

Ayvens Code Governing the Fight against Corruption and Influence Peddling

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 **ayvens**
SOCIETE GENERALE GROUP

Dear colleagues,

Ayvens Group, as part of the SG Group, is firmly committed to be a responsible stakeholder in its industry and makes every effort to conduct its business ethically and in an exemplary manner, in all countries in which it operates. Meeting the highest standards is at the heart of our strategy for sustainable growth. Day after day, we strive to establish amongst senior management and all employees a culture of compliant behaviour, including laws prohibiting corruption, bribery and influence peddling.

We are counting on each and every one of you to comply with the principles and commitments defined in our Code of Conduct and in this Code governing the fight against corruption and influence peddling. We all also wish to reiterate our intention to apply a zero-tolerance approach in this regard.

Bribery, corruption and influence peddling are major causes of poverty, unfair distribution and misallocation of wealth. These acts also impede economic development and contribute to the political and social destabilization of sovereign states. As such, they are universally considered to be serious offenses.

Your commitment and involvement are key. Thanks to your individual and collective efforts, we will be able to conduct our activities in an ethical and responsible manner.

We count on you to act in an ethical way in your day-to-day business. Complying with the code of conduct and the code governing fight against corruption and influence peddling is key to our success.

General Management of Ayvens Group

PREAMBLE

Committing offences involving corruption or influence peddling can have extremely severe legal (criminal and civil) and financial consequences for both the Ayvens Group and its employees. Additionally, such offenses can seriously harm Ayvens' reputation and ability to conduct business in an area for which it has previously been implicated. Disciplinary or administrative procedures may also be launched against Ayvens by the French Prudential Control and Resolution Authority (for compliance failures), by the French Anti-corruption Agency or by foreign regulators (either because Ayvens conducts its activities in these countries, or because of the extra-territorial nature of certain rules such as Foreign Corrupt Practices Acts ("FCPA") in the United States or UK Bribery Act ("UKBA") in the United Kingdom).

Legal authorities around the world are increasingly active in pursuing corruption and influence peddling, not only in relation to companies but also their employees. Hence, should any person working at Ayvens (corporate officer, employee, temporary worker, etc., designated hereafter as "Ayvens Employee"), commit or participate directly or indirectly in an act of corruption or influence peddling, in any capacity whatsoever (e.g. complicity) in the course of carrying out his or her professional duties, he or she could be personally liable and could face serious civil or criminal sanctions. In certain cases, Ayvens may also be held liable for such offences.

In addition, any employee who fails to comply with the provisions of Ayvens' normative framework as described in the Ayvens normative framework and in particular with the provisions relating to the fight against corruption, may be held liable in accordance with the applicable legislation and may be subject to disciplinary action up to and including dismissal, in accordance with the applicable policies.

If an Ayvens Employee knowingly turns a blind eye ("wilful blindness") to an act of corruption committed by another person acting on behalf of Ayvens, the said employee and/or Ayvens could also be civilly or criminally liable.

For any questions, please contact your manager or your Local Compliance Officer.

This Code governing the fight against corruption and influence peddling (the "Anti-corruption Code") is an appendix to the normative framework and must be brought to the attention of all Ayvens Employees, in France and abroad, as well as to any third parties working for Ayvens.

OBJECTIVE

Ayvens does not tolerate any type of corruption or influence peddling.

The fight against bribery, corruption and influence peddling requires exemplary behaviour by all Ayvens employees to enhance the trust of customers, shareholders, public authorities, employees and all stakeholders (non-governmental organizations, public opinion, etc.).

This Anti-Corruption Code should serve as a reference to assist Ayvens Employees both to identify situations involving bribery, corruption or influence peddling risks in their day-to-day activities and to act appropriately when faced with such situations. Various concrete examples of situations Ayvens Employees may face are described below.

In addition to this Anti-Corruption Code, Ayvens Employees must be fully aware and respect Ayvens instructions, as well as specific local policies applicable to them in certain countries. They must undergo specific training on the fight against corruption and influence peddling as required by Ayvens.

DEFINITIONS OF CORRUPTION AND INFLUENCE PEDDLING

CORRUPTION

So-called “active” corruption is defined as offering an undue benefit to a person or yielding to solicitation (to provide an undue benefit), in order that they carry out or refrain from carrying out an act related to their professional duties.

So-called “passive” corruption is defined as soliciting or accepting an undue benefit from a person with a view to accomplishing or refraining from accomplishing an action related to one’s professional duties or an action facilitated by the carrying out of such professional duties.

