



GROUPE SOCIETE GENERALE

PRINCIPLES AND RULES GOVERNING THE FIGHT AGAINST  
CORRUPTION

2021

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## The Approach of the Societe Generale Group

Societe Generale Group is firmly committed to be a responsible stakeholder of the banking sector and makes every effort to conduct its business ethically and in an exemplary manner, in all countries in which it operates in. Meeting the highest standards is at the heart of the bank and Group strategy. For a sustainable growth, day after day, we strive to establish amongst senior management and all employees a culture of compliant behavior, in line with the applicable laws, 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 the Code governing the fight against corruption and influence peddling. Also, we all wish to reiterate our intention to apply a **zero-tolerance** approach in this regard.

Bribery, corruption and influence peddling are indeed 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 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.

These principles and rules must be brought to the attention of all employees of Societe Generale as well as of any third party working for the Group.

### 1. PREAMBLE

Committing offences involving corruption or influence trafficking can have extremely severe legal (criminal and civil) and financial consequences for both the Bank and its employees. Additionally, such offense can seriously harm the Group/Bank's reputation and its ability to conduct business in an area for which it was previously been implicated.

Disciplinary or administrative procedures may also be taken against Societe Generale by the French Prudential Control and Resolution Authority (for compliance failures), by the French Anticorruption Agency or by foreign regulators (either because Societe Generale 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 trafficking, not only in relation to companies but also with their employees. Hence, should any person working at Societe Generale (corporate officer, employee, temporary worker, Volunteering for International Experience - VIE, etc., designated hereafter as "Societe Generale Employee"), commit or participate directly or indirectly in an act of corruption or influence trafficking, 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, Societe Generale may also be held liable for such offences.

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

## 2. OBJECTIVE

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

These principles and rules governing the fight against corruption should serve as a reference to assist Societe Generale Employees both to identify situations involving bribery, corruption or influence trafficking risks in their day-to-day activities and to act appropriately when faced with such situations. These are also valid for any third party working for the Group.

Societe Generale launched WhistleB, a group wide tool for reporting concerns to a dedicated central team in Societe Generale, on an anonymous basis if desired. The tool is available at: <https://report.whistleb.com/fr/societegenerale>

BRD, as part of the Societe Generale Group, has an independent and autonomous channel for internal reports for reporting actual or potential breaches of regulatory or internal requirements, which ensures the confidentiality and anonymity of the date in line with legal regulations in force. The tool is available at: <https://report.whistleb.com/en/brd>

**BRD, as part of the Societe Generale Group, adhered to the code, principles and rules of the Societe Generale Group governing the fight against corruption:**

<https://www.societegenerale.com/sites/default/files/documents/Code%20de%20conduite/code-governing-the-fight-against-corruption-and-influence-peddling-uk.pdf>

## 3. BEHAVIOR REQUIRED TO THE BANK'S EMPLOYEES

Any act of corruption or influence trafficking is forbidden in BRD.

The behavior required by the Bank's staff, whether in a personal capacity or in the context of a business relationship, is to 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 trafficking;
- 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 trafficking;

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

- **Refer** to internal rules 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 function on the situation in question; if need be, exercise your whistleblowing rights, as set out in internal regulation. Bank 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. In the event that the hierarchical superior or Compliance needs legal support for the legality of a particular practice, they will seek the juridical support for the above-mentioned opinion / advice.
- **Do not conclude** a planned transaction until you have clarified with your hierarchical superior and Compliance function that you are not in a position

- 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 carrying out your professional duties, to any third-party intermediary (e.g. agent, introducing brokers, business provider, distributor, etc.) whose professional behavior or integrity has not been reviewed and confirmed according to Know Your Customer (“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.);

In the case of cooperation with public officials, in order to prevent the Bank from being exposed to situations regarding the conflict of interest or which may be interpreted as acts of corruption or violations of professional ethics, members of the Bank's staff shall comply with the internal deontological provisions and consult with the Compliance function. Particular attention will be paid to cases where publically exposed persons become / are clients of the Bank, members of the Bank's staff seeking to fulfill all the requirements applicable to them under the internal regulatory framework.

to participate, directly or indirectly, in acts of corruption or influence trafficking

- 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 supplier/third-party intermediary whose professional or ethical behavior seems dubious.

