



# BRIBERY PREVENTION CODE OF CONDUCT

# GROUPE GMD

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# A MESSAGE FROM THE CHAIRMAN



The future of the GMD Group relies on the trust that our clients, employees and partners have in us. Our growth is ensured only through a fair, open, honest and loyal behaviour towards them.

Being a global group requires on the cohesion of teams that adhere to the same values and share the ambition to contribute effectively and collectively to the growth of the Group's activities.

As a signatory of the United Nations Global Compact, we have equipped ourselves with tools to prevent and detect any attempt at corruption and influence peddling.

This Code reflects our commitment as well as our firm and strict policy against all forms of corruption, in all our activities. This is the watchword that applies to all GMD Group employees when discussing the subject of corruption.

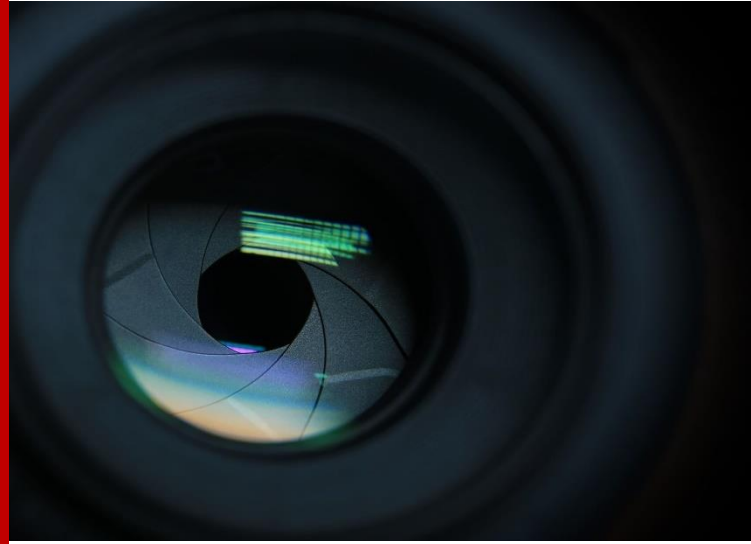
Each and every one of you must understand that the GMD Group is uncompromising in respecting rules against corruption. This is why all employees must be trained in the fight against corruption. Above all, they must know that they can count on their managers when faced with acts of corruption.

An employee should never be left alone in such a situation.

I count on the vigilance of everyone to comply with all the principles of this Code.

Alain MARTINEAU  
Chairman and CEO

# PRINCIPLES OF THE CODE OF CONDUCT



All GMD Group companies, in France and abroad, must comply with French law relating to transparency, corruption prevention and the modernization of economic life (known as "Sapin 2" Act), as well as other anti-corruption laws and regulations applicable to them.

The Sapin 2 law requires the implementation of a corruption and influence peddling prevention and detection plan structured around the following eight measures:

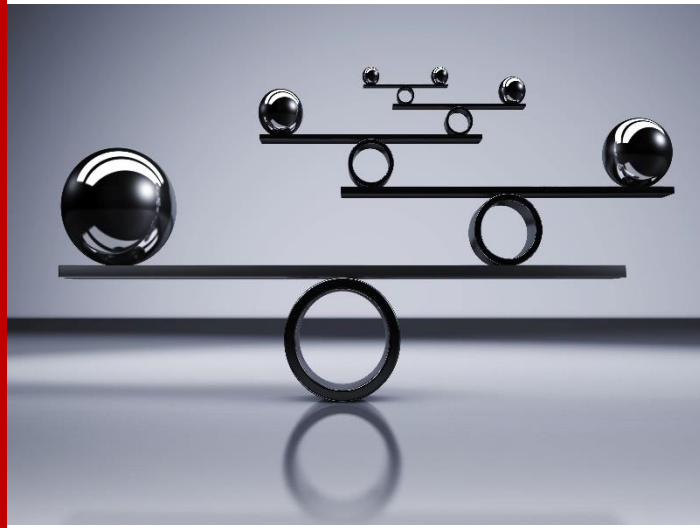
- An anti-corruption code of conduct
- A professional whistleblowing system
- Corruption risk mapping
- Procedures for evaluating third parties, customers and suppliers
- Accounting control procedures
- A training and awareness program
- A specific disciplinary plan
- Monitoring and assessment of program implementation.

The Code of Conduct defines and illustrates the different types of behaviour to be prohibited as being likely to constitute acts of corruption or influence peddling.

Bribery is the act of soliciting or accepting, directly or indirectly:

- Offers, promises, gifts, donations or advantages for an employee of the GMD Group or for others,
- Performing or having performed, or refraining from performing an act of his position, mission or office or facilitating it through his position, mission or office.

