



**ANTI-CORRUPTION
POLICY**



EPSA GROUP CONSIDERS COMPLIANCE TO BE A CENTRAL ISSUE IN ITS STRATEGY.

EPSA Group is a signatory to the United Nations Global Compact and therefore supports its ten principles, including the fight against corruption.

The objective of this Anti-Corruption Policy is to establish rules of good conduct, so that each of the actors of EPSA Group knows what behaviour to take in the face of situations of risk (offer or acceptance of gifts and invitations, situations of conflict of interest, relationship with third parties, building partnerships etc.).

It is by raising the awareness of each of its managers and employees that EPSA Group can effectively combat the various forms of corruption, both with regard to public officials and to private persons.

This policy, which specifies the penalties for non-compliance, has therefore been attached to the internal regulations of each entity of EPSA Group and training campaigns and workshops have been organised.

Matthieu GUFFLET
Founder and President of EPSA Group

Anne-Charlotte BINKOWSKI
CLO of EPSA Group



PROHIBITED BEHAVIOUR

The law formally prohibits certain wrongdoing that constitutes criminal offences. These include (and are described below):

- Corruption;
- Influence peddling;
- Illegal solicitations;
- «Facilitation» payments;
- Falsification of accounting entries.

The managers and employees of EPSA Group who commit these serious offences would be exposed not only to criminal prosecution but also to disciplinary action.



CORRUPTION

Corruption is defined as :

«The action of proposing without right, offering or promising to offer (active corruption), soliciting or accepting (passive corruption) directly or indirectly, offers, promises, gifts or benefits of any kind to perform or refrain from performing an act of one's function, mission or mandate.»

For example, a customer wants the latest smartphone to be offered in exchange for renewing the contract with him or obtaining a new contract

The notion of benefit is broad: cash or equivalents, meals, entertainment, travel, gifts, hiring, contracts, benefits in kind, or any other type of goods or similar services of tangible economic value. This is how “bribes” or “kickbacks” are prohibited.

EPSA Group managers and employees must adhere to the following rules:

- **With regard to EPSA Group's interlocutors in the public service** (prospects, suppliers, customers etc.), no benefit of any kind can be proposed or accepted , regardless of the context;
- **With regard to the private interlocutors of EPSA Group**
 - **For customers and suppliers** with whom a contractual relationship has been formalised, managers and employees are encouraged to refer to the following paragraph «Gifts, Entertainment, Business meals»;
 - **For prospects** (as for public service actors), no benefit of any kind can be proposed or accepted, regardless of the context



INFLUENCE-PEDDLING

Influence-peddling is characterised:

«Where a person offers or solicits (active influence peddling), or accepts (passive influence peddling), without right, at any time, directly or indirectly, any offers, promises, gifts, presents or benefits of any kind, for abusing his/her real or supposed influence to obtain, from a public authority or administration, awards, jobs, contracts, or other favourable decisions.»

e.g.: paying an elected official in order to obtain his/her address book in order to benefit from it.

This offence is not applicable in the context of EPSA Group's relations with its private interlocutors .

In contrast, in their relations with public authorities and administrations (e.g. tender for public procurement, execution of a public contract), EPSA Group managers and employees must adopt exemplary behaviour by:

- Not engaging in any relationship and taking no action that could influence the decision-making of the public actor (active influence peddling);
- Not agreeing to any request for any benefit from a member of the administration or public authorities, even if it would, for example, lead to obtaining the public contract or some other advantage (passive influence peddling).



ILLEGAL SOLICITATION OR EMBEZZLEMENT

Embezzlement is defined as:

«The action, by a person holding public authority or responsible for a public service mission, of receiving, demanding or ordering the collection, in the name of public duties or contributions or public taxes, of an amount which he/she knows is not due or exceeds what is due.»

E.g.: A public official requires a sum of money to cancel administrative penalties in a tax adjustment. This is an illegal solicitation by the public agent. No payment can be made in this respect.

This offence only concerns the tax administration or any other public service actor in charge of collecting taxes or similar payments. It is therefore not applicable between EPSA Group and its private interlocutors.

The managers and employees of EPSA Group who interact with these interlocutors are required to ensure the validity and completeness of the fees and contributions to be paid, in order to avoid any risk of embezzlement.



«FACILITATION» PAYMENTS

Facilitation payments are:

«Unofficial payments made to facilitate or accelerate the execution of a legitimate administrative procedure or formalities such as administrative authorisations or customs procedures.»

