



ANTI-BRIBERY
CODE OF CONDUCT
La Boulangère & Co Group



A WORD FROM THE EXECUTIVE BOARD

Dear collaborators,

The La Boulangère & Co Group and its managers have always considered that integrity is a fundamental value and essential to the sustainable development of our activities: it must therefore be translated into ethical behaviour in the conduct of our business.

The strengthening of anti-bribery measures, in France and worldwide, has led us to formalise our commitment in this Anti-Bribery Code of Conduct.

This ethic is fundamental because it protects the image and reputation that our Group has built since its creation. The integrity of all our staff and management enables us to maintain trusting relationships with all our business partners and, a fortiori, with our customers and consumers of our products.

Failure to comply with this Anti-Bribery Code of Conduct may constitute misconduct or even an offence under the Criminal Code.

We thank you for your personal commitment and vigilance in respecting and promoting with conviction all the principles contained in this Anti-Bribery Code of Conduct. It is applicable to all the Group's corporate officers, managers and internal, external and occasional employees in all the Group's companies.

Christophe Aillet, Managing Director



SUMMARY

INTRODUCTION.....	4
Why an Anti-Bribery Code of Conduct?.....	4
Who must comply with this Anti-Bribery Code of Conduct?.....	5
FIGHT AGAINST CORRUPTION AND INFLUENCE PEDDLING	6
PRINCIPLES OF ACTION AND EXPECTED BEHAVIOUR.....	8
1. Gifts and Invitations Policy	8
2. Facilitation payments	10
3. Prevention of conflicts of interest.....	10
4. Recruitment.....	12
5. Intermediates	13
6. Business partners	14
7. Lobbying	16
8. Donations, sponsorship and patronage	17
9. Acquisitions, equity investments and joint ventures	18
10. Maintenance and accuracy of books and records.....	19
COMPLIANCE WITH ANTI-BRIBERY CODE OF CONDUCT AND APPLICABLE SANCTIONS	20
1. Ethics Committee of the La Boulangère & Co group.....	20
2. Whistleblowers and whistleblowing rights	20
3. Consequences in case of Anti-Bribery Code of Conduct principles violation.....	21
ENTRY INTO FORCE	23



INTRODUCTION

Why an Anti-Bribery Code of Conduct?

The La Boulangère & Co Group (hereinafter the "**Group**") has set up a specific compliance programme for all its sites and activities for the prevention and detection of corruption or influence peddling, of which this Anti-Bribery Code of Conduct (hereinafter the "**Code of Conduct**" or the "**Code**") forms an integral part.

This Code is complementary to the La Boulangère Group Code of Business Conduct & Co which describes the ethical behaviour expected of all employees. The principles set out in this code must be applied in all Group entities:

- Beaune Brioche
- La Boulangère
- La Boulangère & Co
- Nor'Pain
- Ouest Boulangère
- Pain Concept
- Panorient
- U7
- Viennoiserie Ligérienne

In particular, this Code clarifies the commitments set out in the following chapters of the Group's Code of **Business** Conduct:

- fair trading and compliance with competition law
- prevention of conflicts of interest
- fight against corruption and influence peddling
- combating fraud and money laundering

In particular, this Code is intended to remind everyone of:

- fight against corruption and influence peddling
- how to behave in this regard.



Who must comply with this Anti-Bribery Code of Conduct?

This Code applies to all internal employees¹ and external and occasional employees² (hereinafter the "Employees") working for one of the entities of the La Boulangère & Co Group.

All our business partners (suppliers, intermediaries, customers, subcontractors, etc.) are also expected to comply with the principles of this Code or to apply standards at least equivalent to those set out in this Code.

This Code does not claim to be exhaustive and is not intended to cover all situations that Employees may encounter. It sets out the rules that should govern their decision. It is therefore up to everyone to read this Code carefully, to understand the rules set out in it, and to use good judgement and common sense in dealing with the various situations that may arise.

Any Group employee who has questions about the compliance of his or her actions with this Code, its interpretation, scope and application, is invited to contact his or her line manager to obtain answers to his or her questions. If necessary, it can also turn to the competent persons in the Group for clarification and recommendations.

This Code is applicable in all countries in which the Group operates and complements existing regulations with which the Group must comply.

