



Commitment, trust and audacity are the unifying values of LIM Group.

In this regard, our collective commitment is a major asset. This commitment must be embodied by us ethically at all times and everywhere. It implies the solidity and sustainability of the Group and its reputation.

That is why we have decided to publish this LIM Group Anti-Corruption Code of Conduct, which we should all follow in our daily work.

We are counting on each and every one of you to apply these principles and thus contribute to the reputation of LIM.

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CEO LIM Group

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### 1.1. OUR VALUES



Commitment, trust and audacity are the unifying values of LIM Group and its affiliated companies.

This commitment is expressed in the loyalty, transparency and ethics of the Group, which promote its shared values and ensure its sustainability.

To this end, LIM Group is committed to the fight against both active and passive corruption in all its forms, targeting both public and private sector stakeholders. Bribery and influence peddling are violations of probity and integrity and can have serious consequences for the company.

Moreover, these prohibited acts are punishable criminal offences, engaging the personal responsibility of their perpetrators and, in some cases, that of LIM Group.

LIM Group complies with applicable anti-corruption laws and regulations:

- The OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the United Nations Convention against Corruption,
- Anti-corruption laws in force in the countries where the group's subsidiaries operate,
- French anti-corruption laws and regulations, including the Sapin II Law No. 2016-1691 enacted on 9
   December 2016 on transparency, the fight against corruption and the modernisation of economic life,

Under the Sapin II Law, LIM Group may be subject to audits by the French anti-corruption agency (l'Agence Française Anticorruption) and is required to develop specific measures to prevent and detect any risk of corruption and influence peddling.

#### 1.2. OUR OBJECTIVES

Through this Code of Conduct, LIM Group aims to prevent and detect acts of corruption in a clear and effective manner.

This Code serves as a reference for the Group's employees in order to support them to identify an act of corruption right through to reporting of it. It presents various situations that may arise in order to identify them more easily, explains the behaviour to adopt in order to act effectively, and provides the context for the whistleblowing procedure.

As the Code cannot be exhaustive, in view of the many situations that may arise, employees may consult their line managers or the Group's legal department.

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#### **1.3. RISKS**

If the acts of bribery or influence peddling cannot be considered to have been carried out in the interest of and/or on behalf of LIM Group and its affiliated companies, the perpetrators risk criminal conviction on this basis.

Indeed, any natural person carrying out an act of bribery or influence peddling risks a prison sentence of up to 10 years and a fine of up to 1 million euros.

Additional penalties are also possible (ban on working, confiscation of assets, deprivation of civil rights, etc.). In some cases, the company may also be fined a high amount, up to double the amount involved in the infringement.

The company's reputation will be damaged and it may also be subject to civil penalties for the infringement (termination of contracts, compensation for possible damage, etc.).

The perpetrators of the offence may be held liable even if the offence has not had any effect and remained only at the stage of a promise or proposal.

#### 1.4. SCOPE

This Code of Conduct applies to all employees of LIM Group and its subsidiaries. All employees undertake to comply with it and to participate in the internal training sessions organised on the subject.

The Code is global in scope and is also binding on all external persons and those working occasionally for the Group, such as subcontractors, suppliers, partners, etc.





## Corruption is a crime that can take many forms. It is therefore important to be able to identify the main offences that characterise it.



#### 2.1. BRIBERY

This crime can take many forms. Bribery can be active or passive. It can also be directed at a private or public person.

#### > ACTIVE BRIBERY

In this case, one person (the briber) will directly (or indirectly) propose offers, gifts, promises or advantages of any kind, for their own benefit (or for the benefit of a third party), to another so that they perform (or refrain from performing) an act within their role.

To guarantee the Group's exclusive presence at a major sporting event, a sum of money/products is offered to the organiser.

Example

#### ▶ PASSIVE BRIBERY

In contrast, passive corruption is when a person (the bribe-taker) seeks (directly or indirectly) offers, promises, gifts, presents or benefits of any kind, for themselves, to perform (or to have performed), or to refrain from performing (or to have refrained from performing) an act within their role or facilitated by their role.