# ADDRESSES AND SCOPE



This Code applies to all employees (managers, open-ended contracts, fixed-term contracts, trainees, external service providers working on the site) of the GMD Group in the context of their activities, regardless of the Company, the project or the country concerned.

Each GMD Group employee is also responsible for fighting corruption in all its forms.

Lastly the GMD Group expects its stakeholders (customers, suppliers, subcontractors, intermediaries) to apply standards equivalent to those set by this Code of Conduct.

For further information, employees can contact:

- Their managers
- The Group Compliance Committee ([GroupeGMD\\_ComiteCompliance@groupe-gmd.fr](mailto:GroupeGMD_ComiteCompliance@groupe-gmd.fr))

# BRIBERY



**An act of corruption** is committed when a gift or any undue advantage is offered or granted to obtain from a person that he performs, delay or omit to perform an act falling within his responsibilities.

**An act of influence peddling** is committed when a gift or an undue advantage is offered or granted so that the beneficiary uses his influence, whether actual or assumed, in order to obtain a favourable decision.

It involves 3 players:

- One who provides benefits or gifts
- One who uses the credit he has due to his position
- One who holds the power of decision

The common point of corruption and influence peddling is the diversion of the responsibilities exercised by the beneficiary of the undue advantage (the corrupt agent) who monetizes the power or the influence that his position gives him, in his personal, direct or indirect interest.

Corruption is said to be public when it involves persons exercising a public and private position when the corruption offense only involves individuals or legal persons in the private sector.

### ***What is a public official?***

*A Public Official refers to any person holding public authority, entrusted with a public service mission or vested with a public elective office, for themselves or for others.*

In addition, there are 2 types of corruption:

**Corruption is active**, when it is the person who bribes who initiates the bribery by offering or providing something in order to obtain an inappropriate advantage.

This “something” can take on different forms:

- **Money** (cash, transfers or other) whose means of payment can be concealed (false invoices, consultant fees, donations, sponsorship, etc.)
- **Benefits** in kind (participation in events, entertainment, travel, gifts, hiring of family members or friends, etc.)

Similarly, an undue advantage may take the form of preferential treatment, the signing of a contract, the disclosure of confidential information, culpable inaction in a situation where one closes turns a blind eye when intervention is required, etc.

**Corruption is passive**, when the act of corruption is at the initiative of the person who is corrupted, that is to say the person who performs or does not perform an act in exchange for a consideration that he solicits or accepts.

The bribery offense is established by the mere promise of an undue advantage, even if it is not ultimately awarded.

- There is a **“bribe”** when a person gives or promises another person something of value in order to obtain preferential treatment.

**Example :** Making a donation to the association of a client with whom we hope to sign a contract for a new market.

- Kickbacks consist of giving or receiving payments as a reward for the award of a contract or other preferential treatment or business transaction.

**Example:** A supplier pays a Group employee a percentage of the purchase price in exchange for the continuation of business relations.

- The term “**payment facilitation**” refers to payments made in order to guarantee or expedite certain compulsory and legal administrative formalities.

**Example:** A public official requests payment to speed up the process of obtaining an official document

- The term "influence peddling" refers to payments made to secure the exercise of the influence of the third party in order to obtain a favourable situation.

**Example:** Offer a dinner in a three-star restaurant to a public official so that the latter gives access to his business contacts.



# SANCTIONS



Since corruption and influence peddling are intentional offences, any employee who commits one of these offenses will incur personal criminal liability, and in some cases that of the companies of the Group. In any case, the commission of an act of corruption or influence peddling by an employee necessarily has an impact on the reputation of the Group, and consequently on its activities.

**The commission of the offense of corruption** may lead in France to the following sanctions:

- **Individual:** 5 to 10 years of imprisonment and 500,000 to 1,000,000 € in fines, the amount of which may be increased to double the proceeds of the offence.
- **Legal entity:** fines of €2,500,000 to €5,000,000, the amount of which may be increased to double the proceeds of the offence, plus additional penalties.

**The commission of the offense of influence peddling** leads to the same sanctions as those provided for in the event of the commission of the offense of corruption.

# EVERYDAY PREVENTION OF CORRUPTION



## GIFTS AND INVITATIONS

**Offering gifts and invitations** is often considered 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.

However, anti-bribery rules prohibit offering gifts, hospitality and other items of value to a third party for the purpose of gaining an undue advantage or exercising improper influence.



### **Applicable rules**

- *Each employee must inform their line manager of any gift or invitation offered or accepted, regardless of the value.*
- *Gifts / invitations whose acceptance could cause the employee to feel indebted, and/or could influence his decision-making process must be refused.*
- *The offer or acceptance of a gift / invitation may be considered, provided:*
  - *That it has a professional purpose*
  - *That it is of reasonable value*
  - *That it conforms to local customs*
  - *That it is not offered, directly or indirectly, in exchange for a specific benefit or action*
  - *That it takes place far from any important decision-making*
  - *That it does not embarrass either the employee or the Group if it were to be made public.*
  - *That it has not been solicited*
- *Cash gifts are prohibited.*

**Each employee must secure the consent of his line manager for any gift or invitation offered or accepted.**

Unless more restrictive provisions apply to the employee's home site, the GMD Group sets the maximum value of an acceptable gift / invitation at **€80**.