E.g. a public official requires personal remuneration to speed up and «facilitate» the processing of the registration of a change of head office with the commercial court registry.

This offence only concerns public service agents. It is therefore not applicable between EPSA Group and its private interlocutors.

EPSA Group managers and employees who, as part of their duties, await an administrative decision (e.g. authorisation, court decision, validation of files or savings etc.) should refrain from:

- Offering their interlocutors even the slightest benefit in obtaining easier or faster processing;
- Accepting a request from the public official for this purpose.



FRAUDULENT ACCOUNTING ENTRIES

The accounting principles of regularity, sincerity and faithful image must be scrupulously respected. No deception or falsification of accounting records that conceal an act of corruption or bribery is tolerated, regardless of the country or activity involved.

It is therefore essential that the management and staff responsible for the financial management of EPSA Group (financial managers, management controllers, etc.) comply with the applicable rules on accounting procedures and verify the work provided by the certified public accountants and, where applicable, EPSA Group's statutory auditors, to identify any fraudulent anomalies in the accounting entries.



EXPECTED BEHAVIOUR

EPSA Group has a policy of zero tolerance and expects a high degree of integrity and vigilance by all managers and employees in the fight against the prohibited behaviour described above, in any country where EPSA Group operates.

The following is therefore expected of everyone:

- Participation in training sessions;
- Incident recording;
- Reporting conflicts of interest;
- Increased vigilance concerning benefits (gifts, entertainment, meals, etc.).

The special case of corporate patronage and sponsorship contracts is also addressed, particularly as a result of the establishment of the «EPSA Foundation» endowment fund.



PARTICIPATION IN TRAINING SESSIONS

EPSA Group organises several internal training sessions each year on the subject of compliance, systematically including an anti-corruption component. EPSA Group managers and employees undertake to participate in these sessions at least once a year in order to be instructed and trained in the prevention and management of risk situations.



INCIDENT RECORDING

MANAGER OR EMPLOYEE SOLICITED BY A THIRD-PARTY:

In the event that a manager or employee of EPSA Group faces an illegal request by any third party (public or private), the AFA (French Anti-Corruption Agency) and Transparency International recommend the following behaviour:

- Courteous refusal of the proposal (reminder of EPSA Group rules and the risks to which the employee is exposed in the event of a breach);
- Recording the incident (day, date, time, location, contact person, subject matter of the request and any other useful information);
- Information should be provided to the dedicated contacts of EPSA Group by e-mail to compliance@epsa.com (so that EPSA Group can determine if other employees have been placed in a similar situation); the subject line of the email should be «Anti-Corruption»

Such internal reporting will enable EPSA Group to ensure compliance with the Code of Conduct by disseminating internal communication to provide a reminder of the applicable rules and the dangers resulting from such requests.

A MANAGER OR EMPLOYEE WITNESSES A VIOLATION:

Any manager or employee who witnesses prohibited behaviour may report it to compliance@epsa.com; the subject line of the email should be «**Whistleblower**»

Such a report will enable EPSA Group to investigate and correct unlawful situations, in the event of a confirmed violation of this Anti-Corruption Policy, or of any relevant law or regulation.

The person who made the report will be placed under the whistleblower protective regime, if and only if the following conditions are complied with:

« *The whistleblower is a natural person who discloses or reports, in a disinterested and good faith manner, a crime or offence, a serious and manifest violation of an international undertaking duly ratified or approved by France or of a unilateral instrument of an international organisation made on the basis of such an undertaking, or of the law or regulations, or a threat or serious harm to the general interest, of which he/she was personally aware* ».

The whistleblower shall not be prosecuted if he/she acts in a disinterested manner and in good faith for the purpose of general interest where disclosure is necessary and proportionate to the safeguarding of the interests in question.

If it is found that the report is unfounded but made in good faith, no action will be taken against the whistleblower. However, in the event of a report made in bad faith or malicious accusations, disciplinary or judicial action may be taken.



REPORTING OF CONFLICTS OF INTEREST

A conflict of interest is characterized when a person is, or appears to be, able to influence, by the exercise of his or her functions, a decision by which he or she could obtain a personal benefit, or which could benefit persons with whom he or she has any connection.