INFLUENCE PEDDLING

So-called “active” influence peddling consists in offering an undue benefit to a person or yielding to a person’s solicitations (to provide him with an undue benefit), in order that the latter misuses his influence to obtain, to the advantage of the person providing this benefit, a favourable decision from a public authority or administration.

So-called “passive” influence peddling consists in soliciting or accepting any benefit from a person to misuse their influence in order to obtain, to the advantage of the person providing this benefit, a favourable decision from a public authority or administration.

BEHAVIOUR REQUIRED FROM AYVENS EMPLOYEES

Whether in a personal capacity or in the context of a business relationship, you must refrain from:

- ✘ giving, offering or promising, directly or indirectly through others, such as third-party intermediaries (family members, business partners, close associates, etc.), any benefit, gift or invitation, or anything of value, to anyone (government officials, clients, suppliers, business partners, etc.) that would or could be perceived as an inducement or as a deliberate act of corruption or influence peddling;
- ✘ soliciting or accepting, directly or indirectly through others such as third-party intermediaries (family members, business partners, close associates, etc.), any benefit, gift or invitation or anything of value that would or could be perceived as an inducement or as a deliberate act of corruption or influence peddling;
- ✘ coercing a person to perform or refrain from performing an act related to his function by the use of coercion, violence or threat;
- ✘ mandating or having recourse, in the course of carrying out your professional duties, to any third-party Intermediary (e.g. agent, introducing broker, business provider, distributor, etc.) whose professional behaviour or integrity has not been reviewed and confirmed, according to Know Your Client ("KYC") / Know Your Supplier ("KYS") procedures, by the competent departments, particularly Compliance and without a proper approval.

Examples of situations that should alert you:

- ✘ certain indications in interactions with third parties (repeated or extravagant invitations, valuable gifts, unusual

invoicing or commissions, emails received from a personal email address, etc.);

- ✘ inducements (promises of personal or professional benefits) or pressure (threats of personal or professional retaliation) with the purpose of obtaining undue benefit (grant special conditions by way of derogation, disclose confidential information, favor a third party, etc.);
- ✘ the activities of any third-party Intermediary whose professional or ethical behaviour seems dubious.

In response to such signals and the risk associated with situations of potential corruption or influence peddling, these four actions are paramount:

- ✘ refer to Ayvens directives, instructions, internal rules and local policies when taking decisions, whether internal or external;
- ✘ report any concerns or suspicions you may have and seek, without delay, the advice of your manager and Compliance Officer on the situation in question; if need be, exercise your whistleblowing rights, as set out in the Ayvens Code of Conduct or in your local whistleblowing policy. Ayvens will not tolerate retaliation of any kind (in terms of promotion, work conditions, etc.) against any individual who in good faith reports suspected improper conduct;
- ✘ seek the advice of the Legal Department should you have any questions or doubt as to the lawfulness of a particular practice or as to the interpretation of any normative text or legal precedent; and
- ✘ do not conclude a planned transaction if you find yourself at risk of participating, directly or indirectly, in acts of corruption or influence peddling.

ILLUSTRATIONS OF THE MAIN TYPES OF CORRUPTION AND INFLUENCE PEDDLING

The risk of corruption or influence peddling may arise in a wide variety of business activities and situations. The following situations, which are not exhaustive, illustrate examples of the cases you could be faced with in the course of carrying out your professional duties.

THE GRANTING OF UNDUE BENEFITS AND PAYMENT OF “BRIBES”

“Bribes” are any benefit or anything of value that is offered, promised or given to a person, directly or indirectly, in order to influence the person’s conduct, typically by encouraging the person to abuse his or her public or private office to secure an improper advantage or a favourable decision.

The nature of such benefits (or anything of value) may vary greatly and cover in particular:

- the payment of a sum of money, in cash or on by similar mechanisms (e.g. gift card);
- discounts or reimbursements (other than the contractual premium received against volume);
- a service, supply or loan contract or a mandate;
- an internship, fixed-term or permanent job;
- confidential or inside information, including the activity of a company, its customers, suppliers, ongoing projects, or the list of appointments of its corporate officers;
- a meal or entertainment (tickets to a show, sporting event, etc.);
- a loan of vehicles, free of charge.

Not all of these benefits are problematic as such (per se) but the context in which they are granted or offered may make them likely to fall within the scope of corruption or influence peddling, or to be perceived as such.

This list is not exhaustive. Remember that an offer or promise of an illicit payment (or benefit) could constitute a corruption or influence peddling offence, even if the person to whom it was intended declines it or even if the payment (or benefit) is not finally made.

