



# ANTI-CORRUPTION CODE OF CONDUCT

## Key words:

CORRUPTION  
INFLUENCE PEDDLING  
GIFTS, HOSPITALITY  
DONATIONS, PATRONAGE  
CONFLICTS OF INTEREST  
WHISTLEBLOWER  
CRIMINAL SANCTIONS  
DISCIPLINARY SANCTIONS

## ANTI-CORRUPTION CODE OF CONDUCT

**Reference: PO DJC SAPIN 001 002 FR**

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**Related documents:**

- Gifts, Hospitality and Donations Policy (PO DJC Sapin 002 02 FR)
- Whistleblowing Alert Mechanism (PO DJC Sapin 003 02 FR)
- Conflicts of Interest Prevention and Management Policy (PO DJC Sapin 004 01 FR)
- Code of Business Integrity for Partners (PO DJC Sapin 005 01 FR)

**Review date and subject matter:**

- September 2022 – Changes to rules on implementing whistleblowing alert reporting mechanisms

# SUMMARY

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# A WORD FROM THE CEO



Combating **all forms of conduct** that may be qualified as corruption and influence peddling is an **absolute priority for Compagnie des Alpes Group**.

A corruption prevention plan has been implemented to this end. It applies to all Group companies.

**Integrity** lies at the heart of everything we do.

This priority fits into the broader framework of our **ongoing wish to respect** our stakeholders, such as our employees, shareholders, customers, partners and the public authorities, and make every effort to **ensure that our business operations are lawfully carried out, in a responsible, transparent and ethical manner**.

**The credibility of our brand image, the quality of everyone's work and the sustainability of our business operations depend on it.**

I am counting on you to ensure that you and your teams comply with all rules set out in this Code and all related policies.

**Dominique Thillaud**  
Chief Executive Officer

# I. READING GUIDE

Compagnie des Alpes Group has decided to adopt the **Middlenext**<sup>1</sup> Anti-Corruption Code of Conduct as its code of reference (see Section II.). This code defines the risks of corruption and influence peddling and lays down the general principles whilst taking into account changes in this area.

To guide Group employees in the performance of their duties, **response sheets** (see Section III.) describe high-risk situations and positions, and the conduct to adopt when faced with a risk of corruption or influence peddling in the scope of our business operations. These sheets reflect high-risk situations in the Group.

This Code applies to all Group employees<sup>2</sup> and the legal representatives of Group entities.

In accordance with the requirements of the Law 2016-1691 of 9 December 2016, referred to as the Sapin 2 Law, the Company's Anti-Corruption Code of Conduct **forms an integral part of the Company's and its subsidiaries' Internal Policies and Procedures**. Non-compliance with the principles laid down in this Code is subject to disciplinary sanctions up to and including dismissal.

In accordance with the Sapin 2 Law, the Group has adopted **a whistleblowing alert mechanism**, which enables every employee and all third parties to report incidents of a certain severity. This procedure exists in its own right and covers incidents other than corruption and influence peddling.

It is one of the components of the corruption prevention plan and is available on the Company's intranet and extranet websites.

The Legal Affairs and Compliance Director has been appointed  
**Group Ethics Officer**

In this respect, the Group Ethics Officer is the custodian of this Code and is available to respond to any question on its interpretation or application.

<sup>1</sup> French independent professional association exclusively representing mid-cap listed companies. <sup>2</sup> Group employee means any person who has an employment contract or equivalent (professional training contract, work-study contract, etc.) with a Group company.



## II. MIDDLENEXT CODE OF CONDUCT

### *Middlenext Anti-Corruption Code of Conduct*

#### Introduction

The Middlenext Anti-Corruption Code of Conduct (the Code) refers to the United Nations Convention against Corruption and seeks to combat all forms of corruption.

The Code constitutes an integral part of the Company's internal policies and procedures.

A document cannot, however, address all cases of corruption and influence peddling that may arise in the course of day-to-day activities; everyone must accordingly exercise their own judgement and common sense. In event of doubt about what conduct should be adopted, each company relies on the support and advisory tools it has put in place and an internal alert system.

This Code may be revised.

#### 1- Framework and scope

The Code applies to all employees of the companies and/or groups that adopt the Middlenext Anti-Corruption Code of Conduct.

Each employee must behave in an exemplary manner within each company and must not do anything which is at odds with the behavioural rules set out in this Code. Any questions from an employee regarding the application or interpretation of the Code must be referred to the employee's line manager or the contact person appointed by the company.

#### 2- Basic rules and variations

##### Definitions

- **Corruption** is any behaviour whereby a person (whether a public official or a private individual) proposes, requests or accepts, directly or through an intermediary, any donation, offer or promise, gift or benefit in return for performing, delaying or failing to perform an act which, directly or indirectly, falls within their duties in order to obtain or maintain a commercial or financial advantage or influence a decision.

There are two types of corruption:

- **Active** corruption occurs when the act of corruption is initiated by the person on the giving end.
- **Passive** corruption occurs when the act of corruption is initiated by the person on the receiving end, i.e., the person who performs or does not perform an act in exchange for some reward.



# II. MIDDLENEXT CODE OF CONDUCT

Corruption may take many forms under the guise of common business or social practices; it may, for example, involve such things as hospitality, gifts, sponsorships, donations, etc.

- **Influence peddling** refers to a person monetising their position or influence, whether real or supposed, in order to influence a decision which is to be made by a third party.

It involves three participants: the beneficiary (the one who provides benefits or gifts), the intermediary (the one who uses the influence they enjoy by virtue of their position) and the target person who has the decision-making power (a government authority or agency, a judge or prosecutor, an expert etc.).

### Principle and rules

Employees must not engage in acts of corruption and must not use intermediaries such as agents, consultants, advisers, distributors or any other business partners for the purpose of committing such acts.

#### Individuals faced with a proposal must consider the following:

- Does the proposal comply with laws and regulations?
- Is it consistent with the Code and the interests of the company?
- Is it devoid of personal interest?
- Would I be embarrassed if my decision were made known to others?

Each company that uses the Code as a reference has **developed an internal alert procedure** that enables employees faced with a choice involving ethical or business-related considerations to discuss any concerns they may have in a totally confidential setting.

## 2-1 Rules applying specifically to public officials

### Definitions

The term "public official" denotes a person who holds a position of public authority, is entrusted with public service responsibilities or occupies an elected public office, for themselves or on behalf of others.

### Principle and rules

Corruption of a public official is punishable by more severe penalties<sup>1</sup>.

Any relationship with a public official must comply with the regulations governing that relationship (i.e., the regulations that apply in the specific country of the public official or which are imposed on them by their employer). While it is not prohibited by law, any benefit granted to a public official must be totally transparent vis-à-vis the company and subject to prior authorisation by the senior management.

<sup>1</sup> Under the French Penal Code, individuals who are guilty of public corruption face severe penalties - up to ten years' imprisonment and a fine of €1 million. Merely attempting to commit an act of corruption, e.g., by offering or seeking a bribe, is punished in the same way as the act itself.



# II. MIDDLENEXT CODE OF CONDUCT

## 2-2 Gifts and hospitality

### Definitions

Gifts are benefits of any kind given by someone as a token of gratitude or friendship, without any expectation of receiving something in return.

Offering or being offered meals, accommodation and entertainment (shows, concerts, sports events, etc.) is considered to be an invitation.

### Principle and rules

Gifts and hospitality may be related to or be perceived as acts of active or passive corruption, so care must be exercised with regard to gifts, gestures of courtesy and hospitality (received or given) and invitations to entertainment that contribute to good relationships but can be seen as a means of influencing a decision or favouring a business or a person.

The Group has implemented a Gifts, Hospitality and Donations Policy applicable to everyone which forms part of the Group's corruption prevention plan. It clarifies and supplements the principles set out in the Anti-Corruption Code of Conduct.

## 2-3 Donations to charitable or political organisations

### Definitions

Grants and donations are benefits given in the form of money and/or contributions in kind; they are granted for a specific purpose: research, training, the environment (sustainable development), for charitable or humanitarian purposes, etc.

Political contributions - whether monetary or otherwise - are intended to support political parties, leaders or initiatives.

### Principle and rules

Requests for grants, donations or contributions must be carefully considered, particularly requests from those who are in a position to influence the company's activities or who could, if the grant were agreed to, derive personal benefit therefrom.

Requests for donations must be approved by a line manager.

The Group has implemented a Gifts, Hospitality and Donations Policy applicable to everyone which forms part of the Group's corruption prevention plan. It clarifies and supplements the principles set out in the Anti-Corruption Code of Conduct.

## 2-4 Patronage, sponsorship

### Definition

Through patronage or sponsorship, the Company wishes to provide financial or material support to charitable organisations or social, cultural or sports actions as a means of communicating and promoting its values.

### Principles and rules

They must be carried out without seeking any specific benefits from the beneficiary other than the promotion of the corporate image.

The Group has implemented a Gifts, Hospitality and Donations Policy applicable to everyone which forms part of the Group's corruption prevention plan. It clarifies and supplements the principles set out in the Anti-Corruption Code of Conduct.