Similarly, in the event of a breach of the principles of action set out in this Code, all Employees are encouraged to discuss the matter with their line manager as a matter of priority and also have a right to alert³.

In addition, a training programme will illustrate this Code. Training modules dedicated to the fight against corruption have been set up under the supervision of the training managers and will enable employees to better understand the challenges and risks of corruption and to master good practices.

¹ **Internal employees** means all persons who have an employment contract with one of the member companies of the La Boulangère Group & Co.

² **External and occasional employees** means trainees, temporary workers and service providers on assignment at our premises for a period of more than two weeks.

³ To activate the **whistleblowing right**, please refer to pages 21 and 22 of this Anti-Bribery Code of Conduct and send a report to the whistleblowing platform: <https://laboulangere.integrityline.org/>



FIGHT AGAINST CORRUPTION AND INFLUENCE PEDDLING

The generic term "corruption" refers to bribery and influence peddling.

A **corrupt** act is committed when a **gift or any undue advantage is offered or given to a public official or a private person in order to obtain from that person the performance, delay or omission of an act within the scope of his or her duties.**

An act of **influence peddling** is committed when a **gift or undue advantage is offered or given in order for the recipient to use his or her influence, real or perceived, to obtain a favourable decision from a public authority.**

It then involves **three actors**:

- ✓ one who provides benefits or gifts
- ✓ one who uses the credit he or she has because of his or her position
- ✓ the person with decision-making power (public authority or administration, magistrate, etc.).

What is a public official?

The notion of public official must be interpreted broadly and covers any person who has public authority, is entrusted with a public service mission or has a public elective mandate, for himself or for others.

Any other person considered as a public official under the national legislation of a country shall also be considered a public official.

What corruption and influence peddling have in common is the misuse of the function performed by the beneficiary of the undue advantage (the corrupted agent) who monetises the power or influence that his or her function gives him or her, for his or her own direct or indirect benefit.

There are two types of corruption:

- **active bribery**: where the bribe-taker initiates the bribery by offering or providing something (consideration) in order to obtain an undue advantage
- **passive bribery**: when the act of bribery is initiated by the person who is bribed, i.e. the person who does or does not perform an act in exchange for a consideration.

This "**something**" (the **quid pro quo**) can take **different forms: money** (cash, transfers or other) whose means of payment may be concealed (false invoices, consultancy fees, donations, sponsorship, etc.) **or benefits in kind** (participation in events, entertainment, travel, gifts, hiring of family members or friends, etc.).



The "**undue advantage**" can take different forms: preferential treatment, signing a contract, disclosure of confidential information, "culpable" inaction in a situation where one turns a blind eye when one should intervene, etc.

The offence of bribery is established by the **mere promise of an undue advantage**, even if this advantage is not ultimately granted.

TO REMEMBER

Any staff member must:

- ➔ refrain from offering, promising, receiving or paying any gift or undue advantage to any private or public person
- ➔ inform his or her hierarchy of any solicitation received
- ➔ transmit and defend the principles of action set out in this Code to its various contacts.

What are the sanctions?

Under French law, **individuals** are liable to:

- 5 to 10 years imprisonment and
- 500,000 to 1 million Euro fine, which can be increased to twice the amount of the profit made from the offence.

According to Article 131-38 of the Penal Code, "the maximum fine applicable to **legal persons** is five times the fine provided for natural persons by the law which punishes the offence". Thus, legal persons are liable to a fine of between 2.5 and 5 million Euro.



PRINCIPLES OF ACTION AND EXPECTED BEHAVIOUR

1. Gifts and Invitations Policy

Giving gifts and invitations is often seen as an act of courtesy to strengthen business relationships. The nature of these practices varies considerably depending on the country, its customs, the company, the business relationship, etc.

However, anti-bribery rules **prohibit the provision of gifts, invitations and other things of value to a third party for the purpose of obtaining an undue advantage or undue influence on any official action.**

Thus, the offer or acceptance of gifts or invitations can be considered as one of the obvious forms of bribery, especially in the context of a business transaction or an application for an authorisation and/or permit from a Public Official.

