

Avertim Anti-Bribery Policy

Contents

I.	Introduction	2
II.	Anti-bribery rules	2
A.	Definition and scope	2
B.	Guiding principles	2
C.	Specific rules	3
i.	Gifts and hospitality	3
ii.	Donations, sponsorships and corporate patronage	4
iii.	Conflicts of interest	5
iv.	Influence peddling and public official	5
v.	Facilitation payments	5
vi.	Partnership/mergers and acquisitions	6
III.	Implementation.....	6
A.	Ethics Committee.....	6
B.	Raising awareness among Collaborators	6
C.	Penalties for breaching the Policy	6
D.	Bookkeeping and internal controls.....	7
E.	Due diligence in business relationships	7
F.	Checking and monitoring the implementation of the Policy	7

I. Introduction

This Anti-Bribery Code (the "**Code**") applies to all Avertim Group's entities ("**Avertim**") and to all their internal and external staff and corporate representatives (the "**Collaborators**").

The Code forms an integral part of Avertim's internal rules. It is supplemented by internal policies and guidelines.

By definition, the Code cannot cover every potential situation Collaborators may face in the course of their daily activities. It contains principles and advice that show the way forward for engaging in ethical conduct. Consequently, all Collaborators must exercise their own judgement and use good common sense. If the Collaborator has any doubts over appropriate behaviour, they should refer to the assistance and advisory resources set up by Avertim and may seek advice from Senior Management. If Collaborators wish to report any incidents, they should refer to [Avertim's Ethics Committee](#) (please refer to the Ethics Committee policy).

II. Anti-bribery rules

A. Definition and scope

Corruption is a conduct whereby a person (public official or private individual) offers, requests, or accepts, either directly or through an intermediary, a donation, offer or promise, gift or advantage to act, delay acting or refrain from acting directly or indirectly in the exercise of their functions, or to obtain or maintain a commercial or financial advantage or to influence a decision.

There are two types of corruption:

- **Active corruption:** it refers to the act of promising or offering the bribe;
- **Passive corruption:** it refers to the act of soliciting or receiving the bribe.

For the purposes of the Code, the term "**corruption**", also known interchangeably as "**bribery**", covers corruption in all its forms, active or passive. The present Policy addresses all kinds of corruption matters.

B. Guiding principles

Collaborators must not engage in corrupt practices and must not utilise intermediaries such as officials, consultants, advisers, or any other commercial partners with the aim of engaging in such practices. Consequently, the principle of "zero tolerance" applies in matters of corruption.

If Collaborators face a situation which could result or be interpreted as active or passive corruption, they must ask themselves the following questions:

- Are laws and regulations upheld?
- Does it comply with the present Code?
- Is there any personal interest involved?
- Would I be embarrassed if others (collaborators, directors, authorities... not involved in the case) were told of my decision?

Example: As part of a tender process, a Commercial Manager is offered a guarantee that the company will be awarded the contract if the employee from the other party is invited to an international sporting event over several days, all-expenses-paid.

The Commercial Manager should consider the following questions:

- Is this solicitation lawful?
⇒ **Response:** no, it is passive corruption
- Does the invitation fall within the category of gifts and invitations allowed by the Code?
⇒ **Response:** no, only gifts with a symbolic value which do not induce any counterpart are permitted (please refer to section "gift & hospitality").
- Is receiving the advantage a means of satisfying my own personal interest ?
⇒ **Response:** yes, the transaction allows me to reach my sales targets and potentially get a bonus or a promotion.
- If my managers or colleagues came to know the terms of the deal (invitation in exchange for sales contract guarantee), would I be embarrassed?
⇒ **Response:** yes, winning the contract would not be the result of my work but of an illicit benefit given to the employee from the other party

This situation is a case of passive corruption (accepting a bribe) which is strictly prohibited within Avertim.

C. Specific rules

i. Gifts and hospitality

Gifts are benefits of any type, including in-kind, that are given free of charge or undervalued, such as: invitations, meals, entertainment, etc.