## II.

# MIDDLENEXT CODE OF CONDUCT

### 2-5 Facilitation payments

#### Definition

Facilitation payments are unofficial payments (as opposed to legitimate and official fees and taxes) that are paid to facilitate or expedite any administrative formalities such as applications for permits, visas or customs clearances, etc.

#### Principle and rules

The company does not accept to make “facilitation payments” unless there are compelling reasons (health or safety of an employee, etc.).

The Group has implemented a Gifts, Hospitality and Donations Policy applicable to everyone which forms part of the Group’s corruption prevention plan. It clarifies and supplements the principles set out in the Anti-Corruption Code of Conduct.

### 2-6 Monitoring of third parties (suppliers, service providers, customers)

#### Definition

Monitoring concerns third parties, natural or legal persons with whom the company interacts and who may, in certain cases, present a particular level of risk in terms of corruption.

The following are considered third parties: business partners, suppliers, service providers, agents, clients, intermediaries etc.

#### Principle and rules

Each company will endeavour to ensure that third parties comply with its principles and values and will, where appropriate, carry out due diligence.

The Group has implemented a Code of Business Integrity for Partners and a Third-Party Evaluation Policy which form part of the Group’s corruption prevention plan. These documents clarify and supplement the principles set out in the Anti-Corruption Code of Conduct.

### 2-7 Conflicts of interest

#### Definition

Conflicts of interest arise from any situation in which employees’ personal interests conflict with their duties or responsibilities.

#### Principle and rules

If circumstances give rise to a potential or actual conflict of interest, the employees concerned must report this.



# II. MIDDLENEXT CODE OF CONDUCT

## 2-8 Accounting records/Internal controls

### Definition

The company must ensure that its accounting departments and/or its internal and/or external auditors are vigilant in checking for concealment of corruption in books, records and accounts.

### Principle and rules

Persons undertaking audit assignments (audits, certification of accounts) must be particularly vigilant with regard to the accuracy and veracity of the accounts.

## 3- Applying the Code

### 3-1 Training

Employees are required to read this Code and participate in the training sessions organised by the company to raise awareness on the fight against corruption. New employees are made aware of the Code and its provisions immediately on joining the company.

### 3-2 Reporting practices that are in breach of the Code and whistleblower protection

**Employees, while observing the procedure laid down by the company, can express their concerns and/or ask questions to their line manager and/or the designated contact person:**

- If they find themselves faced with a risk of corruption;
- If they genuinely believe that a violation of the Code has been, is being, or may be committed;
- If they discover that someone is experiencing reprisals after having filed a whistleblowing alert in good faith or facilitating a person to file an alert in good faith.

Any employee who, in good faith and without being influenced by personal interest or advantage, that is to say, being sincerely persuaded that their statement is accurate, reports a violation or a risk of a violation of the Code to their line manager or the contact person, will be protected from all forms of reprisals. The identity of any such employee and the facts of the matter will be treated confidentially, in accordance with applicable laws and regulations.

Furthermore, while a genuine error will not result in any disciplinary action, allegations that are deliberately false or made with malicious intent will be penalised.



## II. MIDDLENEXT CODE OF CONDUCT

### 3-3 Whistleblowing alert mechanism and personal data protection

Employees must be informed of the existence of the mechanism.

In accordance with the rules applying to the protection of personal data in force in most of the countries in which the company operates and, in particular, within the European Union, any persons identified in the scope of a whistleblowing alert mechanism, whether as the author or the subject of a such a report, may exercise their right to access the data relating to them.

Likewise, anyone may also request the correction or deletion of personal data if it is inaccurate, incomplete, ambiguous or out-of-date in accordance with the same procedure.

You also have a right to restrict processing and you may object to such processing in some circumstances.

The Group has implemented a whistleblowing alert mechanism applicable to everyone which forms part of the Group's corruption prevention plan. It clarifies and supplements the principles set out in the Anti-Corruption Code of Conduct.

### 3-4 Penalties for breaches of this Code

Non-compliance with the rules triggers the personal liability of the employee and exposes them to penalties, in particular penal sanctions<sup>2</sup>, in accordance with applicable legislation.

The company undertakes to:

- Take all statements into account;
- Diligently investigate whistleblowing alerts;
- Assess the facts objectively and impartially;
- Take appropriate corrective and disciplinary measures.

### 3-5 Implementation: accountability and oversight

It is incumbent upon each employee to implement the Code as part of the responsibilities attached to their position. The company carries out periodic checks to confirm that work practices comply with the Code.

The company and/or Group governance bodies provide regular updates on the monitoring of the Code and any follow-up arising from whistleblowing alerts.

<sup>2</sup>French law provides the same penalties for active corruption (the corruptor) and passive corruption (the corruptee). For a natural person, the maximum penalty is five years' imprisonment and a fine of €500,000 (the amount of the fine may be increased to double the proceeds of the offence).

# III. RESPONSE SHEETS

The mapping of risks linked to corruption and influence peddling identifies: (i) "high-risk" operations, i.e., operations during which Group employees are more inclined to be faced with acts of corruption or influence peddling, and (ii) the most exposed positions.

Some situations are described below and alert employees about the main high-risk situations involving corruption in the Group.

## HIGH-RISK OPERATIONS:



### SKI DOMAINS

- Obtaining, renewing or amending a public service delegation contract;
- Relations with shareholders, public entities;
- Invitations for visits to Compagnie des Alpes sites (municipalities, sports federations, etc.) and distribution of packages/free admission tickets/passes/VIP cards;
- Purchases of equipment, ski lifts;
- Decisions on installation of new ski lifts, creation of new ski slopes;
- Obtaining commissioning permits (STRMTG, BEA);
- Works (applications for building permits);
- Real estate projects;
- Obtaining a label (e.g., GreenGlobe);
- Hiring (favour granted to a family member of an elected official or member of an influential organisation);
- Donations to associations, patronage;
- Contractual negotiations with the SRM, municipality and/or ski school;
- Participation in work by professional bodies (DSF);
- Trading in goods;
- Relations with local residents;
- Relations with environmental protection bodies;

# III. RESPONSE SHEETS



## AMUSEMENT PARKS

- Obtaining, amending or renewing a lease (land);
- Relations with shareholders, public entities;
- Obtaining operating permits (links with the prefecture, municipalities, fire service, etc.);
- Invitations for visits to Compagnie des Alpes sites (municipalities, sports federations, etc.) and distribution of packages/free admission tickets/passes/VIP cards;
- Purchases of equipment, attractions;
- Obtaining a licence (show licence);
- Works (applications for building permits);
- Real estate projects;
- Trading in goods;
- Participation in work by professional bodies (SNELAC, IAAPA);
- Relations with local residents;
- Relations with environmental protection bodies;



## DEVELOPMENT DEPARTMENT

- M&A deals (acquisitions, equity investments, transfers, etc.);
- Invitations for visits to Compagnie des Alpes sites (municipalities, sports federations, etc.) and distribution of packages/free admission tickets/passes/VIP cards;
- Links with public organisations (such as embassies) in countries where we are prospecting;
- Prospecting customers/partners/investors in countries with high risks of corruption (China, Russia, Turkey, etc.);
- Obtaining administrative permits (visas, work permits, etc.);
- Request by a supplier to help promote its products/equipment by recommending it to a Compagnie des Alpes customer;
- All types of purchases (services, hardware, supplies, software, etc.);



## HOLDING COMPANIES

- All types of purchases (services, hardware, supplies, software, etc.).

# RESPONSE SHEETS

## HIGH-RISK POSITIONS

- Executive Management
- Operations Director
- Finance Department
- Works Manager
- Development Managers (prospective customer relations)
- Buyer
- Seller (negotiations with our BtoB customers)
- All positions involved in the buying process
- Administrative Assistants (obtaining a visa, work permit)

**The following section contains questions and answers aimed at providing guidance to employees on day-to-day issues. The situations included are those with which Group employees are most likely to be faced in the performance of their duties.**

However, this section is not exhaustive. Other situations may involve risks of corruption or influence peddling.

**Each employee must refer to the Anti-Corruption Code of Conduct in the performance of their duties and, if in doubt, refer to their line manager or the Ethics Officer.**

# III. RESPONSE SHEETS

No.

1

## RULES APPLYING SPECIFICALLY TO FRENCH OR FOREIGN PUBLIC OFFICIALS



**Can I offer a gift to a public official<sup>4</sup>, invite them to a restaurant or offer them a free admission ticket?**

Public officials who engage in acts of corruption face particularly severe penalties, i.e., ten years' imprisonment and a fine of €1 million. The amount of the fine may be increased to double the proceeds of the offence for individuals and €5 million for legal persons, the amount of which may be increased to ten times the proceeds of the offence.

You must not give or offer a gift, invitation to an event, free admission ticket or other benefit to a public official, for example a member of a federation, municipality, administrative authority, if they are directly participating in decisions relating to the Group (issuing a building permit or any other administrative permit) and if discussions are in progress concerning these decisions.

You may give a gift, invite a public official to an event, etc. outside of any discussions in progress between the Group and the entity for which this public official works, and insofar as this remains infrequent, the expense incurred by Compagnie des Alpes is moderate and it is only for the public official and not their family.

**You should systematically ask yourself if this gift or benefit may compromise the public official's independence of judgement.**

**Giving gifts, benefits and hospitality must comply with the requirements laid down in the [Gifts, Hospitality and Donations Policy](#) which is distributed using the standard channels in the Group.**

<sup>4</sup> Public official means any member of a municipal council, municipal commission, prefect, minister, police officer, etc.

