, suppliers, consultants, subcontractors and intermediaries, to observe the principles set out in this Code, or to apply at least equivalent standards, and to promote them among their own partners.

This Code is by no means exhaustive and is not intended to cover all situations in which Colleagues might find themselves. It simply outlines the rules that they will need to apply when making decisions. It is everyone's responsibility to read this Code carefully, understand the rules, and demonstrate sound judgement and common sense in any situation that might present itself.

I. DEFINITIONS OF CORRUPTION AND INFLUENCE PEDDLING

The generic term “corruption” covers both the act of corruption and the practice of influence peddling.

An **act of corruption** is committed when a donation or any form of undue benefit is offered or granted to a person holding a public or private position, in return for that person carrying out, delaying or failing to carry out an action falling within his or her duties.

A donation or undue benefit can take a number of forms:

- Sums of money may be handed over as “facilitation” payments – modest amounts paid to administrative officers, often to unblock or speed up particular routine administrative services. Payments may be concealed behind fake invoices, consultancy fees, donations or sponsorship, etc., or made in different ways – such as in cash, by bank transfer or through any other form of transaction, by clearing a corrupt person’s debts or by opening a credit facility at a bank.
- Benefits may include invitations to events, entertainment, travel, gifts, jobs offered to friends or family members, or work carried out free of charge at the recipient’s home. It is important to remember that the offer of an event-related gift or service by a company, such as an invitation to a sporting event, an air ticket or hotel accommodation, may bear a resemblance to an act of corruption if it is disproportionate.

A benefit does not have to be given directly to the person carrying out or failing to carry out a particular action. It may be given to the person's family (air tickets) or even to a charitable organisation (in the form of a subsidy).

The mere offer of a benefit, even if it is refused or subsequently withdrawn, is still considered to be a violation and it makes little difference whether the act of corruption is committed before or after the benefit is solicited.

Any type of reward could be given in return for a donation or an undue benefit: a public contract, the signing of a contract, preferential treatment, the disclosure of confidential information, or a culpable failure to take action by ignoring rather than responding to a given situation.

An **act of influence peddling** is committed when a donation or undue benefit is offered or granted in exchange for the recipient using his/her influence, whether actual or assumed, to obtain a favourable decision from a public authority.

The common factor between corruption and influence peddling is the abuse by the recipient of the undue benefit (the corrupt official) of his/ her role, by gaining financially from the power or influence accorded by such a role for his/her own personal interests, whether directly or indirectly.

Corruption is considered to be **public** when it involves a person fulfilling a public role (hereafter referred to as a “**Public Official**”) and **private** when such an act only involves natural persons or legal entities in the private sector.

What is a Public Official ?

The term "Public Official" should be interpreted broadly and includes any person granted public authority, responsible for carrying out a public service, or holding a public elective office, whether for him/ herself or for others.

A Public Official may also include any other person considered as such in accordance with a country's national legislation.

Corruption may be classed as active or passive, depending on whether we are considering the actions of the corrupter or the corrupted party:

Corruption is active for the corrupter, i.e. the person who offers or grants a donation or undue benefit to a person in a public or private role, in the hope that he or she (the corrupted person) will carry out, delay or fail to carry out a particular action.

Corruption is active for the corrupter regardless of whether he/she is the instigator of the illicit discussions, in other words, whether the donation or benefit was suggested by the corrupter or by the corrupted person.

Illustration :

A Colleague is guilty of the crime of active corruption if, when liaising with French or foreign public authorities in connection with a call for tender process, he/she gives or offers a civil servant and his/her family VIP tickets for the final of the French Open tennis tournament in exchange for a public contract.

A Colleague is also guilty of active corruption if, when talking to the Chairman of a public contract allocation committee, he/ she agrees to hand over a sum of money at the Chairman's request to ensure that his/ her company is given preferential treatment when a particular contract is allocated.

Corruption is passive, for the corrupted person, i.e. the person who carries out, or fails to carry out, a particular action in return for a donation or an undue benefit, which he/she either requests or accepts.

Illustration :

A Purchasing Manager is guilty of the crime of passive corruption if, during a call for tender process, he/she awards a contract to a potential supplier in return for accepting an invitation for an all-expenses-paid weekend away.

A purchaser responsible for negotiating the best prices with suppliers is guilty of passive corruption if, during annual negotiations, he/she obtains false discounts and takes illicit commission.

