



## Anti-Corruption Code of Conduct

COMMUNICATION				
PUBLIC <input type="checkbox"/>	INTERNAL <input type="checkbox"/>	CONFIDENTIAL <input type="checkbox"/>		BUSINESS SECRECY <input type="checkbox"/>
✓	Group <input type="checkbox"/>			
Version	Date	Written by	Sponsor	Validated by
V1	30/08/2018	C.BRICENO/J.COSTA	D.COHEN	COMEX

## PREAMBLE

As a responsible player, RAJA is implementing an internal procedure to detect and prevent potential acts of corruption related to national or international business transactions or procurement. This Code of Conduct, which is based on the Group's values, will enable us to work actively with our internal and external stakeholders. Our customers and partners expect ever higher levels of probity and transparency, while regulatory requirements are becoming increasingly stringent. We must therefore exceed their expectations and strive daily to improve our working methods.

Anti-corruption regulations are very strict and the legislation of certain countries in which the RAJA Group operates holds both the natural person and the company liable for acts of corruption committed anywhere in the world. Such legislation punishes active and passive corruption, and even the mere intention of engaging in corruption. These laws do not differentiate between corruption of public officials (civil servants, elected representatives, etc.) and that of private agents (employees, consultants or intermediaries, etc.).

In France, the Sapin II Law, i.e. the *law on transparency, the fight against corruption and the modernisation of economic activity*, defines the legal framework for the prevention of corruption.

Corruption represents an obstacle to the economic development of countries where it prevails. Furthermore, it damages the image and reputation of the company involved. Corruption may cost the freedom, health, resources, reputation and even the lives of those implicated. It may be used to fund terrorism and is facilitated by money laundering.

These new legal requirements that the Sapin II Law imposes on the company should not be taken as an additional constraint, but as a tool at the service of the company's competitiveness and growth in the context of a new international legal framework which places ethics and the prevention of corruption at the core of its concerns and to which end several international organisations strive to ultimately establish a *fair-level playing field* for all economic operators.

RAJA is committed to a zero tolerance policy towards any form of corruption. The aim of this Code of Conduct is to transmit definitions, rules and clear guidelines to staff in order to fight against this scourge.

I would therefore ask that you read this Code of Conduct carefully, and that you apply and advocate it within your scope of activity, in order to protect yourself, the Group and its stakeholders.

Danièle Kapel-Marcovici  
Chief Executive Officer



## PRINCIPLE

Article 17 of the Sapin II Law provides that:

'The CEOs, managing directors and managers of a company employing at least five hundred staff, or belonging to a corporate group whose parent company headquarters are registered in France; with at least five hundred employees and for which the turnover or consolidated turnover exceeds €100 million, are required to take the necessary actions to detect and prevent acts of **corruption or influence peddling**, in France or abroad.

This Code of Conduct forms part of the measures aimed at detecting and preventing acts of corruption and influence peddling. It defines and explains the types of behaviour to be prohibited. It is incorporated in the internal regulations of RAJA.

## SCOPE OF APPLICATION

The RAJA Code of Conduct applies to **all staff members of the RAJA Group** and its subsidiaries worldwide, subject to specific provisions relative to the fight against corruption in each country where RAJA is established. It also applies to **all legal representatives** of the RAJA Group and its subsidiaries worldwide.

Without prejudice to possible applicable criminal or civil sanctions, any member of staff who breaches this Code of Conduct will be subject in France to one of the disciplinary measures provided for in the internal regulations of the entity concerned.

Staff members of subsidiaries located in other countries will be subject to the sanctions provided for in the internal regulations of each subsidiary and the legislation in effect in the country of establishment.

**RAJA suppliers and business providers**, and in general, **third parties with whom the Group has business dealings** of any nature, are also required to comply with the provisions of the present Code of Conduct when doing business with or on behalf of RAJA. The present code will therefore be included as an annex to the relevant contracts. Suppliers and business providers are thus required to return the signed document to RAJA, proving they have read and undertaken to comply with the Code of Conduct.

The French-language version constitutes the document of reference in France and the English version the document of reference outside of France.

The RAJA Anti-Corruption Code of Conduct can be found on the RAJA intranet site.