#### Example

An employee accepts a competitor's offer to pay them a sum of money, give them benefits (invitations to a sports event, gifts, etc.) in exchange for information about the company.

#### ▶ BRIBERY OF PUBLIC OFFICIALS

In the case of public bribery, the bribe-taker is a public official (any person who has public authority, is entrusted with a public service mission, holds a public elected office, is employed by a public international organisation, or is a company in which a State or public entity holds shares/participations). Conversely, bribery is considered private when the bribe-taker is not a public official.

It is important to note that an act of bribery of a public official can also be active or passive, and can be found when the benefit is given to a close relative or someone acting on behalf of the public official.

#### Example

A sum of money is paid by an employee to a customs officer in order to prevent the control of goods or to release goods.



The scope of an act of bribery is wide, so even if the benefit is offered or received through a third party, or the benefit and the response do not occur at the same time, the offence has taken place. Similarly, if the employee does not receive any direct or indirect profit, the offence of bribery may still be punished.

#### SANCTIONS IN FRANCE

The offence of bribery is punishable by five years' imprisonment and a fine of €500,000. Where bribery targets a public official, the prison sentence can be up to 10 years and the fine up to €1 million. The amount of the fine may be increased to twice the amount of the offence and may be accompanied by the additional penalties mentioned above.

## 2.2. INFLUENCE PEDDLING

The offence of influence peddling is divided into two distinct offences: active and passive influence peddling. As with the offence of bribery, influence peddling can be carried out between private persons or with a public official.

#### > ACTIVE INFLUENCE PEDDLING

In the case of active influence peddling, the offence is established when one person proposes to another (or gives in to their requests) to use their (real or supposed) influence, directly or indirectly, in order to obtain a decision favourable to them, which, in return, will give them a benefit.

#### **▷ PASSIVE INFLUENCE PEDDLING**

Influence peddling is passive when a person uses their real or supposed influence directly or indirectly in order to obtain a favourable decision from another person who, in return, will grant them a benefit that they have requested or accepted.

#### Example

An employee gives money to a civil servant to influence the awarding of a public contract for the benefit of the company.

#### **Example**

A magistrate uses their influence to obtain a favourable judicial decision for a relative of an employee, in return for the payment of a sum of money or benefits.

#### SANCTIONS IN FRANCE

The offence of influence peddling is punishable by five years' imprisonment and a fine of €500,000. Where influence peddling targets a public official, the prison sentence can be up to 10 years and the fine up to €1 million. The amount of the fine may be increased to twice the amount of the offence and may be accompanied by the additional penalties mentioned above.







As bribery and influence peddling cover a wide range of offences, there are many situations in which they can occur. The following points list, in a non-exhaustive manner, sensitive situations and risks that could be encountered in the context of the Group's activity, and for which LIM Group calls for particular vigilance.

These risks of corruption will require special attention and that is why LIM Group proposes a series of instructions to protect all its staff and the company, as well as behaviour to adopt in order to report on these practices.

Following a review and mapping of the corruption risks identified for LIM Group and its subsidiaries, the following situations are consider to be at risk.

The list is not exhaustive:

- Gifts and invitations

- Sponsorship

- Business partners

- Representation of interests

- Facilitation payments

- Conflicts of interest

- Patronage

If there is any doubt, whether or not a situation is covered by this Code of Conduct, you should contact your line manager or the legal department.

#### 3.1. GIFTS AND INVITATIONS

Gifts and invitations help to foster good business relationships. However, in some cases such gifts may be considered as acts of corruption when they do not comply with the rules of this Code and applicable laws. These rules apply to any gift or invitation offered or given in the context of business relationships, to clients, business partners, etc.

For a company, offering a gift or an invitation with no expectation of something in return can be a manifestation of its attachment to certain values or traditions (at Christmas, Easter, etc.), or part of its sales promotion strategy (promoting or demonstrating a product, etc.) i.e., as part of normal business life.

Example of a permissible invitation

As LIM Group is an active participant in the organisation of numerous sports events, the fact that its companies occasionally offer invitations to its employees, clients or prospects is part of its public relations policy.