For the purpose of this rule, it is irrelevant whether the benefit is offered directly by the Ayvens Employee or through a third party (e.g. Joint Ventures, Partnerships, investment in a third-party company, etc.), and whether it is of direct or indirect personal profit to the third party, the civil servant or the decision-making person.

There are heightened corruption risks when interacting with persons exercising public functions such as Politically Exposed Persons, Senior Public Officials or with Government Officials (as defined below).

A Politically Exposed Person (“PEP”) is a natural person exposed to specific risks of money laundering and corruption due to:

1. the functions he or she has exercised or has ceased to exercise for less than a year
2. or functions that are exercised or have been exercised by direct family members or close associates for less than a year.

A Senior Public Official (“SPO”) is a person holding specific functions which do not fall under the functions exercised by a Politically Exposed Person (PEP) but who is nevertheless exposed to a risk of corruption. The lists of functions included in the definitions of Politically Exposed Persons (“PEP”) and Senior Public Officials (“SPO”) are contained in the Ayvens instructions in force.

A “Government Official” is defined broadly and includes elected representatives, magistrates, officials or employees (at any level) of:

- any government (foreign or national);
- any government department or any public authority (e.g. public institution, sovereign wealth fund);
- a state-owned or controlled company;
- a political party (or official of a political party);
- a public international organization of which governments are members (for example, the World Bank);
- a holder or a candidate for public office;
- a member of a royal family.

Special procedures may apply in your jurisdiction, including pre-approval requirements, when entering into any relationship (of commercial nature or other) or when on-boarding persons holding public functions government officials.

THE RIGHT APPROACH TO TAKE

You have received the CV of a child or an acquaintance of a customer (e.g. fleet manager), colleague (e.g. an employee of another leasing company) or service provider (external lawyer, statutory auditor, etc.) seeking an internship or position in the leasing sector.

> **You may forward** the CV to the HR department or to the relevant teams, but you should specify, to the sender and to the recipient, that the fact that you have forwarded the CV shall not prejudice the final outcome regarding this application, which shall be based on the sole merits of the applicant.

WHEN TO EXERCISE CAUTION

A dealer or a manufacturer lends you one or more vehicles free of charge, whose value or loan period seems to go beyond the usual professional relations (such as familiarizing with the car and test of the vehicle).

> **This vehicle loan is likely to influence** your freedom of judgment/decision to the detriment of customers or Ayvens.

You have received precise and strategic information (e.g. analytical accounting data, customer profitability, slides presenting an internal project, etc.) about a competitor company from a consultant with whom you have been in discussion and who has clearly obtained this information from a previous mission.

> **The information has been shared** with you in order to influence your decision about hiring them on a consulting assignment.

In both cases, you must inform your manager and your Local Compliance Officer who will decide what action to take, in conjunction with the Legal department. This could be tantamount to an undue benefit and may also constitute an offence.

WHAT TO REFUSE

A dealer insists on paying you a commission in exchange of your agreement to offer only its brand of vehicles to your customers.

A customer insists on paying you a cash commission in order to benefit from preferential pricing that exceeds the leasing limits allowed.

A remarketing customer insists on paying you a commission or a benefit in kind in exchange of the allocation of one or more used vehicles or of the application of a preferential pricing.

A customer, third-party intermediary or provider insists upon receiving a commission or fee before signing a contract with Ayvens. You are faced with the choice of paying or losing the deal.

> **In all four cases, you must refuse the payment** and abandon the planned transaction, after having informed your manager and your Local Compliance Officer, even if the correspondent party is very insistent and attempts to intimidate you.

A journalist contacts you to obtain information concerning Ayvens clients with whom you are working with, in exchange for a significant reduction on the cost of advertising inserts related to Ayvens.

> **You must refuse this proposal** and refrain from making any comments to the journalist and inform your manager and your Local Compliance Officer.

RECRUITMENT AND EVALUATION OF EMPLOYEES

Ayvens managers/recruiters select future employees using objective criteria based solely on the qualities and qualifications of the candidates.

Competition between the various candidates is therefore essential in order to recruit the best person for the job. Employees are prohibited from circumventing this normal recruitment process. This skills-based approach precludes offering a position in exchange for a favor, business opportunity

or benefit. It also prohibits any fictitious employment (payment for work not actually done) in accordance with the rules relating to recruitment defined in the Ayvens normative framework.

In addition, managers ensure that the criteria relating to the evaluation of employees take into account their compliance with internal regulations, rules and procedures, as well as compliance with Ayvens values, particularly those relating to the fight against corruption.