If the thresholds are exceeded, any decision must be subject to Group management approval.

#### **EXAMPLE**

- “I am part of the Quality department of the Company and I received from a supplier that I audit regularly, an invitation for a famous motor racing event. The supplier offers to cover all costs related to the event (transport, meals, entertainment, etc.). »

#### **WHAT ARE THE RISKS TO OUR COMPANY**

Such an invitation can influence your professional decisions since:

- It is not justified by a professional reason;
- The amount of this invitation greatly exceeds the set thresholds;
- It may affect your independence of judgment during your supplier audit mission.

#### **WHAT YOU SHOULD DO**

Refuse such an invitation inform your management.

## CONFLICTS OF INTEREST

**Conflict of interest** refers to any situation where the personal interests of an employee could come into conflict with those of the GMD Group.

By personal interest, we mean interests that could influence or appear to influence the way in which the employee performs the duties and responsibilities entrusted to him by the Group.

Such a situation could arise where an employee:

- Negotiates on behalf of the GMD Group a contract from which he derives a personal interest directly or through intermediaries, whether now or in the future
- Holds a financial stake in a client, service provider, partner or competitor of the GMD Group
- Performs a remunerated activity on behalf of this third party

Insofar as a conflict of interest can conceal an act of corruption, it is essential that employees be careful as to the occurrence of a situation of conflict of interest.



### **Applicable rules**

- *Each employee must inform his line manager of any assumed conflict of interest situation.*
- *Employees must refrain from putting forward any personal, financial or family interest, which could prevent them from acting in the best interests of the GMD Group, and from raising doubts as to their integrity.*
- *More specifically, employees must avoid:*
  - *Taking financial participations in a customer, a supplier, a service provider, or a competitor without prior authorization of General Management*
  - *Agreeing to carry out professional activities outside the Group, except with the prior authorization of General Management*

***Each employee must obtain the approval of the Group Compliance Committee for any business relationship arising from an assumed similar situation.***

### **EXAMPLE**

« As part of my duties as Purchasing Manager, I am in the process of selecting suppliers to take part in a call for tenders. At the same time, I discovered on a social network that my husband's cousin works for one of the pre-selected suppliers. »

### **WHAT ARE THE RISKS TO OUR COMPANY?**

If your position or responsibilities within the Company allow you to make decisions concerning a supplier which could create or appear to create a conflict of interest, you must then declare it to confirm whether, after analysis, it is a real conflict of interest.

You must not:

- remain passive in the face of this situation;
- keep this situation secret and take part in the selection process;
- communicate with your relative/friend or promote their business in any way.

### **WHAT YOU SHOULD DO**

Inform your manager and inform the Group Compliance Committee. They will decide together if you should withdraw from the Project or if other measures should be taken.



## FUNDING OF POLITICAL ACTIVITIES

**Funding of political activities** means any direct or indirect contribution intended to support a political party, candidate or elected official.

Such contribution may consist of a payment of money or any other benefit such as gifts or services, advertising or any other partisan activity.

Political financing may be used to conceal an undue advantage in order to secure or maintain a business transaction or relationship, and may be considered direct or indirect bribery.

However, the GMD Group respects the right of its employees to get involved individually in local political and civic life. Their participation must remain personal, on their free time, and at their expense.



### **Applicable rules**

- *Any contribution, financial or in kind, direct or indirect, paid by the GMD Group or by its employees on its behalf to organizations, parties or political figures is prohibited.*
- *Employees must separate their personal political activities from their mission within the Group, in order to avoid any situation that could generate a conflict of interest.*

### **EXAMPLE**

« The representative of a political party asks your Company through you to collect funding intended to finance his political party in exchange for support when submitting a call for tenders”

#### **WHAT ARE THE RISKS TO OUR COMPANY?**

The fact of carrying out such an operation may be considered as a means of influencing the decision-making process and granting an unjustified advantage to our Company.

#### **WHAT YOU SHOULD DO**

Answer that you must refer to your Company to review the opportunity.  
Contact the Group Compliance Committee, which will carry out an in-depth analysis and tell you what to do.



## DONATION, PATRONAGE AND SPONSORING

Compliance with the principle of confidentiality relating to all information (strategic, industrial, financial, social data, etc.) and documents relating to the activities of GMD Group companies is essential.

Similarly, any staff member employed full-time and wishing to have a professional activity outside the Group will first seek the formal consent of their management.