## CORRUPTION

### DEFINITION

Corruption is defined as the perversion of a process or interaction with one or more persons with the purpose, for the corrupter, of obtaining specific advantages or other prerogatives and/or for the corrupted of obtaining remuneration in exchange for their complacency.

It consists in offering, suggesting, giving, accepting or requesting an advantage with the intention of committing an unlawful act, contrary to ethics or corresponding to a breach of trust. Such

advantages may be in the form of a gift, a loan, expenses, a reward or any other form of compensation (taxes, services, donations, favours, etc.).

Corruption thus implies, for the guilty party, a breach of duty. French criminal law recognises two forms of corruption:

- **Active Corruption:** The **offer or donation** of any object of value or benefit, in order to obtain an unfair advantage.
- **Passive Corruption:** **Requesting, accepting or receiving** any object of value or advantage in order to influence an action.

Under the French Criminal Code, active and passive corruption are prohibited and heavily sanctioned, notably under Articles 435-1, 435-3, 445-1 and 445-2. These two offences, while complementary, are considered as separate and independent. They may be prosecuted and judged separately and the punishment of one does not in any way subordinate the sanctioning of the other.

Relative to public procurement, heavy criminal sanctions also prohibit perpetrators and accomplices from committing any act or operation likely to constitute an offence of **favouritism, unlawful taking of interest, misappropriation, corruption and/or influence peddling** as provided for in Articles 432-10 to 432-13 of the Criminal Code.

## RULES AND PRINCIPLES

***RAJA does not accept any form of corruption, whether active or passive. You must refuse any request made to you personally, to a member of your family, or a friend and you must not, under any circumstance, suggest or offer an advantage in order to bribe someone.***

RAJA supports its staff members who refuse to commit an act of corruption and will not sanction a member of staff who has refused to commit an act of corruption.

However, if you are guilty of an act of corruption, this will result in disciplinary measures up to and including termination of employment and criminal sanctions of up to 10 years' imprisonment and a €150,000 fine.

## GIFTS AND INVITATIONS (RECEIVED OR OFFERED)

### DEFINITIONS

**Gifts:** Gifts are advantages in various forms, given or received in thanks or as a sign of friendship. This includes, in particular, gifts offered at the start of a business relationship, in the context of a traditional celebration or a personal or professional event.

**Invitations** include:

**Hospitality:** Accommodation, meals or transport.

**Entertainment:** Any cultural, sporting, or other event, to which you are invited or to which you invite a customer or partner.

## RULES AND PRINCIPLES

Accepting or offering a gift may constitute a legitimate means of building good business relationships. Nevertheless, it is important that these advantages are not used to unfairly influence a decision or that they should be perceived as such.

***Exchanging gifts or invitations may contribute to improving business relationships but may also lead to a conflict of personal and professional interests.***

***Gifts and invitations may affect independence of judgement in relationships between business partners.***

***When you receive or offer gifts or invitations, the general principle is total transparency with regard to your hierarchy, to remain within reason and to question the way this gesture may be perceived publicly. Gifts and invitations offered by RAJA staff members are limited to our business relationships and must not be offered to family members or friends of the person with whom you have business dealings.***

## TRIPS AND INVITATIONS

RAJA Group recommends that you keep invitations and travel expenses to a minimum. In any event, the following principles must apply:

<b>In all cases</b>
Comply with the instructions defined by your Management within the budgetary framework. Provide receipts of all expenses incurred, including a description of the activities, the name of the person concerned and the purpose of the invitation.
Trips and invitations must be inherent to business meetings or a sales event. Leisure and cultural activities may be included if they represent a marginal share of the time allotted and if they are ethically acceptable.
Travel, accommodation and all other related costs must be within reason and compatible with the travel practices of the Group.
<u>We must not:</u> <ul style="list-style-type: none"> <li>- Accept gifts or invitations unless they are clearly symbolical in value;</li> <li>- Receive or offer gifts in the form of cash.</li> </ul>

<b>If you invite</b>	<b>Or if you are invited</b>
RAJA must pay travel and hotel expenses, etc. directly. Expenses must not be paid to the guest. Costs which are not strictly linked to the mission (extension of the trip for personal purposes, additional expenses or services) will be at the guest's expense.	Travel expenses must be paid directly to the service provider by your host. Costs which are not strictly linked to the mission (extension of the trip for personal purposes, additional expenses or services) are at your own expense.

