



CODE OF CONDUCT



CODE OF CONDUCT



WORD FROM THE DIRECTOR

Born more than 70 years ago from the ambition of its founder Pierre Castel, the Group was built on strong traditions and values, allowing it to develop its activity throughout the world with the intact desire to anchor itself in its local environment and to always seek the best quality for its consumers.

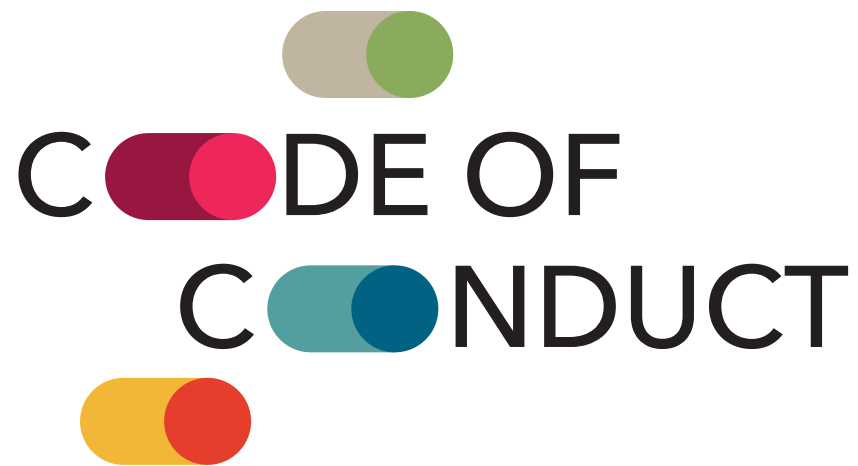
Now operating in several dozens of countries, in wine, beer, soft drinks, water and agricultural products, the Group unites its employees around the desire to guarantee the sustainability of its activities.

Aware of their roles, their impacts and their responsibilities, they build their future together by laying the foundations for this continuity, convinced that integrity is the key to success.

The Code of Conduct embodies these principles that the Group and its employees undertake to respect in order to perpetuate their development and that of their partners, with the same agility and performance as those instilled by their heritage.



GREGORY CLERC
General manager



CODE OF CONDUCT

INTRODUCTION

The objective of this Code of Conduct is **to transmit to all Employees of DF Holding SA and its subsidiaries the rules of conduct to be followed in the context of their professional activities** so that each of them can participate in their daily respect in all the countries where the Group pursues an activity.

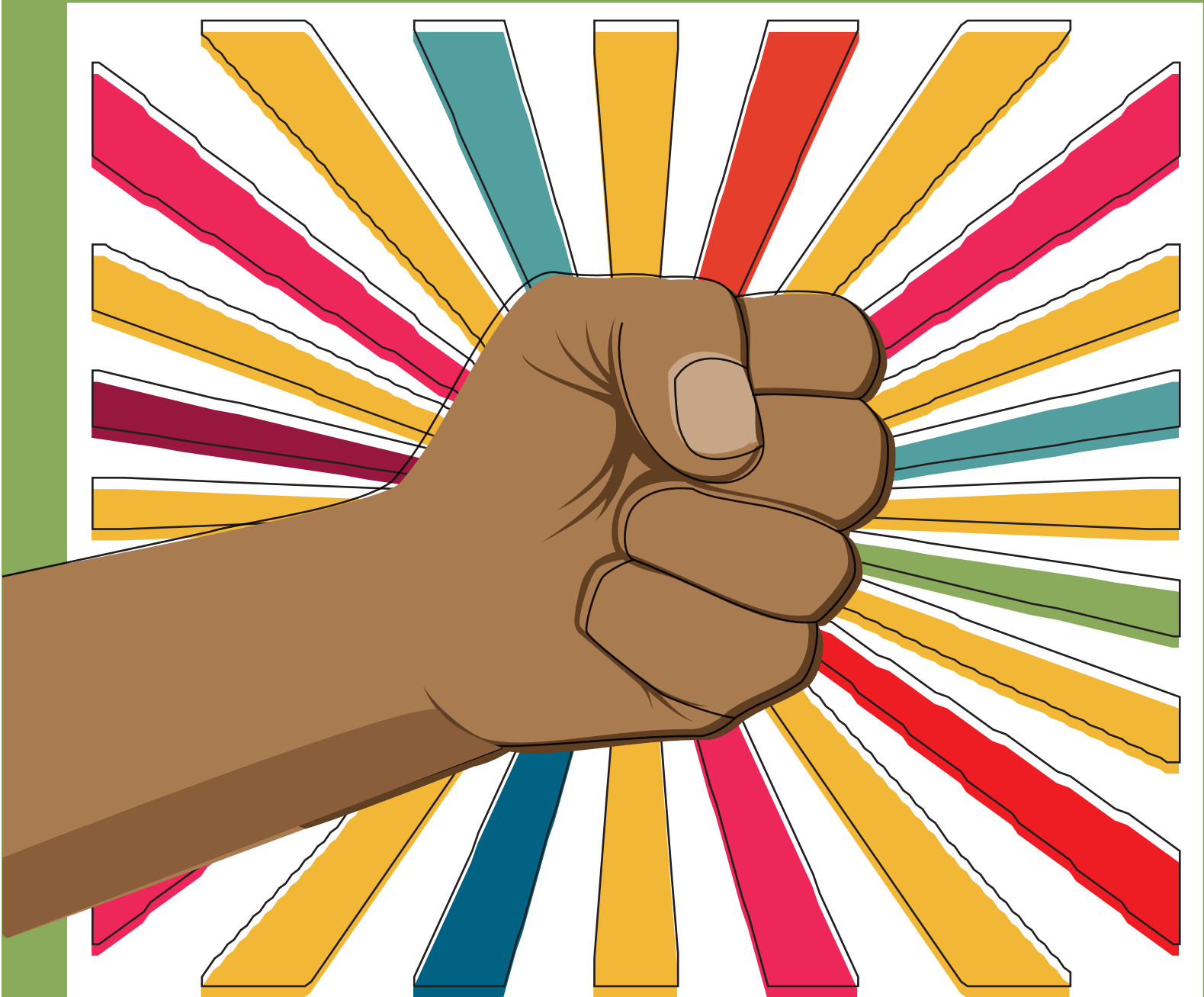
The Code lists **the rules that must be respected** and illustrates a certain number of situations that Group Employees may face, but it cannot cover them all.

The assessment of situations and the discernment of each Employee must be applied in the exercise of his professional activities in accordance with the principles set out in this document.

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REPORTING IS COMMITTING !



FLASH THE CODE

Report **CONFIDENTIALLY** any behavior that violates the Code of Conduct, internal procedures or the law.