Gifts, invitations or benefits of any kind:

- ✘ must not be intended to gain an unfair advantage or influence the action of any person
- ✘ may only be received or offered if not prohibited by local law
- ✘ must remain exceptional, be adapted to the situation, to the customs of the profession, to the occasion which motivates them, and be of a **reasonable value of 100 Euro maximum**
- ✘ must remain strictly professional. They may only concern the Employee or the business partner, to the exclusion of their family or other relations
- ✘ should be conducted at a distance from any major decision making (e.g. any competitive bidding process)
- ✘ must not be offered to, or received from, a Public Official
- ✘ must not be offered in cash or equivalent (e.g. gift vouchers)

An employee can only accept an invitation to an event if the inviting business partner is present at the event.

Gifts and invitations of a reasonable value (maximum 100 euros) offered or accepted must be done in an open and transparent manner.



TO REMEMBER

Any staff member must:

- ➔ Refuse gifts and invitations whose acceptance might make them feel indebted and/or might influence their decision-making in an unnatural way.
- ➔ Respect the Group's general policy on gifts and invitations at all times.

Examples of situations

Can I accept a box of chocolates from a supplier for the festive season?

Yes, if it is a low-value gift given during the Christmas season, a time when such gifts are traditionally exchanged. This situation is therefore not a priori comparable to an act of corruption, especially if the gift is made in the context of a traditional practice.

Refuse gifts and invitations whose acceptance might make them feel indebted and/or might influence their decision-making in an unnatural way. If this is the case, you must refuse it.

Can I accept a client's invitation to attend the finish of a famous sailing race under privileged conditions (hotels and restaurants included in the invitation)? Can I also invite a business partner to such events?

With regard to such invitations, one should be very careful. As these invitations may represent a certain amount, it is essential to take all the necessary measures to be able to justify the coherence of each invitation: keeping the invitation, the invoice, the importance of the partner, the absence of favouritism of one supplier to the detriment of the others, the absence of proximity in time between the invitation and the conclusion/renewal of the contract with the invitee, etc.

However, given the exceptional nature of these events, you may invite your business partners and may also accept an invitation from your business partner as long as you apply all these measures.

Keep in mind that the amount of these invitations should be reasonable and proportionate to the importance of the client (if you are the one who initiates the invitation).

In some cases, it will be appropriate to refuse the invitation that may be extended to you. Be aware that it is better to risk upsetting the person you are dealing with, who is certainly subject to ethical rules, than to accept a gift or invitation that might raise suspicions of corruption.



2. Facilitation payments

Facilitation payments are sums of money, often small, requested by public officials in order to obtain or accelerate the completion of certain administrative acts (*processing of state documents, issuance of authorisations or permits, etc.*).

Such payments are prohibited in most countries.

TO REMEMBER

- ➔ The Group prohibits facilitation payments as a matter of principle, even where local laws allow them.
- ➔ However, it is recognised that in some parts of the world, an Employee may exceptionally be forced to make such a payment in order to avoid imminent physical or moral harm to him or herself or a member of his or her family or to be subject to undue and unjustified physical restraint. In this case, the Employee must inform his/her line manager as soon as possible.

Examples of situations

I am sent on a mission abroad, the border police officer takes a long time to examine my passport, disputes the validity of my visa and then suggests that in exchange for a small cash payment, he would agree to unblock the situation.

You should explain to the person you are dealing with that the La Boulangère & Co Group does not allow this type of arrangement and politely refuse, even if the blockage persists and you are forced to turn back.

If you are clearly under physical threat or threatened with detention, negotiate as much as possible to reduce the amount and pay it so that you can leave freely. It is essential that you notify your line manager as soon as possible.

3. Prevention of conflicts of interest

Conflict of interest refers to any situation where an Employee's personal interests may conflict with those of the company.

Personal interests are interests that **could influence or appear to influence the way in which an Employee carries out the duties and responsibilities entrusted to him/her by the company.**



Since a conflict of interest may conceal an act of corruption, it is essential that employees are vigilant about the occurrence of conflicts of interest.

Employees have a duty of loyalty to the Group to prevent them from using their position within the Group to gain, or assist others in gaining, personal advantage at the expense of the Group.