## EXAMPLES

<p><i>Q: In the framework of my business dealings, I organise numerous trips, seminars and meetings. The hotel in which I often book rooms for RAJA staff has offered me a weekend for my family, free of charge. This is very kind of them...can I accept?</i></p>	<p>A: No. Even if you do not benefit directly from the gift, by accepting it, you will find it more difficult to remain impartial when you make new bookings on behalf of RAJA. You must refuse the offer politely and explain clearly why.</p>
<p><i>Q: Could I offer a RAJA customer tickets for a concert I cannot attend myself?</i></p>	<p>A: A representative of RAJA must be present and able to carry out his/her professional duties during this event. The same rule applies when a supplier invites you. An invitation must be within reason and customary with regard to your professional duties, and the inviting party must attend.</p>

## PATRONAGE, SPONSORSHIP AND SUPPORT FOR NON-PROFIT ORGANISATIONS

### DEFINITIONS

- **Sponsorship:** Material aid (funds, goods or other) provided to an event, person, product or organisation for direct promotional benefit.
- **Patronage:** Material aid (funds, goods or other) provided to a person or entity with the purpose of disinterestedly carrying out activities in the public interest without any direct promotional benefit.
- **Non-profit organisation:** A group of people permanently pooling their knowledge or activity for a purpose other than to share profits.
- **Foundation:** An organisation which seeks to provide specific aid and raise funds for charity.

### RULES AND PRINCIPLES

***Sponsorship, patronage, membership or funding of a non-profit organisation, or the funding of a foundation must never:***

- ***Have, or appear to have, the purpose of unduly influencing the acquisition of a contract***
- ***Create a conflict of interest***
- ***Create a potential collusion***
- ***Infringe upon local law or regulations***

***All such contributions must be public and are not acceptable for:***

- ***For-profit organisations***
- ***Organisations whose aims are not strictly in keeping with our ethical principles and may harm the image of the Group***

## GUIDELINES

Never request or accept the patronage of a supplier for yourself or your family.

### INTERMEDIARIES

75% of acts of corruption involve business intermediaries or local agents. Such individuals can intervene on behalf of the company and pay bribes or facilitation payments without RAJA's knowledge.

The laws and regulations relative to anti-corruption do not differentiate between employees and intermediaries working on behalf of a company. Consequently, acts committed by a third party acting on behalf of the company come under RAJA's liability, as do acts of corruption committed by the company or its staff.

## DEFINITION

**Intermediary:** A person or entity who facilitates contacts and/or business dealings between one or several parties.

## RULES AND PRINCIPLES

### *Each intermediary must:*

- ***Be subject to prior assessment before entering into a relationship. This assessment must be carried out periodically for long-term dealings, or upon each renewal of the contract***
- ***Sign a contract prior to commencing their activities, which clearly defines their task and its duration***

## GUIDELINES

Be vigilant when preparing or modifying a contract. Seemingly lawful contractual engagements may conceal the payment of bribes or facilitation payments for which you will be held liable. Particular care must be given to any changes relating to remuneration, its nature, the place and means of payment or the inclusion of new costs or exceptional refunds.

You must also pay close attention to people in contact with the intermediary in the framework of their duty (employees, consultants or local agents, etc.). Extreme caution must be exercised when a public agent insists on recommending one business intermediary in particular.

## EXAMPLE

*Q: My intermediary is asking me for a contractual amendment in addition to an increase in their remuneration due to the negotiation difficulties they are facing...what should I do?*

A: Check with your Legal Affairs department.

Be wary of:

- A large increase in remuneration or commission;

	<ul style="list-style-type: none"> <li>➤ Declarations of expenditure with suspicious headings;</li> <li>➤ An intermediary wishing to recruit another intermediary or sub-contractor without any real justification;</li> <li>➤ Remuneration which is predominantly performance-related.</li> </ul>
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**POLITICAL CONTRIBUTIONS**

**DEFINITION**

Political contribution implies any monetary or non-monetary contribution in support of a political movement. It may be in the form of a gift, goods or services, or publicity or advertising for the ideas of a party. It may also be in the form of tickets purchased for fund-raising events.