The mere promise of an undue benefit is considered to be an act of corruption, even if it is not ultimately handed over.

What are the sanctions ?

As corruption is an intentional violation, any Colleague committing such an act will be criminally liable and, in certain cases, the companies within the Group will also be accountable. In any event, an act of corruption carried out by a Colleague will have an unavoidable impact on the Group's reputation and, consequently, on its activities.

Anyone found guilty of the crime of corruption in France will be subject to the following sanctions:

- *Natural person : 5 to 10 years' imprisonment and a €500,000 to €1 million fine, or double the sum of the criminal proceeds.;*
- *Legal entity : A €2.5 to €5 million fine, or double the sum of the criminal proceeds, plus additional penalties.*

Influence peddling is subject to the same sanctions as those imposed for corruption.

II. ESSENTIAL RULES

This chapter provides key information to help Colleagues understand and implement the necessary rules during the course of their duties to prevent and fight against corruption and influence peddling.

1. GIFTS AND INVITATIONS

Offering a gift or an invitation is often viewed as a courteous gesture that can help to strengthen a business relationship. The nature of this type of practice can vary significantly depending on the country, its customs, the company, the business relationship, etc.

However, anti-corruption rules state that it is forbidden to offer gifts, invitations or other items of value to a third party for the purpose of obtaining an undue benefit or unjustifiably exercising influence over any form of official action.

Offering or accepting gifts or invitations may, therefore, be considered as an obvious form of corruption, particularly during the course of a commercial transaction or an application to a Public Official for a permit or authorisation.

Essential rules

- General cases
 - Gifts and invitations must not be offered or accepted with the intention of receiving an undue benefit or influencing someone else's actions. Consequently, any form of gift, invitation or benefit must have no connection whatsoever with any important decision-making process (such as a competitive procedure, for example). This is because the circumstances surrounding a gift or invitation must not give rise to any suspicion of corruption, even at a later date. Colleagues must, therefore, be sensitive to the context and meaning surrounding a gift or benefit, which should never be given with the expectation of something in return.
 - Cash or equivalent gifts, such as gift vouchers, are prohibited.
 - Restaurant invitations must be limited to a specific event. They must be reciprocal and must not be disproportionate to the amounts stated in the Group's travel and subsistence policy.

- Gifts and invitations must be offered or accepted on a strictly professional basis. They must only involve the Colleague or the trading partner and must not benefit any family members or friends.
- Gifts and invitations may only be offered or accepted if they do not contravene local laws. The offering or acceptance of gifts or invitations, when they are permitted, should only be an occasional practice.
- Specific cases of PEPs (Politically Exposed Persons):
 - In general, PEPs are people considered to be exposed to a “higher risk” of corruption (money laundering in particular) because of the political, judicial or administrative functions which they exercise, or have previously exercised, less than one year, either in the name of a State or of a public international institution founded by a treaty (ie a member of the Court of Auditors, a member of the board of directors of a central bank, a member of an administration, a manager or a higher position of a public company).
 - Regarding more specifically PEPs (Politically Exposed Persons), it is prohibited to:
 - Assign, offer or promise cash payments, services, gifts or individual hospitality to persons of public authority in exchange for improper advantage;
 - Use an intermediary or act as an intermediary to engage in such behavior. In the event that they are faced with such situations, employees should contact their superiors.
- Gifts and invitations accepted by Colleagues:
 - Colleagues are only permitted to accept gifts in the form of a small number of promotional products of low value.
 - Invitations other than to restaurants must be of a professional nature and must be in connection with supplier seminars or collective events.
 - Any Colleague receiving an invitation must first inform and request prior authorisation from:
 - his/her line manager;
 - the Group's Secretary-General if the cost of travel and/or accommodation is to be met by the supplier.
 - A Colleague may only accept an invitation to an event if the business partner extending the invitation will also be attending.

Illustration :

A supplier invites a Colleague to spend two days at a trade show, offering a free entry ticket, meals and an invitation to a celebratory event.

After receiving permission from his/her line manager, the Colleague may then agree to attend the trade show and, to foster a good working relationship, accept an invitation to a meal or other event during the course of the show, provided that (i) this only happens on a very occasional basis and the cost is reasonable, (ii) the supplier also attends the event, and (iii) the event does not coincide with any important decision-making phase, such as an ongoing call for tender process.

There must be no due reason for the Colleague to be accused of giving the supplier preferential treatment in exchange for such an invitation, as this would constitute an act of corruption.