# III. RESPONSE SHEETS

## No. 1 RULES APPLYING SPECIFICALLY TO FRENCH OR FOREIGN PUBLIC OFFICIALS

### Can I invite a public official to visit one of our sites?

Visits to Compagnie des Alpes sites are justified when they are aimed at presenting Compagnie des Alpes sites, services offered and know-how and promoting a site or the Group. This applies to DS and DL site visits, for example by a member of a municipality, federation, etc. They are no longer justified when they result in influencing a third party's decision.

**Giving gifts, benefits and hospitality must comply with the requirements laid down in the [Gifts, Hospitality and Donations Policy](#) which is distributed using the standard channels in the Group.**

### Can I hire a family member of a public official?

Hiring a family member of a public official or with close personal ties with a public official, whether requested or not by the public official, may constitute a case of passive corruption, insofar as the benefit granted to the new employee may lead the public officer to be more favourable to the Group's interests.

If a public official asks you to accept a family member or person with whom they have close personal ties for a trainee contract or employment contract in the Group, you should ask yourself if it is the right time to accept this type of request, i.e., if the Group is in discussion with the organisation to which the public official is attached and if, for example, a Group entity is awaiting a response regarding an administrative permit (public service delegation contract, operating permit, building permit, etc.).

**Awarding a trainee contract to a family member of a public official or with close personal ties with a public official is not automatically forbidden but special care must be taken and validation by the corporate officer concerned must be granted.**



# III. RESPONSE SHEETS

No.

# 2

## GIFTS AND HOSPITALITY



### Can I offer a gift or benefit to a prospective customer or customer?

Each employee must refrain from offering any gift, invitation or benefit to a third party that may compromise such third party's independence of judgement now or in the future, whether in the scope of a call for tenders (call for tenders to provide services or goods) or in the scope of contractual negotiations (contracts for the sale of tickets or services, etc.).

The Group has implemented a **Gifts, Hospitality and Donations Policy** which is distributed using the standard channels in the Group. You should know and comply with this Policy.

### Can I receive a gift or benefit from a third party?

Each employee must refrain from receiving any gift, invitation or benefit that may compromise their independence of judgement now or in the future, whether in the scope of a call for tenders (purchase of goods or services from a supplier), signature of a contract (purchase contracts for supplies or services, etc.).

The Group has implemented a **Gifts, Hospitality and Donations Policy** which is distributed using the standard channels in the Group. You should know and comply with this Policy.

# III. RESPONSE SHEETS

No.

3

## DONATIONS TO CHARITABLE OR POLITICAL ORGANISATIONS



**Donations to associations or charitable or other organisations** are sensitive expenses insofar as they are considerably unrelated to our core business and granting a donation may be qualified as active corruption, for example if a person working for this organisation may be able to influence a decision giving preferential treatment to the Group.

The Group has implemented a **Gifts, Hospitality and Donations Policy** which is distributed using the standard channels in the Group.  
You should know and comply with this Policy.

# III. RESPONSE SHEETS

No.

4

## PATRONAGE/SPONSORSHIP



**Patronage expenses** (for example, financing or participating in the financing of a sports event) are also sensitive expenses. Participating in this type of financing may be qualified as active corruption (regardless of whether the third party requested the financing or not) if it is established that the entity which incurred the expenses sought to obtain any benefit whatsoever from the organisation concerned.

The Group has implemented a **Gifts, Hospitality and Donations Policy** which is distributed using the standard channels in the Group. Each employee undertakes to comply with this Policy.

# III. RESPONSE SHEETS

No.

5

## FACILITATION PAYMENTS



**In the scope of obtaining an administrative permit (visa, etc.), what should I do if I am asked to make a payment (“facilitation payment”)?**

All employees must refrain from offering any sum, gift, invitation or benefit to a third party which is aimed at obtaining an administrative permit of any kind (permit to operate a ski lift, an attraction, obtain a visa).

**Any such request by an administrative authority must be immediately reported to the corporate officer of your entity, who will give you instructions on the conduct to adopt.**

# III. RESPONSE SHEETS

No.

6

## MONITORING OF THIRD PARTIES

**In the performance of my duties, I need to purchase a product or services from a third party.**

**What conduct should I adopt with regard to this third party?**

It is important to evaluate if the suppliers with which the Company has business relations or is about to enter into business relations are also committed to combating corruption. Whether business relations can continue or be launched will depend on this evaluation.

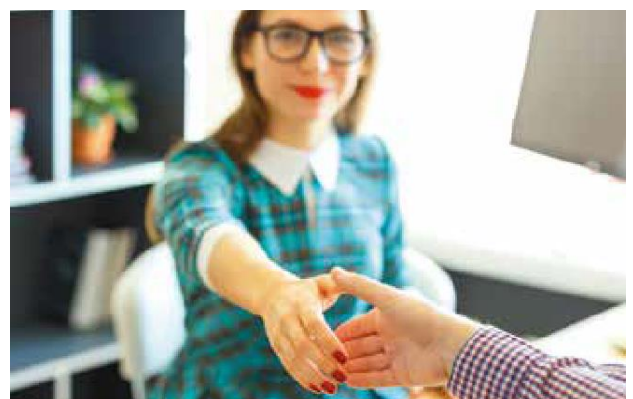
The Group has implemented a **Third-Party Evaluation Procedure**, distributed using the standard channels in the Group, which defines the situations in which it is necessary to conduct a supplier evaluation and the information to be obtained before entering into business relations. Each employee undertakes to follow this procedure.

**In the performance of my duties, I am about to negotiate a trading, commission and distribution contract for the sale of tickets with a new customer.**

**What conduct should I adopt regarding this customer?**

It is important to evaluate if the companies we are prospecting and with which we are about to enter into business relations are also committed to combating corruption.

The Group has implemented a **Third-Party Evaluation Procedure**, distributed using the standard channels in the Group, which defines the situations in which it is necessary to conduct a prospective customer evaluation and the information to be obtained before entering into business relations. Each employee undertakes to follow this procedure.



It is recommended to provide the **Code of Business Integrity for Partners** to third parties with which you envisage entering into relations to show the Group's commitment to combating corruption.

Moreover, the standard contracts drawn up by the Group Legal Affairs and Compliance Department include anti-corruption clauses, which need to be put forward to high-risk partners during the negotiation phase.

# III. RESPONSE SHEETS

No.

7

## CONFLICTS OF INTEREST

**When should I ask myself if I am confronted with a conflict of interest and what conduct should I adopt?**

A conflict of interest may arise, for instance, in the following situations:

- Holding financial interests in an external company which has professional relations or wishes to develop professional relations with the entity to which I am attached or which is competing with the latter entity;
- Acting as intermediary on behalf of a third party in relations concerning the entity to which I am attached;
- Using confidential information or physical or intellectual property owned by the entity to which I am attached for personal purposes or on behalf of a third party;
- Working for another company during working hours.

The Group has implemented a **Conflicts of Interest Prevention and Management Policy** which is distributed using the standard channels in the Group.

As a conflict of interest may affect all employees, each employee undertakes to comply with the policy and be transparent in this respect.

When faced with a potential or established conflict of interest situation, the employee must promptly consult the Chief Executive Officer of their company and the Ethics Officer and may request to be removed from the project.

Any personal involvement in a transaction, negotiations or contract on behalf of the Group with an entity in which you or your close relations have direct or indirect interests - without first obtaining written approval from your line manager - is forbidden.

# III. RESPONSE SHEETS

No.

8

## ACCOUNTING RECORDS/INTERNAL CONTROLS



One way offenders try to protect themselves from legal action for acts qualified as corruption or influence peddling involves concealing sensitive expenses in traditional accounts.

In the scope of implementing the Sapin 2 Law, employees in finance and internal control positions are made aware about acts of corruption and influence peddling.

**Internal procedures have been implemented to verify that the corporate accounts are not used to conceal any acts of corruption.**

# GIFTS, HOSPITALITY AND DONATIONS POLICY

## Key words:

GIFTS  
HOSPITALITY  
DONATIONS  
PATRONAGE  
FREE ADMISSION TICKETS  
CONFLICTS OF INTEREST  
WHISTLEBLOWER  
CORRUPTION  
INFLUENCE PEDDLING



# GIFTS, HOSPITALITY AND DONATIONS POLICY

**Reference: PO DJC SAPIN 002 02 FR**

**Effective date: 14 October 2022**

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**Signature:**

**Recipients: All Group employees**

## **Related documents :**

- Anti-Corruption Code of Conduct (PO DJC Sapin 001 02 FR)
- Code of Business Integrity for Partners (PO DJC Sapin 005 01 FR)
- Whistleblowing Alert Mechanism (PO DJC Sapin 003 02 FR)
- Conflicts of Interest Prevention and Management Policy (PO DJC Sapin 004 01 FR)

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## SUMMARY

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## I. Introduction

CDA has a **zero tolerance policy to any conduct that may be qualified as corruption and influence peddling** and has implemented a corruption prevention plan.