**RULES AND PRINCIPLES**

*The RAJA Group applies the principle of non-interference in the workings of the public authorities and is committed to a principle of neutrality. No RAJA subsidiary in the world donates to political parties.*

**FACILITATION PAYMENTS**

**DEFINITION**

**Facilitation payments:** A facilitation payment is a sum of money paid to a public agent in order to accelerate an administrative procedure. Facilitation payments are specific acts with the sole purpose of accelerating the administrative procedure.

A facilitation payment must be differentiated from an official accelerated procedure provided by the administration in exchange for a legal rise in fees.

**RULES AND PRINCIPLES**

While facilitation payments are tolerated in certain countries, they are nevertheless strictly prohibited elsewhere and considered as acts of corruption. Facilitation payments are subject to prosecution.

*The RAJA Group prohibits all facilitation payments.*



## GUIDELINES

To obtain official documents rapidly, the administration in question may suggest a fast-track procedure in return for an increase in administrative fees. You must comply with the legal requirements to obtain official documents. Always request a receipt for payments made.

In the event of extortion with serious threats to physical safety, you are advised to keep a written record confirming the request for payment. In any event, you must notify the authorities of the incident as soon as possible.

## INFLUENCE PEDDLING

### DEFINITION

Influence peddling is the use of one's influence to obtain preferential treatment, in return for money or other favours.

It can take the form of a promise or offer of a gift (money or goods) or any other favour for a person, if they use their influence with public authority to promote the interests of a natural or legal person. Accepting and requesting donations are punishable to the same extent.

**Lobbying:** Lobbying may contribute to the quality of public policy-making by providing useful knowledge and data to decision-makers. Nevertheless, a lack of transparency in lobbying may also result in unfair advantages for certain interest groups. Non-ethical lobbying leads to unfair competition or consented legislative arbitration which is harmful to the public interest.

### RULES AND PRINCIPLES

***Using a professional network and lobbying are legitimate actions when they are transparent, ethical and responsible.***

***However, such influence may conceal acts of direct or indirect corruption which are not acceptable. Influence peddling is a crime and is strictly prohibited within the RAJA Group.***

### GUIDELINES

Be careful when you offer any form of advantage (gifts and invitations). Ensure that your associate does not find themselves accountable to you and that you do not seek, either directly or indirectly, a favour in return.

Research and carefully assess your business relationships that may have a direct or indirect link with politicians or public servants (see § Suppliers and Service Providers).

The recruitment of employees or business intermediaries must be in strict compliance with Group procedures.

## COLLUSION

### DEFINITION

**Collusion:** Collusion is an agreement between two parties, from the public and/or private sector, to implement actions in order to obtain an unjustified or unlawful advantage (financial, political or other).

### RULES AND PRINCIPLES

***Collusion comprises various criminal offences and can seriously harm the reputation of a company.***

***RAJA prohibits all acts of collusion or unlawful agreements.***

### GUIDELINES

In your business dealings with third parties, be careful not to enter into any agreement which could unfairly prejudice the interests of another company, customer or the RAJA Group itself.

## CONFLICT OF INTERESTS

### DEFINITION

A conflict of interest exists when the personal interest of an employee is contrary to the interest of the company. Staff members must prevent or avoid any situation which could lead to a real or apparent conflict between their personal interests and those of the Group. The personal interest of a staff member includes any favour on their behalf or that of their family, friends, acquaintances, individuals or organisations with whom they have or have had business dealings or connections. A conflict of interest arises when a personal interest influences a staff member in their decisions and the impartial execution of their professional duties and responsibilities. The following situations are thus likely to constitute a conflict of interest:

- The negotiation of a contract on behalf of RAJA for which the employee retains a personal interest, even indirectly;
- The use of confidential RAJA information, obtained in the framework of one's employment, to one's personal advantage or to the advantage of a third party;
- If the situation is in direct or indirect competition with RAJA;
- The use of RAJA resources for the personal interest of the employee (*office equipment, working time or intellectual property, etc.*).

### RULES AND PRINCIPLES

***As the market leader, RAJA must be particularly attentive to conflict of interests.***

***With regard to real or potential conflict of interest, the golden rule is to reveal and disclose all the facts to enable a thorough analysis of the situation. On taking up employment, or in the event of a change in your circumstances, it is essential to notify the Human***

**Resources Department, in writing, of your interests outside of the RAJA company which are likely to create or connote a conflict of interest.**

## **SUPPLIERS AND SERVICE PROVIDERS**

### **DEFINITION**

A supplier or service provider is any legal or physical entity from which the RAJA Group purchases goods or a service, regardless of its nature.

