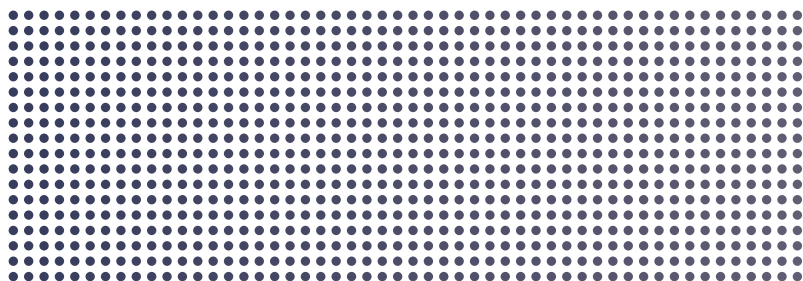


# CODE OF BUSINESS CONDUCT



“Respect is the esteem we confer upon others and upon their expectations; it is what allows us to establish long-term relationships based on trust and progress.”

# PREFACE

 **RICHARD BIELLE,**  
CHAIRMAN OF THE  
MANAGEMENT BOARD



Throughout its history, CFAO has built its business activities upon respect: Respect for our employees and partners, for our countries of operation, for the clients we serve and for the investors who confide in us.

Respect is the esteem we confer upon others and upon their expectations; it is what allows us to establish long-term relationships based on trust and progress.

Now that CFAO is adjusting its corporate governance to match its recent entry in the stock market and to the growing perspectives this offers, I find it worthwhile to reiterate the principles which have, since our very beginnings, guided our daily activities and founded our long-term strategy.

It is important to me that these principles be explained, illustrated and clarified in such a way that, despite the various cultures spanning our countries of operation, we can refer to shared principles and together shape our future in the spirit of mutual respect.

Because the expectations of our employees, our clients, our partners, our stockholders and the local communities we evolve in are legitimate, I attach much significance to following the principles laid out within this Code.

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 **THIS CODE IS INTENDED FOR EACH EMPLOYEE OF CFAO GROUP. IT IS DOWNLOADABLE IN FRENCH AND ENGLISH FROM THE CFAO WEBSITE ([www.cfaogroup.com](http://www.cfaogroup.com)) AND THE COMPANY'S INTRANET PORTAL.**

 **You can send your questions to the Corporate Social Responsibility Department:**

**By email: [respect@cfao.com](mailto:respect@cfao.com)**

**By post: CFAO, Corporate Social Responsibility Department  
18 rue Troyon, 92316 Sèvres Cedex -France**



“Respecting human dignity means more than rejecting any form of discrimination.”

# 1

# RESPECT FOR HUMAN DIGNITY

**R**espect for human dignity is important to our Group, and we pay particular attention to the laws, regulations and international principals on social responsibility established to protect the security, dignity and interest of our clients, our employees and the communities we interact with. Out of respect for human dignity, we exercise our utmost vigilance with regards to undeclared, forced or child labour.

Respecting human dignity means more than rejecting any form of discrimination; it also means promoting social diversity and protecting privacy in such a way as to provide a fulfilling environment for every employee.

Because respecting human dignity also means respecting the natural and social environment it is part of, we are committed to our approach of social and environmental responsibility.

## **CAREFUL ATTENTION TO CHILD LABOUR**

The term child labour applies to all forms of economic activity exercised by children, violating their dignity and hampering their physical and psychological development. In an effort to preserve child dignity, the CFAO Group chooses its suppliers or service providers with utmost care and commits to refusing or ceasing collaboration with any of such suppliers or service providers who are proven to use child labour.