Such a situation could arise, for example, if an employee:

- ✘ negotiates a contract on behalf of the Group or one of its entities from which he or she derives a present or future personal interest, directly or through an intermediary
- ✘ has a financial interest in a company controlled by competitors or customers of his company
- ✘ uses confidential information obtained in the course of his or her work to gain a profit or advantage for himself or herself or a member of his or her family or for a third party
- ✘ acquires a tangible or intangible asset and then rents or transfers it to the company
- ✘ acts or has interests, directly or through an intermediary, which may interfere with its ability to perform its duties objectively and effectively.

TO REMEMBER

Any staff member must:

- Remaining vigilant to the occurrence of conflict of interest situations
- Transparently disclose any personal, financial or family interests that might prevent him/her from acting in the best interests of the Group and raise doubts about his/her integrity
- Inform his/her line manager in writing if real, apparent or potential conflicts of interest are identified, in which case the line manager may consider it preferable or necessary to remove him/her from the tasks and duties initially assigned to him/her, which will in no case be a sanction
- Avoid any situation that could influence their actions or compromise their judgement in carrying out the company's activity
- Refrain from being indebted in any way to a representative of a company with which it is negotiating
- Refrain from showing any preference towards third parties due to personal or family interests.



Examples of situations

In the context of a private tender, one of the suppliers offers me, in exchange for being selected, to provide Hi-Fi equipment for the personal needs of certain employees.

In this case, employees would directly gain a personal interest from signing the contract and such behaviour could be considered reprehensible. You must therefore refuse the offer of this supplier.

One of my clients, who is also a friend, asked me to organise the Group's annual seminar in his very popular hotel at a competitive price.

This proposal is acceptable. However, you should inform your hierarchy and distinguish between your private and professional interests in order to avoid a conflict of interest situation that could hide an act of corruption.

4. Recruitment

A recruitment can hide an act of corruption.

Indeed, the recruitment of a new employee by the company may potentially give rise to an act of corruption in the event that the company is granted an undue advantage by a third party in return for the hiring of a particular candidate, in particular in order to gain a benefit relating to a future contract or influence on an administrative decision.

TO REMEMBER

- ➔ The Group requires that the usual recruitment process be followed in all circumstances, i.e. that a candidate is selected on the basis of the needs of the position to be filled, and not on the basis of considerations unrelated to the position to be filled.
- ➔ The Group's managers and executives must ensure that the hiring of the future Employee corresponds to the company's needs.

Examples of situations

A client with whom I am engaged in the execution of a major contract asks me to take on his nephew as a paid trainee in return for the promise of future orders.



You must refuse this proposal by explaining to the person you are dealing with that the La Boulangère & Co Group prohibits this type of arrangement as part of its corruption prevention system. However, you can offer to pass on his nephew's CV to the recruitment officer.

During the recruitment period, the company receives the CV of the husband of the purchasing manager of a partner with whom we are negotiating. He has all the necessary skills and has conducted three interviews in which no one involved in the negotiation participated. HR management considers him to be the best candidate.

In this case, there is no exposure to corruption and the candidate can be hired. The person's skills meet the requirements of the position to be filled and the hiring decision is made impartially and disconnected from the contract.

5. Intermediates

In certain circumstances, a company may be held legally liable for bribery committed by intermediaries (business introducer, representative agent, commercial agent, etc.) working on its behalf. The company could therefore, in certain cases, be held liable for the conduct of the intermediary if he commits an act of corruption or influence peddling with a view to obtaining or retaining a contract on behalf of the company.

TO REMEMBER

➔ Any use of an intermediary should be subject to careful consideration and checks prior to selection. These checks should be appropriate and proportionate to the particular situation of the latter (reputation and possible current or previous legal proceedings, skills and resources in the required field, current or previous contractual relations with a Public Official, etc.), in accordance with local practice and internal procedures.

Any breach or indication of suspicious behaviour should lead to the exclusion or termination of all collaboration with the intermediary. These include situations where the intermediary:

- ✓ does not have the required skills
- ✓ request to remain anonymous or lack of transparency
- ✓ requests to be paid in cash, in advance, or in a country other than the place of residence or activity
- ✓ demands remuneration that is unreasonably high in relation to the value of the services provided
- ✓ claims reimbursements for abnormally high or undocumented expenses.



