

# Anti- corruption Code of Conduct

**cegid**



# Introduction

Dear employees,

We are an innovative company focused on the future. Our pursuit of excellence goes hand in hand with **strong ethical principles and compliance standards**. In a world where transparency and integrity are essential to business sustainability, we share a collective responsibility: to ensure that our activities are conducted with honesty and in full compliance with applicable rules.

Corruption, in all its forms, represents a **major risk** for our company. Not only does it expose us to legal and financial sanctions, but it also damages our reputation and the trust placed in us by our customers, partners and stakeholders. **We therefore have a zero-tolerance policy regarding corruption, in all its forms.**

This Anti-Corruption Code of Conduct sets out the principles to be followed to prevent any act of corruption or influence peddling. It forms the

basis of our commitments in the fight against corruption, and everyone in the company must comply with it.

Please read it carefully and apply it diligently every day. Our shared pursuit of excellence must be matched by a **shared commitment to act with integrity** and ensure compliance by all and for all. If in doubt, **contact your manager or the Risk and Compliance Department** or the individuals and functions listed in this document.

Each of us is responsible for upholding Cegid's professionalism and reputation. By observing the principles set out in this Anti-Corruption Code of Conduct and applying them every day, we **collectively contribute to the future of the company.**

**Bruno Vaffier**

General Manager, Cegid



# Contents

## Introduction

### 1. Understanding this Code

Why an Anti-Corruption Code of Conduct?

Who does this Code apply to?

Understanding corruption and influence peddling

Our anti-bribery & anti-corruption program

2

### 2. Working with integrity

4

Managing gifts and entertainment

5

Preventing and managing conflicts of interest

6

Assessing our third parties

7

Acting with integrity with public officials

9

Managing growth operations  
Managing sponsorship, donations, and philanthropic operations

10

11

12

13

15

16

17

3.