If the invitation were also to include air tickets and/or hotel accommodation, the Colleague would need to request prior approval from the Group's Secretary-General as well as from his/her line manager.

• **Gifts and invitations offered by Colleagues:**

- Gifts and invitations offered by Colleagues must be of modest value and appropriate to the situation, the practices of our profession and the occasion on which they are offered.
- A Colleague must receive prior authorisation from his/her line manager before offering any form of gift or invitation.

Illustration :

It is entirely acceptable for a Colleague to give one of his/her customers a box of chocolates at Christmas, for example, as it is something of modest value, offered at a time of year when this type of gift is traditionally exchanged.

It is highly unlikely that a box of chocolates would influence the number of orders placed by a customer. However, the Colleague must still obtain prior authorisation from his/her line manager.

Whatever the circumstances, if the local laws are more stringent than the rules outlined above, the Colleague must comply with the strictest rule.

2. CONFLICTS OF INTEREST

A conflict of interest denotes any situation in which a Colleague's personal interests could enter into conflict with those of IN Groupe.

Personal interests are any interests that might influence, or appear to influence, the way in which a Colleague carries out his/her assigned roles and responsibilities for the Group.

This type of situation could occur if a Colleague were to:

- ✓ negotiate a contract on behalf of IN Groupe with a company in which he/she has, or will have, a personal interest, whether directly or via an intermediary;
- ✓ have a financial interest in a company controlled by competitors or customers of IN Groupe, etc.

As a conflict of interest can conceal an act of corruption, it is essential that Colleagues keep their eyes open to situations in which conflicts of interest may arise.

Essential rules

- Colleagues must not put first any personal, financial or family interest that could prevent them from acting in the best interests of IN Groupe and raise doubts with regard to their integrity.
- Any Colleague who becomes aware of a potential or existing conflict of interest must stop carrying out his/her duties immediately and explain the situation to his/her line manager under the terms of the Conflict of Interest Management Policy, available via Group's intranet site.

Illustration :

It could be acceptable for the Group to consider contacting a product supplier or service provider (e.g. IT services) after being advised by a Colleague of its competitive prices and good reputation, even if the Colleague has a direct or indirect personal interest in the company. This may be the case if the Colleague or one of his/ her family members is a manager, in law or in fact, or a shareholder of the supplier company.

However, in this type of situation, the Colleague concerned should draw a distinction between his/her personal and professional interests, to avoid a conflict of interest that could conceal an act of corruption. He/She should also inform his/her line manager of the situation and have no involvement in the supplier selection process.

3. TRADING PARTNERS

The risk of corruption is present as soon as IN Groupe enters into a business relationship with a trading partner during the course of its professional activities.

In certain circumstances, a company can even be held legally responsible for acts of corruption committed by a trading partner.

During the course of their work, the Group's Colleagues come into contact with a huge number of trading partners both in France and abroad, including distributors, intermediaries (sales agents, sales representatives, etc.), suppliers, subcontractors and customers. As far as these relationships are concerned, Colleagues must always comply with the principles of the Group's "Compliance and ethics policy".

Essential rules

- Before entering into a business relationship with a trading partner, various preliminary checks must be carried out, particularly with regard to the company's integrity ("due diligence"). These checks should be appropriate and proportionate to the trading partner's specific situation (reputation, ongoing or prior legal proceedings, skills and resources in the required domain, current or prior contractual relationships with Public Officials, etc.), in accordance with our internal procedures and, in particular, with the "Procedure for assessing Third Parties".
- More specifically, as such partners are intermediaries, any sign of suspicious practice must be checked out and, where necessary, collaboration with the company prohibited. Such circumstances may include situations in which the intermediary:
 - ✓ appears to be incompetent or lacks sufficient personnel;
 - ✓ is suggested or recommended by a Public Official;
 - ✓ asks to remain anonymous or lacks transparency;
 - ✓ asks to be paid in cash, in advance, or in a different country from that in which the company is based or carries out its activity;
 - ✓ requests an abnormally large sum of money in relation to the value of the services provided;
 - ✓ asks to be reimbursed for expenses which are abnormally high or for which no evidence is available.
- Any business relationship with a trading partner must be based on the use of order forms on the part of the customer, purchase orders on the part of Imprimerie Nationale, or written contracts signed by both parties in accordance with the Group's contractual agreement policy. These contracts must contain explicit clauses certifying that the contracting partner

complies with the anti-corruption rules and laws in force and stipulating that the contract will be terminated if such rules are violated.