THE RIGHT APPROACH TO TAKE

During a recruitment campaign, you realize that one of the candidates is the son of the mayor of town where your local mobility center is located. You also realize that your local mobility center has filed a request for a building permit to the mayor's office.

> **You must alert compliance** for further analysis of the application.

WHEN TO EXERCISE CAUTION

One of your colleagues sends you the CV of a relative for a recently opened position in your entity. Your colleague suggests that you do not go through the normal recruitment process and asks you to pay particular attention to the proposed CV.

> If it is not prohibited to recruit candidates recommended by your colleagues (unless a specific local requirement is applicable), **you are obliged to continue the normal recruitment process.** You can therefore suggest to your colleague that you forward the job offer to the candidate and the means to apply.

WHAT TO REFUSE

A candidate is recommended to you for a position by one of your clients who implies that this recruitment would facilitate their subscription to one of your offerings.

> **You must refuse the client's offer** and suggest that it follows the normal application routes. You must inform your manager as well as your Local Compliance Officer.

GIVING OR RECEIVING GIFTS / HOSPITALITY, ORGANISING OR ATTENDING RECEPTIONS OR EVENTS

The purpose of any gift, business meal or external event should be solely to develop or maintain good business and professional relations by expressing some form of thanks or legitimate recognition, within the framework of a professional collaboration.

Gifts, business meals and external events must be of reasonable and proportionate value, comply with locally defined procedures (including applicable prior approval, information and registration requirements and country-specific financial thresholds) and be appropriate to the location, situation and circumstances.

There may be differences in cultural practices in some parts of the world, in which case reference should be made to the

additional instructions set out in the local standard or advice should be sought from the local compliance department which will indicate the appropriate course of action.

The risks associated with gifts and invitations are higher when the prospective recipient is a Public Official, a Politically Exposed Person (“PEP”) or a Senior Public Official (“SPO”). Always remember to consult the relevant procedures and your Local Compliance Officer before offering anything of value to a Public Official, Politically Exposed Person (“PEP”) or Senior Public (“SPO”).

Gifts, business meals and external events provided to such persons can present a potential regulatory or reputational risk to Ayvens, require additional review and are subject to stricter pre-approval and registration requirements.

THE RIGHT APPROACH TO TAKE

You are thinking of sending a Christmas present or an invitation to an event sponsored or not by Ayvens to a customer. You must check and comply with the Ayvens Gifts, Business Meals and External Events Policy.

> **You must first consult** and comply with Ayvens’ standard for gifts, business meals and events.

> **You must record the gift, business meal or external event** if you identify it as a risk situation described in the Gifts, Business Meals and External Events Policy or the value of the gift or invitation exceeds the thresholds defined for each country.

> **You should refer to your manager and your Local Compliance Officer** before acting if you have any doubts about the acceptability of the gift or entertainment.

WHEN TO EXERCISE CAUTION

You are invited by a prospect, a customer, a manufacturer, a supplier with whom you have a business relationship for years to an event (an international artist’s concert).

> **You should consult** Ayvens’ standard on gifts, business meals and external events beforehand, comply with it, and report to your manager and your Local Compliance Officer as you must ensure that this is not an undue advantage.

WHAT TO REFUSE

A supplier invites you to a prestigious event or restaurant to discuss renewal conditions of a supply contract for Ayvens or offers you privately one or more vehicles.

You intend to invite a customer to a “Relais et Châteaux” with his / her spouse for a weekend during which you will negotiate the conclusion of a contract binding Ayvens.

A business relationship (customer, prospect, supplier, etc.) offers you a gift in cash or cash equivalents.

> **You must politely decline** this invitation, or renounce to send the invitation and inform your manager or your Local Compliance Officer as soon as possible. Where there is an ongoing business relationship and the gift or invitation may appear lavish, this is inappropriate.

USING A THIRD-PARTY INTERMEDIARY OR A SUPPLIER

Acts of corruption and influence peddling carried out by Third-Party Intermediaries (e.g. dealers, brokers, business providers, distributors, etc.) or suppliers of goods or products and non-financial service providers could engage Ayvens' civil, administrative or criminal liability and/or that of its Employees. A high number of corruption / influence peddling cases worldwide involve Third-party Intermediaries.

Risk based due diligence must be conducted prior to retaining a third-party Intermediary. You must never retain a Third-party Intermediary or supplier whose professional reputation and legitimacy have not been verified by the relevant parties, in particular the Compliance department.

Any factor that heightens the risk of corruption (poor reputation, lack of transparency, lack of technical competence in the relevant domain of activity, lack of competitive tendering, conflict of interests, high remuneration, off market prices, connection to a government official, customer recommendation, unequal treatment, etc.) must alert you to exercise additional caution. No contract must be entered into before all identified

suspensions or concerns have been duly handled and resolved by the adequate service.

