



# Code Against Corruption and Influence Peddling

Updated 01 March 2020

**AKWEL**

EFFICIENT AUTOMOTIVE  
SOLUTION

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## MESSAGE FROM THE PRESIDENT

Our priority has always been to conduct our activities in an ethical manner, whether in France or elsewhere in the world. Consequently, it is particularly important that all of our employees, managers and corporate officers should know and comply with all laws and regulations regarding the fight against bribery and influence peddling in relationships with customers, suppliers and, more generally, AKWEL's partners.

Not only are bribery and influence peddling illegal and contrary to the fundamental values of our Company, but they also restrict competition and have an impact on growth.

Consequently, the aim of this Code Against Corruption and Influence Peddling is to implement measures to ensure that all our employees, managers and corporate officers, wherever they are located, can:

- prevent any involvement by AKWEL in practices involving bribery and influence peddling and, where relevant,
- report any practices involving bribery and influence peddling.

Employees, managers and corporate officers who find themselves faced with practices involving bribery and influence peddling are requested to contact the Legal Department.

Each of our employees, managers and corporate officers is responsible for ensuring that they are familiar with laws against bribery and influence peddling; for example, the US Foreign Corrupt Practices Act, the UK Bribery Act 2010, the French Sapin II law, etc.

This Code applies to all employees, managers and corporate officers of the AKWEL Group.

Mathieu COUTIER

President of the Executive Board

## DEFINITIONS

Terms starting with a capital letter are defined as follows:

**"Public official"** means:

- any person invested with decision-making authority; that is, any person delegated by a public authority with the power to make decisions or to apply constraints (that they exercise permanently or temporarily);
- any person entrusted with a public service role; that is, any person who, although not having received power from the public body to make decisions or to apply constraints, still performs a duty for the general public;
- any person assigned an elected public mandate; that is, any elected person tasked with acting in the name of and on behalf of their electors, whether or not they have the authority to make decisions or to apply constraints.

**"Advantage"** includes any service (in cash or in kind), payment, gift, service, loan, hospitality (defined below), contribution, donation, subsidy or sponsorship, and more generally anything which confers a benefit to the recipient, regardless of its nominal value.

**"Employee"** means any staff member, external or occasional worker (temporary staff, service provider, apprentice, trainee, etc.), corporate officer and manager of the AKWEL Group.

**"Laws against bribery and influence peddling"** means any applicable law or regulation covering the improper offering, gifting or acceptance of an Advantage, as well as any other applicable international convention, including the Organization for Economic Cooperation and Development (OECD)'s Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the United Nations Convention against Corruption and the Council of Europe's Criminal Law Convention on Corruption.

**"Person"** means any Public Official or person governed by private law, whether a natural person, a legal person, a company, a partnership, an association, a foundation, a trust or any other entity.

**"AKWEL Group"** means AKWEL and any company:

- in which AKWEL directly or indirectly holds a share of the capital conferring on it the majority of voting rights in the general meetings of that company;
- in which AKWEL alone holds the majority of voting rights by virtue of an agreement concluded with other partners or shareholders and which is not contrary to the interests of that company;
- in which AKWEL plays a de facto role, through the voting rights it holds, in making decisions at the general meetings of that company; or
- of which AKWEL is a partner or shareholder and has the power to appoint or dismiss the majority of the members of that company's administrative, management or supervisory bodies.

**"Hospitality"** means costs of travel, meals and accommodation.

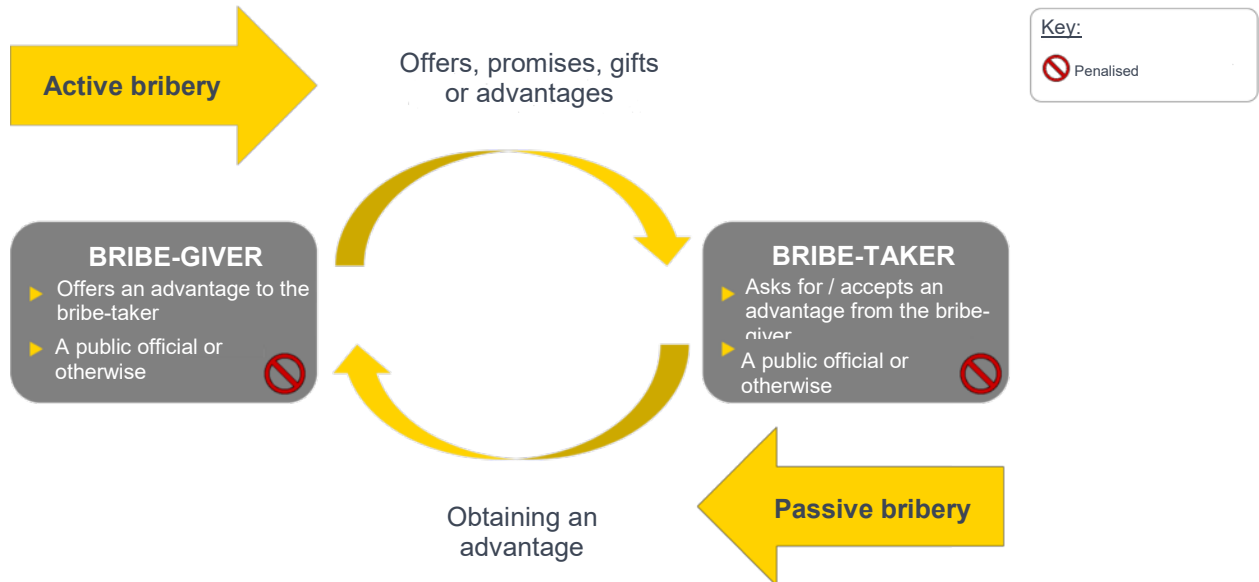
**"Third Party"** means any natural person, legal person, company, partnership, association, foundation, trust or other entity acting or responsible for acting on behalf or for the benefit of our Company, including, without limitation, commercial agents, consultants, business introducers, distributors, joint-venture partners, or joint ventures not controlled by our Company (see definition of "Company" below).