'Gifts' are considered to be any means of payment, advantage, product, service or benefit such as a sum of money, a loan, a discount, any form of hospitality, a free extra, etc.

'Invitations' are invitations to any event, entertainment, travel, accommodation, and meals, such as an invitation to a sporting event.

Some gifts and/or invitations may conceal the existence of a consideration that would expose the perpetrator to corruption and therefore to criminal conviction. This is particularly the case when the gifts or invitations offered (and/or accepted), directly (or indirectly), have as their sole purpose the performance or non-performance of an act within the role of the person receiving them. Some clues as to the legality of a gift or invitation:

The low value of the gift

The frequency with which gifts are offered, over a given period

- The time when the gifts are given (whether it is a sensitive time, such as the conclusion of a contract, or not)

Once all these indicators have been assessed, and if there is any doubt about the legality of a gift or invitation that will be offered or accepted, it is advisable to turn to your line managers or to the legal department, who will authorise or prohibit the operation.



#### **PROHIBITION**

As a matter of principle, all LIM Group employees are prohibited from requesting, accepting, offering or giving gifts and invitations if their purpose is to induce, reward or influence behaviour. However, certain leeway is granted in the case of gifts and invitations of low value, in accordance with commercial practice and/or local regulations, of a reasonable amount, and after authorisation by line managers or the Group's legal department.

A special regime applies to public officials: any gift or invitation to them is strictly prohibited, unless it is of a symbolic amount, complies with the applicable legislation, is not intended to influence or obtain a consideration from the official and has been authorised by the line manager.

Example of a prohibited gift:
An employee of the Group offers invitations to a renowned equestrian competition to a future partner when negotiating a contract, in return for the inclusion of an advantageous clause in the contract.

#### 3.2. BUSINESS PARTNERS

#### Example

The business partner resorts to corrupt acts in order to carry out their tasks, which may then damage the reputation of LIM Group

LIM Group maintains numerous relationships with commercial and business partners (service providers, suppliers, subcontractors, clients, intermediaries, etc.). These relationships can conceal corrupt acts, so care should be taken. Indeed, although each employee is responsible for their own actions, they may also be affected by the actions of their partners.

It is necessary to take all the necessary precautions from the moment the partner is selected and the parties are committed, to ensure the probity and transparency of the partnership. It is also important to ensure that the benefits:

- Are legal and legitimate,
- Correspond to a real need in the company,
- Are granted in return for a price commensurate with the service provided.

Checks may be carried out to ensure that the services provided correspond to what was agreed in the contract.

If there is any doubt or suspicion about the nature of a business relationship with a business partner, you should contact your line manager or the legal department.

#### 3.3. FACILITATION PAYMENTS

Facilitation payments are payments, usually small and unofficial, intended to facilitate or accelerate the performance of routine administrative acts or procedures by public officials. [Note that this does not include mandatory administrative fees]

Such payments are strictly prohibited and cannot be exempted. If there is any doubt or suspicion about the nature of a request for a payment, you should contact your line manager or the legal department.

#### Example

During customs verification operations: if an officer makes clearance conditional on the payment of a sum to obtain a quicker release, this is a facilitation payment



#### 3.4. PATRONAGE

'Patronage' is defined as the material support given, without any counterpart on the part of the beneficiary (or without disproportionate counterpart, amounting to a maximum of 25% of the donation in France), to an endeavour or a person for the exercise of activities of general interest. It involves the payment of a donation (in cash, kind or skill) to not-for-profit organisation.

The risk of such donations is that they can amount to corruption, when they are given in order to obtain an undue advantage in return.

Therefore, it is necessary to verify and ensure the legality of the donation by:

- Ensuring compliance with national rules and the authorisation of the company's general management, the integrity of the receiving entity;
- Formalizing the operation and the conditions of the donation;
- Checking for the absence of personal or private interests;
- Keeping the relevant documents in case of an audit.

If there is any doubt or suspicion about the nature of a donation, you should contact your line manager or the legal department.

#### 3.5. SPONSORSHIP

Example

In the context of patronage, it is

exchange for a commitment by them to carry out certain

activities not directly related to

prohibited to offer to pay the

recipient of the donation in

the donation.

