

ECF Group Code of Conduct

Anti-corruption detachable part

Incorporated into the company rules and regulations

Applicable on 01/01/2024 after validation by the Executive Committee and then appended to the CRR

Version adopted on 05 December 2023 by the ECF Group Executive Committee



Sustaining experiences in Hospitality & Care

A word from the CEO



As a signatory of the **United Nations Global Compact Charter** since 2004, the ECF Group defends the Sustainable Development Goals (SDG), a rational development of our activities, a performance carried out in a spirit of equity and protection of the interests of its stakeholders, in respect of human dignity, social values, and the environment. The ECF Group wishes to involve all of its employees and business partners in a responsible approach.

The ECF Group's Ethics and Corporate Social Responsibility Charter sets out key principles that apply to all ECF Group activities and employees.

Through this Charter, the ECF Group sets out and supports the values that are its own. It is supplemented by the Group's policies, charters, rules and guidelines, some of which are available on the «ECF For Me» Intranet or communicated on a case-by-case basis according to the people in question.

We have adopted a **“Whistleblowing”** policy and reporting system, a secure and confidential channel for reporting issues, including violations of the ECF Group Ethics Charter. The ethics and corporate social responsibility charter is part of the conditions of employment in the company, also available on the «ECF For Me» Intranet.

Within the ECF Group, we share a great faith in our main values:

«Create value for our stakeholders, according to a management system that respects human dignity, and act as a corporate citizen, in all of the environments in which we operate».

To this end, we ensure that our Employees and partners are aware of and adhere to the principles relating to ethics, compliance and processing of personal data, notably contained in this Charter, as well as in our charters which can be consulted on the ECF Group website.

Christophe Alaux

Chairman & CEO - ECF Group



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1 WHY WE ARE COMMITTED TO FIGHTING CORRUPTION

Within the ECF Group, we operate in compliance with the law and ethical standards, we have zero tolerance for corruption in all of our operations, regardless of local business practices.

With this in mind and in accordance with article 17 of the **Sapin II law**², the ECF Group is setting up its own system for the prevention, detection and control of corruption, consisting of a risk map, a specific organisation for training, an alert procedure, an internal control and evaluation system with a view to the continuous improvement of the system.

The ECF Group undertakes to take all measures to avoid any act of corruption or influence peddling in the course of its activities.

2 WHAT ARE CORRUPTION AND INFLUENCE PEDDLING?

The term «corruption» refers to bribery and influence peddling, which are offences defined by the French Criminal Code:

- **Corruption occurs** when an undue gift or benefit is offered or granted to a person in a public or private office, in order to cause that person to perform, delay or omit to perform an act falling within the scope of his/her duties.
- **Influence peddling occurs** when an undue gift or benefit is offered or granted in order for the beneficiary to use his/her actual or supposed influence in an effort to obtain a favourable decision from a public authority.

Corruption and influence peddling may apply to any natural or legal person, regardless of their size, business sector or location.

The term «active corruption» is used when the person attempting to corrupt is responsible for initiating the reprehensible acts, and «passive corruption» is used in the opposite case, i.e. when the person being corrupted invites another person to pay for his/her services.

As with corruption, influence peddling can be «active or passive», but also «private» if the intermediary is a private person or «public» if the intermediary holds a public office.

Undue gifts or benefits can take various forms:

- A monetary benefit (cash, transfers or others) whose means of payment can sometimes be concealed (false invoices, consultant fees, donations, etc.);
- A benefit in kind (participation in events, entertainment, travel, gifts, hiring family of members or friends, etc.)

3 ANTI-CORRUPTION EFFORTS

As corruption and influence peddling are offences subject by criminal penalties, any Employee who commits such an offence may be faced with personal criminal liability, and in some cases, the companies making up the ECF Group may also face liability.

Any breach of the rules set out in this Anti-Bribery and Corruption Code of Conduct exposes employees to appropriate disciplinary measures and sanctions proportionate to the seriousness of the identified breach, in accordance with the provisions of the company rules and regulations, as well as to possible personal criminal and/or civil prosecution.

The consequences of a breach of the Anti-Bribery and Corruption Code of Conduct can be various for the ECF Group, including:

- Damage to our reputation and that of our business,
- Possible claims for compensation for the damage caused,
- Criminal prosecution.

²Law n°2016-1691 of 9 December 2016 on transparency, anti-bribery and corruption and the modernisation of the economy (known as the «Sapin II Law»).