- ➔ Any use of an intermediary should be subject to a written contract. These contracts should explicitly contain the list of expected services, the basis for calculating prices and fees, clauses certifying that the co-contractor complies with anti-bribery rules and laws, and finally provide for the cancellation of the contract in case of violation of these rules.
- ➔ The intermediary's remuneration must be reasonable (consistent with normal market practice) and commensurate with the services and tasks performed by the intermediary.
- ➔ No payment should be made outside the remuneration fixed for the specific tasks identified, and in strict accordance with the terms of the contract.
- ➔ Every representative agent must prepare regular reports on its activities.
- ➔ All documents specific to the intermediary's activity should be kept throughout the business relationship (contract, proof of services, invoices, payments) in order to facilitate any subsequent verification.

Examples of situations

When negotiating the contract of a business introducer with key relationships to identify target companies for acquisition abroad, the introducer asks you for excessive remuneration with a cash component.

You must refuse this proposal by explaining to the person you are dealing with that the La Boulangère & Co Group prohibits this type of arrangement as part of its corruption prevention system.

Please bear in mind that if you act in breach of this Code, you and the Group may be sanctioned locally and/or in France under anti-bribery provisions and that the Group's business in that country may be compromised and its reputation damaged.

6. Business partners

The risk of corruption exists whenever the Group has business relationships with various business partners in the course of its professional activities.

In certain circumstances, a company may be held legally liable for corruption committed by its commercial partner.



In the course of their activities, the Group's employees are in contact with numerous business partners, such as suppliers, subcontractors, customers, etc.

Before entering into a business relationship with a business partner, Group Employees shall perform integrity due diligence appropriate and proportionate to the particular situation of the business partner, in accordance with internal procedures.

TO REMEMBER

- ➔ The Business Partner must agree to submit to integrity checks conducted by the Group as part of its corruption prevention system in a transparent manner.
- ➔ The Group shall ensure that business partners comply with rules at least substantially equivalent to those of this Code in relation to the prevention and combating of corruption.
- ➔ The contracts and agreements that the Group will henceforth conclude with business partners must contain clauses relating to the latter's commitments concerning the fight against corruption.
- ➔ Payments made to a business partner should always correspond to appropriate remuneration commensurate with the service provided. Particular care should be taken with payments made into a bank account held abroad.
- ➔ No payments should be made in cash or without a duly approved contractual agreement.
- ➔ No payment should be made unless the person(s) designated internally to check invoices have been able to verify the accuracy of the expenditure and the identity of the beneficiary. These payments must be made after presentation of an invoice, duly validated, in priority by bank transfer to the bank account of the business partner, after verification of the beneficiary's bank details, and for the amount shown on the invoice, in accordance with the contractual provisions.
- ➔ All documents specific to the business partner's activity must be kept throughout the business relationship (contract, proof of services, invoices, payments, etc.) in order to facilitate any subsequent verification.

Examples of situations

My partner, approached as part of the integrity check, refuses to provide certain information requested. What should I do?



You must explain to the Partner that this system meets the legal obligations in terms of the fight against corruption and that its reluctance could lead the La Boulangère & Co Group to break off its commercial relations with it. If the blockage persists, you should report it to your line manager.

I receive an e-mail from a salesman abroad asking me to transfer a certain amount as soon as possible to a bank account, to which he attaches the bank details. What should I do?

In this case, and in order to avoid phishing, please check with your line manager the identity of the correspondent and the reasons for such an expense.

If you do not do this, you may be complicit in fraud or corruption.

In the context of a tender for the renewal of a large contract, a supplier offers to give me a trip for two people. He explains that this trip will take place in Italy and that it would be offered to me if the said contract is indeed renewed.

In this case, you should explain to your partner that you cannot accept this trip due to the policy of La Boulangère & Co Group and also due to the fact that the donation of this trip is subject to the renewal of the contract.

7. Lobbying

Lobbying is an activity designed to influence the decisions or directives of a government or institution in favour of a particular cause or expected outcome. In particular, it is a constructive and transparent contribution to the development of public policy on issues relevant to the activities of a group. This contribution aims to enrich the thinking of public decision-makers.

The line between lobbying and corruption is sometimes thin. Indeed, lobbying becomes corruption if the lobbying person offers an advantage to a public official in order to induce him to support legislation or activities that would be favourable to him.