I

COMMITTING



To bring our Code of Conduct to life and help our Employees embody and apply it, we have an **operational Ethics Network**.



Within the Group, a network of Ethics Referees and Ethics Committees has been in place for several years and at all levels of our organization in order to ensure operational monitoring of each of our commitments, to ensure the application of the Code of Conduct and the ethics and compliance program.

If one of our Employees faces a **risky situation** or has doubts about the course of action to take, they must ask the right questions and share them with a member of the Ethics Network who will help them determine the course of action to follow.

He may also contact a member of the **Ethics Network** if he wishes to report behavior that goes against the Code of Conduct or the associated framework.

Each of our concerned entities shall display in its premises the **identity of its Ethics Referee(s)** or the members of its Ethics Committee where applicable. The means of contacting them must also be displayed.

THE ETHICS REFEREES AND MEMBERS OF THE VARIOUS COMMITTEES ARE SUBJECT TO A REINFORCED CONFIDENTIALITY OBLIGATION IN THE EXERCISE OF THESE FUNCTIONS.

ALERT



Scan the QR code
to access the whistleblowing system
<https://groupe-castel.whispli.com/ethique-conformite>



COMMITTING

ETHICS NETWORK OF REFEREES AT ALL LEVELS

1

GROUP ETHICS COMMITTEE

BRANCHES ETHICS COMMITTEES



CASTEL
AFRICA



CASTEL
WINE



SOMDIA



LOCAL ETHICS NETWORK

COMMITTING

As an Employee, **each of us is responsible for conducting business with integrity and for the reputation of the Group.**

All our employee, regardless of their seniority or position, must read the Code of Conduct and ensure that it is properly applied.

The Code of Conduct constitutes the reference document for our ethics and compliance program.

It is accompanied by policies and procedures, the application of which is mandatory for all of our Employees.

Together, these documents constitute the Ethics and Compliance Framework.

These documents must enable Employees to respond effectively to situations which they may encounter in the context of their professional activities.

It is everyone's responsibility to promote the rules set out in this Code and the Ethics and Compliance Framework in order to prevent risks, and to refrain from encouraging oneself or one's team to obtain results at the expense of these rules.



WARNING



Failure to comply with these rules exposes the concerned Employees to **disciplinary measures taken against them and which may go as far as dismissal or termination of their contract**, in accordance with the applicable provisions, as well as the internal regulations of the entity for which they work, where they exist.

This may also expose these Employees to civil and criminal prosecution.

THE CODE OF CONDUCT IS INTENDED TO BE WIDELY COMMUNICATED TO OUR STAKEHOLDERS IN ORDER TO SHARE OUR STANDARDS OF INTEGRITY.

THE GROUP PAYS PARTICULAR ATTENTION TO ENSURING THAT ITS ENTIRE CHAIN OF VALUE IS COMMITTED TO RESPECTING THE SAME VALUES.

COMPLIANCE WITH THE CODE OF CONDUCT BY GROUP EMPLOYEES

2

It is our responsibility to be aware of the Code of Conduct and to respect its rules.

EXAMPLES



If you are facing a risky situation:

- Consult
The Ethics and Compliance Framework
The Code of Conduct Policies and procedures
- I'll talk about it with my line manager.

BEST PRACTICES

I ask myself the right questions:

- ✓ **IS THIS SITUATION ABNORMAL OR ILLEGAL?**
- ✓ **IS THIS SITUATION COMPLIANT WITH THE GROUP'S INTERNAL POLICIES?**
- ✓ **COULD THIS SITUATION BE MADE PUBLIC WITHOUT EMBARRASSING ME?**
- ✓ **COULD THIS SITUATION DAMAGE MY REPUTATION AND THAT OF THE GROUP?**

Don't face a risky situation alone!

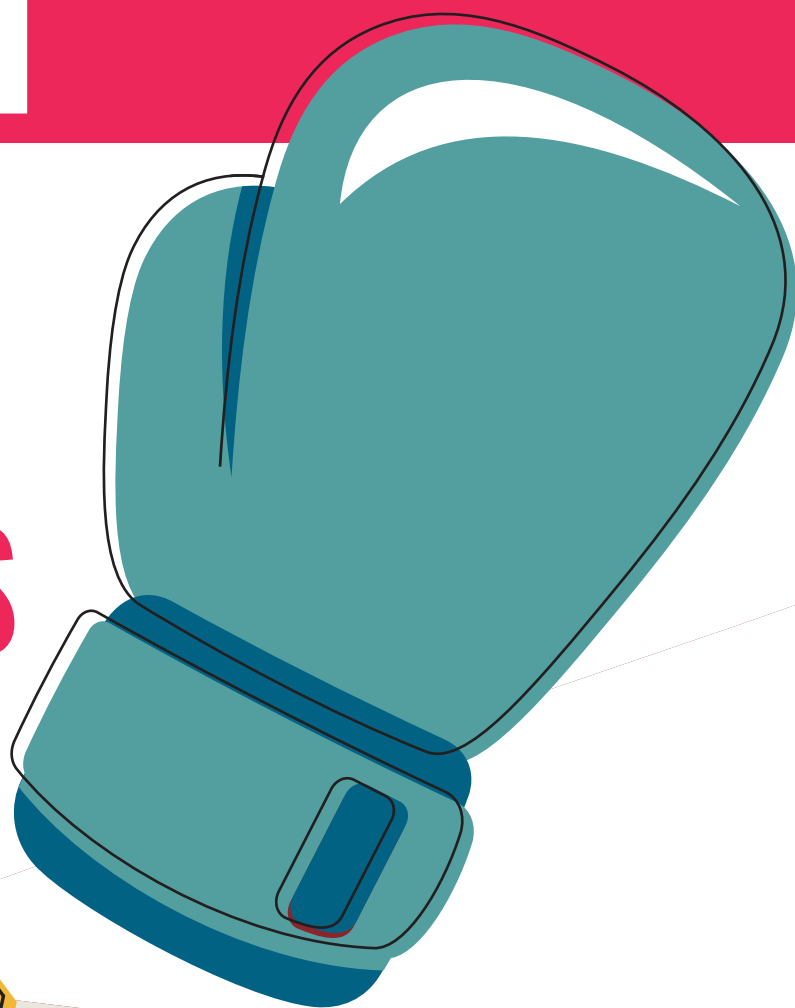
**ALERT**

In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

FIGHT

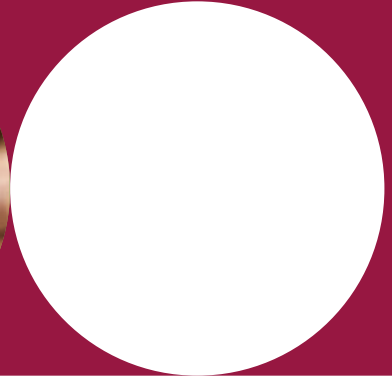
AGAINST ILLEGAL PRACTICES

**TO PROTECT THE GROUP
AND ITS EMPLOYEES.**



**FLASH
THE CODE**

Report **CONFIDENTIALLY** any behavior that violates the Code of Conduct, internal procedures or the law.