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YOU SHOULD ALWAYS

- Explain, internally or when dealing with third parties, that the ECF Group has zero tolerance for corruption and will not directly or indirectly offer, pay, seek or accept any payment, gift or favour that may improperly influence a business outcome;
- Identify the various forms of undue solicitation that may target you;
- Immediately inform your manager, your Legal or Compliance Manager, or issue an alert via the internal whistleblowing platform, if you become aware of actions that may be contrary to our policy against corruption and influence peddling;
- Ensure that our business partners and intermediaries are informed of our requirements, and undertake to comply with them;
- Refuse categorically and openly any benefit that may be solicited or proposed.



YOU SHOULD NEVER

- Accept or solicit money or any benefit that may cause you to breach your duty of loyalty to the ECF Group or that may be perceived as likely to influence the ECF Group's decisions regarding the third party in question;
- Offer, promise, give money or any benefit to a representative of a public authority, a political party, a trade union or an actor in trade union life, and/or to an employee or representative of a company in an effort to cause this person to breach his/her obligation of loyalty to his/her company;
- Keep silent about any attempts at corruption of which you are aware, nor be afraid to inform your manager or your Legal or Compliance Officer, as appropriate.

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CASE STUDY

1

A representative of the public administration offers to facilitate applications made on behalf of the ECF Group to public authorities for their furniture needs, on the condition of guaranteeing to pay for some of this personal equipment.

■ How should I respond?

You must immediately and spontaneously report this situation to your line manager or a legal or compliance officer and withdraw from discussions with this representative.

■ Why?

This is a case of influence peddling (in this case, the administration representative is proposing to use his/her influence with a public authority in order to obtain a favour for you).

You must under no circumstances comply with such a solicitation, which would expose you personally to heavy fines and prison sentences as well as a disciplinary sanction up to and including dismissal, and which would also expose the ECF Group to serious consequences, including in terms of image and reputation.

CASE STUDY

2

A long-time supplier offers me cash in the form of commissions so that the ECF Group can increase the volume of purchases made from this supplier.

■ What should I do?

You must refuse this proposal and report it immediately and spontaneously to your line manager or to a legal or compliance officer.

■ Why?

This situation is clearly an attempt at corruption. Specifically, this would be a case of active bribery by the supplier and of private passive bribery if you were to accept the commissions.

Accepting such a commission (or any other form of remuneration) would expose you to legal proceedings and disciplinary measures that could lead to your dismissal.

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4 GIFTS AND HOSPITALITY

Gifts and hospitality refer to any tangible or intangible benefit provided by an organisation or one of its employees to a person from another organisation.

Giving or receiving a gift or hospitality can be a common event in business life. However, this practice may vary by country, region and industry. What may be normal and acceptable in one context may be classed as bribery in another.

It is important for ECF Group Employees and business partners to approach this issue with caution and discernment.

Any gift, benefit or hospitality must be part of the employee's professional activity and remain strictly occasional. It is necessary to assess its reasonableness, to check the professional context and to be transparent with the management.

In general, the acceptance of gifts and other benefits is prohibited if the interests of the ECF Group are affected or if the professional independence of employees is likely to be compromised, either actually or in appearance.

When an employee receives a gift or hospitality, respecting the principles of this Anti-Bribery and Corruption Code of Conduct, this employee must inform his/her manager of the gifts and hospitality received, and declare them via the form «Country Variant Form, gifts and hospitality».

In any event, employees must refuse, and if necessary return, any gifts and hospitality that do not comply with the rules set out in this Code of Conduct.

As relevant, the gift or hospitality must be returned immediately by the Employee to the Business Partner, along with a thank you letter setting out the ECF group rules for accepting gifts or hospitality.

Finally, if local legislation is stricter than the rules set out above, it is necessary to comply with the strictest regulations.

When you receive a gift or hospitality



IT CAN BE ACCEPTED

- If the gift or hospitality complies with local law;
- If the gift or hospitality is in a professional setting;
- If the gift or hospitality meets the criteria specified in the Country Variant Form (where applicable, line manager validation is mandatory);
- If the frequency of gifts or hospitality is reasonable and consistent with local business practices (see country variant form);
- If the business partner is present at the time of the hospitality;
- If the gift is a consumable item, it is shared within the team in which the Employee works when possible.