Please find out details, for examples, with regard to red flags that may constitute facts/ acts of corruption.

## 4. DEFINITIONS

### CORRUPTIONS

Corrupt Act means the deliberate act:

- (a) to promise, offer or give, directly or indirectly, through other persons, such as third party intermediaries or
- (b) claim, accept the promise or receive directly or indirectly, through others, such as third party intermediaries, money or other benefits undue to him, including in the form of donation, gift, invitation, reward or any value to any person (including any public official), for themselves or for a third party, in connection with the fulfillment, non-fulfillment, urgency or the delay in the performance of an act regarding its legal duties or in connection with the performance of an act contrary to these duties. They are also considered acts of corruption if they could or could be perceived either as an encouragement to commit an act of corruption, or as deliberately corrupting acts in each case, in order to induce any person (including a civil servant) to perform his functions incorrectly or dishonestly and / or to obtain any undue benefit.

### INFLUENCE TRAFFICKING

Influence Trafficking means the deliberate act:

- (a) to claim, receive or accept the promise of money or other benefits, directly or indirectly, for himself or for another, by a person who has influence or is believed to have influence over a public official and who promises that it will cause him to perform, not to fulfill, to hasten or to delay the performance of an act that enters into his duties of service or to perform an act contrary to these duties or
- (b) to promise, offer or give money or other benefits, for himself or another, directly or indirectly, to a person who has influence or is left to believe that he has influence over a public official, in order to determine him to perform, not to perform, to hasten or delay the fulfillment of an act which enters into his duties of service or to perform an act contrary to these duties.

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.

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 for the benefit of another person, to obtain, to the advantage of the person providing this benefit, a favorable decision from a public authority or administration.

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

### PUBLIC OFFICIAL

### GIFT

**Public official** means any person who permanently or temporarily, remunerated or not, (i) exercises duties and responsibilities, established under the law, in order to achieve the legislative, executive or judicial prerogatives, (ii) exercises a position of public dignity or a public function of any kind, (iii) exercises alone or together with other persons, within an autonomous corporation, another economic operator or a legal person with full or majority state capital, attributions related to the accomplishment of its object of activity.

Gift represents what is received or offered as a gift, such as: product, prize, valuable object, as well as any other advantages regardless of their form. Anything of value for which the recipient does not have to pay.

## 5. ILLUSTRATIONS OF THE MAIN TYPES OF CORRUPTION AND INFLUENCE TRAFFICKING

### 1) 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 by similar mechanism (e.g. gift card);
- ✚ discounts or reimbursements;
- ✚ 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).

Not all of these benefits are problematic as such (*per se*) but the context in which they are granted or offered may

For the purpose of this rule, it is irrelevant whether the benefit is offered directly by the SG Employee or through a third party (e.g. JVs, Partnerships, investment in a third-party company...), and whether it is a 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 Publicly Exposed Persons or with “Public Officials”.

A Publicly Exposed Person (PEP) is a natural person exposed to specific risks of money laundering and corruption due to (1) the functions he/she has exercises or has ceased to exercises for less than a year or (2) functions that are exercised or have been exercised by direct family members or close associates for less than a year.

Special procedures may apply, including pre-approval requirements, when entering into any relationship (of commercial nature or other) or when on-boarding persons holding public functions, such as Publicly Exposed Persons (“PEP”) or public official.

This list is not exhaustive. Remember that an offer or promise of an illicit payment (or benefit) could constitute a corruption or influence trafficking offence, even if the

make them likely to fall within the scope of corruption or influence trafficking, or to be perceived as such. person to whom it was intended declines it or even if the payment (or benefit) is not finally made.