FIGHTING



None of our Employees must ever carry out or accept **any act that could be considered corruption or influence peddling.**

AN ACT OF CORRUPTION

consists of paying, offering, giving or promising, directly or indirectly, any sum of money, any valuable property or any other advantage to a person so that he or she takes or renounces an act or decision. If an act of corruption is established, it will engage the responsibility of its perpetrators, the corrupted and the corruptor. The initiative of this pact has no influence on the levels of responsibility.

It also constitutes an act of corruption for an Employee to receive, directly or indirectly, any sum of money, any valuable property or any other advantage with a view to influencing their actions or decisions in the context of their duties within the Group.

A FACILITATION PAYMENT

is a form of corruption and corresponds to any payment, of whatever nature, given to a Public Official or any other public agent for the purpose of obtaining or accelerating the execution of certain administrative acts to which the company is entitled.



AN ACT OF INFLUENCE PEDDLING

corresponds to behavior similar to corruption, except that it involves three people:

- (1) the beneficiary of the decision, who provides a benefit or gift to
- (2) a third party, to abuse or have abused his real or supposed influence with a view to obtaining
- (3) from a public authority or administration distinctions, jobs, markets or any other favorable decision.

A SIMPLE SOLICITATION OR OFFER ALREADY CONSTITUTES AN ACT OF CORRUPTION.

Zero tolerance policy towards any form of corruption or influence peddling in all its forms.

EXAMPLES

**INDIRECT BENEFITS
CHARACTERISTICS
OF CORRUPTION:**

- Offer a voucher to a Public Official **to obtain a favorable decision.**
- Select a supplier through a bid **in exchange for a trip.**
- Granting an internship to the daughter of a magistrate **so that the latter would abandon legal proceedings.**

 **BEST
PRACTICES**

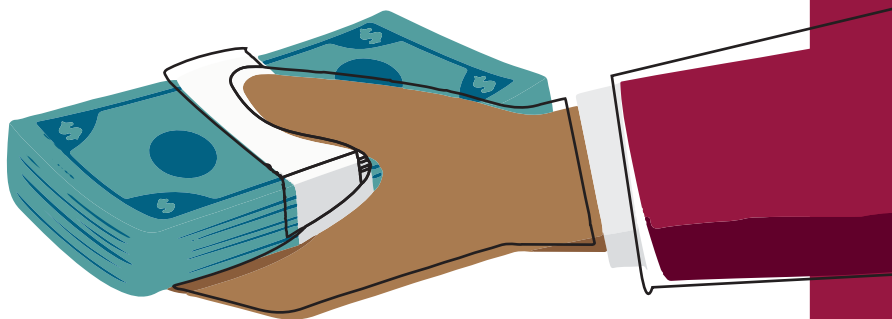
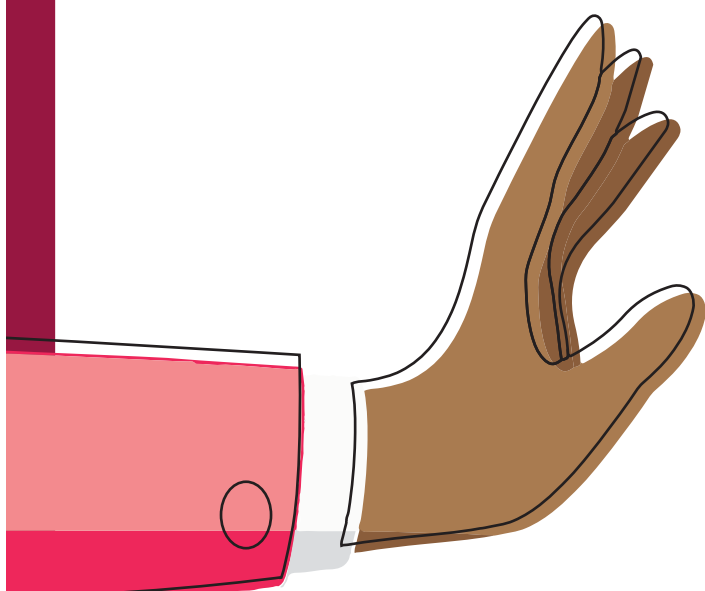
I REFUSE ANY PAYMENT IN EXCHANGE for an act of my functions.



I NEVER OFFER MONEY, gifts or other undue advantages to influence the behavior of a third party.



I NEVER ACCEPT MONEY, GIFTS OR OTHER UNDULY ADVANTAGES to influence the behavior of a third party or my own.



ALERT



In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

Fraud undermines trust and jeopardizes the continuity of our businesses.

We are committed to using all means to combat fraud by means of a **control system adapted to our risks.**



Fraud is an intentional action or omission intended to deceive others, and which causes loss to the victim and/or direct or indirect benefit to the perpetrator.

IT CAN TAKE VARIOUS FORMS, SUCH AS:

False statements (falsification of reports, false expense reports, etc.);

Misappropriation of funds, assets and information (unjustified payments, false or overvalued invoices, use of undeclared cash, etc.);

Misappropriation or theft of company property;

Circumvention of accounting standards or internal control procedures (payment and validation of the same payment by the same person, etc.);

The establishment of a scheme to take undue advantage of a situation to the detriment of the company.

WARNING



Fraud is usually carried out through circumventions, such as:

- **Manipulation of accounting standards,**
- **Violation or circumvention of internal policies or procedures,**
- **Failure to comply with the internal control system.**

EXAMPLES



A Group Employee tells me that he has received an invoice from a supplier who wants it to be paid, showing me the account number of a company that does not have the same name. He tells me that this will not be a problem, since the two companies are linked. He also adds that this is just a formality, as the financial director is absent.

Should I validate this payment?

NO

- I refuse to help this Employee, and I refuse to validate his payment request on an unusual account number.
- I inform this Employee that his behavior is contrary to the Code of Conduct.
- I inform my Ethics Referee of the situation.

In any event, I respect the process of validating the payment of invoices.

BEST PRACTICES

- ✓ **I ENSURE WITH THE GREATEST RIGOR THAT THE MEANS OF PAYMENT AND THE ASSETS ARE SECURE.**
- ✓ **I ARCHIVE ALL DOCUMENTS** used to justify accounting entries.
- ✓ **I ALWAYS RESPOND SINCERELY** to internal and external control bodies.
- ✓ **I NEVER TAKE ON THE ROLE OF ANOTHER GROUP EMPLOYEE,** and I ensure that the different levels of operational controls are properly respected.