**Patronage** is the donation in cash or equipment made by a company to a public interest organization, without expecting an equivalent counterpart in return. Its purpose is to promote the institutional image of a company and is comparable to a donation for tax purposes.

Sponsorship donations can take several forms:

- Contribution of an amount in cash
- Lending of staff, premises
- Donations of goods and/or products
- Use of technology available or used by the company.

**Sponsorship** is the material support given to an event, a person, a product or an organization with a view to benefiting from it in terms of publicity: the name, the brand, the message of the sponsoring company will be widely exposed during the event.

Patronage does not imply a quantifiable return on investment, the term **donation** applies to patronage, where the sponsor makes an investment.



### ***Applicable rules***

- *Donations, patronage and sponsorship activities are authorized subject to applicable laws and regulations, within the framework of the procedures established by the GMD Group. They require the prior approval of General Management.*
- *They must not be made to secure or offer an undue advantage or improperly influence a decision.*

### **EXAMPLE**

« I am conducting a commercial campaign with a national agency of a foreign country. In this context, a Public Official invites me to strengthen the presence of our company in the country by sponsoring a local charity. »

#### **WHAT ARE THE RISKS TO OUR COMPANY?**

The fact of carrying out such an operation during a commercial campaign can be considered as a means of influencing the decision-making process and granting an undue advantage to our Company. Even if the cause is noble, the beneficiary may, unknown to us, have inappropriate behaviour or resort to corrupt practices that would have an impact on the reputation of our Company. The charity may be fictitious, and the funds allocated may be diverted for other purposes.

#### **WHAT YOU SHOULD DO**

Answer that you must refer to your Company to review the opportunity. Contact the Group Compliance Committee, which will carry out an in-depth analysis and Due Diligence work to confirm (i) the reputation of the organisation, (ii) the reality of the charitable actions carried out by the proposed organization and (iii) the identity of the ultimate beneficiary, and (iv) who will check in particular whether there is a link with the client that would trigger a conflict of interest, update any kickbacks or influence the decision-maker in the choice of the competing project.



# COMPLIANCE WITH THE CODE AND WHISTLEBLOWING RIGHT



In accordance with legal provisions, the GMD Group has set up an alert procedure allowing its employees and any outside person to report the existence of conduct or situations breaching the Code of Conduct, as well as any risks, threats or serious harm to the general interest to which the GMD Group could be exposed.

While using the hierarchical channel is always possible, the professional whistleblowing system offers employees enhanced guarantees of protection in the event of a report being issued. This procedure complies with the duties relating to the protection of the whistle-blower and the protection of personal data.

The whistle-blower will also benefit from protection against discrimination involving the invalidity of the termination of the employment contract or sanctions based on the report.

To report an event confidentially:  
[www.groupe-gmd.signalement.net](http://www.groupe-gmd.signalement.net)



The reporting of a behaviour must be specific and documented by the whistle-blower. Any unsubstantiated statement will be dismissed.

The rules relating to the operation of the professional alert system and the guarantees offered to employees in the context of its use are detailed in a specific document, the Procedure of the “Professional Whistleblowing System” of the GMD Group.

Failure to comply with the rules laid down in this Code may have serious consequences, not only for the Group, but also for employees.

For the GMD Group, any behaviour breaking the rules defined in this Code could not only harm its reputation and affect its activities, but also expose it to having to repair any damage caused, and expose it to criminal prosecution.

This Code of Conduct is incorporated into the Internal Policies of each French company or any equivalent document that may be required by local laws.

In accordance with the provisions of their employment contract, each employee must carry out their professional duties in compliance with the rules defined in the Internal Policies.

For employees, when the circumstances require so, failure to comply with the anti-corruption rules set out in the Code may expose them to disciplinary sanctions which may go as far as employment contract termination under the conditions provided for in the Internal Policies, as well as personal, criminal and/or civil proceedings.

These terms and conditions apply to all Group Entities, regardless of the country in which they are based. They may, if necessary, be supplemented by the entities in their normative documentation to take specific local regulations into account.

# CIRCULATION

- **Entry into force**

This system was previously submitted for the opinion of the ESC on:

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This system was communicated in duplicate to the labour inspectorate on [date] and filed with the Registrar of the Industrial Tribunal of [place] on [date].

This system will enter into force on [date]

- **Enforceability**

This system is legally enforceable upon all Staff referred to above, whether having been hired before or after its entry into force, as well as exterior and temporary Staff (in particular trainees, temporary staff, subcontractors).

It will be:

- Displayed in workplaces;
- Available in paper format for personnel to consult;
- Available in electronic format on the intranet of the Company.

Therefore, no employee can claim ignorance of this system.

It is attached to the Internal Regulations of the Company

\_\_\_\_\_, and may be amended in

accordance with regulatory developments.



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