## **BANNING UNDECLARED OR FORCED LABOUR**

Undeclared (or “concealed”) labour consists of failing to officially declare a person working within the company to the competent authorities. Forced

labor is defined as work which is exercised under duress. Not declaring an employee means depriving the person of their rights and depriving the community of the social security contributions of their work. Our Group finds it important to respect our employees’ rights and to contribute to the economic and social development of the countries in which we operate. As such, we commit to refusing undeclared labour. Forcing a person to work violates their freedom and dignity. If it becomes known to CFAO that the employees of any of its suppliers or service providers are working under duress, all relations with the supplier or service provider will be immediately refused or ceased.

## **RESPECTING DIVERSITY AND REFUSING DISCRIMINATION**

Discrimination is the unequal and unfavourable treatment of certain people due to their origin, religion, race, age, gender or adherence to a political party or workers’ union.

Our Group encourages diversity, which it considers a source of human wealth, and is determined to treat all persons in an equitable manner. We therefore refuse all forms of discrimination and strive to foster diversity by providing an environment in which each person can become professionally and personally fulfilled.

**▶ THE CFAO GROUP CHOOSES ITS SUPPLIERS OR SERVICE PROVIDERS WITH UTMOST CARE AND COMMITS TO REFUSING OR CEASING COLLABORATION WITH ANY OF SUCH SUPPLIERS OR SERVICE PROVIDERS WHO ARE PROVEN TO USE CHILD LABOUR.**

# 1 RESPECT FOR HUMAN DIGNITY

**CFAO GROUP ACKNOWLEDGES THE IMPORTANCE OF ENVIRONMENTAL CONCERNS AND INTEGRATES THEM INTO ITS ACTIVITIES.**

## **PROTECTING AGAINST SEXUAL AND PSYCHOLOGICAL HARASSMENT**

Psychological and/or sexual harassment occurs when behaviour, words, or repeated and hostile acts infringe upon the dignity or the integrity of a person. Harassment can lead to situations of acute suffering.

CFAO Group endeavours to provide a professional environment respectful of each employee's dignity. The Group moreover counts on its employees to be attentive to these issues and to inform superiors or the human resources department of any sexual and/or psychological harassment situation they may become aware of.

## **FREEDOM OF ASSOCIATION AND COLLECTIVE NEGOTIATION**

Freedom of association and collective negotiation allow employees to create and adhere to organisations of their choosing through which to raise their point of view within the company. The International Labour Organization and the International Covenant on Economic, Social and Cultural Rights encourage countries to recognize representative organizations. While this is the case in most countries, others lack regulation in the area.

The Group conforms to the laws of its countries of operation and allows its employees to associate and speak freely within the company on issues related to their working conditions.

## **PERSONAL DATA PROTECTION**

The exchange of personal data is regulated to protect privacy; rules governing personal data protection vary from one country to another.

Our Group complies with the personal data protection laws of each country of operation. In the absence of such laws, our Group ensures that the exchange of personal data does not cause detriment to the privacy of the persons concerned.

## **ENSURING THE SAFETY OF OUR EMPLOYEES AND OUR CLIENTS**

Companies that welcome people into their offices must take all necessary steps to ensure their health and safety. Similar measures must be taken with regards to employees, in particular those whose occupation places them at risk in the workplace.

Our priority is to provide a safe and healthy environment for our employees and clients. Our Group complies with local health and safety laws and sees to it that each employee does the same.

## **RESPECTING NATURAL AND SOCIAL ENVIRONMENTS**

All companies operate within a natural environment which they must respect as best as they can by limiting their environmental impact. Similarly, companies are in constant interaction with the social and communal fabric that surrounds them and with which they must seek to maintain harmonious relations.

CFAO Group acknowledges the importance of environmental concerns and integrates them into its activities.

Our Group considers it important to respect local communities and strives to foster ties based on mutual respect with its social environment.



"The trust that has been accorded to employees implies that they abide by the laws."

