

**OBERTHUR FIDUCIAIRE SAS**  
**Anti-Corruption Code of Conduct**



Dear colleagues,

Since its creation in 1842, Oberthur Fiduciaire, one of the world's leading security printers with customers in more than 70 countries, has built upon its core values of Expertise, Trust, Innovation, Respect and Integrity.

Oberthur Fiduciaire's success is based on the highest standards of quality, safety and integrity. Its reputation as an honest and reliable business partner is crucial for the group.

The fight against corruption is a subject that is particularly close to my heart. Oberthur Fiduciaire has adopted a zero-tolerance policy for corruption, whether active or passive, in all its activities, subsidiaries and business relationships.

Therefore, I count on each and every one of you to continue to ensure Oberthur Fiduciaire's integrity by putting the Code of Conduct's spirit, principles and rules into practice, and promoting it with our customers, suppliers and business consultants.

Thomas Savare  
Director-General

## **MESSAGE FROM THE DIRECTOR OF COMPLIANCE, JEAN-MICHEL GUICHOT**

*Over time, the Oberthur Fiduciaire Group has earned a global reputation for integrity and excellence that has earned the trust of its customers and partners.*

*Its success is largely thanks to its corporate culture based on values such as integrity, ethics, transparency, accountability, professionalism and respect for international laws and agreements that apply in every country where the Group operates.*

### **What is the code of conduct?**

*This Code of Conduct has been designed for Oberthur Fiduciaire and is particularly adapted to the business activities of Oberthur Fiduciaire SAS.*

*This Code of conduct, developed following a risk analysis, is the result of a deep reflection within the Oberthur Fiduciaire Group on the rules of conduct that should be observed in dealing with our customers, suppliers, partners and competitors. As such, this Code is intended to remind you of the rules of proper conduct and the behavioural requirements demanded for each and every one of them to preserve the Group's values and principles.*

*The Code of Conduct complements the applicable internal policies and procedures within the Group's entities.*

*In accordance with French law, the Code of Conduct is attached to Oberthur Fiduciaire's internal bylaws and, as such, was subject to the consultation procedure with staff representatives as stipulated in Article L. 1321-4 of the Labour Code.*

### **To whom does the code of conduct apply?**

*The Code of Conduct applies to all employees of Oberthur Fiduciaire, in the broadest sense, regardless of their position or title - members of management, employees, trainees, subcontractors, apprentices, temporary employees, independent contractors, business consultants, intermediaries working on behalf of the Company, etc. (hereinafter referred to as "Employees").*

*It shall apply to any person working on an ad hoc or permanent basis on behalf of the Company or on behalf of one of its subsidiaries, joint ventures, or any other entity that is managed or controlled by it, within or outside the confines of an employment contract.*

*All Employees must read, understand and comply with this Code of Conduct.*

*Oberthur Fiduciaire practices a "zero-tolerance" policy with regard to adherence to the rules of compliance. Any behaviour in violation of the rules described in this Code by any person subject to it may be investigated and shall be punished by disciplinary action up to and including termination of employment, in accordance with the Company's internal bylaws and French legislation.*

*The Code of Conduct is also intended to be distributed to our customers, suppliers and business partners in order to ensure comprehensive communication and understanding of the Oberthur Fiduciaire Group's values.*

### **How to report a concern about the application of this Code of Conduct?**

*This Code of Conduct is not intended to provide a comprehensive overview of detailed procedures for managing all situations, but is intended as a guide for Employees of Oberthur Fiduciaire in their interactions with the Company's customers, suppliers or partners.*

*The Compliance Officer in charge of compliance matters within the Company is appointed to respond to any questions and needs related to the application of this Code of Conduct.*

*This person, who has the authority, independence and means necessary for performing this role, is an accessible point of contact for each of the Company's Employees for any question or problematic situation pertaining to this document.*

*Employees who have doubts about an action or behaviour may submit their concerns / queries by email at the following address: [JM.GUICHOT@fcf.com](mailto:JM.GUICHOT@fcf.com)*