### Using this Code

18

Ask yourself the right questions

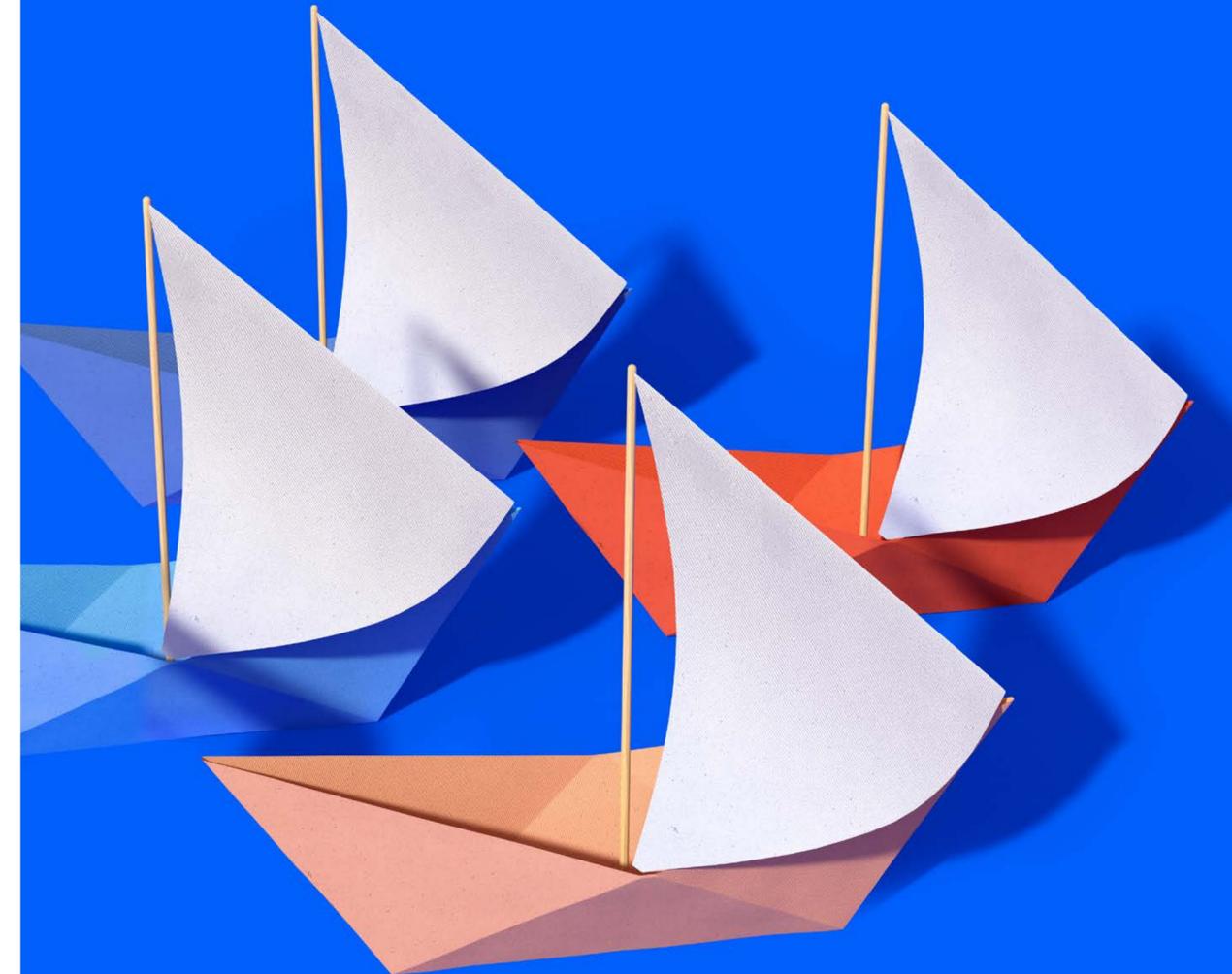
19

Making a report

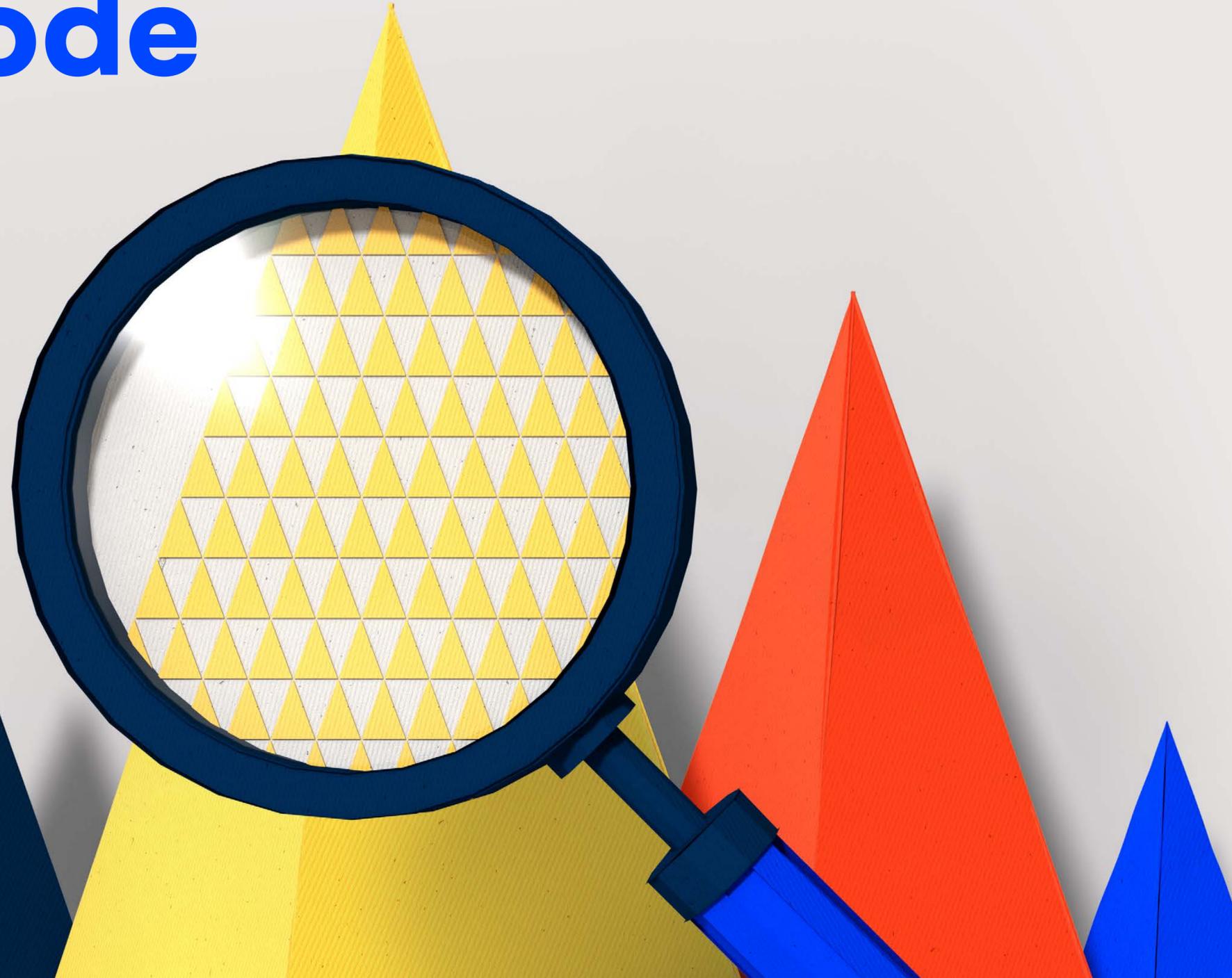
20

In the event of breaches of this Code

21



# Understanding this Code



Why an Anti-Corruption Code of Conduct?	5
Who does this Code apply to?	6
Understanding corruption and influence peddling	7
Our anti-bribery & anti-corruption program	8



# Why an Anti-Corruption Code of Conduct?



Corruption is an obstacle to democracy, to the economic development of countries and to sustainable development. It can have serious consequences for individuals and businesses. Cegid is therefore committed to fighting corruption wherever we operate may have stricter requirements.

This Anti-Corruption Code of Conduct is Cegid's **main point of reference** for **preventing and fighting against corruption**. It serves as a **practical guide** to help us act with integrity and make ethical decisions on a daily basis.

It includes:



definitions and descriptions of various risk situations;



rules of conduct to follow;



practical examples of situations we may encounter;



who to contact and what resources are available in case of doubt or a situation that goes against our principles.

Alongside this Code, there are complementary **policies, procedures** and training. While the document does not aim to be exhaustive and cover every situation we may encounter, it establishes the guiding principles that form the basis of our rules of conduct.

## Where can I find it?

The Anti-Corruption Code of Conduct can be accessed on the Intranet and it is appended to our Internal Regulations. All new hires are made aware of this policy. Subsidiary managers ensure that all employees have access to it and are familiar with its contents.

# Who does this Code apply to?

 This Code applies to all Cegid employees, regardless of their level, function, contract type or location, including the governing bodies.

We also expect our **partners, suppliers and subcontractors** to comply with the principles set out therein.