# Example of prohibited sponsorship

An organiser of an equestrian competition approaches LIM Group to enter into a sponsorship agreement for the event, and to this end, agrees to purchase a significant number of LIM Group products.

'Sponsorship' is a financial and/or material contribution to a social, cultural or sporting action, with a view to obtaining a benefit. LIM Group's brands will thus benefit from the reputation of a partner, an event or an ambassador in order to increase their visibility, the notoriety of their brand and their products.

In contrast to sponsorship, the company does not make a donation, the action is self-serving. However, the advantage obtained in return must not be unjustified (unbalanced, personal, not provided for contractually, etc.).

If there is any doubt or suspicion about the nature of sponsorship, you should contact your line manager or the legal department.

#### 3.6. LOBBYING

The purpose of lobbying is to promote the company's values, activities and services by providing objective information to public officials, administrative authorities, members of the government, members of parliament, any person holding a public elective mandate, etc.

The aim of the operation is to influence a public decision, in particular the content of a law or a regulatory act.

This activity is authorised when it is supervised, clear and transparent, and when its purpose is to contribute to the company's performance while respecting the legal and regulatory obligations in force.

#### Example

Attempting to obtain unpublished information from a public official by fraudulent means or undue advantage through lobbying is prohibited.

However, this action can be risky and lead to corruption and influence peddling. If there is any doubt or suspicion about the nature of a lobbying activity, you should contact your line manager or the legal department.



#### 3.7. CONFLICTS OF INTEREST

A conflict of interest is characterised when a private or public official has personal interests that conflict with the interests of the company/organisation in which they work, which may influence their decision making, contravene the principle of loyalty or harm the interests of the Group.

Having a conflict of interest is not in itself illegal, however, in some cases it may amount to corruption.

All employees should be transparent and report any sensitive situation to their line manager. The line manager will assess the situation and take the most appropriate course of action in terms of the Group's interests, which may include asking the employee to withdraw from the assignment.

If there is any doubt or suspicion about the nature of an action, decision, or contribution, you should contact your line manager or the legal department.

#### Example

When looking for a subcontractor, it turns out that one of the companies in question is run by the spouse of the employee who is in charge of selecting the service provider. The conflict of interest of this employee may lead them to choose the company where their spouse works, to the detriment of the company's interest, by illegitimately awarding the contract.





#### 4.1. CORPORATE WHISTLEBLOWING SYSTEM



An Anti-Corruption Whistleblowing System has been established by LIM Group.

The Code of Conduct is available to any employee of the Group, whether internal or external, who believes that a legal or regulatory provision or this Code of Conduct is not being complied with.

In case of suspected or proven doubt, the employee may report the situation or behaviour to their direct or indirect supervisor, to Human Resources or to the legal department.

The employee will be able to benefit from whistleblower status, which will allow them to remain anonymous. Several conditions must be met:

- They must report a situation or behaviour that is suspicious or proven to be contrary to national laws and regulations or to this Code of Conduct;
- They must be acting in a disinterested manner and in good faith;
- They must have personal knowledge of the information reported.

#### 4.2. ROLE OF THE COMPANY AND ITS EMPLOYEES

LIM Group aims to promote a culture of ethics, transparency and trust.

To this end, all Group entities shall ensure the proper application of this Code of Conduct and shall ensure that they assess any corruption risks they may encounter with regard to the country of origin, the nature of the activities and the contracting parties.

These rules are binding on all employees and no one may deviate from them. Everyone should be vigilant and alert the relevant people in case of doubt or for advice.

#### 4.3. DISCIPLINARY REGIME AND SANCTIONS

Any employee who alerts and reports questionable or proven behaviour will not be subject to disciplinary sanctions, and may benefit from whistleblower status. It does not matter if the facts do not turn out to be true, as long as the report was made in good faith.

However, in case of misuse or bad faith, or malicious intent, the employee may be subject to disciplinary action.

Any employee who takes action in violation of this Code of Conduct may be subject to disciplinary action, which may include misconduct up to and including termination of employment, and may include a claim for damages.