*In accordance with the Law, the Oberthur Fiduciaire Company has also set up a professional alert system (currently **DS-MAN-053**), Employees thus have the possibility of expressing their concerns anonymously and of reporting any behaviour that they consider or suspect that they are not in compliance with this Code of Conduct and in particular the anti-corruption rules that emanate from it by sending an email to the following address: [CORRUPTION@fcf.com](mailto:CORRUPTION@fcf.com)*

## TABLE OF CONTENTS

1.	CONTEXT AND PURPOSE OF THE CODE OF CONDUCT .....	6
2.	DEFINITIONS .....	6
3.	COMPLIANCE WITH ANTI-CORRUPTION RULES AND STRICTLY PROHIBITED BEHAVIOURS.....	7
	3.1 Compliance with anti-corruption laws .....	7
	3.2 Definition of prohibited conduct .....	7
4.	AREAS OF VIGILANCE AND RISKY BEHAVIOURS .....	8
	4.1 Gifts, travel and hospitality .....	8
	4.2 Donations and sponsorship for non-governmental organisations and associations .....	10
	4.3 Facilitation payments .....	10
	4.4 Relations with Consultants .....	10
	4.5 Relations with suppliers .....	11
	4.6 Record keeping .....	11
5.	IN SUMMARY: What is not acceptable.....	11
6.	REPORTING AND PRINCIPLE OF NON-RETALIATION.....	12
	6.1 Employees' duty to report.....	12
	6.2 Handling an act or suspicion of corruption.....	12
	6.3 Employee Protection and principle of non-retaliation.....	12
7.	COMMUNICATION AND TRAINING .....	13
8.	IMPLEMENTATION OF THE CODE OF CONDUCT AND RESPONSIBILITIES .....	13
9.	NON-COMPLIANCE WITH THE CODE OF CONDUCT AND ASSOCIATED PUNISHMENTS .....	13
10.	RISKY SITUATIONS WITH "RED FLAGS" FOR CORRUPTION.....	14

# COMPLIANCE AND ANTI-CORRUPTION MEASURES

## 1. CONTEXT AND PURPOSE OF THE CODE OF CONDUCT

Oberthur Fiduciaire's main customers are governments and government agencies that place special trust in the Company. In order to honour this trust, the Company's policy is to conduct its business activities with honesty and fairness. The Company has thus adopted a "zero-tolerance" policy for all forms of corruption and other breaches of probity and commits to act with honesty, fairness and integrity, in all locations, in all its business relations and activities.

The purpose of this Code of Conduct is to:

- determine the roles and responsibilities of the Company, as well as each of its members and people working in its name and on its behalf, in implementing and respecting its commitment to fight against corruption, and
- provide necessary information and advice so that everyone is able to recognise, avoid and handle any issues related to corruption.

Oberthur Fiduciaire and its directors shall forever guarantee and ensure the compliance of this Code of Conduct and the anti-corruption rules that come from it with the requirements stipulated by French law, notably by Law no. 2016-1691 from December 9, 2016 on transparency, the fight against corruption and modernisation of economic life.

To this end, in addition to implementing a genuine anti-corruption compliance programme through this Code of Conduct, the Company has established detailed risk assessment procedures, an internal whistleblower system, and sophisticated control systems.

The Company shall regularly ensure, in particular through audit procedures and review / management committee procedures, that the defined anti-corruption rules remain appropriate and relevant to the specificities of its business activities and shall, as appropriate, make any necessary revisions to ensure the continuous improvement of its corruption prevention and detection system.

## 2. DEFINITIONS

Consultant	any individual or organisation hired to assist the Company in its business relations with its customers, whether described as a consultant, advisor, broker, intermediary, representative or other
Employee	any natural person working for the Company, regardless of position or level, including senior management, officers, directors, employees (whether fixed-term or long-term), trainees, seconded personnel, home-based employees, casual employees, agency staff, volunteers, and any other person paid by the Company, wherever they are located
Third Parties	any person, company or governmental organisation, other than a consultant as defined above, with whom the Company seeks to have, already has or may have business relations (including, for example, customs agents, brokers, logistics agents, freight forwarders, etc.)
Act of corruption	any inducement or reward offered, promised or provided for the purpose of unduly gaining or retaining a commercial, contractual, regulatory or personal benefit
Bribery	any offer, suggestion, payment, authorisation or acceptance of an undue reward