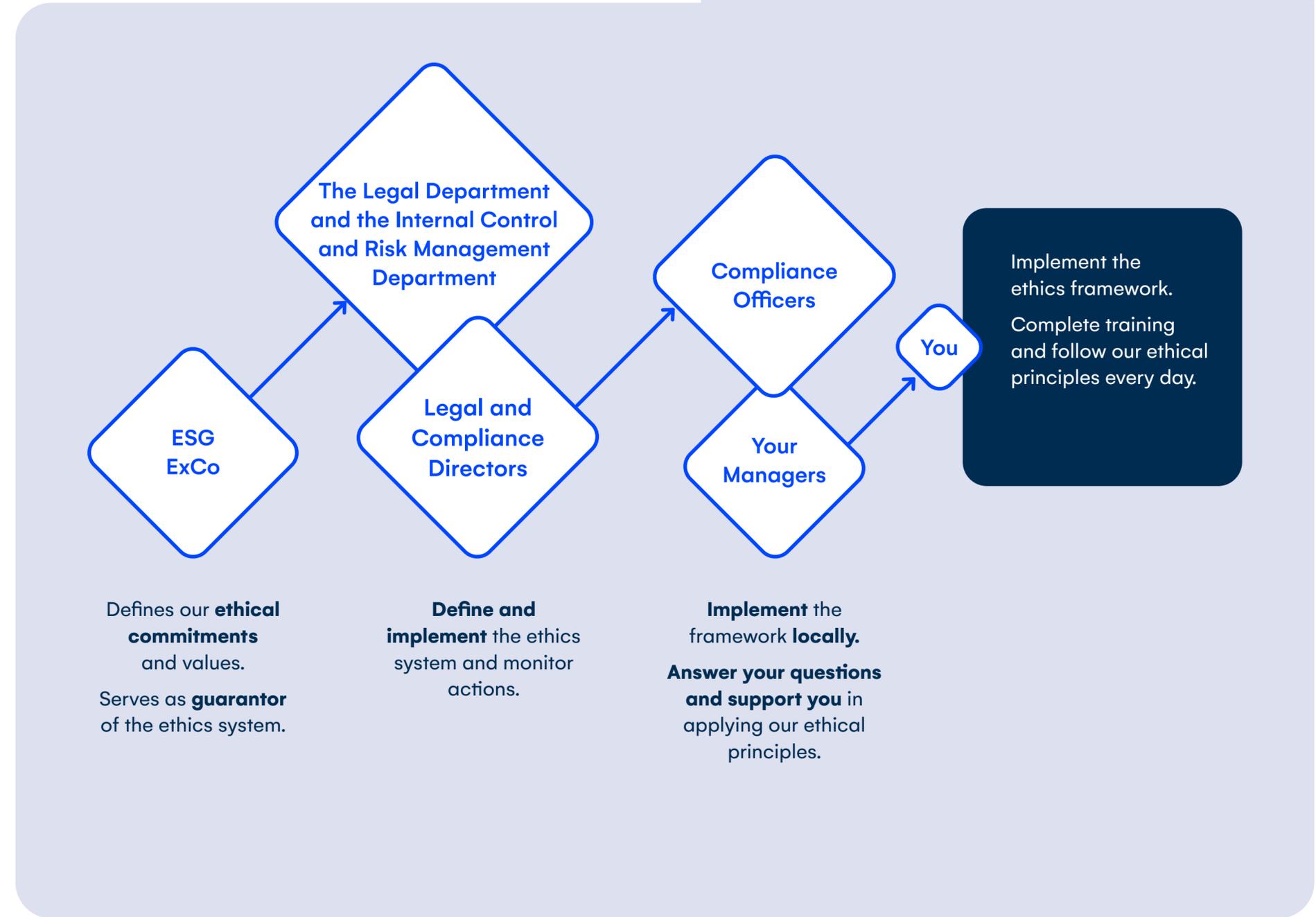
We expect all **employees** to:

- > read, understand and apply the rules set out in this Code;
- > complete the training on preventing and fighting corruption;
- > remain vigilant in their daily work;
- > report any violations of this Code they become aware of.

We expect **managers** to:

- > lead by example;
- > ensure that their teams understand and respect our guiding principles;
- > keep up to date with changes to Cegid's ethics system;
- > make their teams aware of risks and best practices, and answer their questions;
- > create a climate of trust and encourage employees to share their concerns;
- > escalate any reports they receive.

## Ethics governance

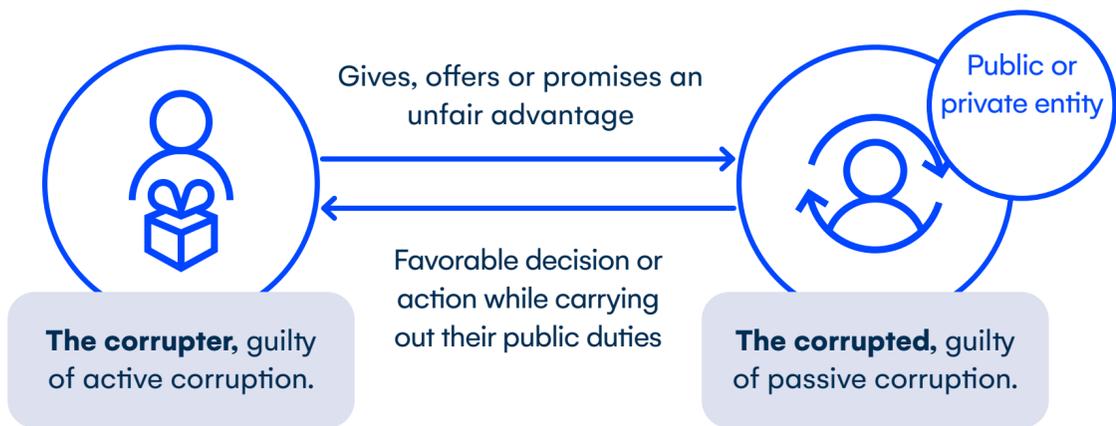


Implement the ethics framework.  
Complete training and follow our ethical principles every day.