THE RIGHT APPROACH TO TAKE	WHEN TO EXERCISE CAUTION	WHAT TO REFUSE
<p>You have been sent the CV of a child or an acquaintance of a customer, colleague (e.g. an employee of another bank) or service provider (external lawyer, statutory auditor, etc.) seeking an internship or position with the Bank. You may forward the CV to the DRU department or to the relevant teams, but <i>you should specify</i>, to the sender and to the recipient, that the fact that you have forwarded the CV shall not prejudice the outcome regarding this application, which shall be based on the sole merits of the applicant.</p>	<p>You have received precise and strategic information (e.g. analytical accounting data, GDP per customer, customer profitability, slides presenting an internal project, etc.) about a competitor bank from a consultant with whom you have been in discussion and who clearly obtained this information from a previous on-site mission. The information has been shared with you in order to influence your decision about hiring them on a consulting assignment. They indicate having relationships, they could use to obtain further information. <i>You must inform</i> your manager and DCO who shall decide on the course of action to be taken, in conjunction with the JUR Department. This could be tantamount to an undue benefit and may constitute an offence.</p>	<p>A customer, Third-party Intermediary or provider insists upon receiving a commission or fee before signing contract with SG. You are faced with the choice of paying or losing the deal. <i>You must refuse</i> to make any payment and abandon the planned transaction, after having informed your manager and DCO, even if your correspondent is very insistent and attempts to intimidate you. e.g: A journalist contacts you to obtain information concerning a potential merger between two international companies, both BRD clients, on which you are working, in exchange for a significant reduction on the cost of advertising inserts related to BRD .<i>You must refuse</i> this proposal and refrain from making any comments to the journalist and inform your manager and DCO.</p>

## 2) Recruitment and evaluation of employees

The Bank 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 bank 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 Bank/Group values, particularly those relating to the fight against corruption.

ATTITUDE TO ADOPT	WHAT SHOULD ALERT YOU	WHAT TO REFUSE
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- During a recruitment campaign, you realize that one of the candidates is the son of the mayor of town where your local branch is located. You also realize that your local branch has filed a request for a building permit to the mayor's office. *You must alert DCO* for further analysis of the application.
- 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.
- 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 he followed the normal application routes. You must inform your hierarchy as well as DCO

### 3) Offer or receive gifts or / invitations to business meals or external 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.

Eg: receiving a „martisor” on March 1st, a greeting card on a family event (birth, wedding) such courtesies are generally permitted. If you find yourself in such a situation, you should refer to internal instructions and, if necessary, raise it with to DCO.

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

The risks associated with gifts and invitations to events are higher when the prospective recipient is a Public Official or a Publicly Exposed Person (“PEP”). Always remember to consult the relevant procedures and DCO before offering anything of value to a Public Official, Publicly Exposed Person (“PEP”).

There may be differences in cultural practices in some parts of the world, in which case references should be made to the internal regulations or advice should be sought from DCO, which will indicate the appropriate course of action.

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

#### THE RIGHT APPROACH TO TAKE

You are thinking of sending a customer a Christmas present or an invitation to an event (sponsored or not by BRD). You must first consult and comply with your internal regulation 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 normative or the value of the

#### WHEN TO EXERCISE CAUTION

A customer with whom you have had a business relationship for years has invited you to an event (e.g. Grand Slam tournament or an international artist's concert). *You should consult* your internal regulation related on gifts, business meals and external events beforehand, comply with it and report to your manager and DCO

#### WHAT TO REFUSE

- 1/A business relationship (customer, prospect, supplier, etc.) offers you a gift in cash or cash equivalents.
- 2/ A supplier invites you (e.g. to a restaurant or prestigious event, etc.) to discuss the conditions for renewing a supply contract for BRD during a tender period.
- 3/ You are planning to invite a customer to a “Relais & Châteaux”