In order to comply with our ethical and regulatory requirements, we must assess a third party when purchasing their goods and/or services.

### **RULES AND PRINCIPLES**

***The choice of suppliers and service providers is made by the qualified staff of the company assigned to this role. RAJA selects its suppliers and service providers on the basis of objective and physically verifiable criteria.***

***This choice is made in accordance with the principles of impartiality and independence, on the basis of integrity, quality and efficiency, ensuring sufficient competition for each demand.***

### **GUIDELINES**

Before engaging RAJA in business dealings, qualified staff must ensure that that the third party in question is (i) capable of fulfilling their engagements, (ii) financially sound (iii) in compliance with the regulations applicable to their activity and (iv) in line with our ethical principles.

Furthermore, each business relationship with whom we work must:

- Be selected via a transparent, open and competitive call for tender procedure;
- Have a clear and specific task;
- Undergo periodical assessment.

***It must be noted that all regular and/or key suppliers, sub-contractors and any other entity working for RAJA must comply with the RAJA Group's Ethical Charter and Anti-Corruption Code of Conduct.***

During the term of the contract, you must remain attentive to your business relationship and their activities. If your business relationship presents a medium-to-high risk due to their location or activity, you are advised to carry out an annual reassessment.

## **ACCOUNTING AND FINANCIAL DOCUMENTS - THE FIGHT AGAINST MONEY LAUNDERING**

RAJA is required to ensure that all the information provided in its financial and other documents is accurate, correct and truthful. These factors are vital to the honest, efficient and lawful conduct of its business. RAJA considers it essential that its staff comply with the ethical rules relative to finance, in particular in the use of their expertise, value judgement and the actions which are required of them. This is not only a question of avoiding criminal risk, but also of securing the trust of our partners, which is vital to our longevity.

## RULES AND PRINCIPLES

***Financial records, accounts and statements of the various entities of the Group must accurately reflect the operations carried out.***

***RAJA also ensures that its activities do not serve to launder money gained from criminal activities.***

## GUIDELINES

At all times, we must:

- Follow internal verification procedures with regard to our customers;
- Cooperate with internal and external auditors;
- Not accept cash transactions for amounts exceeding €1,000.

## INTERNAL ALERT PROCEDURE

The internal alert procedure enables staff members to raise an alert in the event of practices or situations which are contrary to this Code of Conduct. Situations contrary to the Code of Conduct may include, for example, conflicts of interest which could result in the committing of criminal offences.

The aim of the internal alert procedure is to identify behaviour contrary to the Code of Conduct, in order to stop it, sanction the perpetrator where necessary and update the risk map to avoid the recurrence of such actions.

This procedure also guides staff on the proper conduct to adopt in a particular situation. If there is any doubt about the lawful or unlawful nature of an action, staff members may share their concerns with their senior officers or with the Ethics Committee at the following secure address: [ethics@raja.com](mailto:ethics@raja.com)

Given that the Sapin II Law provides for two alert procedures, i.e. the mechanism relative to the acts mentioned in Article 6 of the Sapin II Law and the mechanism for reports from employees relative to conduct or situations in breach of the Code of Conduct (internal alert), as provided for in Article 17, RAJA has chosen to implement a single technical measure to collect both types of alert.

This measure is described in the professional whistleblowing procedure of the RAJA Group.

For all queries about the alert procedure, do not hesitate to contact the Group Head of Consolidation and Audit: [jonathan.costa@raja.fr](mailto:jonathan.costa@raja.fr) or the Group Head of Legal Affairs /DPO [carmen.briceno@raja.fr](mailto:carmen.briceno@raja.fr)

or the ethical representative in your country. You may also consult the **Orientation and Protection Guide for Whistle-Blowers** by the French Ombudsman, via the following link:  
[https://defenseurdesdroits.fr/sites/default/files/atoms/files/170616\\_guide\\_lanceurs\\_dalerte.pdf](https://defenseurdesdroits.fr/sites/default/files/atoms/files/170616_guide_lanceurs_dalerte.pdf)

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