<i>Facilitation Payment</i>	a small amount that is unofficially paid to an official in order to speed up or guarantee the successful completion of an administrative procedure
Due diligence	the entirety of necessary steps prior to entering into a contractual relationship with a Consultant or third party to gather sufficient information about that natural or legal person and its activities, in order to assess the risk of corruption

### 3. COMPLIANCE WITH ANTI-CORRUPTION RULES AND STRICTLY PROHIBITED BEHAVIOURS

#### 3.1 Compliance with anti-corruption laws

The Company and its Employees shall scrupulously respect all applicable anti-corruption laws in all jurisdictions in which the Company operates.

In particular, the Company shall ensure all of its employees' compliance with the anti-corruption provisions of French law, especially Articles 432-11, 433-1, 433-2, 435-1 et seq., 434-9 and 445-1 et seq. of the French Penal Code, both in France and abroad.

In accordance with the aforementioned provisions of the French Penal Code, individuals who are guilty of corruption could face sentences that reach up to ten years' imprisonment and/or fines of €1,000,000.

In addition, in the event that individuals who have acted in the name and on behalf of the Company have been found guilty of corruption, the Company may also be punished.

In addition to the risk of considerable damage to its reputation, the Company is liable to face fines of up to €5,000,000, as well as additional penalties such as a ruling for **(i)** a prohibition from applying for any public contracts, **(ii)** a measure placing it under judicial supervision, **(iii)** its definitive closure or closure for a period of not more than five years, **(iv)** its definitive prohibition or prohibition for a period of not more than five years from making an offer of financial securities to the public and/or **(v)** a ban from issuing cheques and using payment cards for up to five months.

The Company thus takes its role very seriously in combating corruption and intends, through this Code of Conduct, to enforce strict rules for anyone who acts in its name and on its behalf.

#### 3.2 Definition of prohibited conduct

It is thus strictly forbidden, in the context of the business activities that the Company develops, for Oberthur Fiduciaire's Employees to engage in any way in acts of corruption, in the broadest sense, proceeding from violating the values of probity and integrity promoted by the Oberthur Fiduciaire Group, especially those likely to be characterised as corruption offences, influence peddling, favouritism, embezzlement of public funds or illegal taking of interests.

These behaviours are strictly forbidden and shall be punished, even for their mere attempt, as well as any cooperation, participation or assistance provided for their perpetration, any help provided for their concealment, and provocation or instruction given for the purpose of their perpetration.

The benefits in value or in kind referenced in the following definitions (cf. 4.1 and 4.3) whose proposal or acceptance are likely to constitute acts of corruption and are therefore prohibited, may cover the payment of sums of money in any form (e.g., commissions, retro-commissions, "under the table" bribes, *Facilitation Payments*, rebates, reimbursement of expenses or debts, loans on preferential terms...), gifts and invitations, performance of works or services free of charge, services indirectly rendered (e.g., hiring a relative), etc.

##### Active corruption

More specifically, Oberthur Fiduciaire's Employees are prohibited from engaging in an act of active bribery (acting as the briber) or influence peddling, which consists of:

- offering, promising, giving or granting,
- in France or abroad,

- to a person entrusted with public authority, holding a public office or public service assignment, or to any person conducting a professional or corporate activity in a company or organisation of any kind,
- a direct or indirect benefit, in value or in kind (see examples below) directly, or indirectly via an intermediary (e.g., sales agent, broker, proxy, etc.), whether this benefit is intended to help the person who receives it or to others,
- in the goal of obtaining from this person:
  - that they perform or refrain from performing any action in their mandate, role, activity, or functions, or an act facilitated by their activity, function, or role, or
  - that they use or abuse their influence, real or alleged, in order to obtain from a public administration or public authority, whether French or foreign, a distinction, a job, a contract, or any favourable decision.

#### Passive corruption

Oberthur Fiduciaire's Employees are also prohibited from engaging in passive bribery, with consists of:

- soliciting or accepting,
- in France or abroad,
- directly or indirectly, through an intermediary,
- any offers, promises, gifts, presents or benefits of any kind, whether for themselves or for others,
- in exchange for their commitment to perform or to refrain from performing an action in their business activities, functions or roles, or an act facilitated by exercising their activities, functions or roles within Oberthur Fiduciaire.