Collaborators must be wary of gifts and invitations that help to establish good business relations but may be considered to be a means of influencing a decision, favouring a company or an individual. Consequently, gifts can be likened to, or perceived as, active or passive corruption.

Avertim accepts symbolic and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) as long as the giving or receiving of gifts meets the following requirements:

1. It is not made with the intention of influencing the party to whom it is being given, to obtain a business advantage, or as an explicit or implicit exchange for personal favours or benefits.
2. It is given/received openly, not secretly.
3. It does not intend to alter the objectivity of the receiving party.
4. It is not made with the suggestion that a return favour is expected.
5. It complies with local law.
6. It is given in the name of Avertim, not in an individual's name.
7. It does not include cash or a cash equivalent (e.g., a voucher or gift certificate).
8. It is appropriate for the circumstances (e.g., giving small gifts at Christmas or thanking the company for helping with a large project upon completion).
9. It is not selectively given to a key, influential person, with the intention of directly influencing them.
10. It is not above a certain excessive value (as an indication, gifts received from or offered to an individual third party should not exceed €100 over a year, at least not without the prior approval

of the Senior Management).

11. It is not offered to, or accepted from, a government official or representative or politician or political party, regardless of the amount, at least not without a prior written approval of the Senior Management.

As a good practice, gifts given and received should always be disclosed to the Senior Management.

In conclusion

- Gifts and invitations may only be offered or accepted when they are of symbolic value in view of the circumstances, in full transparency with the Senior management, and if they do not cast doubt on the honesty of the donor or the impartiality of the beneficiary.
- These benefits shall in no way influence or appear to influence professional decisions and employees will only promote the interests of Avertim and exclude any personal interest.
- In any case, employees should not accept or offer any gifts (including and not limited to business meals, individual invitations, sporting or cultural events) between the moment of receiving or submitting a tender until the moment the negotiations are over (contract signed or declined).

ii. Donations, sponsorships and corporate patronage

Donations are advantages given in the form of money and/or contributions in-kind which are granted with a specific aim: research, training, protection of the environment, for charitable or humanitarian purposes, etc.

Requests for donations or contributions must be considered carefully, in particular those from people who are in a position to influence the activities of Avertim or who may, should the donation be agreed, derive personal benefit from it.

As part of its social policy, Avertim may decide to make occasional donations to charities, sponsor specific target groups or be a sponsor. Donations refer to anything of value offered by Avertim France to support charities without the company expecting any commercial advantage or compensation in return. Sponsorship differs from donations in that it is aimed at obtaining a specific benefit, such as strengthening the brand's image with specific groups.

It is necessary to investigate the beneficiary of the donation, sponsorship or patronage to ensure its legitimacy and to demonstrate that no link can be established with a person who would have decision-making power or influence at Avertim. Furthermore, these actions should only be carried out with and/or for the benefit of organisations whose reputation is not likely to be ethically challenged.

Therefore, any donation or sponsorship requires approval from the Senior Management.

Example: As part of my assignment, I have been asked to grant financial support for the organization of a cultural event. In such situation, I should not make any commitment on behalf of Avertim to the organization that asked me to do so, and I discuss the matter in advance with a Senior Management, who will be responsible for ensuring that the purpose of the project is in line with Avertim strategy and values.

iii. Conflicts of interest

Conflicts of interest may arise from any situation in which the personal interests of Collaborators are in conflict with their duties or responsibilities.

If circumstances give rise to a potential or proven conflict of interest, the concerned Collaborator must immediately report it to his/her business unit director. The latter must then write a report setting out the situation, the risks incurred and proposals for preventive measures to be taken, and send it to the Ethics Committee who will decide how to handle the situation: stop the discussion with the counter-part, have another employee continue the negotiation, etc.

Example: When willing to contract a service, a Commercial Manager receives several offers from different companies among which one is the property of a close relative of his/her.