# Understanding Corruption and influence peddling

Corruption is illegal and severely punished in many countries. **We fight corruption and influence peddling in all their forms and expect our partners to do the same.**

## Corruption is:

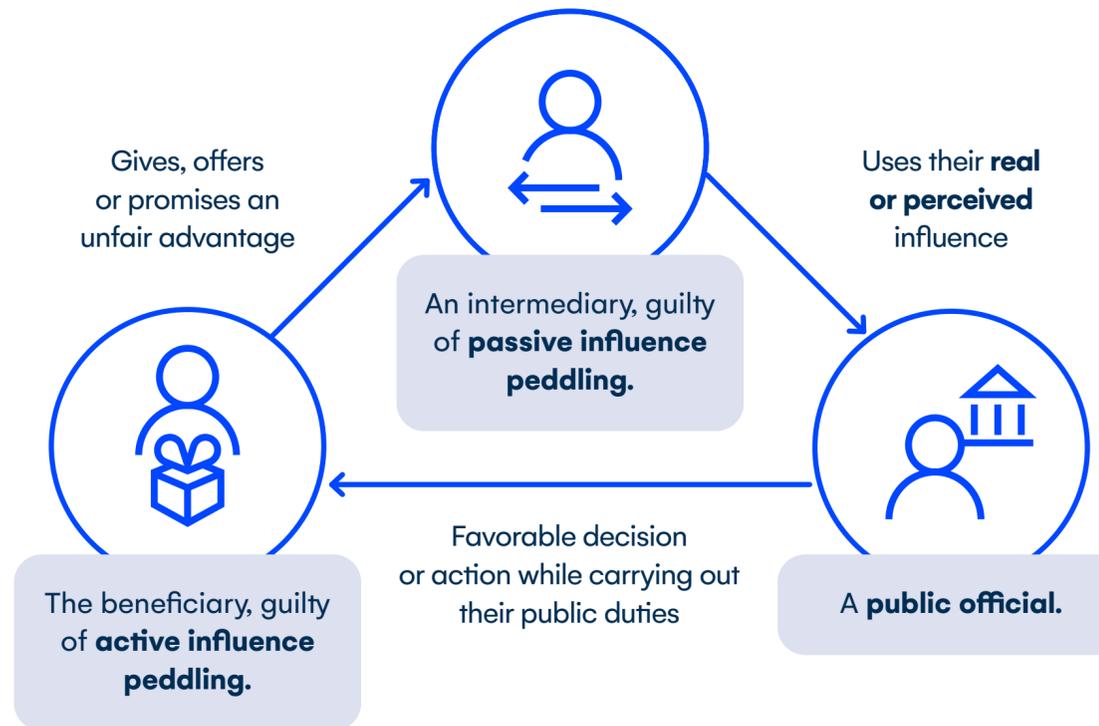


These can be broken down into:

- > **Private corruption**, which involves private individuals or entities (companies, associations, etc.). For example, a service provider slips cash into a tender response file.
- > **Public corruption**, which involves a public official (civil servant, elected official, etc.). For example, an employee invites a member of parliament to the Rugby World Cup final to secure a favorable vote on a law benefiting Cegid's activities.

## Influence peddling is:

Influence peddling is a **practice related to corruption** and is therefore prohibited within Cegid.



An **unfair advantage** could be:

-  a sum of money or a secret commission;
  -  a reduction;
  -  a charitable contribution or "disguised" sponsorship arrangement;
  -  payment of a debt on someone else's behalf;
  -  a gift, trip or invitation;
  -  a favor or promise to hire a relative;
  -  performing work for free;
  -  free use of premises or equipment;
  -  preferential treatment in a tendering process;
- etc.

# Our anti-bribery & anti-corruption program

 Our corruption prevention system complies with several international laws and conventions.

## Legal framework

In France, the **Sapin II law** punishes acts of corruption and influence peddling. We are also committed to complying with the US **Foreign Corrupt Practices Act** (FCPA) and the **UK Bribery Act** (UKBA). Finally, we comply with the requirements of the **OECD Convention** on combating bribery and the **United Nations Convention** against Corruption.

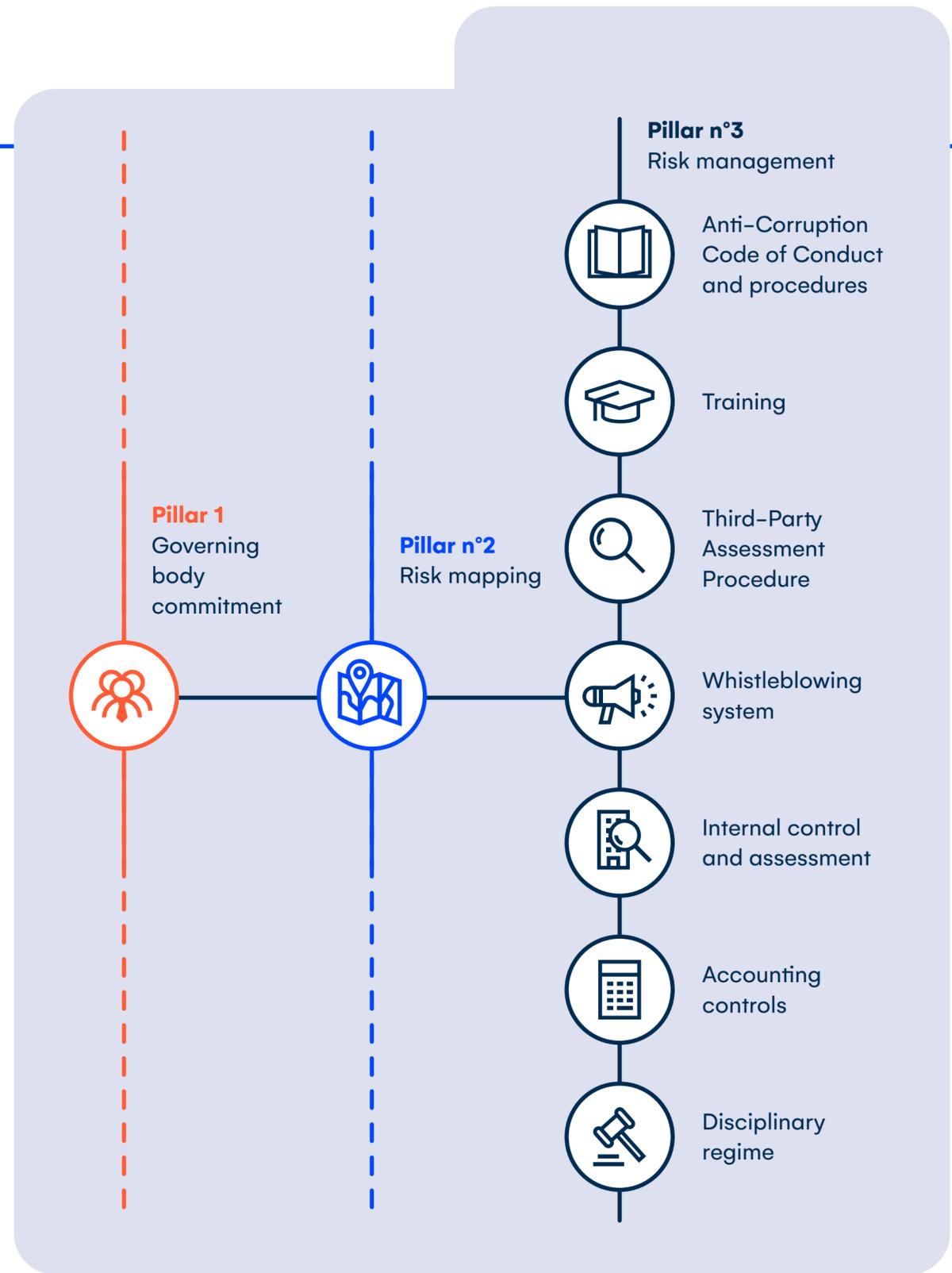
**Committing acts of corruption has significant consequences for individuals and companies.** It can lead to legal proceedings and seriously damage our reputation.