- Payments made to trading partners must always be appropriate and proportionate to the service provided. Colleagues should be particularly vigilant in relation to payments made to bank accounts based in other countries.
- Payments must never be made in cash or without a duly approved contractual agreement.
- Payments must only be made upon the presentation of a duly validated invoice, preferably by bank transfer to the trading partner's bank account once the payee's bank details have been checked, and must equate to the amount shown on the invoice concerned, in accordance with the contractual arrangements.
- All documents specific to the trading partner's activity (contracts, evidence of services, invoices, payments, etc.) must be retained throughout the business relationship to facilitate any future checks.

Illustration:

If a potential supplier refuses to undergo the checking process established by the Group to verify its integrity ("due diligence"), the Colleague concerned must explain to his/ her potential partner that this process meets the Group's legal obligations in relation to anti-corruption and that the supplier's reluctance to comply could prevent IN Groupe from entering into a trading relationship with it.

Illustration:

When negotiating the terms of a contract with an intermediary who has key connections that could help procure a sizeable contract in Africa, a Colleague must categorically refuse any request to pay an excessive sum of money that includes part-payment in cash, and should explain that the Group prohibits this kind of arrangement. Here, the intermediary could obviously use the money to corrupt the person responsible for awarding the contract.

4. FACILITATION PAYMENTS

Facilitation payments are often modest sums of money requested by Public Officials to ensure that certain administrative tasks are carried out or accelerated (*processing of governmental documents, issuing of authorisations or permits, etc.*).

These payments are prohibited in most countries.

Essential rules

- IN Groupe prohibits any form of facilitation payment, even if such payments are authorised by local laws.

Illustration :

When opening a new office in a foreign country and having telephone lines installed, a Colleague must never agree to give a "small thank you" to the local authorities if the requested payment does not correspond to a legitimate installation fee..

Illustration :

During a business trip abroad, a border control officer questions the validity of a Colleague's visa and asks for a "small cash payment" to sort out the problem.

Colleagues must always refuse this type of arrangement, even if they continue to be refused entry and have no other option but to turn back.

5. LOBBYING

Lobbying is the term used to describe any activity intended to influence the decisions or directives of a government or institution in favour of a particular cause or expected outcome. More particularly, it is a constructive and transparent contribution to developing public policies in pertinent areas linked to a group's activities, with the aim of enriching the thought processes of public decision-makers.

Although possible on principle, lobbying becomes reprehensible and constitutes an act of corruption when the person carrying out the lobbying activity gives or offers a benefit to a Public Official to incite support for a piece of legislation or for activities that would be to his/her advantage.

Essential rules

- Always demonstrate integrity, intellectual morality and transparency when in contact with Public Officials, regardless of the situation or defended interest.

- Provide reliable and objective information, and never try to elicit information or decisions by exerting any form of pressure.
- Never try to gain an undue political or regulatory advantage.
- Ensure that interest representatives carry out their work in accordance with this Code and the applicable regulations.
- Inform the IN Groupe's Secretary-General of any lobbying carried out if this activity forms the main part of your role or is something that you do regularly (i.e. if you have carried out more than 10 interest representation actions during the course of the last 12 months).

Illustration:

It is not acceptable for a Colleague responsible for lobbying activities within the Group to offer football match tickets to the Chairman of a parliamentary committee studying a bill that directly affects the Group's activities, or to any of his/her family members.

6. RECRUITMENT

The recruitment of a new Colleague within IN Groupe may give rise to an act of corruption if a third party gives the Group any form of undue benefit in exchange for hiring a particular applicant, especially if the objective is to gain an advantage in relation to a future contract or to influence an administrative decision.

Essential rules

- The acceptance of any undue benefit, whether personal or professional, from a third party in return for recruiting a particular Colleague is strictly prohibited.

Illustration :

A Colleague must not agree to accept a customer's nephew for a paid work placement in return for a promise to place future orders. However, the Colleague may offer to forward the nephew's CV to the recruitment manager, explaining that he/ she will play no part in the decision-making process.

Illustration :

A recruitment manager must not agree to hire the son of a foreign civil servant, who may also be unqualified for the position, in return for a promise to issue authorisations needed to expand the Group's business activities abroad.