ALERT



In case of doubts or questions, I contact my Ethics Referee or consult the applicable internal procedures.

FIGHTING

We subscribe to the will of States and international organizations to **prevent acts of violence threatening peace and security.**

Financing terrorism involves directly or indirectly funding a terrorist organization by providing money, equipment, or offering advice and services.

HOW TO PROTECT YOURSELF?

To avoid the occurrence of such a situation, it is necessary to **know your Business Partners well**, in particular by carrying out Due Diligence.

If the security situation in your region deteriorates or if conflicts take place, **the greatest caution** must be applied, particularly in our relations with our Business Partners.

Business conditions must respect the global strategy and remain unchanged, regardless of changes in the local context.



WE ACTIVELY FIGHT AGAINST ECONOMIC AND FINANCIAL CRIME AND DO EVERYTHING WE CAN TO PREVENT THE FINANCING OF TERRORISM.

 **BEST
PRACTICES****EXAMPLES**

Roadblocks have been set up on a major road by an armed group, which only allows vehicles to pass in exchange for a cash payment.

WHAT SHOULD I DO?

I avoid this route and immediately alert the local Ethics Committee and the security officer of this situation.

All contact with armed groups, even accidental, are prohibited.

**CONDUCT DUE DILIGENCE**

including this question if risks are identified.

**INFORM THE GROUP OF A PROBLEMATIC SECURITY SITUATION**

and its day-to-day developments.

**RESPECT INTERNAL RULES RELATING TO SECURITY.****ALERT THE ETHICS REFEREE**

in the event of suspicion of criminal activity by one of our Business Partners.

**ALERT**

In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

We refuse to be used as **a vehicle for money laundering** and we are opposed to any behavior that could contribute to it.

Money laundering involves disguising the origin of funds from illegal activities in order to introduce this "dirty" money into the formal economy. Its aim is to make these funds appear legal.

WHAT IS THE RISK FOR US?

The risk of money laundering arises when we are unable to identify the origin of funds paid to us in the context of a commercial relationship.

POINT OF VIGILANCE

All our Employees must demonstrate great vigilance and strict compliance with internal procedures, particularly accounting and third-party management procedures. The use of cash should be limited to allow the origin of funds to be identified.



**KNOWING YOUR BUSINESS PARTNERS
IS THE KEY TO PREVENTING MONEY
LAUNDERING!**

EXAMPLES

A customer wants to pay for an order in cash due to cash flow difficulties, even though he has always paid by transfer.

WHAT SHOULD I DO?

Although cash payments are not prohibited, particular care must be taken, especially if the amounts involved are large.

Due Diligence helps to analyze the risks associated with Business Partners, which can be mitigated by payment via a bank counter.

If there is any doubt about the origin of the funds, cash payment cannot be accepted.

 **BEST
PRACTICES**

-  **CARRY OUT DUE DILIGENCE** on customers for whom risks have been identified.
-  **PREFER DEMATERIALIZED PAYMENTS.**
-  **USE THE REFERENCED BANKS.**
-  **ALERT THE ETHICS REFEREE** in the event of suspicion of illegal activity by one of our Business Partners.

**ALERT** 

In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

RESPECT

THE CODE OF CONDUCT



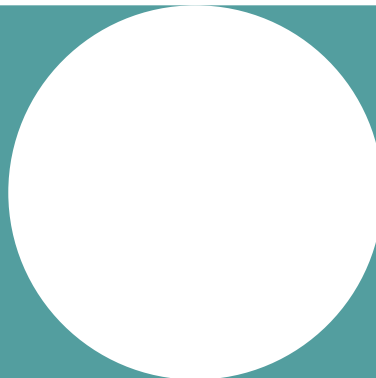
**TO ENSURE THE INTEGRITY
OF EMPLOYEES AND THE GROUP.
WITNESS OR VICTIM? REPORT IT!**

FLASH THE CODE

Report **CONFIDENTIALLY** any behavior
that violates the Code of Conduct,
internal procedures or the law.



RESPECTING



We are all committed to ensuring the availability, **confidentiality and integrity** of our information systems while respecting legal obligations relating to the protection of **personal data**.

All Group Employees are responsible for the proper use of the information systems made available to them as part of their professional activities and the information processed through them.

In order to ensure that the information belonging to us:

- **are strictly used** for the reason for which they were collected or we collected them for legitimate needs.
- **are not disclosed** to third parties, regardless of their nature, unless confidentiality is guaranteed by these same third parties.
- **are accurate and complete** and have not been altered in an unauthorized manner.
- **are accessible** and usable when necessary by authorized persons.

Particular attention must be paid to **personal data**, which is information relating to an identified or identifiable natural person directly or indirectly. Their processing and storage must comply with applicable legislation. If an IT Charter exists in the company, each Employee must comply with it without reservation.

RISKY SITUATIONS

When you have a good relationship with a third party, you may tend to give away information about your work, and thus provide them with confidential information.

When in your role within the Group you handle a lot of personal data, whether that of other Employees or third parties within the Group.

When you hold a key position in the company, which may encourage third parties to try to usurp your identity, for example to validate invoices without your approval.

PASSWORDS ENTRUSTED TO ACCESS A COMPANY INFORMATION SYSTEM ARE INDIVIDUAL AND PERSONAL AND MUST NOT BE TRANSFERRED, SOLD OR SHARED.

RESPECTING

CONFIDENTIALITY, SECURITY OF INFORMATION SYSTEMS AND PROTECTION OF PERSONAL DATA

7

We are all stakeholders in information systems security. It is imperative that each of us rigorously respects the established standards to guarantee the protection of our organization and our work tools.

EXAMPLES

I just received an email from an unknown sender. The email prompts me to click on a link.

SHOULD I DO IT?

NO

If you click on the link, there is a risk that a virus will be installed on your computer, potentially impacting your entire information system.

- I alert the IT security department
- I report the email to the IT security teams

BEST PRACTICES



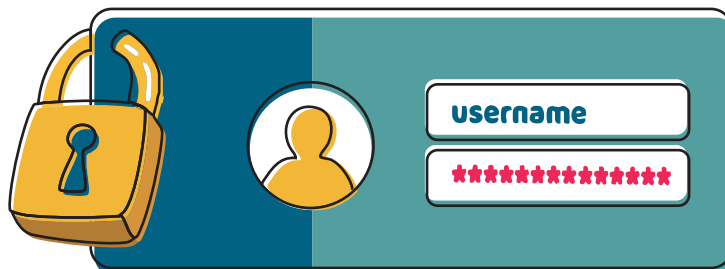
I AM VIGILANT WHEN I RECEIVE EMAILS from senders I do not know or whose content seems suspicious to me.



