



Anti-corruption Code of Conduct

ANTI-CORRUPTION CODE OF CONDUCT

ATALIAN SERVEST (The « Group »)

Today, Atalian Servest (the « Group ») represents more than 90 years of experience and a global presence over the four continents with 32 000 clients and 125 000 colleagues.

Our Group success depends on the application of fundamental values such as integrity and the responsibility that underpin our decisions, business conducts and relationships.

As a key player in Facility Management in France and internationally, we are convinced that Management, Employees and Third parties (customers, suppliers, subcontractors, partners) who support us every day, share and practice a policy against corruption and influence peddling.

This Anti-Corruption Code of Conduct has been established to alert, accompany and provide you with appropriate answers when facing high-risk situations, both internally and in your interactions with third parties.

To be accessible to all, it has been translated and adapted to local standards and is easily available on our intranet sites.

You are therefore asked to read it carefully, take over it and execute it in performing your duties.

We remind you that the strength of this system is based on the understanding and the respect of the rules set out in this code by each of us, the internal procedures, the obligations related to the relationships with our partners and the training program set up by the Group.

We count on all the Group employees to integrate the fundamental principles formalised in this code into their daily decisions and actions.

Group CEO
Matthieu De Baynast

Vice Chairman UK USA
Rob Legge

1. Who is concerned?

This Code of Conduct applies to the executive management, all the employees (full and part time), as well as temporary and external workers of the Group (such as consultants and contractors) (together referred to as “Employees” in this document). It applies to all subsidiaries of the Group regardless their location or activity. It is the responsibility of each of us to ensure that we comply with these standards in our daily working lives.

This Code of Conduct sets out a single standard that all Employees must comply with, even if local law or practices state the contrary.

All the Employees are therefore required to comply with these principles.

Its communication is ensured in all the subsidiaries which must adapt it to local standards and translate it into the local language to be understandable by all.

In addition, relevant Employees (local Compliance Officers, people more often exposed to corruption risks and influence peddling, ...) will be required to attend training to implement the requirements of this Code of Conduct.

A breach of bribery and corruption laws could result in fines for both the Company and the individual involved.

At the Group level, failure to comply with this Code of Conduct, whether it is deliberate or not, could lead to appropriate disciplinary actions, according to the employment regulations including dismissal.

A local Compliance Officer will be appointed in each subsidiaries/countries of the Group. He will oversee the correct application of the rules mentioned in the Code of Conduct in its region.

It is the responsibility of:

- Your Local Compliance Officer to ensure compliance with this Code of Conduct in each subsidiary;
- The Group Compliance Officer and its team to ensure compliance with this Code of Conduct throughout the Group.

Compliance audits will be carried out by the Compliance teams within the Group to control the respect of internal rules and procedures, those set out in this code.

2. What are we talking about?

2.1 General prohibition

While the legal definition differs depending on the national law in question, corruption is defined as an act whereby a person holding a specific public or private sector function, solicits/offers or accepts/gives, for oneself or others, a gift, a donation or pledge to carry out, obstruct or abstain from carrying out an act related directly or indirectly to its missions, duties or terms of office for the benefits of a third party.

Influence peddling is defined as the direct or indirect request or acceptance without right and at any time of offers, promises, donations, gifts or advantages for oneself or others, when done by a person holding public authority or discharging a public service mission, or by a person holding a public electoral mandate: to carry out or abstain from carrying out an act relating to his missions, duties or terms of office, or facilitated by his missions, duties or terms of office; or to abuse his real or alleged influence with a view to obtaining from any public body or administration any distinction, employment, contract or any other favourable decision¹.

Donations, offers and promises can take several different forms: cash payments, transfers, gifts, invitations, invoices' modification, accounting records' modification, any benefits (in kind, rebates, ...), services rendered (hiring a relative ...), payments' facilitation, etc.

We apply a « zero-tolerance » policy on corruption and influence peddling. It is notably prohibited for all employees to offer, promise, give, solicit or accept any gift, offer or promise (as defined above) that could constitute an act of corruption.

A bribe does not actually have to take place – the mere intention to give a bribe or agreeing to receive one is prohibited.

2.2 Gifts, invitations and hospitality

Employees are reminded that offering or accepting gifts or invitations at a strategic moment (for example: call for bids, contract signing...) constitutes a potential risk of bribery and corruption which requires the utmost vigilance. Should such a situation occur, Employees are recommended to refrain from offering or accepting any gift or invitation to or from third parties.

Any gift and hospitality should be done for a genuine purpose, be reasonable, given in the ordinary course of business (for example, the employee who accepts the gift must have it sent to his business address...) and must comply with the applicable laws.