7. DONATIONS, PATRONAGE AND SPONSORSHIP

The Group promotes its heritage as a printing specialist by organising book lovers' events, exhibitions and patronage activities through its Atelier du Livre d'Art et de l'Estampe (high-quality book production and printing studio) and by using the IMPRIMERIE NATIONALE's Endowment Fund. The Group is also involved in sponsorship activities.

Donations, sponsorship and patronage activities must not be arranged for the purpose of gaining any form of undue benefit, as such practices can be classed as corruption.

Essential rules

- Donations, sponsorship and patronage activities are permitted, provided that they comply with the applicable laws and regulations and with the procedures established by IN Groupe.
- Donations, sponsorship and patronage activities must not be arranged for the purpose of gaining any form of undue benefit or unduly influencing a decision.

Illustration :

A Colleague in charge of sponsorship activities within the IMPRIMERIE NATIONALE Group must never agree to sponsor an event organised by a potential customer, as this may lead others to believe that the sponsorship is being arranged in return for a contract.

In this type of case, the Colleague should explain to the potential customer that the Group's anti-corruption policy will not allow it to sponsor the event.

8. UPKEEP AND ACCURACY OF BOOKS AND REGISTERS

For the purpose of this document, books and registers refer to any form of accounting, financial or sales records. These include all accounts, correspondence, summary reports, books and any other documents relating to the areas of accounting, finance or sales.

To help prevent corruption, all transactions must be transparent, documented in an exhaustive way and allocated to accounts that accurately reflect their nature.

Essential rules

- No entry in any of IN Groupe's books or registers must be unfounded, erroneous, falsified or fabricated.
- The Group's books and registers must faithfully and accurately reflect the transactions made and must be established in accordance with the accounting standards and reference systems in force.
- All checks and approval procedures put in place within the Group must be applied.
- For the above reasons, it is important to save all documentation demonstrating the appropriateness of the services provided, along with the corresponding payments.

III. COMPLIANCE WITH THE ANTI-CORRUPTION CODE AND APPLICABLE SANCTIONS

1. INTERPRETING AND COMPLYING WITH THE CODE

Each and every Colleague within the IMPRIMERIE NATIONALE Group is required to read, understand and comply with this Code.

The Group's senior management and each of its subsidiaries are responsible for ensuring that the Code is distributed to Colleagues and that they comply with it.

Should you have any questions about this Code, or find any aspect difficult to interpret when applying it to a given situation, please speak to your line manager or contact the Group's Secretary-General, who is also responsible for compliance and ethics.

2. THE RIGHT TO INFORM

IN Groupe has introduced a whistleblowing Mechanism to reinforce the way in which Colleagues can voice their concerns, enabling them to **report any form of behaviour or situation that contravenes the present Code if it is likely to represent an act of corruption or influence peddling.**

Although Colleagues still have the option to speak to their line managers, the whistleblowing Mechanism guarantees a greater degree of protection if an issue is reported.

In practice, any Employee can send their report, using the centralized secure alert platform to the URL <https://imprimerie-nationale.integrityline.org>.

This secure platform, making it possible to collect and manage all exchanges and information relating to reports, is available:

- 7 days a week and 365 days a year;
- regardless of the country of location of the author of the report;
- in French and English.

It is accessible from any device connected to the Internet (computer, tablet, smartphone).

The people within IN Groupe to whom the reports filed on the Secure Platform are addressed are the General Secretariat and the Group Compliance Department who will review the admissibility of the reports filed.

The investigation of alerts deemed admissible is overseen by the Crisis Unit made up of the General Secretariat, the Group Compliance Department, the Compliance Officer concerned by the alert and / or his local contact (+ if necessary lawyers, experts, listeners).

The rules relating to the operation of the whistleblowing system and the guarantees offered to Employees in the context of its use are detailed in the specific document, the "Procedure relating to the ethics and compliance whistleblowing system", available on the intranet site of the Group.

3. THE CONSEQUENCES OF CODE VIOLATION

Failure to comply with the rules set out in this Code may have serious consequences for both the Group and its Colleagues.

For IN Groupe, any behaviour contravening these rules may not only harm its reputation and affect its activities, but could also make it liable for any damage caused and instigate legal proceedings.

For Colleagues, any failure to comply with the rules set out in this Code could lead to disciplinary sanctions, which may be as serious as the termination of an employment contract in accordance with internal regulations, as well as penal and/or civil proceedings for the individual concerned, depending on the circumstances.