IT MUST BE REFUSED

- If the gift or hospitality is in the form of cash or cash equivalents such as gift vouchers (except in the case of a sales promotion for which gift vouchers can be used after validation by the line manager);
- If the gift or hospitality is offered during commercial negotiations;
- If the person offering the gift or hospitality is a public official.

When you offer a gift or hospitality



IT CAN BE OFFERED

- If the gift or hospitality complies with local law;
- If the gift or hospitality is in a professional setting;
- If the gift or hospitality meets the criteria specified in the Country Variant Form (where applicable, validation by the line manager is mandatory);
- If the frequency of gifts or hospitality is reasonable and consistent with local business practices (see country variant form).



IT CANNOT BE OFFERED

- If the gift or hospitality is in the form of cash or cash equivalents such as gift vouchers (except in the case of a sales promotion for which gift vouchers can be used);
- If the gift or hospitality is offered during commercial negotiations;
- If the person receiving the gift or hospitality is a public official.

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5 BUSINESS PARTNERS

In certain circumstances, a company may be held legally liable for acts of bribery committed by its business partner.

The ECF Group's Business Partners include Suppliers, Customers, Intermediaries, Subcontractors, Consulting companies (consultants, lawyers, etc.).

Preliminary checks

Prior to entering into a business relationship with a Business Partner, preliminary checks adapted and proportionate to the particular situation of the Business Partner must be carried out.

Proportionate sum of payments

Payments made to a Business Partner must always correspond to an appropriate remuneration commensurate with the service rendered. Care must be taken with payments made to a bank account in a country other than that of the ECF Group entity in question.

Paying into ECF Group accounts

Payments must be paid into the accounts of the relevant ECF Group entities (after presentation of an invoice and preferably by bank transfer).

6 CONFLICTS OF INTEREST

A conflict of interest arises from a situation in which a person employed by a public or private body has, in a private capacity, interests that could influence or appear to influence the way in which he/she carries out his/her duties and responsibilities entrusted to him/her by that body.

Employees are asked to avoid any situation that could give rise to a conflict of interest, that is to say any situation in which private or personal interests could influence or appear to influence the impartial and objective exercise of their duties.

Private or personal interests include any actual or potential benefit to themselves, their family members, other relatives, or their circle of friends and acquaintances.

In particular, if an Employee who participates in the work relating to an operation of the ECF Group has a direct or indirect personal relationship, or a relationship of interest with a potential beneficiary of this operation, he/she must immediately declare this to his/her managers. He/she is also required to make this declaration if the personal relationship or interest is acquired after the transaction in question.

Any Employee who finds him/herself in a situation that could result in a conflict, or the perception of a conflict, between his/her interests and those of the employer, is required to declare this to a line manager.

Situations of this type can be many and varied, it is up to the Employee to assess the situation in accordance with the rules set out in this Anti-Bribery and Corruption Code of Conduct.

7 FACILITATION PAYMENTS

Facilitation payments are sums of money (often modest) requested by individuals to obtain or accelerate the completion of certain administrative procedures (issuing of licences or permits, etc.). These payments are prohibited in most countries but are sometimes considered acceptable when it is a recognised fast-track process and certain conditions are met:

Mandatory conditions

Facilitation payments can only be used in countries where they are legal and when the Employee has obtained approval from his/her management. The Employee must also receive an official receipt in support of the transparency of the operation.



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8 RECRUITMENT AND APPOINTMENT

The hiring of a new Employee and appointment of an Employee already working for the ECF Group may potentially give rise to bribery or influence peddling if the Group was offered a benefit by a third party in exchange for this.

Prohibition

The ECF Group prohibits any hiring or appointment that would result in an undue benefit (personal or in the course of one's duties) offered by a third party.

9 DONATIONS, PATRONAGE AND SPONSORSHIP

The ECF Group makes donations and serves as a patron or sponsor for certain activities supporting members of society (particularly for charities). Such donations, patronage and sponsorship activities may be classed as acts of bribery when they are carried out with the aim of obtaining an undue benefit (consideration).

Compliance with applicable laws and regulations without obtaining consideration

Donations, patronage and sponsorship activities are permitted subject to compliance with applicable laws and regulations and must not be carried out in order to obtain an undue benefit.

Link with the business and interests of the ECF Group

Donations, patronage and sponsorship activities are permitted subject to being connected with the company's business and interests.

Any direct or indirect financing in any form whatsoever of a political party or for the attention of any person exercising public functions is strictly prohibited.