<p>gift or invitation exceeds the thresholds defined.</p> <p><i>You should refer</i> to your manager and DCO before acting if you have any doubts about the acceptability of the gift or entertainment.</p>	<p>as you must ensure that this is not an undue advantage.</p>	<p>with his/her spouse for a weekend during which you will negotiate the sale of a product.</p> <p><b>You must</b> politely decline the gift or invitation and not offer such gifts or invitations and inform your manager or DCO as soon as possible. Where there is an ongoing business relationship and the gift or invitation may appear lavish, this is inappropriate.</p>
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#### 4) Using a Third-Party Intermediary or a Supplier

<p>Acts of corruption and influence trafficking carried out by Third-Party Intermediaries (e.g. agents, introducing brokers, business providers, distributors, etc.) or suppliers of goods or products and non-financial service providers could engage bank’s civil, administrative or criminal liability and/or that of its Employees. A high number of corruption / influence trafficking cases worldwide involve Third-Party Intermediaries.</p>	<p>Payments to Third-Party Intermediaries or suppliers shall only be made upon presentation of an adequate invoice, and if they are (1) lawful, (2) proportionate to the service provided, and comply with: (3) BRD/SG rules, (4) the terms of the contract (which must necessarily include anti-corruption clauses), and (5) all applicable local policies. No payment shall be made without the appropriate documentation (including anti-bribery clauses, approved according to this regulation), 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.</p>
<p>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 has not been verified by the relevant parties, in particular the Compliance department.</p> <p>Any fact 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 force before all identified suspicions or concerns have been duly handled and resolved by the adequate services.</p>	<p>You must exercise caution if a transaction under consideration involves a Third-Party Intermediary or Supplier retained by another party to the transaction.</p> <p>The Bank shall be extremely cautious in these situations and verify, if necessary, with DCO, that the third-party intermediary or supplier complies with the Bank’s standards and can, therefore, be hired.</p>

#### THE RIGHT APPROACH TO TAKE

#### WHEN TO EXERCISE CAUTION

#### WHAT TO REFUSE

<p>Third-party intermediaries or suppliers must be selected in strict compliance with all applicable bank’s instructions, policies and procedures.</p> <p>You must be especially vigilant and make sure that risk-based due diligence has been conducted when</p>	<p>You have the slightest doubt about an amount on an invoice from a Third-Party Intermediary or Supplier, with respect to services provided or a request for the reimbursement of expenses (based on the supporting documents provided). <i>You must inform</i> your manager and DCO. No payment shall be made until all</p>	<p>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 that the amount be paid into an account held with a bank located in a country with a high level of banking secrecy (e.g.</p>
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selecting third-party intermediaries or suppliers.

*You must in particular check* Third-Party Intermediaries or Suppliers' reputation, background, and professional competence, and ensure that such facts are documented and stored. *You must consult* imperatively your manager and DCO 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 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.

doubts or concerns have been dispelled.

Switzerland, Monaco, Lebanon, Lichtenstein, Singapore, etc.) or which is not the country of residence of either the Third-Party Intermediary or the customer and satisfactory explanations has not been received. *You must refuse* to make the payment and inform your manager and DCO as quickly as possible.

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

**You must decline this invitation** as it is against the Bank's 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 DCO as soon as possible.

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## 5) "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. **The facilitation payments are forbidden** in the bank

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### THE RIGHT APPROACH TO TAKE

A government department or authority asks you to pay a fee (e.g. administrative fee) for a licensing procedure or administrative authorisation. Such a fee is entirely legitimate and proper if it is formalised in an official public document. *You must refer* the question to your manager and/or DCO 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 regarding a licensing request sends you an email from his or her personal mailbox asking you to contact them via a non-professional line. *You must inform* your manager and DCO as quickly as possible. This is unusual and it may be an attempt to pressure you into making a facilitation payment to obtain the licence.

### 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 licence requested. *You must refuse* to pay and inform your manager and DCO as quickly as possible. This is a request for a facilitation payment, which is prohibited by the bank.