The Gifts, Hospitality and Donations Policy forms part of the Group's general prevention and corruption policy. It clarifies and supplements the principles set out in the Anti-Corruption Code of Conduct. In accordance with the requirements of the Law 2016-1691 of 9 December 2016, referred to as the Sapin II Law, the Company's Anti-Corruption Code of Conduct forms an integral part of all Group companies' Internal Policies and Procedures. Non-compliance with the principles laid down in this Code is subject to disciplinary sanctions up to and including dismissal.

Corruption may take many forms under the guise of common business or social practices such as hospitality, gifts, sponsorships, donations, etc.

This policy aims to define the principles and expected conduct of all Group employees regarding gifts, invitations and donations.

## II. Definitions

A gift is an item offered for no payment, an offer of accommodation or a meal, an invitation or any other benefit enjoyed by the beneficiary for free and which has a value (in cash or in kind).

A gift, invitation or benefit can be defined as follows:

- Giving any item or cash
- Granting tickets for music and art shows
- Invitation for a meal, travel, seminars or conferences apart from professional events organised with third parties or in the scope of a partnership
- Benefiting from a service for free that is normally sold (passes/free admission tickets to access CDA Group sites) or benefiting from a significant reduction.

## III. Main principles

A gift must be given out of courtesy in the scope of normal business relations in accordance with the customs in the country where it is given. Gifts and hospitality are an ordinary part of doing business and do not in themselves constitute acts of corruption.

**If the gifts, hospitality or benefits are used to influence a decision, favour a supplier or a person they may be assimilated to corruption.**

Accepting or offering gifts or hospitality should prompt each employee to ask whether there is a conflict of interest to prevent their integrity and the company's integrity being called into question.

Accepting a gift or invitation may create high-risk situations:

- Conflicts of interest, when the value of the gift (in monetary terms) means that the beneficiary is likely to no longer act exclusively in consideration of their employer's interests
- Putting the beneficiary under an obligation or influence
- Damaging the image of the company and/or the Group
- Corruption
- Influence peddling.

Gifts may only be allowed insofar as they have a symbolic value and the frequency is limited.

All employees must refuse gifts, hospitality or benefits from a third party that are likely to compromise their independence of judgement or may give the impression that they may be influenced.

Conversely, employees must not offer gifts, hospitality or benefits to a third party that are likely to compromise the third party's objectivity and independence of judgement.

#### **IV. Rules on receiving gifts and hospitality**

Group employees are prohibited from soliciting gifts, benefits or favours in any way from any business partner whatsoever.

Gifts are only acceptable if they are of modest value and received at the work address.

No gifts from potential suppliers or service providers are acceptable during the consultation or negotiation stage.

Gifts received are generally pooled and shared between members of the department or unit or given to a charitable association.

Accepting invitations to sports, cultural or other events is only allowed if justified by a special interest for the company and if it is authorised in advance in writing by the invited person's line manager.

Invitations to seminars, conferences and business trips which can be fully or partly assimilated to gifts are subject to prior authorisation by the employee's line manager, even in the event where they take place during the employee's holiday leave. Moreover, the employee who took part in the seminar, conference or business trip must prepare a report, preferably in writing, for their line manager.

Gifts and hospitality must be refused if:

- Prohibited by a law or regulation
- Accepting such gifts and hospitality may:
  - o Breach accepted market practices
  - o Cause a risk to the image of the Group and/or employee's company
  - o Call into question the employee's objectivity and judgement
- Discretion is required to obtain them or publicly admitting having received a gift would cause embarrassment
- They create an unfair advantage.

When the value of the gift received is, or it is possible to assume that it is, greater than €150 per year and per third party, the employee must report the gift by email, with a copy to the Group Ethics Officer using the following email address: [conformite@compagniedesalpes.fr](mailto:conformite@compagniedesalpes.fr))

- The Chief Executive Officer for the companies
- A member of the Executive Committee for CDA SA and the holding companies.

Each company must keep a **register of gifts received**.

## V. Rules on giving gifts and hospitality

### A. Gifts, passes and free admission tickets

Distributing invitations or passes/free admission tickets to members of organisations specialising in issuing administrative permissions (operating permits, visas, etc.) is strictly prohibited (except for site visits and/or when it is necessary for the third party concerned to access the site in the scope of their duties).

In other cases, when the employee is able to offer a gift, passes or free admission tickets to a third party, they can only do so if the following criteria have been fulfilled, and after approval by their line manager and, where applicable, the Ethics Officer:

- Giving the gift, pass or admission ticket does not breach any law or regulation or any market practice in any way
- The gift, pass or free admission ticket does not breach the policy of the beneficiary's entity

- The gift, pass or free admission ticket does not present a risk to the image for the employee's group or entity
- It does not threaten the beneficiary's objectivity and independence of judgement
- Publicly stating that a gift, pass or admission ticket was given would not cause embarrassment
- Giving gifts, passes or admission tickets remains exceptional or infrequent
- The value of the gifts, passes or free admission tickets offered by the same legal entity to the third party is not excessive and is in line with the nature of the business relationship
- The gift, pass or free admission ticket is sent to the beneficiary's work address
- The same beneficiary is not the recipient of these gifts on a repeated basis every year.

In general, it is recommended to limit gifts offered to goodies showing the trademark of a Group company or CDA.

## B. Site visits and invitations

Invitations and/or visits to CDA sites for third parties (presentations of the Group's business lines and presentations proposed by CDA, openings, etc.) are authorised if the following criteria are fulfilled:

- The visit does not breach the policy of the beneficiary's entity
- It does not threaten the beneficiary's objectivity and independence of judgement
- It is work-related
- The expenses incurred by CDA are reduced as far as possible
- The only gifts given at the end of the visit are goodies showing the trademark of the site visited or CDA.

It is recommended to give priority to events organised to promote Group sites and welcoming a large audience (for example, openings).

A report must be drawn up on site visits for the line manager (stating the name of the person visited, circumstances in which the visit took place and feedback from the invited person).

## VI. Donations to associations and patronage expenses

Associations eligible for donations are charitable associations, associations aimed at protecting vulnerable persons, the environment, etc.

Patronage is defined as any activity aimed at providing financial or material support to a private or public organisation engaging in general interest actions or activities (culture, research, humanitarian issues, etc.). Patronage often aims to promote the name of the company providing financial support, its brand, its values, etc.

Donations to associations and patronage expenses must be regulated in the following manner:

- Be covered by a contract with an organisation and not an individual after checking the company name and reputation of the organisation
- Be recorded in accordance with the instructions set out in the Group accounting procedure in a dedicated account, which will be subject to internal audits
- Obtain the prior authorisation in writing, by email or in a traceable note, from the following persons:
  - o The corporate officer of the entity and their line manager (as a general rule, the Operations Director) and
  - o For any donation or expense exceeding €10,000 per transaction, the Chief Executive Officer or Deputy Chief Executive Officer of CDA SA Group.

In other cases, the expenses are only justified if they are aimed at participating in local life on a long or medium-term basis. They are also not justified when they are the prerequisite to or are aimed at facilitating obtaining the award of a contract or any other type of benefit.

## **VII. Expenses form preparation**

For all expenses set out in this policy and paid in advance by the employee from their personal funds, the employee must:

- Draw up a specific expenses form, separate from the expenses form covering unrelated expenses
- Provide all relevant details in the expenses form such as the name of the beneficiary, venue and date of the event, purpose of the event.

Expenses relating to gifts, hospitality and donations must be accounted for in accordance with the accounting control procedure.

## **VIII. Consultation of the line manager and/or Ethics Officer**

In event of doubt about what conduct should be adopted in one of the cases covered by this policy, the employee should contact their line manager and, if necessary, the Group Ethics Officer who will decide the conduct to be adopted.

The Group Ethics Officer can be contacted by email at [conformité@compagniedesalpes.fr](mailto:conformité@compagniedesalpes.fr)



# WHISTLEBLOWING ALERT MECHANISM

## Key words:

CORRUPTION  
INFLUENCE PEDDLING  
GIFTS, HOSPITALITY  
DONATIONS, PATRONAGE  
CONFLICTS OF INTEREST  
WHISTLEBLOWER  
CRIMINAL SANCTIONS  
DISCIPLINARY SANCTIONS



# WHISTLEBLOWING ALERT MECHANISM

**Reference:** PO DJC SAPIN 003 002 FR

**Effective date:** 14 October 2022

**Drafted by:** Véronique Le Bihan

**Signature:**

**Validated by:** Marie-Laetitia Vassort

**Signature:**

**Approved by:**

- Dominique Thillaud

**Signature:**

- Loïc Bonhoure

**Signature:**

**Recipients:** All Group employees and third parties engaging in business relations with one or more Group entities

**Related documents:**

- Anti-Corruption Code of Conduct (PO DJC Sapin 001 02 FR)
- Gifts, Hospitality and Donations Policy (PO DJC Sapin 002 02 FR)
- Conflicts of Interest Prevention and Management Policy (PO DJC Sapin 004 01 FR)
- Code of Business Integrity for Partners (PO DJC Sapin 005 01 FR)

**Review date and subject matter:**

- September 2022 – Changes to rules on implementing whistleblowing alert reporting mechanisms

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Compagnie des Alpes has implemented this whistleblowing alert reporting and processing mechanism to enable all Group Employees and all third parties engaging in business relations with one or more Group entities to report misconduct that is sufficiently serious.