TO REMEMBER

- ➔ The Group expects its Employees who may be involved in lobbying on its behalf to do the following
 - to demonstrate integrity, intellectual probity and transparency in all dealings with public officials, regardless of the situation or interest being defended
 - they provide reliable and objective information, without seeking to obtain information or decisions by exerting any pressure
 - that they do not seek to gain undue political or regulatory advantage and that they conduct their activities in accordance with this Code and applicable regulations.

Examples of situations

An employee in charge of lobbying activities within the Group is forbidden to offer a case of champagne, even for the end-of-year celebrations, to a local elected official in charge of the study of a bill directly affecting the Group's activities.

Indeed, it should not be possible to blame the Employee for influencing the local elected official in exchange for taking a position favourable to the Group, insofar as these actions would constitute an act of corruption.

8. Donations, sponsorship and patronage

Patronage is the donation of money or material by a company to an organisation of general interest, without expecting any equivalent consideration in return. It is intended to enhance the corporate image of a company and is treated as a donation for tax purposes. Sponsorship donations can take different forms: cash contributions, free provision of personnel, premises, goods, products, mobilisation of technology available or used by the company.

Sponsorship is the material support given to an event, a person, a product or an organisation with a view to obtaining publicity benefits: the name, brand and message of the sponsoring company will be widely publicised at the event.

Donations, sponsorship and patronage activities may, in some cases, be carried out with the aim of obtaining an undue advantage; such practices may in this case be qualified as corruption.

The Group supports civil society and the environment by making donations to charitable and environmental organisations.

The Group also engages in sponsorship activities to develop awareness of the La Boulangère brand.

TO REMEMBER

The Group allows the use of donations, sponsorship and patronage activities subject to:

- ➔ compliance with applicable laws and regulations and the procedures established by the Group
- ➔ they are never made for the benefit of natural persons and are not made to obtain an undue advantage or to unduly influence a decision.

Examples of situations

In the context of an ongoing private tender to which the Group is responding, as you are in charge of sponsorship activities within the Group, you are asked by the client to sponsor an art exhibition organised by the client's wife.

As this proposal may suggest that the partner will influence the contract award decision if sponsorship is granted, it should be explained to the partner that the anti-bribery arrangements put in place by La Boulangère & Co Group do not allow sponsorship of this exhibition.

Bear in mind that the link between obtaining the contract and sponsoring this exhibition could easily be established and constitute an act of corruption.

9. Acquisitions, equity investments and joint ventures

When acquiring companies or assets covering an entire business line, acquiring equity interests, merging or setting up joint ventures, it should be ensured that the target or partner does not have or has not had any misconduct under the applicable anti-bribery laws and complies with the relevant legislation.

TO REMEMBER

The target or partner in acquisitions, equity investments or joint ventures must:

- ➔ agree to submit to the Group's integrity checks in a transparent manner
- ➔ agree to include an anti-bribery clause in contracts and agreements entered into in the context of acquisitions, equity investments or the establishment of joint ventures.

Examples of situations

In the context of an acquisition, equity investment or joint venture, the target company refuses to include anti-bribery clauses in the contracts to be signed with the Group.

In this case, further checks should be carried out on the company to identify the reasons for the refusal.



10. Maintenance and accuracy of books and records

Books and records refer to all accounting, financial and business records. These include accounts, correspondence, summaries, books and other documents relating to the accounting, financial and commercial sphere.

In the fight against corruption, it is essential that transactions are transparent, fully documented and allocated to accounts that accurately reflect their nature.

TO REMEMBER

- The Group's books and records must be a true and accurate reflection of the transactions carried out and must be prepared in accordance with applicable accounting standards and guidelines. No entry in the books and records shall be unfounded, erroneous, falsified or spurious.
- All controls and approval procedures in place within the Group should be applied.



COMPLIANCE WITH ANTI-BRIBERY CODE OF CONDUCT AND APPLICABLE SANCTIONS

1. Ethics Committee of the La Boulangère & Co group

The Group has a structure dedicated to the supervision of its ethics and compliance programme: the Ethics Committee. Reporting directly to the CEO, the Ethics Committee is chaired by the Deputy CEO in charge of the Management Division and is composed of the Quality Director and the CSR (Corporate Social Responsibility) Manager. Its members are bound to respect confidentiality and the protection of personal data.