Payments to Third-party Intermediaries or suppliers shall only be made upon presentation of an adequate invoice, and if they are (i) lawful; (ii) proportionate to the service provided; (iii) comply with Ayvens rules; and (iv) comply with the terms of the contract (which must necessarily include anti-corruption clauses).

No payment shall be made without the appropriate documentation (including anti-bribery clauses), establishing the legitimacy of the payment made and services performed. Receipts must be provided for refundable expenses. No payment must be made in cash. No payment must be made to a bank account or held in the name of a third party with no connection to the transaction concerned.

You must exercise caution if a transaction under consideration involves a Third-party Intermediary or a supplier retained by another party to the transaction. Ayvens shall be extremely cautious in these situations and verify, if necessary, with Compliance, that the Third-party Intermediary or supplier complies with Ayvens' standards, and can therefore making it susceptible to be hired by Ayvens.

THE RIGHT APPROACH TO TAKE

Third-party Intermediaries or suppliers must be selected in strict compliance with all applicable Ayvens instructions, policies and procedures. You must be especially vigilant and make sure that risk-based due diligence has been conducted when selecting third-party intermediaries or suppliers.

> You must in particular check Third-party Intermediaries' and supplier's reputation, background, and professional competence, and ensure that such facts are documented and stored.

> You must imperatively consult your manager and your Local Compliance Officer if any issues arise during the due diligence process or if you have the slightest doubt as to the integrity of a Third-party Intermediary or supplier.

No contract with the Third-party Intermediary or supplier or in relation to the transaction involving the Third-party Intermediary or supplier can be concluded, nor any payment made or received via the Third-Party Intermediary or supplier, until all remaining doubts or concerns have been dispelled.

WHEN TO EXERCISE CAUTION

You have a doubt about an amount on an invoice from a Third-party Intermediary or supplier, with respect to services provided, or a doubt about a request for expenses reimbursement (based on the supporting documents provided).

> You must inform your manager and your Local Compliance Officer. No payment shall be made until all doubts or concerns have been dispelled.

WHAT TO REFUSE

A Third-party Intermediary, who introduces you to a customer (whether public or private), requests remuneration which clearly does not correspond to the work carried out or to usual standards, or requests the amount to be paid into an account held with a bank located in a country with a high level of banking secrecy (e.g. Switzerland, Monaco, Lebanon, Lichtenstein, Singapore, etc.) or which is not the country of residence of either the Third-party Intermediary or the customer and without satisfactory explanations have not being received.

> You must refuse to make the payment and inform your manager and your Local Compliance Officer as quickly as possible.

A supplier invites you to attend a show with him during a tender period.

> You must decline this invitation as it is against the Ayvens policy related to invitations during bidding/tendering process. There is a risk that the supplier may take this opportunity to solicit, in return, information on the current bidding/tendering process to distinguish itself from its competitors. You may also be suspected, rightly or wrongly, of having disclosed information that enables the supplier to achieve so. You must inform your manager or your Local Compliance Officer as soon as possible.

FACILITATION PAYMENTS

Facilitation payments (also called “grease” payments) are small amounts paid or benefits given (whatever their value) to civil servants or employees of public bodies or to government

authorities in order to facilitate or speed up routine administrative formalities.

With the exception of cases where the physical safety of Employees is threatened, which should be reported to Ayvens as soon as possible, the facilitation payments are forbidden.

THE RIGHT APPROACH TO TAKE

A local or foreign government body asks you to pay a fee (e.g. administrative fee) for a licensing procedure or administrative authorization. Such a fee is entirely legitimate and proper if it is formalized in an official public document.

> You must refer the question to your manager and your Local Compliance Officer should you have the slightest doubt (e.g. lack of documentary evidence).

WHEN TO EXERCISE CAUTION

A public official, with whom you are in contact for a licensing request, sends you an email from his or her personal mailbox asking you to contact him via a non-professional line.

> You must inform your manager and your Local Compliance Officer as quickly as possible. This is unusual and it may be an attempt to pressure you into making a facilitation payment to obtain the license.

WHAT TO REFUSE

You have been invited by a public official working for a regulator or supervisor in a country in which you are considering setting up a subsidiary, branch or representative office, to pay an amount of money to a legal or natural person in order to speed up or facilitate the granting of the license requested.

You are invited by a public official of a country in which you register a vehicle or register any administrative act related to the life of a vehicle, to pay a sum of money to a natural or legal person in order to accelerate or facilitate the registration of a vehicle or an administrative act.