In France, a person guilty of corruption can be sentenced to up to 10 years in prison and a fine of €2 million, and a company is liable to a fine of €10 million.

### Our anti-bribery and anti-corruption program

Our anti-corruption framework is part of our broader business ethics approach, the principles of which are outlined in the **Ethics Charter**. It is based on the results of **corruption risk mapping**, which is updated regularly.

This Code is supplemented by **internal policies and procedures** that specify the actions to be taken on specific issues.



# Working with integrity



Managing gifts and entertainment	10
Preventing and managing conflicts of interest	11
Assessing our third parties	12
Acting with integrity with public officials	13
Managing growth operations	14
Managing sponsorship, donations, and philanthropic operations	15

# Managing gifts and entertainment

 We give and receive gifts and entertainment in a sensible and transparent manner to ensure the independence and objectivity of our decisions.

While gifts and entertainment can foster **good professional relationships**, they can also conceal corrupt intent or be perceived as such. They may create a **sense of obligation or indebtedness**. We must therefore **remain vigilant and transparent** when offering or accepting gifts.

Gifts and entertainment may take **various forms**, including:

-  cash or cash equivalents;
  -  professional equipment;
  -  consumable goods;
  -  travel or seminars;
  -  luxury accommodation;
  -  meals;
  -  cultural or sporting events;
- etc.

Gifts and entertainment may be accepted or offered if they are:

- > permitted by **local laws** and the **policy applicable** in our entity;
- > with a value of **less than €100** and limited frequency;
- > offered **outside a period with negotiations or tenders**;
- > strictly **professional**;
- > offered or received **transparently**.

## Guiding principles

- > Ensure that gifts and entertainment offered or received comply with our acceptability guidelines;
- > Ensure that the gifts and entertainment that we offer or receive do not influence, or appear to influence, business decisions;
- > Ask ourselves how a gift or invitation would be perceived if it were made public;
- > Inform our partners of our policy in this area;
- > Check the partner's policy on gifts and entertainment before offering anything, and comply with it;
- > Refuse any gifts in the form of cash donations or cash equivalents;
- > Declare any gifts or invitations received or offered to the manager.

## IN PRACTICE

A supplier invites me to the final of a major sporting event during an active tender process. Can I accept?

→ **A tender process is a sensitive period, and this invitation appears to be of high value. You should decline and report the situation to your manager.**

I'd like to offer "a little something" to an expert I often work with. Am I allowed?

→ **Yes, if it complies with the applicable internal policy. We recommend symbolic gifts, such as a box of chocolates or a promotional item. Inform your manager of your intention.**

**Learn more**

[Gifts and entertainment procedure >](#)

# Preventing and managing conflicts of interest

 We act in the best interests of Cegid. We declare conflicts of interest to prevent risks and ensure that our decisions cannot be questioned.

A conflict of interest refers to any situation in which our personal interests conflict, or could conflict, with those of Cegid. This interest may be **direct** or **indirect**, i.e. concern us or someone close to us. **The appearance of a conflict of interest** is sufficient to characterize its existence.

A **personal interest** may be:

 financial: you hold shares in a supplier;

 political: you are involved in a regional electoral campaign that interacts with Cegid;

 family or friends: your sister works for a potential partner;

 union or charitable: someone close to you works for a charity that could ask Cegid for donations;  
etc.

A conflict of interest is **not inherently wrong**, but it could **affect our impartiality**. We must therefore be transparent about conflicts of interest.

## Guiding principles

- > Declare our interests to our manager and to Human Resources;
- > Declare any conflict of interest that may arise to our manager and Human Resources;
- > Notify the Legal Department before:
  - accepting a corporate officer role in a company or association.
  - holding office in a public administration, local or regional authority;
- > Refrain from soliciting financial contributions or distributing political documents;
- > Acting in Cegid's best interests in our day-to-day functions;
- > Ensure that we remain impartial in our decision-making;
- > Report any suspected conflict of interest;
- > Step back from any decision-making process where our impartiality could be compromised.

## IN PRACTICE

I'm hiring a senior project manager. An old friend has applied for the role. Can I hire them?

————> **Your impartiality may be compromised. You should declare this conflict of interest and ensure that the recruitment process is handled transparently and collectively.**

I'm a buyer and I own shares in a company that is being considered as a supplier. What should I do?