In charge of determining and supervising ethical procedures and their possible evolution, the Ethics Committee **independently** and actively monitors the proper application of the commitments and principles of the Anti-Bribery Code of Conduct and the Code of Business Conduct of the La Boulangère & Co Group, as well as the monitoring of all issues relating to ethics and compliance within the Group.

The Ethics Committee of La Boulangère & Co may from time to time request or report to the Ethics Committee of the Norac Group to which the Group belongs.

2. Whistleblowers and whistleblowing rights

A **whistleblower** is a natural person who discloses or reports, in a **disinterested manner and in good faith**, a crime, an offence, a serious and manifest violation of the law or of a commitment, or a threat or serious harm to the general interest.

The purpose of the whistleblowing system is to enable each employee to play a role in preventing the risks of corruption and to guarantee the ethical rules laid down by the Group.

Any Employee may thus exercise a right of alert to report the existence of behaviour or situations contrary to the Anti-Bribery Code of Conduct or the Code of Business Conduct of which they have personal knowledge.

No one should obstruct the transmission of an alert in any way. No sanction may be taken against an Employee who has exercised his or her right to alert **without the hope of gaining a financial advantage or wishing to harm others.** The whistleblowing system offers employees enhanced protection in the event that a report is made **disinterestedly and in good faith.**



In practice, in the event of a breach of the principles of action set out in one of the Group's Codes of Conduct, the Employee is encouraged to bring it to the attention of his or her immediate superior or the latter's superior (unless the superior concerned is himself or herself involved in the alleged breach, in which case the appropriateness of such a discussion with the superior concerned is left to the whistleblower's discretion).

Any Employee can also send his or her report (anonymously if he or she so wishes) via the following specific channel:

- ✓ **A single internet address:** <https://laboulangere.integrityline.org/>

Any report will first be studied by the Ethics Committee of the Norac Group and then transmitted to the Ethics Committee of La Boulangère & Co if necessary.

3. Consequences in case of Anti-Bribery Code of Conduct principles violation

Failure to comply with the rules set out in this Code may have serious consequences, not only for the Group, but also for Employees.

What does the Group risk?

Any behaviour contrary to the rules set out in this Code could not only **damage the reputation of the Group and the La Boulangère brand**, but could also **affect its activities**, cause it to **lose the confidence of its commercial partners**, or **expose it to having to repair any damage** caused, and **expose it to criminal prosecution**.

Furthermore, with the internationalisation of sanctions and the extraterritoriality of anti-bribery measures, a company and/or group involved (even through one of its representatives) in corruption in a given country may **be barred from access to public contracts** not only in that country but in other countries as well.

What are the risks for the employees involved?

For Employees, where circumstances warrant, failure to comply with the anti-bribery rules set out in the Anti-Bribery Code of Conduct may result in **disciplinary action up to and including termination of employment**, as well as **personal, criminal and/or civil liability**.



Reminder of the sanctions applicable to acts of corruption or trading in influence:

➤ **In France:**

Natural person: 5 to 10 years imprisonment and a fine of 500,000 to 1 million euros or doubling of the proceeds of the offense

Natural person: 2.5 to 5 million Euro for a legal entity or doubling of the proceeds of the offence, plus additional penalties



ENTRY INTO FORCE

This Anti-Bribery Code of Conduct is posted at all La Boulangère Group sites & Co in accordance with the provisions of the Labour Code relating to the procedure for adopting and publishing internal regulations.

A paper copy signed by the employer has been filed with the secretariat of the Labour Court of the cities on which the Group's entities depend.

This Anti-Bribery Code of Conduct has been submitted to the members of the CSE (Social and Economic Committee) of the Group's entities as well as, for the parts relating to matters within their competence, to the Health, Safety and Working Conditions Commission (CSSCT).

The opinions issued by these bodies were sent to the labour inspectors of the Group's entities, together with two copies of the anti-bribery code of conduct signed by the employer.

Any subsequent amendment or withdrawal of a clause of this Code would, in accordance with the Labour Code, be subject to the same procedure.

