

TOTEM GROUP POLICY FOR GIFTS AND INVITATIONS

This document describes the TOTEM Gifts and Invitations policy. TOTEM recognizes that gifts, invitations or other forms of hospitality can help to establish, maintain or develop relationships with our partners, customers and suppliers. However, these gestures, when they are not controlled and/or when their value exceed acceptable thresholds can be qualified as "tokens of friendship", and may constitute or be assimilated to acts of corruption. The purpose of this Policy is to set out the framework within which TOTEM's managers, employees and representatives can act. It sets out the principles set out in the TOTEM Ethics code and as such, failure to comply may result in disciplinary action.

At TOTEM Group level, the main risks is a purchasing risk, existing in the commercial relationships we have with our subcontractors, and especially during the choice we have to make among several suppliers. But whatever the context, you will find below the recommendations and rules defined at TOTEM Group level to manage gifts and invitations.

TOTEM GROUP POSITION

Gifts, invitations or other reasonable hospitality may help to establish, maintain or develop business relationships that are useful for our business. They are not prohibited, but there are principles and rules to follow and we must remain reasonable and transparent.

BEHAVIOURS AND RULES TO FOLLOW

Global rules

At under no circumstances may gifts and invitations be used to obtain or grant an advantage.

All gifts or invitations, whether offered or received, must be declared.

The gifts and invitations, whether offered or received, must remain reasonable. Any amount in excess of this must be approved in advance. To approve it, each TOTEM employee can have a discussion with his manager and/or his compliance officer.

Expected behaviours

- To remain transparent with TOTEM and especially with its management line
- To declare everything :
 - o ask for the value of gifts and invitations received
 - o declare from the 1st euro: declare to TOTEM's Compliance Officer any act of giving or receiving
 - o take thresholds into account and, when the threshold is exceeded, request prior managerial approval before accepting or making a gift
- Not to accept gift during commercial negotiations
 - o refuse systematically gifts and invitations received during commercial negotiations with suppliers and lessors.
 - o do not offer gifts and do not invite guests during commercial negotiations with customers
- Not to offer gifts or invitations to public officials or elected representatives
- To refuse high value gifts
- To validate with the manager or the Compliance Officer any gift or invitation with a high-value

- To be transparent vis-à-vis the third-party guests and their companies :
 - o check with the person you are planning to invite or to whom you intend to offer a gift that this is permitted under their company policy
 - o tell the person you are inviting the value of the gifts and invitations you are offering
 - o declare from the 1st euro (to the TOTEM Compliance Officer)
 - o keep below following thresholds and when the threshold is exceeded, ask for prior request prior managerial approval
 - o if you invite to high-value events, prepare all invitations in advance with the Compliance Officer, so as to put in place a procedure to ensure that this does not constitute an act of corruption

IF YOU HAVE ANY QUESTION, PLEASE ASK YOUR COMPLIANCE OFFICER

Thresholds

For a TOTEM employee, the thresholds are annual cumulative amounts calculated as follows

- by type: gift, meal or invitation
- per calendar year: they are reset to zero for each new year
- by a third party outside TOTEM

The thresholds are annual totals given per third party.

- when the annual total remains below the threshold, only a declaration is required
- when the threshold is exceeded or will be exceeded, it is advisable to request prior hierarchical validation

Thresholds for Gifts and Invitations (in €)

	Gifts	Meals	Events	Thresholds are annual cumulative amounts per partner, under which only a declaration to the Compliance Officer is required
Given	150	75	150	
Received	150	75	150	

TOTEM has also defined annual ceiling amounts, which fix the limit not to exceed regarding Gifts and Meals offered or received. For each TOTEM employee, these annual cumulative amounts can't be exceeded per year and per partner.

Maximum ceiling amounts for Gifts and Invitations (in €)

	Gifts	Meals	Events	These ceiling annual amounts per partner can in any case be exceeded. Between the threshold and the ceiling amounts, a prior permission must be asked to your manager and/or compliance officer
Given	300	150	N/A	
Received	300	150	N/A	

Regarding the Events, there is no ceiling but the following rules must be strictly followed :

For received invitations

- Any TOTEM employee must remain transparent with its management line.

This transparency allows to :

- Preserve the reputation of the invited collaborator and avoids probity
- Guarantee that acceptance of the invitation will not produce effects contrary to the interests of TOTEM.

Moreover:

- The event must be related to TOTEM's business and form part of the business relationship with the other party
- The participation must benefit TOTEM and be beneficial to TOTEM's relationship with the inviting party
- The travel and accommodation costs must be paid by TOTEM, unless differently approved by the management
- The meal expenses, if not included in the event, will be paid by TOTEM.

For given invitations

- It's important to remain transparent to the guest's company.
- This will :
 - o guarantee that the invitation does not constitute bribery of an employee to the detriment of the employer.
 - o Protect TOTEM's reputation and avoid accusations of corruption the third party's employees.
 - o Preserve the guest's reputation with regard to his employer should the invitation be known

Moreover :

- The event must be related to TOTEM's business and fall within the scope of the business relationship maintained with the other party
- The value of the package must be calculated and communicated to the guest, his or her management and/or the other party's compliance officer
- Acceptance or acknowledgement of the invitation must be explicit.

IF YOU HAVE ANY QUESTION, PLEASE ASK YOUR COMPLIANCE OFFICER