I DO NOT COMMUNICATE ANY SENSITIVE INFORMATION relating to the Group's activities to third parties.



I NEVER SHARE MY COMPUTER IDENTIFIERS and I change my passwords regularly.



ALERT



In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

We are committed to **respect all sanctions imposed** by States and international organizations.

International sanctions are any measure or instrument restricting financial flows, trade and relations with certain persons, entities, and/or territories and/or relating to certain goods, services or items, administered by the competent authorities in the relevant jurisdictions.

HOW TO COMPLY WITH THESE OBLIGATIONS?

Analysis of the context and our operations should enable us to identify the restrictions imposed on us in this area.

Knowing our Business Partners should also help determine whether the operations or transactions contemplated with them are authorized.



IN BUSINESS RELATIONS
IN GENERAL, PAYMENT OR
COLLECTION IN FOREIGN
CURRENCIES AND IN PARTICULAR
IN € OR \$ MUST BE A POINT
OF ATTENTION.

EXAMPLES

A customer registered in a country under sanction wishes to work with us and import our products.

CAN WE WORK WITH HIM?

YES BUT...

Before working with him, it is necessary to check whether the sanctions imposed on his country apply to his sector of activity and to contact the Group Ethics Committee

 BEST PRACTICES

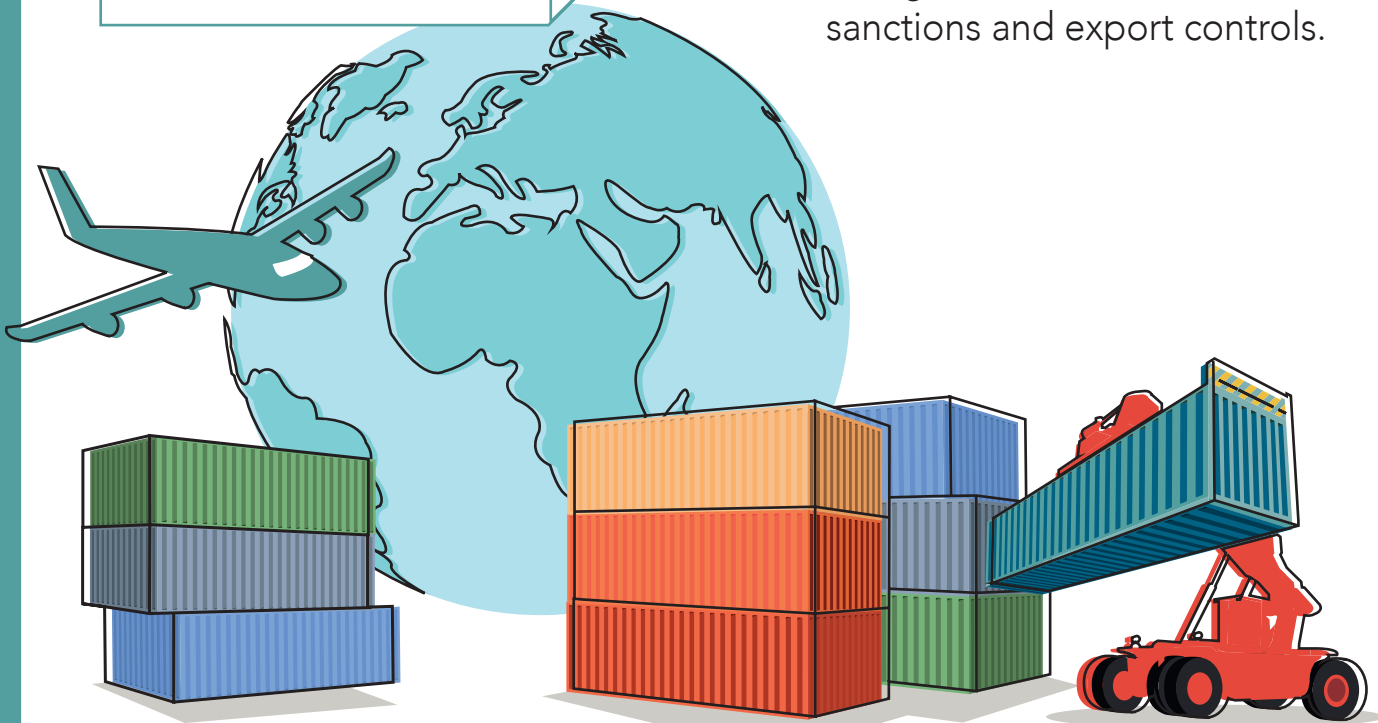
I ENSURE THE ORIGIN OR DESTINATION OF THE PRODUCTS AND FUNDS

that I receive or provide



I INCLUDE CONTRACTUAL CLAUSES IN THE CONTRACTS

to protect us from potential breakages by our Business Partners of regulations on international sanctions and export controls.

**ALERT**

In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

We are convinced **that free competition contributes to the economic vitality of the countries** in which we work and helps to combat practices that harm our consumers and customers. This is why we **are committed to respecting its principles.**

RESALE PRICE SETTING

The resale prices of our products may be recommended to our customers, but in no case imposed.