————> **Discuss this with your manager and withdraw from the decision-making process in relation to this negotiation.**

**Learn more**

[Conflict of Interest Policy](#) >



# Assessing our third parties



We assess the integrity of third parties using the established procedure, before entering into a business relationship with them, and remain vigilant throughout the relationship

Our business means that we collaborate with a wide range of stakeholders. The reputation and actions of our partners can directly impact our own reputation and operations.

A **third party** refers to **any external person or entity associated with Cegid** or that conducts business with or on our behalf. This may include:

- > a supplier of goods or services;
- > a subcontractor;
- > a consultant;
- > a customer;
- > an intermediary or distributor;
- > a partner (joint venture, association, beneficiary of sponsorships, etc.).

We must **evaluate the integrity of third parties** by considering various factors, such as their nature, financial position and geographical location.

## We assess third parties...

**BEFORE** entering into a contract

Using the [Third-Party Assessment Procedure](#)

**DURING** the relationship

By reporting any change in situation or suspicious situations

Upon **RENEWAL** of the relationship

Using the [Third-Party Assessment Procedure](#)

## Guiding principles

- > Evaluate third parties before each new relationship using the dedicated process;
- > Initiate a thorough evaluation process in the event of identified risk or doubt, regardless of the type or location of the third party;
- > Be particularly vigilant with sales agents and intermediaries;
- > Report any solicitation or behavior from third parties that goes against our ethical principles;
- > Refuse any unusual payment requests without prior approval (cash, accounts in tax havens, amounts higher than those agreed upon, etc.);
- > Formalize the terms and conditions for the payment of commissions or fees in the contract;
- > Ensure that commissions and fees are reasonable and in line with the services provided and current practices.

## IN PRACTICE

A sales representative claims to be able to convince a prospect to choose us, but wants a commission well above market prices. Can I accept?

—> **This could be a cover for an attempt at bribery. Report this request to your manager and your Compliance Officer.**

I need to urgently finalize a contract with a supplier to move forward with a project. Can I carry out the evaluation after signing the contract?

—> **We absolutely have to verify the integrity of third parties before entering into a contract. Contact your Compliance Officer to discuss the situation and find a solution.**

### Learn more

- [Responsible Purchasing Charter](#) >
- [Third-Party Assessment Procedure](#) >
- [Supplier code of conduct](#) >



# Acting with integrity with public officials



We ensure that our interactions with public officials are beyond reproach, whether conducted directly or through intermediaries.

A **public official** is someone who performs a public service, holds elected office, or occupies a position of public authority. This may include ministers, members of local authority, or those working in regional, European, or government committees or working groups, etc.

**Facilitation payments are strictly prohibited.** These are payments, gifts or services provided to a public official to facilitate or expedite an administrative process. They are generally of low value. This is a form of corruption and is therefore strictly prohibited.

**Lobbying** involves communicating with public decision-makers in order to influence a decision. The aim is to defend Cegid's interests or contribute expertise to the legislative process. We take great care in ensuring that we conduct such activities with integrity.

It is **forbidden to make political contributions on behalf of Cegid** to candidates, political parties, organizations or other political entities.

## Guiding principles

- > Familiarize yourself with local regulations, especially customs rules, when operating abroad;
- > Avoid offering gifts or entertainment to public officials, even of low value;
- > Refuse, document, and report any facilitation payment requests;
- > Assess the integrity of an intermediary before working with them;
- > Be vigilant about payment methods, amounts, commissions, and expense claims from intermediaries dealing with public officials;
- > Be extra vigilant in projects involving public officials;
- > Report any known high-risk situations.

## IN PRACTICE

I spoke a lot with an AI expert who works in a government commission. Can I offer him concert tickets to thank him?

→ We should avoid giving gifts or entertainment to public officials. Instead, express your gratitude in writing.

A partner offers to put in a good word with some members of Congress he knows well to get them to support a bill that would benefit us. He asks that we hire his daughter in exchange.

→ This is influence peddling. We can support bills that are favorable to us, but we must do so transparently and in accordance with our rules of integrity. Report this proposal to the Legal Department.



# Managing growth operations



We ensure the integrity of our external growth operations with the support of the Legal Department.

A **growth operation** refers to Cegid acquiring all or part of a company, or merging one of its business activities with another company.

During our growth operations, our **reputation may be affected by that of our targets or partners**. The Risk and Compliance Department therefore conducts checks in the areas of:

- > preventing and fighting **corruption**;
- > compliance with **international sanctions**;
- > the fight against **money laundering**;
- > combating the **financing of terrorism**.

We sometimes use intermediaries in this type of operation. **Their integrity must be assessed** according to the applicable internal policy.

## Guiding principles

- > Involve the Legal Department in the process as soon as possible;
- > Gather all necessary information to ensure the integrity of the companies;
- > Immediately report any red flags identified during negotiations or contracts;
- > Communicate our standards and procedures to target companies;
- > Be particularly vigilant when these operations involve parties located in high-risk countries.

## IN PRACTICE

We're looking to acquire a business asset, but need to move quickly as other companies are interested. Can we proceed without consulting the Legal Department?

→ **This poses significant risks. Communicate our integrity standards to this company and discuss the matter with the Legal Department to find the best solution.**

After the acquisition, we realize that a company is involved in a corruption scandal. What should we do?

→ **Contact the Legal Department. We will draw up an action plan to deal with this matter and support the company in ensuring compliance.**



# Managing sponsorship, donations, and philanthropic operations



We are transparent and apply our ethical procedures and controls before undertaking any sponsorship or patronage activities.

**Sponsorships and donations** involve providing material, financial, or in-kind support to an individual or organization. These are made for the purpose of carrying out activities that serve the public interest, and are offered without any expectation of return.

**Sponsorship** refers to financial and/or material investment in an event, individual, or organization for promotional purposes.

These transactions are not illegal, but they may carry **an increased risk of corruption**. The ethics and background of our partners involved in such initiatives are assessed using our **third-party evaluation process**.

We prioritize partners who help showcase our professions, employees and values. We aim to support initiatives that **promote social and environmental responsibility**.