## 2

# RESPECT FOR PROPERTY

**A** number of laws have been created specifically in order to protect the people who place their trust in the company, particularly with regards to its employees and shareholders. The decisions or behaviour of certain employees may, due to their responsibilities or the functions entrusted upon them, have a decisive impact on the company's future. They are called upon to respect company property by taking utmost care to protect the social, economic and intangible assets they are responsible for in the company. The trust that has been accorded to them implies that they abide by the laws on the prevention of misuse of company property, of insider trading and of fraud.

### **PREVENTING THE MISUSE OF COMPANY PROPERTY**

Misusing company property means deliberately using company assets or authority, contrary to company interests and/or for personal gain, to the detriment of its employees and investors. In an effort to protect the overall interests of the company, our Group intends to take all necessary measures, including in terms of control, to avoid the misuse of company property.

# COMPANY

### **ATTENTION TO CONFLICTS OF INTEREST**

A conflict of interest occurs when an individual's personal interest competes with that of the company. Not all conflict of interest situations bring about acts detrimental to the company; however, they can raise questions as to the integrity of the individual and can harm the company's reputation. Employees must avoid any situation that could lead others to believe that they might favour their own personal interest or the interest of their relatives or friends over the interests of the company. If such a situation were to occur, employees are invited to inform their superiors immediately and in full.

### **DATA PRIVACY**

Confidential information is part of a company's property. It is considered strategic and potentially decisive to the company's development. Divulging such information, whether intentionally or accidentally, can have serious consequences on the company.

Group employees understand the importance of certain data and take all necessary measures to secure the company's sensitive information.

## 2

# RESPECT FOR COMPANY PROPERTY

### **HANDLING INSIDER TRADING**

Insider trading is the use or disclosure, for personal gain, of privileged information obtained from the exercise of one's functions. Insider trading within a company can take the form of a purchase or sale of company stock by a person privy to strategic information before it is made public. CFAO has put measures in place to protect sensitive information in view of preventing insider trading. All Group employees are forbidden to communicate such information and/or handle CFAO stocks when they are privy to non-public, company strategic information.

### **MAINTAINING STRICT ACCOUNTING STANDARDS**

All companies are under the obligation to maintain strict accounting records that accurately reflect the nature and amount of its commercial and financial transactions. This legal obligation allows companies to provide its investors with a faithful account of its activities and to maintain a trusting relationship with them. This obligation also goes hand in hand with our strict observance of declarative obligations in each of our countries of operation.

Employees must ensure that all the commercial or financial operations they are responsible for be documented according to the company's internal rules, correctly approved and assigned to the appropriate accounting entry in order that they most accurately reflect the commercial and financial activities.

### **DUE DILIGENCE IN ACQUISITIONS, STAKEHOLDING AND PARTNERSHIPS**

Throughout its lifetime, a company may decide to acquire other companies, obtain minority interests or enter into consortiums. By so doing, the company becomes legally responsible for the acquired entity and jointly responsible in the partnerships and consortiums it participates in. These operations form part of our Group's development strategy. They are not only based on strict economic and financial assessments but also on assessments of integrity vis-à-vis legal compliance.

▶ ALL COMPANIES ARE UNDER THE OBLIGATION TO MAINTAIN STRICT ACCOUNTING RECORDS THAT ACCURATELY REFLECT THE NATURE AND AMOUNT OF ITS COMMERCIAL AND FINANCIAL TRANSACTIONS.



“Conducting business with honesty and transparency guarantees competitiveness.”

# 3

## RESPECT FOR REGULATIONS

## TRADE

▶ **OUT OF RESPECT FOR THE INSTITUTIONS OF THE COUNTRIES WHERE IT OPERATES, OUR GROUP DOES NOT INTERVENE IN POLICY DEBATES AND AS A MATTER OF PRINCIPLE MAINTAINS THE STRICTEST NEUTRALITY WITH REGARDS TO POLITICS.**

**T**rade regulations protect the rights of clients and other economic actors. Conducting business with honesty and transparency guarantees competitiveness based solely on the pursuit of the best products and services at the best price.