The mechanism is implemented in accordance with legal provisions on whistleblower protection, recommendations by the AFA [*French Anticorruption Agency*] and changes introduced by European Directive 2019/1937 of 23 October 2019 and the Law of 21 March 2022 aimed at improving whistleblower protection (Law 2022-401). The changes made by this law will enter into effect on 1 September 2022 when companies must comply with the new obligations.

Information on this mechanism has been provided to all Group Employees and is available on the Group website and intranet.

## I. Who does this mechanism apply to?

The whistleblowing alert mechanism applies to all Group Employees<sup>1</sup> and third parties engaging in business relations with one or more Group entities. It aims to enable them to report misconduct they may come across in their work. If the information to be reported was discovered outside their work, the person must have had personal knowledge of the facts.

Unless otherwise laid down by local law, the Procedure applies to all CDA Group Employees in France and abroad.

## II. Admissibility criteria applicable to whistleblowing alerts

Whistleblowing alerts must be reported without any direct financial consideration, i.e., the whistleblower cannot receive any payment in return for whistleblowing.

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<sup>1</sup> Group Employee means any person who has an employment contract or equivalent (professional training contract, work-study contract, etc.) with a Group company, including staff members and members of the management body, temporary and/or external workers.

The whistleblower must also be a person who is acting in good faith, i.e., they must act in the Group's interest and have reasonable grounds to believe that the incidents they are reporting are true, given the circumstances and information in their possession at the time of reporting.

If the person is acting in good faith and has not received any direct financial consideration, they will not be exposed to disciplinary, civil or criminal sanctions.

Anyone who submits a deliberately slanderous or false whistleblowing alert may be exposed to disciplinary sanctions up to and including dismissal, depending on the circumstances.

The person will also be exposed to criminal and/or civil sanctions.

### III. Incidents or situations that can be reported via whistleblowing alerts

Group Employees and third parties concerned may report or disclose under the conditions set out in this mechanism:

- Information on a serious or less serious criminal offence;
- A breach or attempt to conceal a breach of an international commitment duly ratified or approved by the country of registration of the Company in which the incidents were recorded, a unilateral commitment by an international organisation made on the basis of such commitment, of European Union law, the law or a regulation;
- A threat or harm to the public interest.

The whistleblowing alert mechanism enables Group Employees to report serious incidents in the following areas:

- All incidents, acts or omissions referred to in Article 6 of the Law of 9 December 2016 (the "Sapin 2 Law");
- Any incident or situation in breach of the Anti-Corruption Code of Conduct<sup>2</sup>;
- Any incident or situation in breach of a Group policy or Code of Conduct;
- Corruption, competition, money laundering, influence peddling;
- Accounting, financial, banking;
- Discrimination, bullying;
- Health and safety at work;
- Environmental protection;
- Personal data protection and information systems security.

The list is not restrictive.

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<sup>2</sup> For French companies, the Anti-Corruption Code of Conduct is appended to the Internal Policies and Procedures – They are available on the CDA intranet and website.

However, whistleblowing alerts may not relate to information covered by national defence confidentiality, medical confidentiality or legal professional privilege between a lawyer and client.

#### IV. Protection for whistleblowers and their family circle (or “facilitator”)

##### A. Protection for whistleblowers

The whistleblower may not be suspended, demoted, dismissed, incur a sanction, direct or indirect disciplinary measure, or any other unfavourable measure simply for having used the whistleblowing alert mechanism. The safeguards provided by this mechanism can be extended to whistleblowers who come under a specific whistleblowing alert mechanism. The whistleblower will accordingly benefit from the most favourable measures of each mechanism, to the exclusion of specific provisions on reporting intelligence matters.

No reprisals (intimidation, reputational harm, gagging, etc.) are tolerated against a whistleblower who reports a breach of this mechanism in good faith. Any Employee who takes reprisals against the whistleblower will be liable to disciplinary sanctions up to and including dismissal, in accordance with applicable law.

##### B. Protection for whistleblowers’ family circle (or “facilitator”)

The whistleblower’s family circle or “facilitator” means any natural person or private non-profit organisation which helps a natural person submit a whistleblowing alert or make a disclosure in accordance with the law.

The protection granted to whistleblowers described in the second paragraph of point 4.1 of this mechanism is extended to these persons.

#### V. Ethics Committee and Contact Person for the whistleblowing alert mechanism

The Legal Affairs and Compliance Director has been appointed “Ethics Officer”. The Ethics Officer is available to respond to any question on interpretation or application of this mechanism, for which they act as custodian.

The Ethics Officer is also referred to as the “Contact Person” under this mechanism<sup>3</sup>.

An Ethics Committee is implemented to process the whistleblowing alert and conduct the investigations. The Ethics Committee will be made up of persons who work for different Departments to ensure that the most adapted measures are taken to the concrete situation.

In particular, it will be made up of the Ethics Contact Person, Group HR Director, Chief Executive Officer or Deputy Chief Executive Officer and Director of the Business Unit concerned by the whistleblowing alert (Holding, DS, etc.).

## VI. Whistleblowing procedure

Several whistleblowing alert mechanisms are available to Group Employees and third parties concerned. It is possible to report incidents internally and also externally to various authorities or, under some circumstances, make a public disclosure.

### A. Internal whistleblowing alert mechanism

Employees and third parties concerned can use the whistleblowing alert mechanism implemented in the Group in two ways:

- Directly contact the Group Ethics Contact Person via the following dedicated email address: [conformite@compagniedesalpes.fr](mailto:conformite@compagniedesalpes.fr)
- Submit the whistleblowing alert on a dedicated platform, namely via:
  - The link: <https://report.whistleb.com/compagniedesalpes>
  - The dedicated voice server on the following number (free of charge): FRANCE 0800 916 095 Code 7356

The whistleblower will receive a username and access code to log in to the platform at any time. They will be issued a username and access code constituting confirmation of receipt of the whistleblowing alert.

The WhistleB platform safeguards the whistleblower’s anonymity<sup>4</sup>.

Access to data on the alert is granted to the Contact Person and the Ethics Committee, who will process the alert, and the Internal Audit Director, who is responsible for controlling the efficiency of the mechanism. These persons are subject to an enhanced confidentiality obligation.

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<sup>3</sup> In accordance with Article 4 II of Decree 3017-564 of 19 April 2017 on procedures for collecting whistleblowing alerts in public and private legal entities or government administrations.

<sup>4</sup> See point 8 of this Mechanism.

All appropriate precautions are taken to protect the security of this information. The whistleblowing report is encrypted and protected by a password.

## B. External whistleblowing

Group Employees and third parties concerned can also report incidents that may constitute a breach externally either to the competent authority, the Defender of Rights, the courts or a European body<sup>5</sup>.

## C. Public disclosure

Whistleblowers can also make public disclosures under some circumstances.

Public disclosures can be made in the event of:

- Failure to process an external whistleblowing alert within a reasonable timeframe<sup>6</sup>;
- Or risk of reprisals;
- Or if the alert has no chance of succeeding;
- Or "serious and imminent danger";
- Or, for information obtained at work in the event of "imminent or manifest danger to the public interest".

## VII. Information to attach to the whistleblowing alert

The whistleblower must ensure that they fulfil the admissibility criteria applicable to whistleblowing alerts and provide the following information to justify this admissibility.

Whistleblowing alerts must include the following information:

- The whistleblower's surname, first name and telephone number so that they can be contacted, where applicable, to facilitate the investigations conducted by the Company (except if the whistleblower used the platform or vocal server and wishes to remain completely anonymous);
- A precise description of the incidents (the whistleblower must not submit a whistleblowing alert based solely on impressions or rumours);
- Any document in their possession (correspondence, email, etc.) that will facilitate the Contact Person's investigation.

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<sup>5</sup> Decree 2022-1284 includes the list of authorities competent to collect and process external whistleblowing alerts and lays down the conditions under which they will process alerts.

<sup>6</sup> A reasonable timeframe means three months with effect from confirmation of receipt of the alert, which may be extended to six months for complex matters.

## VIII. Confidentiality

The confidentiality of the alert is essential to protect the interests of the person implicated, and those of the whistleblower and the Group.

The whistleblower must keep strictly confidential the existence of the alert, the incidents covered by the alert and the person implicated, subject to no time limit.

The recipients of the whistleblowing alert are prohibited from disclosing information that may identify:

- The identity of the whistleblower (except with their consent or without their consent being necessary, to the legal authorities);
- The incident reports and the information gathered;
- The persons implicated by the whistleblowing alert, including any third parties referred to in the whistleblowing alert.

Disclosure of confidential information referred to above is sanctioned by two years' imprisonment and a fine of €30,000 on the date of this Mechanism.

## IX. Whistleblowing alert processing

The Contact Person for the whistleblowing alert mechanism is responsible for processing the whistleblowing alert.

Within seven (7) working days from receipt of the whistleblowing alert, the Contact Person must inform:

- The person(s) implicated by the whistleblowing alert regarding receipt of the whistleblowing alert<sup>7</sup>;
- The whistleblower regarding the expected processing timeframe which may not exceed three (3) months after the seven (7) day period.
- This information will be provided via the platform for whistleblowing alerts submitted via the platform, by telephone for whistleblowing alerts reported via the vocal server or by email if the Contact Person was contacted in this way.