## Guiding principles

- > Avoid and report conflicts of interest in connection with these transactions;
- > Ensure that the organizations concerned comply with our rules of integrity;
- > Make sure the operations are not linked to any contractual obligations or ongoing development plans;
- > Ensure that each of these transactions is formalized in a contract;
- > Be able to justify the relevance of the operations we carry out, and their terms and conditions (investment, benefits, etc.);
- > Avoid conducting sponsorship or charitable operations with an organization linked to a public official.

## IN PRACTICE

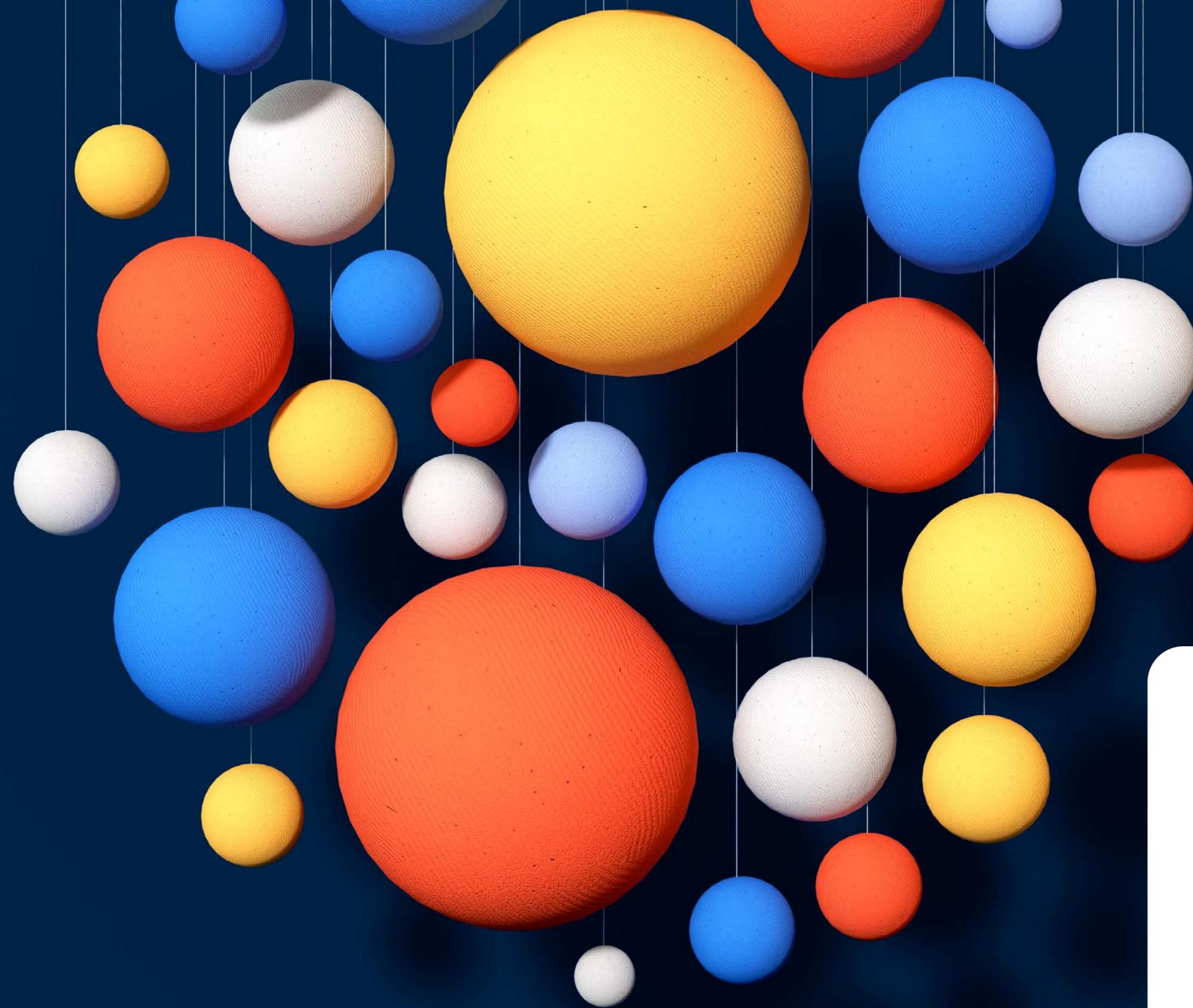
My daughter's rugby club is looking for sponsors. Can I recommend the club to my entity?

——> Yes, however, this does not guarantee that the action will be carried out. Your Compliance Officer will take the necessary actions.

A supplier offers me commercial benefits if we make a donation to their association. Can I accept?

——> **It's a form of corruption. Refuse this proposal and report it to your Compliance Officer.**

# Using this Code



Ask yourself the right questions	17
Making a report	18
In the event of breaches of this Code	19