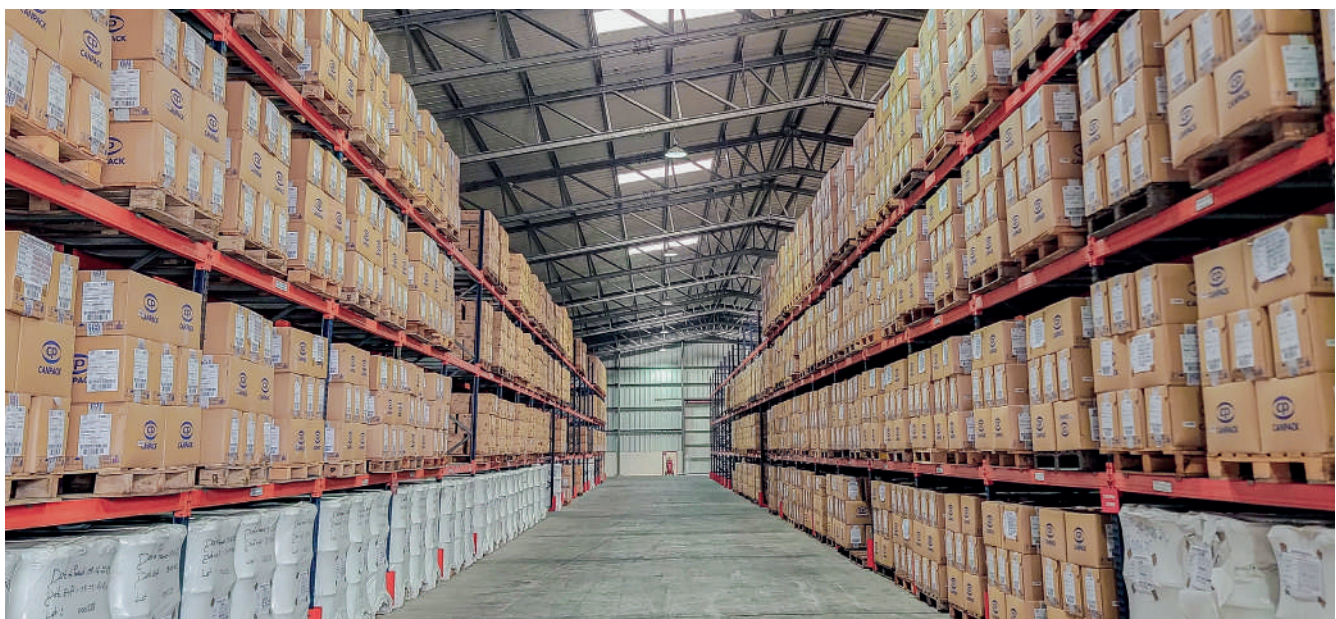
As an independent economic player, our customers are free to set their resale prices, unless applicable legislation provides otherwise.

THE ILLEGAL AGREEMENT

There is an unlawful agreement when several companies join together through a decision, an agreement or any other concerted practice having the object or effect of distorting free competition. For example, entering into an agreement with a competitor to coordinate prices is prohibited and constitutes a cartel.

ABUSE OF DOMINANT POSITION

Preventing a competitor from developing or entering the market, or even excluding it from it, constitutes an abuse of a dominant position and is prohibited.



EXAMPLES



A competitor wants to exchange information regarding business strategy.

WHAT SHOULD I DO?

Such a request must be refused. The mere fact of exchanging confidential information of this nature already constitutes an anti-competitive practice.

WARNING!

Exchanges with our competitors must be subject to increased caution to avoid any suspicion of collusion.

BEST PRACTICES

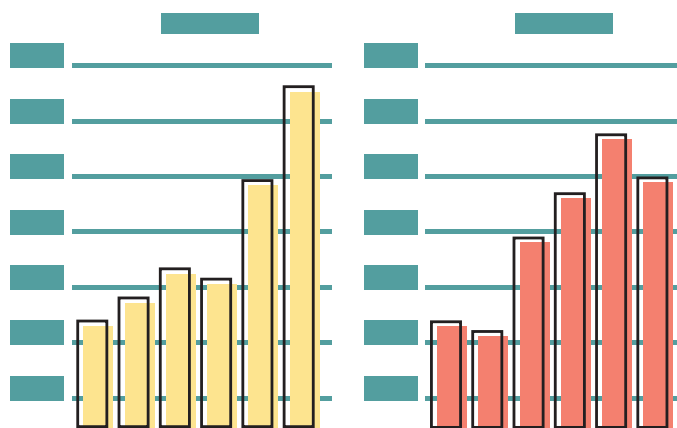
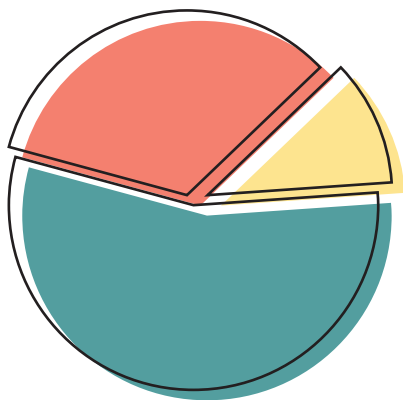
In order to avoid suggesting that an illegal agreement has been formed, **I AVOID CONTACTING AND MEETING COMPETITORS WITHOUT A LEGITIMATE OBJECTIVE.**



I RECOMMEND RESALE PRICES TO CUSTOMERS AND DO NOT IMPOSE THEM.



I AVOID MEETING OUR COMPETITORS outside the work environment during a risky period.



ALERT



In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

RESPECTING

We want to help create an environment where **our employees feel valued, respected, safe and free to succeed.** We do not tolerate violence, bullying or harassment.

It is the responsibility of each Employee to take care, according to their training and according to their possibilities, of their health and safety as well as that of other Employees and third parties who frequent the Group's premises. In particular, we do not tolerate and sanction with the greatest firmness the following behaviors:



SEXUAL HARASSMENT

which is the act of imposing on a person words or behaviors with sexual connotations, which either undermine their dignity because of their degrading or humiliating nature, or create an intimidating, hostile or offensive situation for them.

MORAL HARASSMENT

which corresponds to repeated actions (for example regular insults, untimely communication by message or telephone, inappropriate comments, threats, etc.) which may lead, for the victim, to a deterioration in their working conditions, which may result in an attack on their rights and dignity, an alteration of their physical or mental health, or a threat to their professional development.

DISCRIMINATION

which is characterized by unfavorable treatment of a person because of a criterion such as religion, skin color, ethnicity, nationality, geographic origin, health, disability, marital status, pregnancy, sexual orientation, gender, political or philosophical opinions.

WE ARE COMMITTED TO ENSURING A SAFE AND HEALTHY WORKING ENVIRONMENT, DOING OUR BEST TO ENSURE THE PROTECTION OF OUR EMPLOYEES IN THEIR WORKPLACE AND PRESERVING BOTH THEIR PHYSICAL AND MENTAL HEALTH.

EXAMPLES



The results have deteriorated over the last two quarters and my manager has become much more demanding, irritable too, he is sometimes threatening and insulting towards certain members of our team who are having trouble keeping up. I would like to talk to him about it but I am afraid that I will be threatened in turn.

WHAT SHOULD I DO?

Behaving in a rude or threatening manner is unacceptable, regardless of the circumstances or the position you or your interlocutor hold within the Group.

I report any situation, whether I am a direct victim or witness of behavior contrary to this Code of Conduct, to my Ethics Referee or to a Human Resources manager or I make a report directly on the Group's whistleblowing platform.

 BEST PRACTICES

ALL EMPLOYEES, BUT ALSO ALL BUSINESS PARTNERS, CANDIDATES OR ANYONE WORKING WITH US MUST BE TREATED WITH DIGNITY AND RESPECT.



ALERT



In case of doubts or questions, **I contact the Human Resources manager or my Ethics Referee** and I consult the applicable internal procedures.