Whistleblowing alerts will be investigated. The whistleblower must respond to any question regarding the details of the whistleblowing alert to facilitate these investigations.

The Company may consult one or more third parties to investigate the incidents reported in the whistleblowing alert. The Company must not disclose the identity of the

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<sup>7</sup> See point 10 on automated processing of whistleblowing alerts



whistleblower or person implicated to the third parties. In all cases, the whistleblower will be informed regarding this communication.

The Contact Person will provide the whistleblower with information on the follow-up to the whistleblowing alert as far as legally possible and as exhaustively as possible.

Within the timeframe notified to the whistleblower by the Contact Person, the whistleblower will be heard by the Contact Person and, where applicable, the Ethics Committee to explain the follow-up action that is planned further to the whistleblowing alert.

When the investigations conducted by the Ethics Committee highlight the need, the whistleblowing alert will lead to appropriate corrective measures.

When the whistleblowing alert relates to one or more Group subsidiaries, the processing of the whistleblowing alert and investigations will be conducted, as set out in point 6 of this Mechanism, by the Ethics Committee.

If the investigations by the Ethics Committee highlight the need, the Ethics Contact Person and the Director of the Business Unit concerned will be responsible for reporting back the corrective measures decided by the Ethics Committee at subsidiary level and monitoring the effectiveness of the measures taken.

## X. Closure of whistleblowing alerts

The whistleblower is informed regarding the closure of the internal whistleblowing alert via:

- The platform for whistleblowing alerts submitted via the platform;
- By telephone for whistleblowing alerts reported on the vocal server;
- By email if the Contact Person was contacted in this way.

## XI. Destruction of data on whistleblowing alerts

Data on a given whistleblowing alert, as soon as it is received by the Contact Person, which does not fall within the scope of the mechanism, will be promptly destroyed or archived, after anonymisation has taken place.

When the whistleblowing alert is not followed by disciplinary or legal proceedings, the data on the whistleblowing alert will be destroyed or archived, after anonymisation has taken place, by the Contact Person within two months after closure of the verification efforts.

When disciplinary or legal proceedings are launched against the person implicated or the person who made a false whistleblowing alert, the data on the whistleblowing alert is kept by the Contact Person until completion of the proceedings.

Archived data is kept in a separate restricted information system for a period which does not exceed the time limits for litigation proceedings.

## XII. Automated processing of whistleblowing alerts

Management of the internal whistleblowing alert mechanism is subject to integrated processing in the register of processing operations. Whistleblowing alerts are subject to automated processing.

This processing complies with the CNIL (French Data Protection Authority) Resolution 2017-191 issued on 22 June 2017 on single authorisation of personal data processing implemented in the scope of whistleblowing alert mechanisms, including:

- The person implicated by a whistleblowing alert may not under any circumstances obtain information on the whistleblower's identity;
- The person implicated by a whistleblowing alert must be informed that their data has been recorded;
- The whistleblower and, where applicable, the persons implicated by the whistleblowing alert have a right of access, right to rectification, right to erasure, right to restriction of processing and right to object to processing of their personal data, under some circumstances, by contacting the Contact Person orally, via the online reporting platform, on the vocal server or at the following email address:  
**privacy@compagniedesalpes.fr**

Data concerning an alert is stored and destroyed in accordance with a specific procedure.<sup>8</sup>

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<sup>8</sup> See point 12 "Destruction of data on whistleblowing alerts"

**XIII. APPENDIX: List of authorities competent to collect and process external whistleblowing alerts**

1. Public procurement contracts:
  - Agence française anticorruption (AFA) [*French Anticorruption Agency*], for breaches of probity;
  - Direction générale de la concurrence, de la consommation et de la répression des fraudes (DGCCRF) [*French General Directorate for Competition Policy, Consumer Affairs and Fraud Control*], for anti-competitive practices;
  - Autorité de la concurrence [*French Competition Authority*], for anti-competitive practices;
2. Financial services, products and markets and prevention of money laundering and terrorist financing:
  - Autorité des marchés financiers (AMF) [*French Financial Markets Authority*], for investment services providers and market infrastructures;
  - Autorité de contrôle prudentiel et de résolution (ACPR) [*French Prudential Supervision and Resolution Authority*], for credit institutions and insurers;
3. Product safety and compliance:
  - Direction générale de la concurrence, de la consommation et de la répression des fraudes (DGCCRF) [*French General Directorate for Competition Policy, Consumer Affairs and Fraud Control*];
  - Service central des armes et explosifs (SCAE) [*French Central Service for Arms and Explosives*];
4. Transport safety:
  - Direction générale de l'aviation civile (DGAC) [*French General Directorate for Civil Aviation*], for air transport safety;
  - Bureau d'enquêtes sur les accidents de transport terrestre (BEA-TT) [*French Land Transport Accident Investigation Bureau*], for land transport (road and rail) safety;
  - Direction générale des affaires maritimes, de la pêche et de l'aquaculture (DGAMPA) [*French General Directorate for Maritime Affairs and Fisheries*], for maritime transport safety;
5. Environmental protection:
  - Inspection générale de l'environnement et du développement durable (IGEDD) [*French General Inspectorate for the Environment and Sustainable Development*];
6. Radioprotection and nuclear safety:
  - Autorité de sûreté nucléaire (ASN) [*French Nuclear Safety Authority*];
7. Food safety:
  - Conseil général de l'alimentation, de l'agriculture et des espaces ruraux (CGAAER) [*French General Council for Food, Agriculture and Rural Areas*];

- Agence nationale chargée de la sécurité sanitaire de l'alimentation, de l'environnement et du travail (ANSES) [*French Agency for Food, Environmental and Occupational Health Safety*];

8. Public health:

- Agence nationale chargée de la sécurité sanitaire de l'alimentation, de l'environnement et du travail (ANSES) [*French Agency for Food, Environmental and Occupational Health Safety*];
- Agence nationale de santé publique (Santé publique France, SpF) [*French National Authority for Public Health*];
- Haute Autorité de santé (HAS) [*French National Authority for Health*];
- Agence de la biomédecine [*French Agency of Biomedicine*];
- Etablissement français du sang (EFS) [*French Blood Agency*];
- Comité d'indemnisation des victimes des essais nucléaires (CIVEN) [*French Committee for Compensation of Victims of Nuclear Tests*];
- Inspection générale des affaires sociales (IGAS) [*French General Inspectorate for Social Affairs*];
- Institut national de la santé et de la recherche médicale (INSERM) [*French National Institute for Health and Medical Research*];
- Conseil national de l'ordre des médecins, for physicians [*French National Order of Physicians*];
- Conseil national de l'ordre des masseurs-kinésithérapeutes, for physiotherapists [*French National Order of Physiotherapists*];
- Conseil national de l'ordre des sages-femmes, for midwives [*French National Order of Midwives*];
- Conseil national de l'ordre des pharmaciens, for pharmacists [*French National Order of Pharmacists*];
- Conseil national de l'ordre des infirmiers, for nurses [*French National Order of Nurses*];
- Conseil national de l'ordre des chirurgiens-dentistes, for dentists [*French National Order of Dentists*];
- Conseil national de l'ordre des pédicures-podologues, for chiropodists [*French National Order of Chiropodists*];
- Conseil national de l'ordre des vétérinaires, for veterinary surgeons [*French National Order of Veterinary Surgeons*];

9. Consumer protection:

- Direction générale de la concurrence, de la consommation et de la répression des fraudes (DGCCRF) [*French General Directorate for Competition Policy, Consumer Affairs and Fraud Control*];

10. Privacy and personal data protection, network and information systems safety:

- Commission nationale de l'informatique et des libertés (CNIL) [*French Data Protection Authority*];
- Agence nationale de la sécurité des systèmes d'information (ANSSI) [*French National Cybersecurity Agency*];

11. Infringements of the European Union's financial interests:
  - Agence française anticorruption (AFA) [*French Anti-Corruption Agency*], for breaches of probity;
  - Direction générale des finances publiques (DGFiP) [*French General Directorate for Public Finances*], for value added tax fraud;
  - Direction générale des douanes et droits indirects (DGDDI) [*French General Directorate of Customs and Indirect Taxes*], for fraud of customs duties, antidumping duties and assimilated duties;
  
12. Infringements relating to the internal market:
  - Direction générale de la concurrence, de la consommation et de la répression des fraudes (DGCCRF) [*French General Directorate for Competition Policy, Consumer Affairs and Fraud Control*], for anti-competitive practices;
  - Autorité de la concurrence [*French Competition Authority*], for anti-competitive practices and State aid;
  - Direction générale des finances publiques (DGFiP) [*French General Directorate for Public Finances*], for corporate tax fraud;
  
13. Activities undertaken by the French Ministry of Defence
  - Contrôle général des armées (CGA) [*French General Inspectorate of the Armed Forces*];
  - Collège des inspecteurs généraux des armées [*French College of General Inspectors of the Armed Forces*];
  
14. Public statistics:
  - Autorité de la statistique publique (ASP) [*French Public Statistics Authority*];
  
15. Agriculture:
  - Conseil général de l'alimentation, de l'agriculture et des espaces ruraux (CGAAER) [*French General Council for Food, Agriculture and Rural Areas*];
  