## **4. AREAS OF VIGILANCE AND RISKY BEHAVIOURS**

Beyond the strictly prohibited behaviours as defined above (cf. Article 3), Oberthur Fiduciaire's Employees may be confronted with certain, more ambiguous situations, which may represent a risk of corruption. Such situations, referred to as "red flags", are listed non-exhaustively, as an illustration, in Article 10 of this Code of Conduct.

Employees who face similar problems or situations are urged to exercise special vigilance and scrupulously follow procedures to effectively prevent and detect corruption risks.

### **4.1 Gifts, travel and hospitality**

This Code of Conduct does not prohibit hospitality benefits that are reasonable in character and appropriate to the circumstances, whether given or received by a third party. However, Employees and consultants acting in the name and on behalf of the Company should know that more expensive hospitality benefits may be perceived as signs of corruption.

Reasonable and appropriate hospitality benefits must be assessed according to international standards and not solely according to the standards of the country in which the giver or the recipient is located.

#### **Giving gifts**

Giving gifts to a third party is not prohibited if the gift meets the following requirements:

- It is not intended to influence any person in order to obtain or maintain a commercial benefit, to reward the acquisition or maintenance of business relationships or contracts, or to obtain any services or benefits;
- It complies with the law and local practices. For example, some countries impose restrictions on what an employee may receive from a third party. Restrictions imposed by some countries that are more stringent than those specified in this Code of conduct must be followed;
- It is reasonable and proportionate both internationally and from a local point of view. For example, it is customary in France to offer small gifts during the holiday season, whereas an expensive gift offered during a tendering process may be a sign of bribery;
- It does not involve a payment in cash or cash equivalent, such as payment by check or gift certificate;
- It does not involve a significant value;
- It is done openly and not secretly;
- It is recorded in a register that the Company has specifically provided for this purpose.



### **Accepting gifts**

Employees may not accept gifts that are intended to influence or reward them for services rendered or benefits of any kind.

However, Employees may keep gifts whose value is not significant. Any other gift must be refused. In the event that it is not possible to refuse it, the gift must not be kept by the employee but must be reported to the line manager. The gift, its recipient and its intended use must be recorded in the Company's register provided for this purpose.

### **Travel and hospitality benefits that are offered**

Travel and hospitality benefits offered to a third party, including meals and entertainment, are not prohibited if they meet the following conditions:

- They are offered in the normal course of professional relations. They are not intended to influence any person in order to obtain or maintain a commercial benefit, to reward the acquisition or maintenance of business relationships or contracts, or to obtain any services or benefits;
- They are consistent with the law and local practices. Restrictions imposed by some countries that are more stringent than those specified in this Code of conduct must be followed;
- They are reasonable and proportionate both internationally and from a local point of view;
- They are offered for legitimate business purposes. For example, paying for the travel and accommodation of a foreign official who comes to France to visit the Company's premises is perfectly acceptable. Nevertheless, paying for the part of the trip where he visits his family is not;
- They do not affect the beneficiary's family. In certain very limited circumstances where the presence of a spouse or partner may be appropriate and paid for by the Company, you must obtain express written authorisation from the Compliance Officer in charge of compliance matters prior to this third party's arrival.

### **Travel and hospitality benefits that are received**

An employee may accept travel or hospitality benefits, including meals and entertainment, provided that they meet the following conditions:

- They are offered in the normal course of professional relationships. They are not intended to influence a Company employee to give a commercial benefit, reward the granting or maintenance of a business relationship or contract, or provide any services or benefits;
- They are reasonable and proportionate both internationally and from a local point of view. In case of doubt, the employee must consult his/her supervisor;
- They are offered only for legitimate business purposes;
- They are not offered to the employee's family. In certain very limited circumstances where the presence of a spouse or partner may be appropriate and paid for by the Company, you must obtain express written authorisation from the Compliance Officer in charge of compliance matters prior to this third party's arrival.