Our respect for trade regulations is driven by more than just a desire to obey the law; it also shows consideration for the clients and investors who support our ambition to respect ethical standards in our business conduct.

### **RESPECT FOR POLITICAL NEUTRALITY**

The issue of private-sector political party financing is treated quite differently from one country's legislation to another: some countries ban it, others regulate it considerably and still others encourage it. In France, for example, such political party financing is banned.

Out of respect for the institutions of the countries where it operates, our Group does not intervene in policy debates and as a matter of principle maintains the strictest neutrality with regards to politics. Political party financing is therefore not permitted within the Group.

### **SPONSORSHIPS, CORPORATE PATRONAGE AND CHARITABLE DONATIONS**

Sponsorship of sports or cultural events is an important means of communication for companies. This medium allows companies to communicate on their values and reinforce their image.

Our Group invests in sponsorship, corporate patronage and charitable

activities for their social value and utility. These actions also represent a means for CFAO to communicate on the values and commitments it holds as a company concerned with common welfare. They are driven by principles of integrity and offered without any expectation of return in the form of improper advantage.

### **FAIRNESS VIS-À-VIS OUR COMPETITORS**

Unfair competition practices aim to lessen or altogether eliminate principles of fairness among competing companies within the same sector. For instance, such practices can take the form of illegal price fixing or agreements on market or client distribution with one or several competitors. Unfair competition practices are justifiably banned because they increase prices and lower supply, thus penalizing consumers.

Because we respect the principle and obligation of fair and honest competition, our employees refuse to discuss prices and market distribution with our competitors.

### **INTEGRITY VIS-À-VIS OUR CLIENTS**

Any effort to influence a client's decision in order to obtain preferential treatment, whether by offering or promising financial or in-kind benefits, distorts market transparency. Such practices constitute a corruption offense when they do not fall within the usual practices for gifts and gratuities. This is true regardless of whether the client is a public agent or private-sector purchaser.

# 3

# RESPECT FOR TRADE REGULATIONS

Because we care about integrity in business practices and believe in the quality of our products and services, our Group's ambition is to prevent any corrupt act and resist any form of extortion solicitation.

## **ATTENTION TO GRATUITIES IN BUSINESS RELATIONS**

Companies may wish to promote their products or services by providing temporary samples to certain people. When such samples are offered for free, they are known as gratuities.

Within the Group, such samples are never offered to the personal advantage of any individual; they always form part of a clear and transparent promotional commercial action.

## **COMMERCIAL GIFTS AND INVITATIONS**

Gifts and invitations are offered as acts of courtesy that help foster relations between individuals, particularly during certain events such as New Year's festivities. However, they can never be offered to obtain an undue advantage. The Group authorizes the giving and receiving of gifts and invitations so long as they are permitted by the law of the country where they are given and/or received, for example in order to foster courteous relations; their purpose is not to obtain undue advantage. They must also be of a reasonable value and frequency and must not create any debt obligation to the person they benefit.

## **ATTENTION TO THE RISK OF MONEY-LAUNDERING**

An individual or company engages in money-laundering when it reintegrates money obtained from illegal activities (drug trafficking, tax fraud, corruption, etc.) into legal financial circuits. Non-financial companies can become accomplices to money-laundering when the sale of a good or service is

done within the framework of a money-laundering operation.

In its wish to comply with money-laundering regulations, the Group calls on its employees to be particularly attentive to transactions that seem suspicious and to inform their superiors when in doubt.

## **ATTENTION TO EXTERNAL SERVICE PROVIDERS**

When conducting business, companies often need to call upon external service providers such as consultants, sales agents, sub-contractors, etc. When carrying out their contract with the company, these external service providers can in certain cases put the company's legal responsibility and reputation at stake. The Group wishes to protect the integrity of all its business operations and comply with trade regulations. As such, the Group expects its external service providers to behave honestly and in accordance with Group principles, particularly those explained in this guide.