It is a conflict-of-interest situation and he/she must inform his/her business unit director. The director will write a report and send it to the Ethics Committee who will choose the measures to be implemented, such as excluding the Commercial Manager from the decision-making process to select the subcontractor or even refusing to collaborate with the concerned subcontractor.

iv. Influence peddling and public official

Influence peddling is where an individual abuses his or her position or influence, whether real or implied, to influence a decision to be made by a public third party. It involves three protagonists:

- **The beneficiary:** the individual offering the advantages or donations to the intermediary.
- **The intermediary:** the individual who wrongfully uses the influence derived from his/her position.
- **The target who has decision-making power over a public instance:** public authority or administration, magistrate, etc.

Avertim prohibits any influence peddling actions.

v. Facilitation payments

Facilitation payments are unofficial payments (as opposed to legitimate and official duties and taxes), usually cash payment, paid to facilitate or accelerate any formalities, particularly those that are administrative in nature, such as permit or visa applications or customs clearance.

Avertim does not accept and will not make any form of facilitation payments of any nature.

Example: An application for a work permit to the administration for a future employee has been pending for over 3 months. Making a payment of €200 to an official of that administration would speed up the procedure and allow the visa to be issued within 8 days, allowing the future employee to start work as soon as possible. Such a facilitation payment is strictly prohibited within Avertim Group.

vi. Partnership/mergers and acquisitions

Within the scope of its partnerships, mergers and acquisitions, the reputation of Avertim may be significantly affected by its partners and their actions.

Moreover, in case Avertim acquires all or part of another company, Avertim may be held liable for unlawful events performed by the target prior to the acquisition.

It is essential to deal only with partners who uphold the rules of integrity, values and principles of Avertim. Consequently, no transaction may be pursued until all elements of doubt, if any, have been lifted following proper due diligence.

III. Implementation

A. Ethics Committee

Avertim has established an Ethics Committee to set the governance rules and assess any reported ethics-related issue and take appropriate measures accordingly.

Avertim is committed to protect any Avertim stakeholder who, in good faith and without self-interest, reports any incident of which they have become aware in exercising their duties that are unlawful or contrary to the public interest. These may include a crime, offence, or a serious risk to public health or to the environment. In economic terms, these may also include the offences of corruption, influence peddling, etc.

In addition, the Ethics Committee commits to:

- Make this Anti-Bribery Policy available to all Collaborators and business partners;
- Address all reports, according to the procedure established in the [Avertim's Ethics Committee Policy](#);
- Handle reports with diligence, confidentiality and in accordance with the presumption of innocence;
- Evaluate the facts objectively and impartially;
- Implement appropriate remedial and/or disciplinary measures.

Please refer to the Avertim Ethics Committee policy for further information.

Contact : ethics.committee@avertim.com

B. Raising awareness among Collaborators

Collaborators are required to familiarise themselves with this Code and attend the training sessions organised under the responsibility of the Ethics Committee.

Awareness-raising is carried out with new Collaborators involved in sales, purchasing or financial activities as soon as they take up their function.

C. Penalties for breaching the Policy

Collaborators may be held personally liable for failures to uphold the Anti-Bribery rules and may face disciplinary measures as set out in the group's internal rules without prejudice to any criminal or administrative penalties, depending on applicable legislation.

D. Bookkeeping and internal controls

When carrying out controls, the finance department of Avertim, its internal and/or external auditors/financial advisors should keep a close eye on instances of concealed corruption in the books, ledgers, and accounts. Should such case arise, it should be reported to the Ethics Committee.

Collaborators working on these assignments must be particularly vigilant that the accounts are accurate and sincere.

E. Due diligence in business relationships

It is necessary to check the worthiness of any partner and the integrity of the business relationship. It is a case of assessing the intrinsic quality of the partner (criminal record, sanctions, reputation etc.).

By performing a due diligence on its partners prior to entering into a business relationship, Avertim guards against any reputational risk or risks of sanctions associated with unlawful practices.

F. Checking and monitoring the implementation of the Policy

Every Collaborator is bound by the terms of this Anti-Bribery Policy.

Each governance body of Avertim (Board of Directors, Ethics Committee, etc.) shares the responsibility to ensure that business practices are compliant with this Code : tone at the top.