Any giving or acceptance of gifts, travel or hospitality benefits by an Employee of the Company must be done in strict compliance with the stipulated rules,

In case of doubt about the risks that may be related to giving or accepting a gift or hospitality benefit, particularly in a foreign country, the Company's Employees may send their questions to the Compliance Officer.

## **4.2 Donations and sponsorship for non-governmental organisations and associations**

The Company must never make contributions to political organisations or parties.

The Company may set up charitable donations or sponsor events under the following conditions:

- They are not intended to influence any person in order to obtain or maintain a commercial benefit, to reward the acquisition or maintenance of business relations or contracts, or to obtain any services or benefits;
- They are consistent with the law and local practices;
- They are reasonable and proportionate both internationally and from a local point of view;
- They are made directly by the Company in its name and not through a third party;
- They are made openly and not secretly.

The Company itself selects the organisations and associations to which it makes donations or for which it chooses to sponsor events. Under no circumstances shall an Employee who donates, in a personal capacity, to a non-governmental organisation or association of his/her choice give the impression that his/her gift has any connection with Oberthur Fiduciaire.

Any donation or sponsorship made by an Employee of the Company on behalf of the Company must be done in strict compliance with the stipulated rules.

## **4.3 Facilitation payments**

The Company shall neither accept nor make any *Facilitation Payments*. Payment of such sums, whatever the amount, is among the strictly prohibited behaviours for all Employees.

Any Employee who is required to make a payment on behalf of the Company must always verify the motive and reasonableness of the payment. The Employee must also ensure that the amount requested is proportional to the goods and/or services provided. The Employee must always request an invoice detailing the payment's purpose and the price.

The Compliance Officer in charge of compliance matters within the Company must be notified of any suspicion, doubt or question on this point.

Employees and Consultants acting in the name and on behalf of the Company must avoid any activity and conduct that could lead to the payment of *Facilitation Payments*.

## **4.4 Relations with Consultants**

Heightened vigilance must be observed in order to ensure strict compliance with the anti-corruption rules set forth in this Code of Conduct in the context of relations between Oberthur Fiduciaire's Employees and intermediaries, such as sales agents, consultants, brokers, businessmen, proxies, etc., playing a role in the relations between Oberthur Fiduciaire and its business partners or counterparties, in France and abroad.

This vigilance must be especially heightened when the relevant intermediary conducts business activities or negotiations on behalf of Oberthur Fiduciaire with public entities or public officials, in the broadest sense, in France or abroad.

Indeed, the Company is liable for the actions carried out in its name and on its behalf by the intermediaries it uses. It is therefore essential that the Company only use respected Consultants, whose professional qualities and ethics are irreproachable. Employees in contact with these Consultants as part of performing their duties shall ensure that they comply with the principles set forth in this Code of Conduct. As such, Employees tasked with hiring or dealing with Consultants should carefully read the Procedure for Consultant Relations (currently [MO-COM-002](#)).

In order to assess a Consultant's ability to perform a contract, the Company may have had informal relationships with them as long as it has no doubt about their integrity and it does not have formal contractual relations with them. However, in accordance with the Consultant Relations Procedure, once the Company has decided to enter into a contract with the Consultant, it must ensure that "due diligence" (currently **DS-MAN-011**) is completed before the contract is signed. It must also ensure the Consultant's proper implementation of the anti-corruption rules set out in this Code of Conduct, prior to signing the contract and throughout the contract's performance.

#### **4.5 Relations with suppliers**

Heightened vigilance must be observed in order to ensure strict compliance with the anti-corruption rules set forth in this Code of Conduct in the context of relations between Oberthur Fiduciaire's Employees and its business partners or counterparties, especially suppliers, in France and abroad.

It is essential that the Company only use suppliers whose professional qualities and ethics are irreproachable. Employees in contact with these suppliers as part of performing their duties shall ensure that they comply with the principles set forth in this Code of Conduct. As such, Employees tasked with hiring or dealing with suppliers should carefully read the Procedure for supplier relations (currently **DS-ACH-002**).