16. National and higher education:
  - Médiateur de l'éducation nationale et de l'enseignement supérieur [*French National and Higher Education Mediator*];
  
17. Individual and collective employment relations, working conditions:
  - Direction générale du travail (DGT) [*French General Directorate for Employment*];
  
18. Employment and professional training:
  - Délégation générale à l'emploi et à la formation professionnelle (DGEFP) [*French General Delegation for Employment and Professional Training*];

19. Culture:

- Conseil national de l'ordre des architectes, for architects [*French National Order of Architects*];
- Conseil des maisons de vente [*French Council of Auction Houses*], for public auctions;

20. Rights and freedoms in the scope of relations with State authorities, local authorities, public institutions and public service bodies:

- Défenseur des droits [*French Defender of Rights*];

21. Children's best interests and rights:

- Défenseur des droits [*French Defender of Rights*];

22. Discrimination:

- Défenseur des droits [*French Defender of Rights*];

23. Code of conduct for persons engaging in security operations:

- Défenseur des droits [*French Defender of Rights*];

# CONFLICTS OF INTEREST PREVENTION AND MANAGEMENT POLICY

## Key words:

CORRUPTION  
INFLUENCE PEDDLING  
GIFTS, HOSPITALITY  
DONATIONS, PATRONAGE  
CONFLICTS OF INTEREST  
WHISTLEBLOWER  
CRIMINAL SANCTIONS  
DISCIPLINARY SANCTIONS

# CONFLICTS OF INTEREST PREVENTION AND MANAGEMENT POLICY

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## **Related documents:**

- Anti-Corruption Code of Conduct (PO DJC Sapin 001 02 FR)
- Code of Business Integrity for Partners (PO DJC Sapin 005 01 FR)
- Whistleblowing Alert Mechanism (PO DJC Sapin 003 02 FR)
- Gifts, Hospitality and Donations Policy (PO DJC Sapin 002 02 FR)



CDA Group has implemented a conflicts of interest identification, prevention and management policy, to ensure **protection of the interests of employees, customers, service providers as well as the Group and its subsidiaries.**

The Group **commits to prevent conflict of interest situations**, build a climate of trust aimed at enabling each Employee be an active link in the fight against corruption whilst contributing to preserving the Group's image.

The prevention of conflicts of interest forms part of our **ethical governance, probity and compliance** process and is **one of the focuses** of the Group's **CSR policy**.

### I. What is a conflict of interest?

A conflict of interest may arise when **interference exists in a professional situation between the position held in the company and a personal interest** in such a way that this interference influences or alters the loyal, impartial, independent and honest performance of the position for the company.

Therefore, there is a potential conflict of interest when a person's interests conflict in one way or another with the interests of their company and/or the Group.

It consequently should be pointed out that a **conflict of interest is an established fact, a situation**; it does not constitute in itself a criminal offence or wrongful act.

The way in which the employee understands the potential conflict of interest will enable the consequences to be avoided and/or minimised or, on the contrary, will constitute an actual criminal offence resulting in sanctions. For example, a criminal court may order five years' imprisonment and a fine of €500 million in the event of passive corruption. This offence is often established when there is an unreported conflict of interest.

The conflict of interest prevention and management mechanism is summarised as follows:



This policy forms an integral part of the Group corruption prevention plan.

It forms a set of documents with the **Anti-Corruption Code of Conduct**, the **Whistleblowing Alert Mechanism**, the **Gifts, Hospitality and Donations Policy** and the **Code of Business integrity for partners**, which enable Employees to act **responsibly and with probity** in the Group.

## II. Identification and prevention mechanism of conflict of interest situations

A three-step mechanism:

- Reporting conflicts of interest on hiring
- Voluntary and spontaneous reporting of links of interest
- Annual reporting campaign

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### Reporting on hiring

**At the time of hiring**, each employee must complete a conflict of interest disclosure form (family relationship with the employer, etc.). This form will help detect potential conflict of interest situations and increase vigilance relating to links that may exist in the Group and the tasks that may be entrusted to each Employee.

### WHAT PROCEDURE SHOULD WE FOLLOW?

**The HR Department will send a copy of the form by email** to the Management of the entity concerned.

In the event of a potential conflict of interest situation, the line manager and the Ethics Officer must subsequently decide if the future Employee's position and tasks are not likely to lead to a conflict of interest situation and, where applicable, will decide on the follow-up to be given to this disclosure.

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### Voluntary and spontaneous reporting of links of interest

**At any time**, Employees may also report potential conflicts of interest.

A conflict of interest situation may arise at any time and is an inherent part of business (alliance, winning a call for tenders, merger/acquisition, etc.).

This is why **everyone is responsible** for being vigilant and proactive regarding different changes that may impact objectivity and impartiality.

### WHAT PROCEDURE SHOULD WE FOLLOW?

**The Employee must send a copy of the "conflict of interest disclosure form" by email** to the Management of the company concerned which will analyse the situation and, in conjunction with the Ethics Officer, take the necessary measures.



These disclosures will then be recorded in a **register of conflict of interest situations**, which will map the different links, potential conflicts of interests that may result therefrom and consequently implement proportionate measures to the severity of the risk caused by the situation.

**No employee** will be blamed for reporting any **actual or supposed** situation of links of interest.

Employees and directors who witness a conflict of interest situation can also **report it using the whistleblowing alert mechanism**, which covers all conduct in breach of the Group Anti-Corruption Code of Conduct.

3

**Annual reporting campaign**

Each **Employee's involvement is essential** to understand and identify potential conflict of interest situations and also to play an active role in combating corruption.

The campaigns aim to:

Raise awareness of Employees, the management bodies and the departments most concerned by risks (buying, sales, human resources, etc.).	Provide information on the risks caused by conflict of interest situations that are not controlled and the measures taken to control the risks identified	Understand the way in which conflict of interest situations may arise in practice in the Group (case studies, scenarios, etc.)	Distribute this policy to everyone and allow everyone to talk about and discuss this subject
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The campaigns will be carried out on **9 December** of each year to coincide with International Anti-Corruption Day, and will be the opportunity to assess the changes implemented during the year.

### III. Managing conflicts of interest

#### Role of the Ethics Officer

- ❑ The Group Ethics Officer **is the contact person on conflicts of interest**. The Ethics Officer is mainly responsible for analysing if the situation presented to them **actually constitutes a conflict of interest**. They may also provide advice and guidance to Employees on these issues.
- ❑ Conflict of interest disclosure forms will be processed in an **objective and proportionate manner**, with the sole aim of preventing any conflict of interest and all consequences resulting therefrom (criminal offence, damage to brand image, loss of contracts, etc.).

#### Remedial measures

To adopt **appropriate and escalating remedial measures**, it is necessary to analyse potential or established conflict of interest situations that are identified.

#### Examples of decisions:

- ❑ **Adapt the remit, rights, delegations and authorisations of the person concerned**  
Example: a director should refrain from voting or participating in Board of Directors resolutions on a subject for which they have a conflict of interest
- ❑ **Demand the person concerned to put an end to the conflict of interest situation**  
Example: withdraw/stand aside from a candidate or service provider selection commission/sell securities or shares or assign management of securities or shares to a third party
- ❑ **Entrust the project in question to another Employee**  
Example: When it is not possible to put an end to the conflict of interest, it is possible to assign a project to another person by ensuring that the Employee who is now tasked with the project does not have authority over the person with a conflict of interest.
- ❑ **ONLY IN EVENT OF BREACH**  
Impose disciplinary sanctions for conflict of interest situations (for example, in the event of breach of the duty of loyalty).

## SCENARIO 1

**On exchanging with an employee, project manager, you find out that they are having difficulty finding some competencies for a project.**

**Your father-in-law owns a company in the field which may precisely correspond to the project needs**

### WHAT SHOULD I DO?

Although in fact each of the parties involved may find a satisfactory benefit in this relationship and you are not acting against the Group's interest, given your ties with the person, this may appear to be a conflict of interest.

You may consequently put them in contact, provided that you:

- Are transparent about your ties with the person
- Inform your line manager
- Do not take part in the decision-making process

## SCENARIO 2

**You work in the Human Resources Department of a Group subsidiary and you have found out that the Accounting Department is hiring.**

**Your niece, who has just finished her studies in the field, is currently looking for employment.**

### WHAT SHOULD I DO?

Although in fact your niece's profile may match the job requirements, in view of your ties with her, this may appear to be a conflict of interest.

You may consequently pass on her Curriculum Vitae provided that you:

- Are transparent about your ties with the person
- Inform your line manager
- Do not take part in the selection process or, where applicable, withdraw from the selection process.

## SCENARIO 3

**You are a buyer for a Group subsidiary and you envisage changing jobs to become a buyer for another company, with a more advantageous salary package, if you let them obtain a services contract with the subsidiary.**

### WHAT SHOULD I DO?

If you award or contribute to awarding the contract (strategic information, confidential information, etc.) to the company which is offering you a more advantageous salary package in exchange for being awarded this contract under preferential conditions, you are putting your personal interest above the subsidiary's interest: you are consequently acting in conflict with the assignment you are supposed to perform and you are acting to the detriment of the subsidiary. This conflict of interest may constitute a criminal offence: passive corruption.

