

TOTEM ANTI-CORRUPTION POLICY

The aim of this anti-corruption policy is to present to TOTEM Group employees a set of principles to be respected in the course of our activities, and behaviors to be proscribed as likely to be of corruption or influence peddling or influence peddling.

This policy applies to TOTEM Group employees and must be respected by all stakeholders with whom we are involved (companies, subcontractors, partners, consultants, or intermediaries acting for or on behalf of TOTEM Group).

This anti-corruption policy is defined in compliance with the OECD Anti-Bribery Convention of 1997 and the United Nation Convention Against Corruption of 2003.

It meets the requirements of French law no. 2016-1691 of December 9, 2016, on transparency, fight against corruption and the modernization of economic life, known as the "Sapin 2 law". It also meets the requirements of the American "Foreign Corrupt Practices Act" and of the "UK Bribery Act".

Definition of corruption and influence peddling

The criminal offence of corruption is the act of offering or promising to offer without right, (active bribery), soliciting or accepting (passive bribery) directly or indirectly, offers, promises, gifts, or advantages of any kind in order to perform or refrain from performing (or to have performed or refrained from performing) mission or mandate. This policy includes "bribes", extortion, facilitation payments and the laundering of these practices.

The criminal offence of influence peddling is the act of proposing (active influence peddling), soliciting or accepting (passive influence peddling), without right, at any time, directly or indirectly, offers, promises, gifts or advantages of any kind, to abuse or have abused his real or supposed influence in order to obtain from a public authority or administration, distinctions, employment, contracts or any other favorable decision.

Behaviors expected or proscribed by the company to prevent corruption and influence peddling

Anti-corruption and influence peddling policy

TOTEM is committed to a principle of "zero tolerance" with regard to corruption and influence peddling, in any form whatsoever, in all its activities as a whole.

Under no circumstance will an employee, on his or her own behalf or on behalf of a third party, or a third party on behalf employee, may:

- give, promise to give, or offer any payment, cash gift, commission, gift, travel, invitation, or any other form of gratification, with the expectation or hope that an undue advantage will be derived from it, or to reward an undue advantage already granted,
- accepting or soliciting payment, cash donation, commission, gift, travel, invitation or any other form of gratification from a third party who is known or suspected to be, receiving an undue advantage,

- make a facilitation payment in any form whatsoever to a public official, agent or intermediary, to facilitate or accelerate a routine procedure.

If an employee finds himself in a situation where he has no other option, for fear of his life, health, or freedom, but to give in to extortion, he must take all necessary steps to protect himself.

In all cases, the employee must report any attempt at corruption or influence peddling, at the earliest opportunity manager and Compliance Officer as soon as possible, Who then will bear the responsibility for coordinating the appropriate response to the incident.

Gift and invitation policy

In order to prevent possible corruption and damage to our reputation, TOTEM has defined a "gifts and entertainment policy" applicable to all Group employees as follows: reasonable gifts, invitations or other reasonable hospitality may help to establish, maintain or develop business relationships useful for our business.

On the other hand, offering or receiving a gift or invitation improperly way, in particular with the intention of influencing the outcome of a business commercial transaction or to obtain undue advantage in return, is prohibited and may expose the employee and the Group to a violation of our anti-corruption policy and applicable legislation.

Thresholds are defined in countries where TOTEM operates and concern the total amount of gifts or received by, or offered to, the same person. We have set up of any decision to offer or receive benefits such as gifts, meals or entertainment exceeding these thresholds.

These thresholds and the procedures for reporting, processing and managerial processing and managerial validation of are described in the "TOTEM Group Policy for Gifts and Invitations".

Before offering or accepting a gift, meal, an invitation or any other advantage, each TOTEM employee must ensure that they are acting in accordance with this policy, the guiding principles and their local versions.

In case of doubt, they should contact their manager or the Compliance Officer of the entity to which they report.