Once the Company has decided to enter into a contract with a new supplier, it must ensure that an evaluation (currently using the **SE-ACH-004** template) is produced for the supplier in order to assess their ability to perform the contract. In addition, the Company must ensure the supplier's proper implementation of the anti-corruption rules set out in this Code of Conduct before signing the contract and throughout the contract's performance.

#### **4.6 Record keeping**

The Company shall keep a register of payments made by third parties, as well as a register of payments made to third parties. In addition, the Company has implemented necessary internal controls so that the origin and reason for the payments made to third parties are recorded.

Employees must ensure that all reimbursement requests for hospitality benefits, travel, gifts or any expenses to third parties are approved in accordance with the Company's expense reimbursement process and must specify the reason for the expenditure and the person involved.

All accounts, invoices, notes and other records relating to transactions with third parties, such as customers, suppliers and business contacts, must be kept and updated accurately and completely in accordance with accounting control rules.

No "secret" accounting, intended to facilitate or conceal inappropriate payments, may be kept in parallel.

All gifts, hospitality, travel or any other expenses to suppliers must be recorded in a register, which must be kept and updated accurately and completely. Similarly, all gifts, hospitality, travel or any expenses received from suppliers must be recorded in this register, which must be kept and updated accurately, in accordance with accounting control rules.

### **5. IN SUMMARY: WHAT IS NOT ACCEPTABLE**

It is not acceptable for any Employee or anyone acting in the name or on behalf of the Company, including Consultants, to:

- give, promise to give or offer any payment, gift or hospitality benefit outside of normal professional practice for the purpose of receiving or awarding any commercial benefit or advantage;
- give, promise to give or offer any payment, gift or hospitality benefit to a government representative, public official or Consultant for the purpose of facilitating or accelerating an administrative procedure;
- accept any payment or gift from a third party which the Employee knows or suspects has been offered for the purpose of obtaining a commercial benefit or advantage from the Company or from the Employee;

- accept any donation or hospitality benefit from a third party which the Employee knows or suspects has been offered for the purpose of obtaining a commercial benefit or advantage from the Company or from the Employee;
- engage in any activity that may result in a violation of this Code of Conduct.

## **6. REPORTING AND PRINCIPLE OF NON-RETALIATION**

### **6.1 Employees' duty to report**

Preventing, detecting and reporting acts of bribery and all other forms of illegality are the duty of everyone who works for and on behalf of the Company or under its control.

Employees are encouraged to raise any issues and report any suspicion of impropriety as soon as possible. Employees are also obliged to avoid any activity that could lead to a violation of this Code of Conduct, or could even simply imply such a violation.

Any conflict with this Code of Conduct or difficulty in its application or interpretation should be reported to the Compliance Officer as soon as possible.

Finally, it is essential that any Employee who is subject to attempted bribery or who suspects the existence of such acts, or any other form of illegal activity, immediately contacts the Compliance Officer.

A procedure for collecting and processing professional alerts (DAP) has been set up in the company (currently DS-MAN-053).

### **6.2 Handling an act or suspicion of corruption**

Any report escalated to the Compliance Officer or through the whistle-blower system shall be investigated and subject to corrective action.

Reported information, concerns and reports shall be monitored promptly and systematically.

The Company's Employees are required to cooperate fully with investigations. Failure to cooperate fully with an investigation conducted by the Company or any other entity of the Oberthur Fiduciaire Group may be considered a breach of this Code of Conduct.

It is forbidden to report problems in bad faith or in an unfair or abusive manner, such as personal attacks on an Employee.

### **6.3 Employee Protection and principle of non-retaliation**

The Company commits that no person shall suffer any prejudicial treatment on the grounds that they refused to take part in an act of bribery or expressed their suspicions, in good faith, including through the internal whistle-blower system, in the case of actual or alleged acts of corruption or any other breach of this Code of Conduct, even if the conducted investigations do not result in establishing proof of it having taken place.

The term "prejudicial treatment" includes any retaliatory actions, including dismissal, disciplinary measures, threats or any other adverse treatment that may occur as a result of an employee reporting suspicions in good faith.

## **7. COMMUNICATION AND TRAINING**

The Company's leadership commitment and anti-corruption rules described in this Code of Conduct must be known and applied at all relevant and/or affected levels and roles: management team, sales force, procurement, accounting/finance, human resources, etc.