> You must refuse to pay and inform your manager and your Local Compliance Officer as soon as possible. This is a request for a facilitation payment which is prohibited by Ayvens.

SPONSORSHIP AND PATRONAGE

Legitimate charitable contributions, patronage actions, and event sponsorships using Ayvens' funds or resources are in principle authorized. However, Ayvens must make sure that these contributions are not, in fact, a means of making payments which may amount to corruption or influence peddling (even if the causes defended by the associations are legitimate).

As an example, sponsorship and patronage actions cannot be made:

- ✗ in the context of a bidding process or during the negotiation of a commercial or financial transaction involving persons linked to the beneficiary;
- ✗ in cash;
- ✗ on current accounts in the name of natural persons or in jurisdictions without links to the mission of the beneficiary of the sponsorship and patronage action.

Moreover, sponsorship and patronage actions made to organizations linked to a Government Official, a client or a prospect (who may be, for example, board member of the organization) as well as any sponsorship and patronage actions request or suggestion made by a client / prospect must be subject to close scrutiny. They always require the approval of Compliance.

It is of the utmost importance to check the credibility, the reputation and the background of the organization receiving the contribution as well as their executives. This due diligence must be carried out in accordance with internal policies and procedures on charitable contributions and sponsorship or patronage.

THE RIGHT APPROACH TO TAKE

You have received a request to subsidize a concert or cultural event aiming at raising funds for a charitable cause.

> Before accepting, you must check that this complies with Ayvens' internal guidelines and your local policies and carry out the appropriate due diligence (internet research on reputation, links with Ayvens customers or projects) to be certain of the lawfulness of the subsidies in question and the absence of their use as a mean of corruption.

> You must also refer the matter to your manager, your Local Compliance Officer and, when necessary, Ayvens' Communication Division.

WHEN TO EXERCISE CAUTION

A local mayor has requested as a sponsorship or patronage actions in aid of a local sports club. Particular vigilance is required because the request comes from a Government Official.

> You must determine, together with your manager and your Local Compliance Officer, the underlying intentions to ensure that they are entirely disinterested and whether a contribution by Ayvens could constitute or be perceived as constituting an act of corruption or trading in influence. You should refer to your local policies on gifts and entertainment to determine whether the contribution or sponsorship is permissible, and what the process for pre-approval is.

WHAT TO REFUSE

A municipality is looking for vehicles for some of its employees. One of the municipal councillors solicits a charitable donation or sponsorship for the benefit of the local sports association over which he presides. He indicates you that he will be able to convince the Municipal Council to retain Ayvens in return.

> You must refuse this payment and inform your manager and your Local Compliance Officer as soon as possible. It appears here that the public person is seeking an undue advantage in order to influence the Municipal Council in its decision making.

POLITICAL AND RELIGIOUS DONATIONS

Within the framework of their professional activities, Ayvens Employees are not authorized to support a political cause through donations, patronage or sponsorship. Nor may they receive donations, patronage or religious sponsorship in the name of Ayvens.

Employees may personally make contributions to political leaders, candidates or political parties, but may be subject to restrictions imposed by regulators in certain countries where Ayvens operates.

Please refer to internal standards for procedures and possible restrictions on political and religious donations. If required by local law, you may also need to declare your intention to make a political donation to Ayvens for approval. If in doubt, please contact your Local Compliance Officer.

In any event, Ayvens is politically and religiously neutral in all circumstances.

THE RIGHT APPROACH TO TAKE

You are solicited, within the framework of your professional activities, to make a donation to an association. While searching for negative information about this association, you realize that it is engaged in religious activity.

> You must inform your manager and your Local Compliance Officer without delay and refuse the solicitation.

WHEN TO EXERCISE CAUTION

One of your customers, who is reportedly close to a local or national political figure, requests a donation towards an association (cultural, philanthropic, think tank, etc).

> You must inform your manager and your Local Compliance Officer as soon as possible to determine whether the donation is appropriate.

WHAT TO REFUSE

One of your customers request that you use Ayvens resources to provide printed signs and refreshments to a gathering of a political party.

> You must refuse, the use of Ayvens resources to support a political party may be considered an in-kind contribution, equivalent to providing financial support.

> You must refuse, in response to a customer's, supplier's or Third-party Intermediary's request, to make any donation to political parties, irrespective of whether commercial prospects could be linked to the donation. This is highly unusual and could be or appear to be as an attempt to obtain subsequent undue benefits.