In the event that the personal interests of a manager or employee were to conflict with the professional interests of EPSA Group, it is the responsibility:

- Of the manager concerned to bring together the persons who are authorised to know about the said conflict, to find a way out of the conflict situation;
- Of the employee concerned to report this to his or her line managers and to report it to compliance@epsa.com, so that the authorised interlocutors are able to find a solution to the conflict situation; the subject of the e-mail should be “**Conflicts of interest**”



GIFTS, ENTERTAINMENT AND MEALS

As indicated in «prohibited corruption behaviour», no gifts, invitations or business meals may be offered as part of:

- Relationships of any kind between EPSA Group and a public service entity (prospect, customer, supplier etc.);
- Relations between EPSA Group and its private prospects (for which only the negotiation of the rates proposed by EPSA Group can be offered as a commercial incentive, to encourage contracting).

However, these «in-kind benefits» are allowed with existing EPSA Group customers, strictly in order to retain the customer relationship (excluding any personal interest).

For gifts and entertainment (both those offered to customers and received from customers or other third parties), the following rules must be followed:

- The benefit in kind offered or received must be recorded (day, date, time, place, participant(s), purpose, amount and other useful information);
- Events and gifts that are contrary to law and regulation, or that by their nature are contrary to the values of EPSA Group and thus may adversely affect its image, are prohibited;
- The gift cannot be monetary (cash, wire transfer, currency etc.);
- The event or the gift offered must be of small value; thus for any benefit in kind exceeding €70 excluding tax, a request for authorisation must be addressed to compliance@epsa.com; The subject line of the email should be «**Gifts and Entertainment**»

When it comes to business meals:

- For employees, prior approval from the line manager (who is responsible for validating expense reports in the HRIS system);
- The meal must be in direct connection with the professional activity;
- The value of the meal must be reasonable in terms of country practice and appropriate according to the functions of the beneficiary and the circumstances;
- The proof of expenditure must indicate the date, the number of meals or guests, the stamp of the establishment and VAT.

In any case, the giving of these benefits must be occasional and reasonable and cannot occur if there is a risk of conflict of interest.



PARTENARIATS, DONNS

EPSA Group has chosen to establish an endowment fund called the «EPSA Foundation». In this context, but also in the everyday life of business, EPSA Group may be required to sign partnership contracts, sponsorship contracts, or make donations, enabling it to work for civil society by supporting national or international associations and organisations.

Anti-corruption laws do not prohibit donations and sponsorships.

However, it should be ensured that the funds paid are used for intended purposes and not diverted, that they are given to the appropriate recipients and that they are used for legitimate purposes.

To mitigate this risk, the sponsorship contract must be subject to verification by the legal officer and the CSR manager of EPSA Group (recipients of emails sent to compliance@epsa.com), to ensure that:

- The donation will be used by its recipient for a purpose consistent with the ethics and values of EPSA Group (e.g. exclusion from political activities);
- The ethics, reliability and CSR policy of the recipient correspond to the expectations and values of EPSA Group;
- The donation will not under any circumstances be paid in cash or by bank transfer to an individual's personal account;
- The amount of the donation must be approved in writing by the supervisory board of the EPSA Foundation (even if the sponsorship contract is signed directly by an entity of EPSA Group);

The documents relative to the donation must be retained.

It should be noted that the aforementioned conditions must also be complied with when EPSA Group supports sporting, social, cultural or educational events through a sponsorship contract or any other contract.



PENALTIES

EPSA Group managers and employees are informed that any violation of this Anti-Corruption Policy exposes them to disciplinary and criminal penalties in accordance with applicable regulations, including under Articles 433-1 and following of the French criminal code.

Disciplinary sanctions will be proportionate to the actions at issue, ranging from mere warning to dismissal for fault.

In the event of criminal prosecution, EPSA Group would be the plaintiff. This is because such actions would be contrary to its commitments and would, de facto, harm its reputation.



ABOUT OUR COMPANY

The EPSA Group is one of the European leaders in organisational and operational performance consulting. The EPSA Group supports more than 600 customers, including 36 CAC 40 companies, with strong expertise in the field of purchasing, optimisation of social-security and tax charges, financing of innovation and BPO (central purchasing). The strength of the EPSA Group derives in particular from the quality of its experts and the power of its technological solutions.

Our promise: to identify & exploit sources of performance to improve the profitability of your business.

Today, the EPSA Group is taking up a new challenge by inserting CSR solutions within each of its expert appraisals in order to always make an offer that is adapted to the challenges of today and anticipates those of tomorrow.

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