A training programme on the rules of law related to corruption and the rules that comprise this Code of Conduct for the Company's fight against corruption shall be conducted for any Employee:

- joining the Company,
- belonging to category 1 (*sensitive person particularly exposed to corruption risk, in contact with customers, strategic suppliers*),
- or belonging to category 2 (*person moderately exposed to corruption risk*).

At each training session, the Employee shall sign an attendance sheet and an attestation of having no conflicts of interest.

## **8. IMPLEMENTATION OF THE CODE OF CONDUCT AND RESPONSIBILITIES**

The person in charge of compliance issues within the Company, called the "Compliance Officer" is:

- responsible for ensuring that this Code of Conduct complies with the Company's legal and ethical obligations, and that all persons acting in the name and on behalf of the Company comply with it,
- responsible for ensuring the implementation, monitoring and effectiveness of the Code of Conduct on a daily basis,
- in charge of settling any question that may arise regarding how to interpret this Code of Conduct.

The Company's leadership shall ensure that Employees, regardless of their level and position, are aware of this Code of Conduct and understand its content. They shall also ensure that all Employees receive sufficient and regular training.

All the Company's Employees are encouraged to contribute to the success of this Code of Conduct and are urged to refer to it in the event that they suspect wrongdoing and/or criminal acts, which should be reported.

Employees are invited to comment on this Code of Conduct and to suggest any improvements that they deem appropriate. Any comments, suggestions or requests should be sent to the Compliance Officer.

## **9. NON-COMPLIANCE WITH THE CODE OF CONDUCT AND ASSOCIATED PUNISHMENTS**

The Oberthur Fiduciaire Group and Oberthur Fiduciaire practice a "zero-tolerance" policy with regard to adherence to the rules of compliance.

Any behaviour in violation of the rules described in this Code by one of the persons subject to it may, after investigation, be punished by disciplinary action up to and including termination of employment, in accordance with the Company's internal bylaws and French legislation.

## 10. RISKY SITUATIONS WITH "RED FLAGS" FOR CORRUPTION

(Non-exhaustive list)

An employee learns that a consultant acting in the name and on behalf of the Company:

- has engaged in or is accused of engaging in improper business practices;
- has a reputation for paying bribes, demanding that bribes be paid to them or a reputation of having "special relations" with foreign public officials.

An employee notices that the Company has received an invoice with commissions or fees that do not correspond to the amounts stipulated in the contract.

An employee is offered a gift or a lavish hospitality benefit by a third party or consultant.

Government representatives, public officials and/or their relatives are serving as consultants and/or receiving compensation from consultants.

A public official requests that his personal expenses be paid by an employee of the Company.

A consultant:

- asks to receive a commission or payment of expenses before even undertaking to sign a contract with the Company, perform an assignment for the Company or conduct an administrative procedure in favour of the Company;
- does not follow the local rules for professional registration;
- refuses to provide the Company with the names of its shareholders or beneficiaries;
- while acting in the name and on behalf of the Company, has been prosecuted, convicted or is accused of improper professional practices, corruption, money laundering or financial fraud;
- refuses to sign normal contractual clauses and/or requests that a contract with the Company be backdated;
- demands payment of a disproportionate amount in relation to the expected work;
- insists on receiving a commission or payment before signing the contract with the Company;
- requests a cash payment and/or refuses to provide an invoice or receipt for the payment for which he/she is requesting reimbursement;
- requests that a payment be made to a country or geographical area that is separate from the location where he/she resides and/or conducts business;
- requests that a payment be made in favour of a third party or via a third party;
- requests that a payment be made in favour of an offshore company;
- solicits reimbursement of expenses or payment of an additional commission not specified in the contract to "facilitate" a service;

A third party or a consultant:

- solicits lavish benefits or gifts before providing services
- requests that a job or other benefit be granted to a friend or relative.

A third party:

- requests that a payment be made in order that they ignore certain potential violations of the law,
- insists on using side letters or refuses to specify in writing certain contractual terms agreed between the parties,
- intends to use a consultant, distributor or supplier that the Company does not know or is not accustomed to using.