## 6) Sponsorship and patronage

Legitimate charitable contributions, patronage actions and event sponsorships using BRD/SG funds or resources are in principle authorised. However, the bank must make sure that these contributions are not, in fact, a means of making payments, which may amount to corruption or influence trafficking (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 or patronage action.

Moreover, sponsorship or patronage actions made to organisations linked to a Government Official, a client or a prospect (who may be, for example, a board member of the organisation) as well as any sponsorship or patronage action, request or suggestion made by a client / prospect must be subject to close scrutiny. They always require the approval of the entity's management and, if necessary, request an opinion from DCO.

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

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### THE RIGHT APPROACH TO TAKE

Your branch or your team has received a request to subsidize a concert or cultural event to raise funds for a charitable cause. Before accepting, *you must check* that this complies with bank's internal guidelines and policies and carry out the appropriate due diligence (internet research on reputation, links with BRD customers or projects) to be certain of the lawfulness of the subsidies in question and the absence of their use as a means of corruption. *You must also refer* the matter to your manager, and/or DCO and , when necessary, Societe Generale's Communications Division.

### WHEN TO EXERCISE CAUTION

A local mayor has requested a charitable contribution as a sponsorship or patronage action in aid of a local sports club. Particular vigilance is required because the request came from a public official. *You must determine*, together with your manager and DCO, the underlying intentions to ensure that they are entirely disinterested and whether a contribution by bank could constitute or be perceived as constituting an act of corruption or trading in influence. You should refer to internal policies related to gifts and entertainment to determine whether the contribution or sponsorship is permissible and what the process for pre-approval is.

### WHAT TO REFUSE

A local authority is looking for a bank to fund the renovation of a school. One of the city councillors has requested a charitable contribution or sponsorship of the local sports association chaired by him/her. He/she indicates that he/she can convince the City Council to retain bank in return. *You must refuse* to make the payment and inform your manager and DCO as quickly as possible. The city councillor appears to be soliciting something of value in exchange for influencing the City Council in its decision making process.

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## 7) Political and religious donations

Within the framework of their professional activities, BRD 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 the bank.

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

You should refer to internal standards for procedures and possible restrictions on political and religious donations.

In any event, BRD is publically and religiously neutral in all circumstances.

THE RIGHT APPROACH TO TAKE	WHEN TO EXERCISE CAUTION	WHAT TO REFUSE
<p>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. <b>You must inform</b> your manager and DCO without delay and refuse the solicitation.</p>	<p>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.). <i>You must inform</i> your manager and DCO as quickly as possible to determine whether the donation is appropriate. One of your customers request that you use the Bank’s resources to provide printed signs and refreshments to a gathering of a political party. <b>You must refuse:</b> The use of Bank’s resources to support a political party may be considered an in-kind contribution, equivalent to providing financial support.</p>	<p><i>You must refuse</i>, in response to a customer’s, suppliers or Third-Party Intermediary’s request, to make any donations 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 an attempt to obtain subsequent undue benefits.</p>

### 8) Corruption or influence trafficking related to BRD customers

BRD must be alert to red flags that the financial services provided, such as accounts, are being used by customers to launder the proceeds of corrupt activities or influence trafficking. Compliance with legislative/internal regulations related to AML/KYC is essential to prevent this.

Bank’s 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 loan, etc.) under more

favorable terms, including in the form of beneficial contractual conditions (such as pricing conditions, etc.) or a relaxing of Bank’s rules (such as the Bank’s waiver of potential claims in the context of a recovery procedure, etc.). Such requests or proposals could be considered an undue advantage to the customer. As such, the 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 DCO upon receipt of any of such requests or proposals.