CORRUPTION OR INFLUENCE PEDDLING ACTS COMMITTED BY CUSTOMERS THROUGH VEHICLES OWNED BY AYVENS

Ayvens must be alerted by signals indicating that the vehicles belonging to it may be used for purposes other than those contractually provided for, either in terms of final destination or in terms of use.

Ayvens Employees must also be vigilant regarding any requests they may receive from customers and the proposals Employees may make to the customers that enable such customers to obtain certain products and services (such as granting of a lease, etc.) under more favourable terms, including in the form of

beneficial contractual conditions (such as pricing conditions, etc.) or a relaxing of Ayvens' rules.

Such requests or proposals could be considered an undue advantage to the customer.

As such, Ayvens Employees must refuse any compensation offered by a client related to such requests or proposals, which could be seen as corruption, and should inform their manager and their Local Compliance Officer upon receipt of any of such requests or proposals.

THE RIGHT APPROACH TO TAKE

In the event of any doubt or suspicion over the lawfulness of a transaction requested or fulfilled transaction carried out by a Ayvens customer or in the event of negative information / news via the press or social media networks related to allegations or evidence of corruption involving a customer's reputation.

> You must inform your manager and your Local Compliance Officer, in accordance with the policies and procedures related to financial crime, including the anti-money laundering and anti-bribery rules and procedures.

WHEN TO EXERCISE CAUTION

One of your customers is leasing a luxury vehicle in regard to local standards, which is unrelated to the other models of vehicle requested, inconsistent with its activity or for which you have no information on the identity of the final beneficiary/driver.

One of your customers asks you to buy the leased vehicles always from the same dealer without there being any explicit rationality such as geographical convenience or negotiated preferential rates.

> You must inform your manager and your Local Compliance Officer. As this may suggest that:

1. the vehicle is not intended to be used by your customer's employees but possibly by someone that your customer would like to bribe for his benefit;
2. the customer may receive a cash commission from the dealer;
3. your attention has been drawn to the onboarding of a company which the Beneficial Owners (UBO) is a Politically Exposed Persons ("PEP"), Senior Public Officials ("SPO"), Government Officials or persons close to such persons.

WHAT TO REFUSE

You are asked by a client to intervene in his favour regarding the decision on a leasing contract despite the fact that his profile precludes him from receiving it. To thank you, he offers in advance, to invite you to dinner in a chic restaurant.

> You must decline this invitation and inform your manager and your Local Compliance Officer.

> **You must inform your manager and your Local Compliance Officer** for an approval before the onboarding as quickly as possible in accordance with the internal policy.

ADVOCACY

Advocacy refers to the activity of influencing public decision-making, including the content of a law or regulatory act, by entering into communication with certain public persons on one's own initiative. These activities are supervised and may only be carried out by employees who have been authorized to do so in the course of their duties.

The rules set by Ayvens to govern the advocacy activities are contained in the Ayvens normative framework. They are also governed by French

regulations (Sapin II Law) for advocacy activities that fall within its scope of application and, where applicable, by local regulations for advocacy activities with foreign public decision-makers.

THE RIGHT APPROACH TO TAKE

If you are authorized or led to take action to represent the interests of Ayvens,

> **You must inform** your (local) advocacy/compliance correspondent of your willingness to carry out an advocacy action prior to any advocacy action.

> **You must also** be aware of and comply with Ayvens' internal rules relating to advocacy and the fight against corruption.

WHEN TO EXERCISE CAUTION

The public affairs firms and external consultants with which Ayvens occasionally collaborates do not accept or comply with the applicable internal, legal or regulatory rules.

> In such a situation, **you should contact the local compliance / advocacy correspondent.**

WHAT TO REFUSE

Your entity prohibits advocacy actions. At a time when a bill with an impact on the Ayvens activity is being discussed at the French National Assembly or any equivalent local assembly, you invite a friend who is a Member of Parliament ("MP") to a private lunch at a restaurant. As a Member of Parliament, he will be asked to take part in the vote for or against this law:

> **You must refrain**, during this lunch, from sharing Ayvens' position and trying to influence the MP's position on the bill. As advocacy is prohibited on your entity perimeter, the conversation must remain private (if necessary, it is recommended to hide behind a "duty of reserve"). In addition, since this is a private lunch, you will not be able to make an expense claim for reimbursement of the meal's expenses.

CONFLICTS OF INTEREST

Situations of conflict of interest may arise in the conduct of Ayvens' activities and harm the interests of customers and suppliers. They may also arise between Ayvens and its employees. These conflict of interest situations may generate a risk of corruption and reputation for Ayvens.