You must consequently not:

- Take any action in these circumstances
- Take part in any way in awarding this contract to this company

## SCENARIO 4

**A local elected representative with relations with a candidate company is taking part, in the scope of their duties on the local authority, in the selection process and vote for a new operator to manage a ski domain.**

**The company is selected as beneficiary of the public service delegation contract to build and operate the ski domain.**

### WHAT SHOULD I DO?

Awarding a public service delegation contract must fulfil transparency obligations and comply with the principle of impartiality (each public service delegation contract must be preceded by a competitive call for tenders by candidate operators).

The consequences of a lack of impartiality may be concrete since the court may cancel the contract and order the payment of compensation to the injured candidate.

In these circumstances, the elected representative must consequently:

- ❑ Stand aside, that is to say, not take part in the meetings and votes relating to this contract and appoint someone else to do so;
- ❑ The candidate operator must also be transparent concerning its links with the local elected representative, report the information and adopt conduct in compliance with the rules on competition and probity (impartiality, etc.).

Awarding a contract to a company with which a member of the awarding authority is close is consequently possible provided that it is awarded by putting the candidates on a level footing and by preventing any conflict of interest.



CODE OF BUSINESS  
INTEGRITY  
FOR PARTNERS

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# I A word from the CEO



As a responsible economic operator, **integrity and probity** are at the heart of everything we do.

They are an absolute priority that form part of our **stated intention to collectively respect** all stakeholders, such as our customers, employees, partners, and the public authorities. It is consequently of the utmost importance for us to make every effort to **ensure that our business operations are lawfully carried out, in an ethical and responsible manner.**

This conviction that ethical values and integrity **should guide all Group employees' actions and decisions requires us to demonstrate exemplary conduct, honesty and loyalty**, in full transparency, and in compliance with laws and regulations.

It is therefore essential that we share the same principles with the persons with whom we collaborate. The credibility of our image, the quality of everyone's work, the sustainability of our business operations and our customers' trust depend on the implementation of these values and contribute to **our mutual development.**

The rules set out in this Code of Business Integrity consequently represent an **indispensable aspect of our business relationship**, which you accept to comply with by working with us, **to cooperate on a long-term basis in the development of ambitious and responsible projects.**

Dominique Thillaud  
Chief Executive Officer

## 2 Values and convictions

CDA's model is founded on the **values of probity, compliance and integrity**. This is why the Group is very **vigilant in its choice of partners**.

The **objective** of the Code of Business Integrity for Partners is consequently to **make sure that the Group's values align with its partners' values** and, by extension, **ensure that partners comply with the rules set out in this Code**.

This Code **applies to CDA's subcontractors, clients, providers and suppliers, and its sales agents, consultants and representatives** on assignments in **France and worldwide**.

By collaborating with us, you also commit to require that your co-contractors, subcontractors and suppliers working for you or with you on the same project **comply with the rules set out in the Code**.

When a CDA partner already has its own code of conduct, a comparison of the provisions contained in the codes is carried out to **check that they are consistent**.

# 3 Our rules of conduct

CDA commits to comply with national laws and regulations. CDA requires its partners to **obtain precise information on the laws and regulations** that apply to their business operations and comply with the laws and regulations in force in the countries where they are established, in the countries where they operate, in addition to international laws and regulations, including those relating to international sanctions.

**Any action by a partner must consequently be carried out with professionalism, impartiality, transparency and probity, and must be fairly and accurately documented.**

## 1) ACTS OF CORRUPTION

CDA has established the fight against corruption as one of the core focuses of its compliance policy.

CDA partners must not propose, request or accept, directly or through an intermediary, any donation, offer or promise, gift or benefit in return for performing, delaying or failing to perform an act which, directly or indirectly, falls within their duties in order to obtain or maintain an unjustified commercial or financial advantage, influence a decision, or give the impression of influencing a decision.

CDA has a **zero tolerance** policy to any conduct that may be qualified as corruption and has implemented a corruption prevention plan.

CDA insists on the need for partners to refrain from engaging in conduct that may be assimilated to corruption, regardless of the intended goal.

## 2) CONFLICTS OF INTEREST

A conflict of interest may arise when interference exists in a professional situation between the position performed in the company and a personal interest in such a way that this interference influences or alters the loyal, impartial, independent and honest performance of the position on behalf of the company.

Therefore, there is a potential conflict of interest when a person's interests conflict in one way or another with the interests of the Group and/or its employees, partners, etc. A conflict of interest is an established fact, a situation; it does not constitute a criminal offence or wrongful act.

**Various measures to prevent and detect high-risk situations have been implemented by the Group** to avoid potential conflicts of interest (reporting, awareness-raising, etc.).

Partners therefore have a duty to **act honestly and transparently** and must promptly inform the Contact Person at CDA if they identify an actual or apparent conflict of interest so that a reasoned and documented decision can be taken.

### **3) UNRESTRICTED COMPETITION**

Competition **law** seeks to fight anti-competitive practices such as unfair competition, unlawful cartels and abuse of a dominant position by implementing rules to guarantee that competition is unrestricted as well as healthy and fair.

The Group consequently places particular importance on its partners' compliance with the rules of unrestricted competition (prohibition on unlawful cartels, etc.).

### **4) GIFTS AND HOSPITALITY**

A gift is an item offered for no payment, an offer of accommodation or a meal, an invitation or any other benefit enjoyed by the beneficiary for free and which has a value. Gifts and hospitality are an ordinary part of doing business and do not in themselves constitute acts of corruption. A gift must be given out of courtesy in accordance with the customs in the country where it is given.

**CDA has defined principles and set out expected conduct by Group employees in a specific policy.** Accepting or offering gifts or hospitality should prompt each employee to ask whether they are acting appropriately to prevent their integrity and the company's integrity being called into question.

CDA consequently requires its partners to apply equivalent precautions mainly by refusing any gift, invitation or benefit that may compromise their independence of judgement.

Gifts must consequently **remain reasonable, modest and proportionate to the situation.** Partners must demonstrate **transparency** in this respect.

## **5) SPONSORSHIP, PATRONAGE AND POLITICAL CONTRIBUTIONS**

Through sponsorship or patronage, CDA provides financial or material support to charitable organisations or social, cultural or sports actions to back initiatives with no specific advantage other than promoting the image of the Group and its values.

CDA consequently **prohibits** its partners from offering donations, political contributions or carrying out sponsorship in its name.

When they do so in their own name, partners of the Group must ensure that this action **cannot influence or give the impression of influencing decision-makers or customers in relations with CDA.**

## **6) CORPORATE SOCIAL RESPONSIBILITY**

### **Human rights and rights at work**

CDA requires that partners **comply with human rights and rights at work** in accordance with ILO fundamental Conventions: prohibition of forced labour and child labour, no discrimination at work, equal pay for equal work, organisation completely focused on hearing employees' concerns.

### **Health and safety**

With around 5,000 employees, the Group seeks to encourage innovative initiatives in the social sphere and constantly reinforce social dialogue.

CDA consequently hopes that its partners strictly respect **very high level safety rules** (appropriate equipment, in good working order, essential safety instructions, etc.) and also **workplace health and safety rules.**

### **Environment**

Respect and protection of the environment are core values that CDA wishes to affirm and promote. In this respect, the Group constantly pursues its efforts, in relation to **energy, water management, biodiversity and visual pollution** which are its major challenges in terms of its environmental footprint. The Group also wants its partners to contribute to reducing the negative impact that may be caused by our business operations on the environment by taking appropriate measures.

# 4 Implementation of the Code

## PARTNER COMMITMENTS AND IMPLEMENTATION OF THE CODE

Compliance with this Code is required by all CDA partners and their own partners and subcontractors.

By working with CDA, our **partners commit to:**

- Comply with this Code of Business Integrity throughout the assignment,
- Accurately and fully complete CDA's Questionnaire and provide all documents required to conduct preliminary due diligence.

In the event of any breach of this Code, CDA Group may be required to **take sanctions ranging from terminating the business relationship to bringing civil or criminal proceedings**, if justified by the circumstances, in accordance with an **escalating procedure**:

- First, CDA may raise **reasoned and documented** comments, questions and observations.
- The partner **may respond and provide any document that it considers relevant**, to promptly find a corrective solution to the non-compliance.
- In the event where CDA continues to have serious doubts at the end of this exchange, or if the solution proposed by the partner does not seem appropriate to it, **an audit of the partner may be conducted by the Group on the relevant matter**.
- If the partner refuses to undergo the audit or the audit results in an adverse opinion, or in the event of serious misconduct, **CDA may terminate the contract with the partner, and even launch legal proceedings**.

## WHISTLEBLOWING POLICY

Any employee or any person engaging in relations with CDA can **submit a whistleblowing alert in the event of breach of the provisions of this Code**.

To this end, CDA has implemented a whistleblowing alert mechanism and provides a dedicated email address, platform and telephone line:

- [conformite@compagniedesalpes.fr](mailto:conformite@compagniedesalpes.fr)
- <https://report.whistleb.com/compagniedesalpes>
- FRANCE 0800 916 095 Code 7356

All whistleblowing alerts will be handled in **complete confidentiality** ensuring that these persons are provided all legally required protection.