THE RIGHT APPROACH TO TAKE	WHEN TO EXERCISE CAUTION	WHAT TO REFUSE
<p>In the event of any doubt or suspicion over the lawfulness of a transaction requested or carried out by an BRD customer or in the event of negative information via the press or social</p>	<p>1/ one of your corporate customers regularly makes international transfers of significant amounts to destinations not consistent with the stated economic purpose or business</p>	<p>One of your customers, a company operating in civil engineering on behalf of various sovereign states asks you to set up an off-shore trust (e.g. Panama, OECD non-</p>

media networks related to allegations or evidence of corruption involving a customer's reputation, *you must inform* your manager and DCO, in accordance with the policies and procedures related to financial crime, including the anti-money laundering and anti-bribery rules.

profile. 2/ Your attention has been drawn to the existence of international cash transfers on accounts opened in the name of non-resident clients who are Publicly Exposed Persons (PEP) public officials or persons close to such persons. *You must inform* your manager and DCO as quickly as possible in accordance with the policies and procedures related to financial crime, including the anti-money laundering and anti-bribery rules.

cooperative country, Switzerland), with the wife or children of a minister as ultimate beneficiaries. *You must refuse* any involvement in this transaction and inform your manager and DCO as quickly as possible. This is a red flag because there does not appear to be a legitimate purpose for setting up a trust for the benefit of government officials in a country with high level of banking secrecy. You are asked by a client to intervene in his favor regarding the decision on a loan application despite the fact that his debt profile precludes him from receiving a loan. To thank you, he invites you to dinner in a fancy restaurant. **You must decline this invitation** and inform your manager and DCO.

## 9) 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 the bank to govern the advocacy activities are contained in the internal regulations. They are also standardized by French regulations (Sapin II) for advocacy activities that fall within its scope of application.

### THE RIGHT APPROACH TO TAKE

If you are authorized or led to take action to represent the interests of the Bank, you must inform your advocacy correspondent of your willingness to carry out an advocacy action prior to any advocacy action. You must also be aware of and comply with the bank's internal rules relating to advocacy and the fight against corruption.

### WHEN TO EXERCISE CAUTION

The public affairs firms and external consultants with which the bank occasionally collaborates do not accept or comply with the applicable internal, legal or regulatory rules. In such a situation, you should contact DCO and advocacy correspondent.

### WHAT TO REFUSE

Your bank prohibits advocacy actions. At a time when a bill with an impact on the Bank's activity is being discussed at the Chamber of Deputies you invite a friend who is a Member of Parliament (MP) to a private lunch at a restaurant. As a MP, he will be asked to take part in the vote for or against this law: **You must refrain**, during this lunch, from sharing BRD's position and trying to influence the MP's position on the bill. As advocacy is prohibited on your 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.

## 10) Conflicts of interest

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

Each employee must declare to DCO 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 that of the bank;

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

The list of situations concerned is not exhaustive and employees are invited to consult DCO in case of doubt as to whether a conflict of interest exists.

Each employee must also refer to the principles of the Deontology Code to find out about the regulatory obligations incumbent with regard to conflicts of interest.

Normative frameworks are implemented at Bank level in order to prevent and manage conflicts of interest in an appropriate manner

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### THE RIGHT APPROACH TO TAKE

You are the decision-maker in granting a line of credit to a client who is about to sell you a property. **You must promptly disclose this to DCO** 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 credit rate that is not in line with market conditions or his financial situation. Similarly, you may be tempted to offer him a more favorable credit rate in order to obtain a more favorable purchase price for the property.

### 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 DCO** in accordance with the Conflict of Interest management rules and procedures. In both of these 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 department within the Bank organizes an event and calls on your services without a call for tenders. **You must refuse** to provide this service to your department and inform DCO 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.

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## 11) 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.

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**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**

1/ You have the slightest doubt regarding an invoice that would appear not to correspond to a service provided or which is obviously under or over-valued.  
2/ You discover that “procurement” procedures, for a given supplier, have been circumvented or not been respected.  
3/ 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 DCO as quickly 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 line manager to carry out a transaction (loan, market transaction, etc.) despite the fact that you have not gathered the documents necessary to approve the transaction and additionally all the indicators (internal validations, risk indicators, messages from entities within the bank) lead you to believe that the transaction has not been authorised. *You must refrain* from concluding the operation and inform the matter to DCO and, if need be, exercise your whistle-blowing rights.

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