Any Employee involved in political activities does so in a strictly personal capacity, and in any event, the active or passive support of political and democratic initiatives must be done without obtaining an undue benefit.

10 ACQUISITIONS AND STAKES

When buying a company or acquiring stakes, prior checks confirming that the future partner is not or has not been engaged in any reprehensible conduct with regard to applicable anti-bribery laws and complies with the associated legislation in force must be carried out.

In addition, due diligence is required prior to any financial involvement by the ECF Group in a new company.

Due diligence

Due diligence must always be carried out prior to any purchase or acquisition.

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11 COMBATING FRAUD AND KEEPING BOOKS AND RECORDS

In the fight against bribery and corruption, transactions are documented in a comprehensive and transparent manner and assigned to accounts that accurately reflect their nature.

Fraud

Fraud may consist of misrepresentation and distortion of the truth or breach of trust regarding the financial, material or human resources, assets, services and/or transactions of the ECF Group, generally for personal gain.

Fraud is usually characterized by an intentional act or omission. It may notably take the form of false, inaccurate and/or incomplete statements or documents aimed at improperly obtaining the collection, return or retention of goods or services, including funds.

The ECF Group does not tolerate any fraud in the use of funds and resources by Employees, managers or its Business Partners.

The ECF Group undertakes to prevent and detect all forms of fraud and corruption and to conduct investigations when necessary, whether such acts are perpetrated inside or outside of the Group.

Accuracy, retention and traceability

The accounting records of the ECF Group must not be inaccurate, falsified or fictitious. They must be a true and accurate reflection of the transactions performed and prepared in accordance with the applicable accounting standards and systems. Retention and traceability of such records also follow legal requirements.

Independence

The principle of separation of decision-making and payment functions must be respected. In addition, audits conducted by independent auditors must be carried out annually, for ECF Group entities that have such auditors.

12 EFFORTS TO COMBAT MONEY LAUNDERING, TERRORIST FINANCING AND TAX EVASION

Money laundering is a criminal offence involving the possession or use of funds derived from fraudulent activities: acts of corruption, tax fraud, various forms of trafficking, etc.

Terrorist financing is a criminal offence that involves providing or collecting money for the commission of terrorist acts.

Tax evasion is a process aimed at lowering the amount of taxes to be paid.

The ECF Group attaches great importance to the quality of its contractual relations with its Business Partners and does not tolerate any transaction aimed at laundering money or promoting tax evasion or financing any terrorist action.

The ECF Group undertakes to be vigilant about financial flows that could have a criminal origin or purpose, or one that violates the law.



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YOU MUST ALWAYS

- Comply with anti-money laundering and anti-terrorism laws and embargo zones;
- Verify the effective legal existence of the co-contractors or business partners;
- Verify before any payment whether the bank account into which the company is to pay money corresponds to the same legal entity with which the contract was signed (unless otherwise anticipated in the contract);
- Verify before any payment whether the bank account into which the company is to pay money is located in a tax haven;
- Cooperate with internal auditors in their mission to combat money laundering and tax evasion;
- Cooperate with tax authorities and file the necessary tax declarations.



YOU SHOULD NEVER

- Accept cash transactions beyond the legal limit, which varies from country to country;
- Use devices or methods that facilitate tax evasion or money laundering;
- Obtain, attempt to obtain or process information of an illegitimate or illegal nature (in violation of a confidentiality obligation, for example);
- Enter into or tolerate arrangements to facilitate the acquisition, retention, use or control of payments that would be intended to conceal crimes.

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13 WHISTLEBLOWING SYSTEM

What is the whistleblowing system?

The law of 31 October 2007 on the fight against corruption supplemented by the Sapin 2 law (n° 2016-1691 of 9 December 2016 on transparency, anti-bribery and corruption and the modernisation of the economy) then by Decree n° 2017-564 of 19 April 2017 (on the procedures for collecting reports issued by whistleblowers within legal persons governed by public or private law or State administrations) and finally by Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 (on the protection of persons who report breaches of Union law), complete the adaptation of the law to France's international commitments on the subject of professional whistleblowing and the fight against corruption.

In addition, following the example of what already exists in terms of discrimination and sexual or moral harassment, article 6 of the Sapin II Law created protection for employees, but also external or occasional employees such as temporary workers, trainees or employees of subcontracting companies, who testify or report, in good faith, either to their employers or to the administrative or judicial authorities, acts of corruption of which they would have had personal knowledge in the performance of their duties.