Each employee must declare to its Local Compliance Officer any situation of conflict of interest, whether potential or actual, one-off or lasting. This includes all situations concerning a customer, third-party or supplier, in connection with a specific transaction or operation, before, during or after the transaction/operation. Personal situations that may give rise to a conflict of interest include, but are not limited to:

- the acquisition of an interest in a company whose activity is linked to Ayvens;

- the management of associations involving employees, clients or partners of Ayvens;
- the personal relationship with the representative of a supplier, etc.

The list of situations concerned is not exhaustive and employees are invited to contact their Local Compliance Officer in case of doubt as to whether a conflict of interest exists.

Each employee must also refer to the Ayvens procedures to find out about the regulatory obligations' incumbent on Ayvens with regard to conflicts of interest.

Frameworks must be put in place at the level of each structure/entity in order to prevent and manage conflicts of interest in an appropriate manner.

THE RIGHT APPROACH TO TAKE

You are the decision-maker in granting a lease to a client who is about to sell you a property or to a relative.

> You must promptly disclose this to your Local Compliance Officer in accordance with the rules and procedures for managing conflicts of interest. This situation could be considered or appear to be an attempt to obtain an undue advantage that creates a risk of corruption. This client may, for instance, give you an exclusive opportunity to purchase his property, without putting it on the market, in return for a price or conditions that is not in line with market conditions or his financial situation. Similarly, you may be tempted to offer him a more favorable leasing offer in order to obtain a more favorable purchase price for the property.

As a rule, employees refrain from being involved in a managing function (as top manager, chief executive officer etc.) in a business in relationship with Ayvens (client, supplier).

Ayvens employees must not perform personal dealings during professional duties for oneself or for a relative.

WHEN TO EXERCISE CAUTION

Example of conflict of interest situations that can generate a risk of corruption:

You hold confidential information that may benefit one of the parties (third-parties/suppliers) in the case of a call for tenders and one of your relatives is involved in the tender for the project that you are working on. The project has significant financial stakes.

> You must promptly disclose this to your Local Compliance Officer in accordance with the Ayvens Conflicts of Interest Policy. In both situations, your relationship (privileged relationship, or family relationship with one of the parties to the transaction) and the possession of confidential information could lead to obtaining an undue advantage from the third-party.

WHAT TO REFUSE

You are holding shares in a business that provides services for meetings and events. Your Ayvens department organizes an event and calls on your services at the external business you hold shares without a call for tenders.

> You must refuse to provide this service to your Ayvens department and inform your Local Compliance Officer as soon as possible. This is a strong signal because it does not seem legitimate to choose you as a service provider without going through the normal tendering process.

This situation corresponds to a circumvention of the rules (no call for tenders, lack of control, etc.) and generates a risk of corruption.

DOCUMENTATION, ACCOUNTING RECORDS AND ARCHIVING

The administrative and accounting traceability of various acts and payments must be carried out properly and provide enough detail to demonstrate their legitimacy and to avoid any suspicion of dissimulation of inappropriate facts.

Documentation demonstrating the appropriate nature of the relevant services and acts, as well as diligence carried-out, must be stored, together with proof of the identity of the payers and payees, in accordance with internal instructions.

THE RIGHT APPROACH TO TAKE

You receive a non-standard invoice from a customer, supplier, public official or Third-party Intermediary (i.e. that is not on business letterhead and does not provide any detail of the services provided).

> **You must return** it and request a formal invoice.

WHEN TO EXERCISE CAUTION

You have a doubt regarding an invoice that would appear not to correspond to a service provided or which is obviously under or over-valued.

You discover that “procurement” procedures, for a given supplier, have been circumvented or not been respected.

Your manager has asked you not to copy emails to him/her or include him/her in email exchanges concerning a particular transaction.

> **You must inform** your manager (senior manager in case 3) and your Local Compliance Officer as soon as possible. Concerning the last case, such an attitude is unusual, and it may mean that your manager does not want his/her name to be associated with an irregular operation.

WHAT TO REFUSE

You are being subjected to great pressure by your manager to carry out a transaction (sale of a leasing contract or used vehicle, etc.) despite the fact that you have not gathered the documents necessary to approve the transaction and all the indicators (internal validations, risk indicators, messages from Legal and Compliance Departments) lead you to believe that the transaction has not been authorized.

> **You must refrain** from concluding the operation and refer the matter to your Local Compliance Officer and, if need be, exercise your whistleblowing rights.

Remember: each one of us must take individual responsibility for complying with this Anti-corruption Code and report potentially suspicious activity without delay.

When questions arise, contact your manager or your Local Compliance Officer.

In a few words, in such situations, always be vigilant and on alert!



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