Provided these conditions, Employees could offer or receive gift in the context of social relations with the parties involved, for example, promotional items, year-end gifts of low value or professional meals scheduled at a reasonable frequency.

Invitations are an accepted aspect of business conduct if they are reasonable and proportionate. Invitations made by the Group in the context of representations or events organized collectively for all Employees of the Company and offered to few clients will be accepted if they are part of the normal conduct of business without being extravagant or too frequent. On the other hand, invitations deemed to be extravagant or hospitality offered to someone other than a client of the Company, for example a family member, are prohibited under the provisions of this Code.

No trip may be offered to an Employee by a third party and, likewise, no trip may be offered to a third party by an Employee.

In general, a gift or invitation must not be offered or accepted with the intention of influencing another person to encourage him/her to abuse his/her position.

No gift considered to be morally inappropriate or indecent can be accepted by an Employee or offered by an Employee to a third party.

2.3 Facilitation payments

Transparency International² defines facilitation payments as small unofficial payments made to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has legal or other entitlement.

These may be small amounts requested by service providers to provide or facilitate services that can be expected of them, to enable a service to be provided in a shorter period of time or on a priority basis over other clients, regardless of the schedule contractually agreed between the Corporation and a client, or amounts of money offered to customs, immigration or other services officers to speed up the grant of services, authorisations or licences.

Any facilitation payment, whatever the amount, given to a third party or accepted by an Employee to increase the speed at which they do their job, is strictly prohibited.

2.4 Conflict of interests

A conflict of interests can be defined as the act of a person working in the private sector or a public agent, placing itself in a situation likely to influence the way in which they perform their duties and thus question the impartiality and independence of their decisions.

Group Employees must avoid any situation that creates or could create a conflict between their personal interests (or those of their family members) and those of the Group.

Employees cannot hold any interest or investment in the business of a supplier, customer, competitor or consultant of the Group if such interest or investment is likely to influence business relationships on behalf of the Group.

If, however, an employee is facing such a situation, he must report to his hierarchy or the Compliance department as soon as the conflict situation arises.

2.5 Agent, distributors, suppliers and joint venture partners

The Company could be liable for acts committed by persons on its behalf. It includes agents, distributors, suppliers and joint venture partners (together referred to as "**Third Parties**").

All arrangements with Third Parties must be subject to clear contractual terms including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption.

Appropriate wording to be included in contracts can be obtained from the Group Legal Department upon request.

2.6 Dealing with public officials

Dealing with public officials exposes to particularly high risks in relation to bribery due to the strict rules and regulations in many countries.

Public officials include those working in government departments but also employees of State controlled companies, international organizations, political parties and political candidates.

It is recalled here that the funding of election campaigns by a legal entity is prohibited. The same applies for the payment/the receipt of money or the promise of donations, given or received, to a political party, political organisations, trade unions or persons engaged in politics (including donations, patronages or sponsoring).

3. How to act?

Any employee facing a situation listed below (non-exhaustive list) that is contrary to the principles set out in this code, unethical, potentially fraudulent or contrary to laws and regulations, must immediately alert its hierarchy, the Compliance department or any other authorized person.

- A crime or an offence (money laundering, insider dealing);
- A corruption and an influence peddling (including disclosure of confidential information);
- A serious threat or damage to public interest;
- A clear and serious violation of an international commitment duly ratified or approved, or a violation of laws and regulations;
- A financial fraud;
- Deliberate concealment of any of the above acts.

An internal whistle-blower is a person who raises in good faith a real concern related to the above domains.

Alerts can be communicated in writing or verbally. In many cases, it will be sufficient to raise an Alert Subject to the direct supervisor(s) who be able to find a solution quickly and effectively.

Otherwise, it is possible to contact directly:

- the local Compliance Officer Paul Sambrook on paul.sambrook@atalianworld.com or by phone on 0800 614 678
- the Group Compliance Officer Margaux HALPERN at the following numbers +33 (0)1 55 53 05 06 or +33 (0)6 73 45 97 08
Or to the email address: margaux.halpern@atalianworld.com
Or use the following email address alerte.compliance@atalianworld.com, administered by Margaux HALPERN.

In response to the alert, the whistle-blower shall be notified immediately of the receipt of the alert and of the reasonable and foreseeable time needed to examine its admissibility. He will also be informed of the practical details of the follow-up of its alert.

For more details concerning the type of information that can be communicated, the retention period for these elements, the status of alerts and the actions taken, please refer to the Group alert procedure.

¹ Source: Recommendations of French Anti-corruption Agency Version 12-2017

² Source: Web site Transparency International (<https://transparency-france.org/actu/guide-pratique-entreprises-loi-sapin-2/>)