This law has therefore introduced in France a social whistleblowing regime, but applicable exclusively when the reported facts fall within the scope of public or private corruption.

Why has an ethics whistleblowing system been implemented?

In line with our values set out in this Anti-Bribery and Corruption Code of Conduct, the ECF Group is uncompromising in its integrity.

The ECF Group is committed to ensuring respect for these values and our rules of conduct.

Given that recourse to the ordinary chain of command cannot always be exercised effectively in view of the serious and sensitive nature of certain issues, which are likely to have a negative impact on the operations and performance of the activities of the ECF Group, the whistleblowing system put in place is intended to:

- Enable ECF Group employees, partners and other stakeholders to raise concerns about serious and sensitive issues in confidence;
- Ensure that such concerns are adequately addressed;
- Ensure that anyone raising a concern in good faith will be protected from retaliation and punishment.

The ethics whistleblowing system within the ECF Group

The whistleblowing system is a procedure implemented by the ECF Group in order to enable its Employees to inform the Legal Department of behaviour or a situation potentially contrary to the Anti-Bribery and Corruption Code of Conduct, to put an end to it and to sanction it if necessary. It notably provides for the reporting of any fact or act when there is a suspicion of corruption.

a) Remedies and means of reporting

ECF Group employees, partners and stakeholders can report, ask questions and express their concerns on the independent platform:

<https://ecfgroup.integrityline.app/>



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We encourage personnel members wishing to express a concern to do so, whenever possible firstly with their managers or other appropriate personnel members such as the local Human Resources Directorate, Director of Operations or local Business Unit, in order to prioritize the usual local escalation pathway.

Any issues related to working conditions at the local site (such as correct and timely payment of salaries, benefits, overtime, days off, etc.) should be resolved through the usual local reporting channel.

The whistleblowing platform can only be used to report serious and sensitive concerns, relating to the activities listed below:

- Illegal financial, accounting and banking activities;
- Financial fraud (such as account manipulation, non-compliance with internal control procedures, misappropriation of funds, fraudulent statements);
- Influence peddling or corruption (such as conflicts of interest, bribes, sponsorships, donations, gifts or fraudulent payments);
- Violation of competition law (such as price-fixing, exchange of sensitive price information, collusion with a competitor);
- An act seriously compromising the environment, health, hygiene, or safety;
- A case of discrimination or harassment.

All communications on these subjects are subject to the strictest confidentiality. However, to avoid any inappropriate whistleblowing, you must identify yourself and explain your concerns in sufficient detail so as to allow an investigation to be carried out in this regard, and assist the ECF Group in carrying out due diligence. You must refrain from any personal and slanderous denunciation. No follow-up or investigation will be possible if we do not know the source of the information.

The reported facts will be the subject of a confidential investigation.

The ECF Group guarantees that it will treat all declared concerns and issues with fairness and impartiality.

The identity of the author of the question or complaint will remain confidential.

We will ensure that no direct or indirect reprisal is taken against employees or third parties reporting a concern in good faith, based on their personal knowledge.

Anyone who believes that he/she has been subject to such a reprisal because of having reported a fact or participated in an investigation is invited to report it immediately to the Group's Director of Internal Audit based in Grigny, France. The reported facts will also be subject to a confidential investigation.

b) Receipt, Investigation and Retention

Each complaint or concern will be received by the Group Internal Audit Director. The latter will record all complaints, and assess the credibility and seriousness of the reported facts for a decision by the Ethics Committee on the action to be taken.

If the complaint leads to an investigation, the persons implicated by the alert are informed that their data will be recorded once the necessary precautionary measures have been taken.

The Ethics Committee may, at its discretion, entrust the investigation to the Group Internal Audit Director, any senior manager or external audit / investigation services.

The results of the investigation are analysed by the Ethics Committee, with the assistance of the investigators, if necessary.



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The Ethics Committee may decide to submit a report to the Executive Committee depending on the gravity and extent of the offence. To the extent that the investigation will establish a breach of the Anti-Bribery and Corruption Code of Conduct, appropriate and proportionate corrective action will be taken.

In confidential archives, the Ethics Committee will keep a copy of all submitted complaints and concerns, investigation reports where appropriate, and any other relevant documents. The default retention period of these archives is two (2) months if the file has no follow-up, and for the duration of the procedure if applicable. In any case, this retention period will comply with the limits indicated by the applicable legislation in force.



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