Whether in a professional or commercial setting, we are committed to promoting and encouraging **responsible alcohol consumption**.

Some companies in the Group produce and market alcoholic beverages. It is therefore the duty of each of these companies to raise awareness among its customers and Group Employees about friendly and responsible consumption.

The Group undertakes never to encourage excessive alcohol consumption in its advertising campaigns and never to promote the sale of alcoholic beverages to consumers below the legal drinking age.

Group Employees must never allow their productivity, judgment and safety at work and/or that of their colleagues to be affected by alcohol.



IN ANY CASE, IT IS ADVISABLE NOT TO DRIVE A VEHICLE OR MACHINE, WHETHER COMPANY OR OTHERWISE, WITH AN ALCOHOL LEVEL HAVING REACHED THE LEGAL LIMIT.

Everyone is responsible for their consumption and for respecting the rules, which must be observed whatever the circumstances.

EXAMPLES



An event is organized for the entire sales team to celebrate the good annual results.

Alcohol is available for consumption.

Some employees drink too much and their behavior changes, resulting in inappropriate comments and gestures towards their colleagues.

WARNING!

The consumption of alcohol does not in any way justify behavior contrary to the Code of Conduct, internal procedures or the law.

 BEST PRACTICES

IT IS STRICTLY FORBIDDEN TO DRINK ALCOHOL during working hours.



It is not recommended to have **EXCESSIVE CONSUMPTION** of alcohol during corporate events.



CONSUMING ALCOHOL IN EXCESS OF LEGAL LIMITS AND DRIVING is incompatible and could put your safety and that of others at risk.

**ALERT**

In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

REPORT

MANAGE

IMPROVE

Report **CONFIDENTIALLY** any behavior that violates the Code of Conduct, internal procedures or the law.



FLASH THE CODE





MANAGING

We only offer or receive **gifts or entertainment** in the context of business activities, as long as they are not used as a **means of undue influence**.



Maintaining good relationships with our partners and stakeholders is achieved through gifts and invitations, however we recognize that in certain circumstances, gifts could be interpreted or considered as a means of influencing a decision or an act of corruption. Every Employee must therefore ensure that they know and apply the rules in this area.

WHAT IS A GIFT?

All forms of social events, entertainment, travel, accommodation or meals, offered or received in the professional sphere and in business relationships with the various Business Partners.

WHAT IS AN INVITATION?

All forms of social events, entertainment, travel, accommodation or meals, offered or received in the professional sphere and in business relationships with the various Business Partners.

When is it mandatory to register a gift or invitation in the dedicated registry?

Gifts and invitations received or offered must be recorded if their estimated value exceeds the thresholds defined by the applicable internal procedure.

WARNING



Certain gifts are strictly prohibited and must neither be offered nor accepted due to the risks associated with them. They are detailed in the applicable procedure.

RELATIONSHIPS WITH **PUBLIC AUTHORITIES AND OFFICIALS** MUST BE THE SUBJECT OF PARTICULAR ATTENTION.

EXAMPLES



I receive a luxurious gift from a customer during the annual negotiations. In exchange, he asks me to give him an exceptional discount on our prices.

Should I accept?

NO

During a negotiation, it is **strictly forbidden** to accept gifts or invitations from the third party with whom the negotiations are taking place. In addition, the luxurious nature of the gift must reinforce my vigilance on the customer's intentions.

My supplier would like to offer me a gift card for the end-of-year holidays.

Can I accept the invitation?

NO

Gift cards are like paying a sum of money.

BEST PRACTICES



I PAY ATTENTION:

- To the nature of the gift
- To the value of the gift
- To the context in which it is offered or received
- To the person who sends it to me or receives it



I REGISTER THE GIFT or invitation according to the rules defined by the applicable procedure.



IF IN DOUBT, IT IS BETTER TO REFUSE A GIFT OR INVITATION.



ALERT



In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

A conflict of interest does not, in itself, constitute **a situation contrary to the Code of Conduct**. However, when it is not declared, or when it influences decision-making, a sanction may be considered.

A conflict of interest arises when a conflict exists between the interests of the company and personal, family, political, financial or other interests that interfere with an Employee's duties and hinder his/her ability to make the best decisions in the interest of the Group.



The following situations may constitute conflicts of interest:

When professional decisions could be influenced or appear to be influenced by personal interests, family relationships or friendships.

Where a relationship with a customer or supplier could influence or be perceived to influence an Employee's loyalty to the Group or their ability to make business decisions in the interests of the Group.

When the use of Group property or information obtained in the course of professional activity could provide personal benefit to an Employee or provide benefit to one of their relatives.

In the course of their professional duties, each Employee must make decisions in the interest of the Group and independently of their personal interests. Personal interests must therefore not interfere with the Employees' ability to act in the interest of the Group.

IT IS THE RESPONSIBILITY OF EACH GROUP EMPLOYEE TO REPORT ANY CONFLICT OF INTEREST SITUATION IN WHICH THEY MAY BE INVOLVED.

Measures to mitigate their actual or potential effects or to eliminate them will be put in place.

WARNING



Failure to report these situations spontaneously or in the context defined by the Group constitutes a breach of the Code of Conduct.

If I am in a conflict of interest situation, I must declare it directly online by scanning the QR code. If this is not possible, I can also declare it to my Ethics Referee or to my line manager as soon as possible.



BEST PRACTICES

EXAMPLES

One of the suppliers considered in my tender is a company in which my brother is a partner.

What should I do?

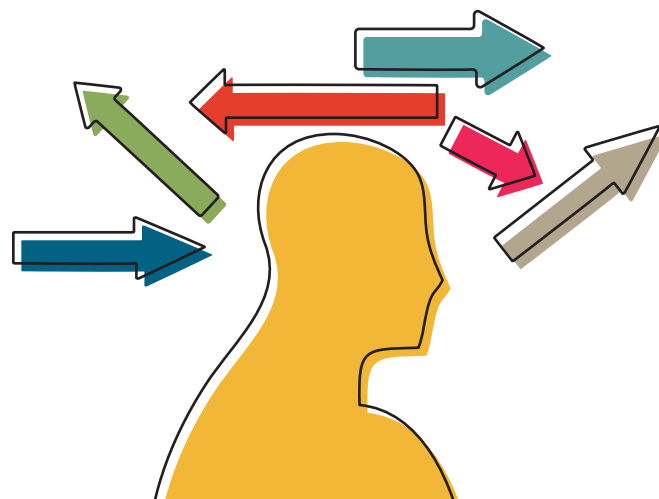
- I immediately declare this conflict of interest to the local Ethics Referee, to my line manager or on the online platform.
- I refrain from making any decision until they have analyzed my situation.
- In accordance with the management measures taken by the Ethics Committee and my manager, I must let one of my colleagues proceed with the selection of the supplier and withdraw from the process.