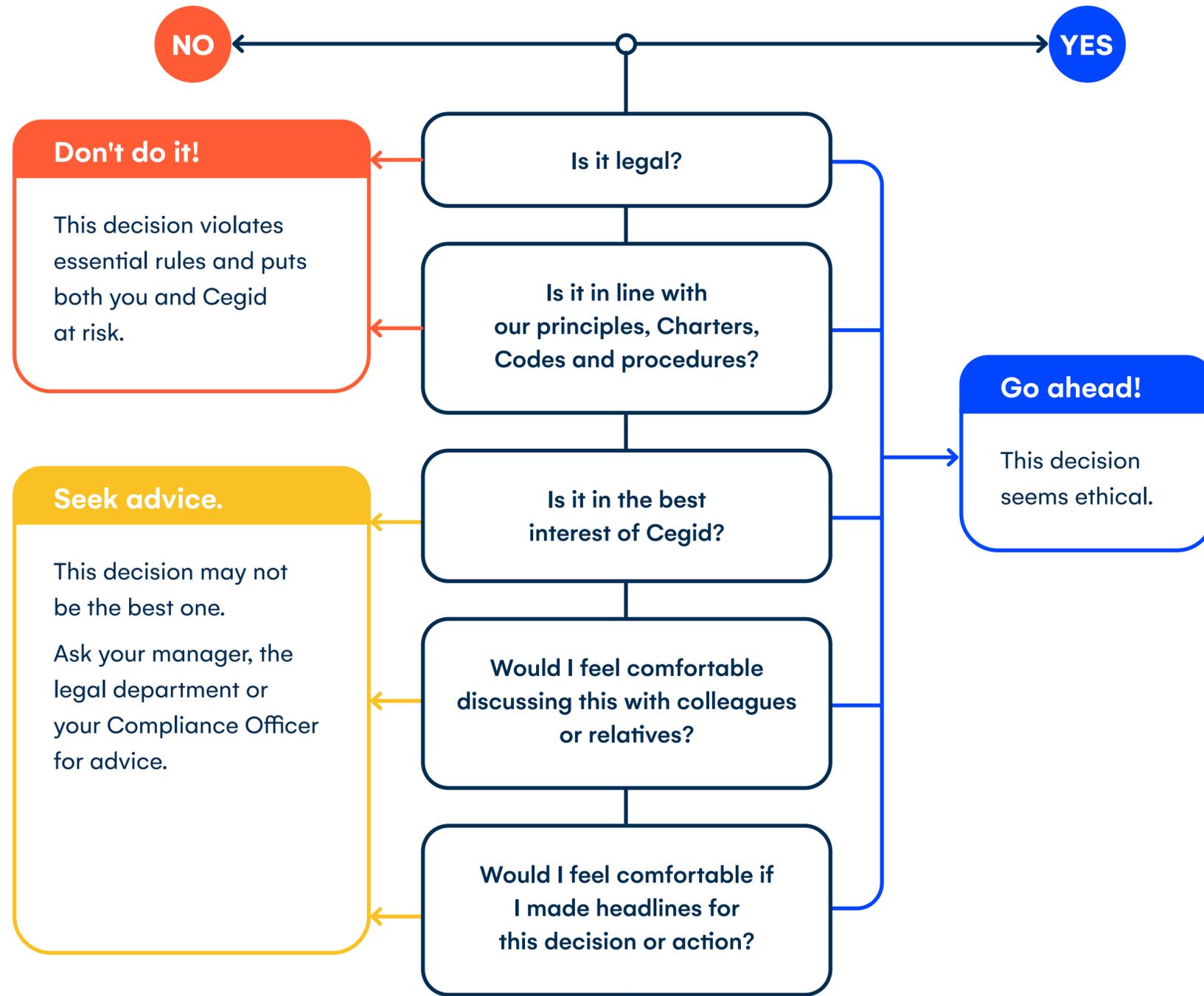


# Ask yourself the right questions



This Code cannot address every situation we may encounter. In order to fulfill our commitments to fight corruption and prevent it as much as possible, we must apply our own sense of professional ethics.

Before making a decision or taking action, ask yourself the following questions:



## If you aren't sure, speak up!

We can only respond to questions and concerns if we are aware of them. If you have any doubts, are faced with a risky situation or want to know more, talk about it!

Seek advice from:

- > your manager;
- > Legal and Compliance Directors;
- > your Compliance Officer;
- > the Human Resources Department.

They are there to help and support you in carrying out our work ethically.



# Making a report



If we encounter a situation that goes against our principles, we must report it. This is how each of us helps ensure our principles are upheld and our commitments remain effective.

Cegid has implemented an internal whistleblowing system. This system is **open to all employees**, regardless of their status, subsidiary, or location. It is also open to **former employees, job applicants, and employees of our partners**.

It makes it possible to alert Cegid to **breaches of our ethical principles, laws or regulations**.



## Talk about it

- > To your line manager or another manager;
- > To the Legal and Compliance Directors;
- > To your Compliance Officer;
- > To your HR department.



## Use the online platform:

[cegid.integrityline.org](https://cegid.integrityline.org)

This platform is:

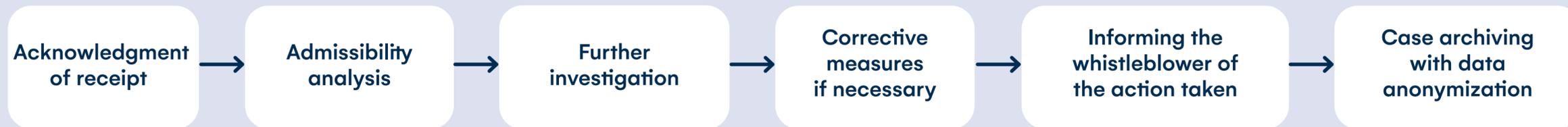
- > secure;
- > accessible 24/7;
- > available in English, French, Spanish and Portuguese.

## PROTECTION AGAINST RETALIATION

Reports can be made anonymously using the online whistleblowing system.

In all cases, when you file a report, we guarantee the **confidentiality** of your identity, the individuals targeted by the report, and the facts reported.

You are **protected against all forms of retaliation**, even if your report proves to be unfounded, as long as you filed the report in **good faith**.



MAX 7 DAYS

MAX 1 MONTH

ABOUT 3 MONTHS

MAX 2 MONTHS

[Learn more](#)

[Internal whistleblowing procedure](#)

# In the event of breaches of this Code



This Code is incorporated into our Internal Regulations. Violating the rules and principles set out therein can result in serious consequences for employees, managers and/or Cegid.

All Cegid employees and representatives are **required to adhere** to this Anticorruption Code of Conduct and the associated procedures. Managers must ensure that it is properly applied.

In the event of a breach, employees and managers may face:

-  criminal or civil sanctions (fines, prison);
-  disciplinary action (up to and including dismissal).

Our Group risks:

-  financial sanctions;
  -  trade restrictions;
  -  reputational damage;
  -  harm to our contractual relationships;
- etc.