NEVER LET YOUR PERSONAL INTERESTS INFLUENCE YOUR PROFESSIONAL DECISIONS.



ALWAYS MAKE DECISIONS IN THE INTEREST OF THE COMPANY, INDEPENDENTLY AND IMPARTIALLY.



ALERT



In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

MANAGING

We are committed to **sharing our values** by investing in **charities, donation or patronage activities** while respecting the commitments we have made in our Code of Conduct.

Donations consist of materially supporting, without direct compensation from the beneficiary, an organization for the exercise of activities of general interest.

Due Diligence

allows to verify the reputation of the beneficiary organization and its integrity. It is also essential on this occasion to verify the destination of the funds donated as part of the donation.



ATTENTION



Under no circumstances may a donation be diverted and/or used to conceal illegal practices that could be qualified as corruption or influence peddling.

**DONATIONS MUST BE SUPERVISED
IN ORDER TO PREVENT ANY RISK,
IN PARTICULAR BY THE SIGNING
OF AGREEMENTS IF THEY ARE
FINANCIAL CONTRIBUTIONS.**

EXAMPLES



The city hall, with which the company often interacts to obtain permits, is requesting a donation to an environmental protection association managed by the mayor, who made the request.

Should I accept?

NO

I must refuse any request that could influence a public figure, especially when I am waiting for authorization or wish to request one shortly.

BEST PRACTICES

I ask myself the right questions:

-  **WHO BENEFITS FROM THIS ACTION?**
-  **WAS A DUE DILIGENCE PERFORMED?**
-  **A DONATION AGREEMENT RECALLING THE PRINCIPLES OF THE CODE OF CONDUCT AND THE OBLIGATIONS RESULTING FROM IT HAS IT BEEN SIGNED?**



ALERT



In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

We expect our **Business Partners to share our standards of conduct**, as defined in our Code, and to commit to **complying with the laws and regulations** applicable to the operations they conduct on our behalf.

Each of our Business Partners undertakes by their signature to respect the principles.

The actions of our Business Partners are binding on us. This is why we pay particular attention to ensuring that the decisions taken in the context of our business relationships comply with the principles of this Code.



TO LIMIT THIS RISK, DUE DILIGENCE IS ESSENTIAL!

Before entering into a business relationship, but also during it, Due Diligences aim to identify the potential risks of working with a Business Partner and therefore to make the best choice. They are an integral part of the selection and control process.

HOW DO YOU KNOW IF YOU CAN WORK WITH A BUSINESS PARTNER?

Due Diligence should allow for the analysis of the degree of risk associated with a potential Business Partner. When Due Diligence identifies a risk, it can generally be mitigated by the implementation of an action plan, allowing for the consideration of a relationship with this Business Partner.

LACK OF COOPERATION, A BAD REPUTATION OR EVEN LACK OF TRANSPARENCY ARE POINTS OF VIGILANCE!

THE COMMITMENT OF OUR
BUSINESS PARTNERS

15

We are committed through our Code to upholding the highest standards of ethical conduct and expect our Business Partners to do the same.

EXAMPLES



During the Due Diligence, I notice that the CEO of the Business Partner with whom I am considering entering a contract has been convicted of corruption.

Can I reference the relevant Business Partner?

If a risk is identified during a Due Diligence, the Ethics Committee must be consulted in accordance with the applicable internal procedure.

 BEST PRACTICES

I ask myself the right questions:



DOES THIS BUSINESS PARTNER MEET A REAL NEED OF THE COMPANY?



WAS DUE DILIGENCE CARRIED OUT prior to the contractual relationship?



HAS A CONTRACT CONTAINING THE CODE OF CONDUCT BEEN SIGNED?



ALERT



In case of doubts or questions, **I contact my Ethics Referee** or consult the applicable internal procedures.

WHISTLEBLOWING SYSTEM



**FLASH
THE CODE**

Report **CONFIDENTIALLY** any behavior that violates the Code of Conduct,
internal procedures or the law.

ALERT

WHISTLEBLOWING SYSTEM



We have set up a **whistleblowing system** to confidentially report **any** behaviour that violates the Code of Conduct, internal procedures or the law. It also allows anyone to report any serious breach of human rights and fundamental freedoms, the environment, health and safety.

WHAT TO REPORT?



**ANY VIOLATION OF
THE CODE OF CONDUCT**

**ANY VIOLATION OF AN
INTERNAL PROCEDURE**

**ANY VIOLATION
OF THE LAW**

EXAMPLES



- CORRUPTION, INFLUENCE PEDDLING
- FRAUD
- A SERIOUS VIOLATION OF HUMAN RIGHTS AND FUNDAMENTAL FREEDOMS, THE HEALTH AND SAFETY OF PEOPLE AND THE ENVIRONMENT

HOW TO REPORT?

To make a report, any Group Employee or any external person can use the following channels at all levels of the company:



**DEDICATED
PLATFORM**

**ETHICS COMMITTEES
OR ETHICS REFEREES**

CSR REFEREES

A DOUBT



IF IN DOUBT, DO NOT HESITATE TO REPORT OR TALK TO THE ETHICS REFEREES OR ETHICS COMMITTEES.

DEFINITIONS

-
- **Employee:** Any corporate officer, employee, temporary worker, independent representative manager and working student as well as intern of a Group entity is considered an "Employee".
-
- **Ethics Committee:** Body of the company which sets out and manages the company's ethics and compliance policy, in accordance with applicable internal policies.
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- **Public Official:** The term "Public Official" means an agent working for one of the institutions below:
- administrations (ministries, armies, customs, police, justice, tax administration, embassies, consulates, etc.),
 - local public institutions (central bank, public companies, public hospitals, etc.),
 - supranational regional administrations (Central Bank of West African States, etc.),
 - international institutions (World Bank, UN, WHO, etc.).
- Any person holding a local, regional, national or supranational elective mandate (e.g. mayors, deputies, senators, municipal councillors, parliamentarians, etc.) is also considered a Public Official.
-
- **Group:** The term "Group" refers to the company DF Holding SA and all of its subsidiaries.
-
- **Business Partner:** Any customer of the Group, first-tier supplier or intermediary (service provider, agent, consultant, etc.) is considered a "Business Partner".
-
- **Politically exposed person (PEP):** Any natural person exercising or having ceased to exercise for less than one year political, jurisdictional or administrative functions on behalf of a State or a public international institution.
-
- **Ethics Referee:** Ethics Referees are Employees assigned to each of the Group's companies to help Employees interpret the obligations set out in the Code or determine the attitude to adopt in order to comply with it.