**"Company"** means the AKWEL company.

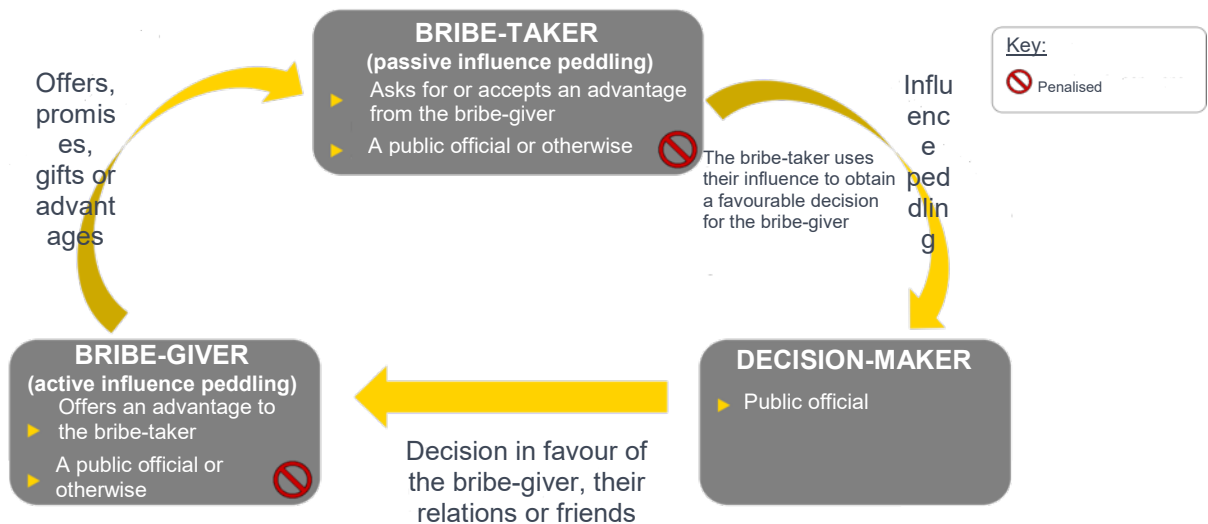


## GENERAL PRINCIPLES

The AKWEL Group and its Employees are prohibited from giving, offering or promising to give any Advantage, whether directly or indirectly, to any Person for the purpose of obtaining, or avoiding, the fulfilment of an act by that Person in the exercise of their duties.



The AKWEL Group and its Employees are prohibited from giving, offering or promising to give any Advantage, whether directly or indirectly, to any Person for the purpose of taking unfair advantage of the actual or supposed influence of the beneficiary of the Advantage with a view to obtaining special treatment, a job, a contract or any other favourable decision from a public authority or administration.



The AKWEL Group and its Employees are similarly prohibited from seeking or accepting any Advantage, whether directly or indirectly, from or on behalf of any Person in connection with the improper provision of a function or activity within or for the AKWEL Group.

The differentiating point between influence peddling and bribery is that the offence of influence peddling is not focused on the decision-maker (Public Official) but on persons with close links to power who attempt to obtain advantages through their situation by influencing the decision-maker.

Note that it is sometimes difficult to differentiate between illicit influence peddling and legitimate lobbying, as the offence of influence peddling generally comes into play in cases where the beneficiary of the advantage acts with the intention to bribe. All use of lobbyists to this end is prohibited.

## APPLICATION OF THE CODE

### RELATIONS WITH PUBLIC OFFICIALS

Subject to the rules set out in this code, relationships with Public Officials are permitted if they are objectively and directly prompted by legitimate professional reasons.

All relationships must be in good faith and duly recorded and documented.

### PROCEDURE REGARDING GIFTS AND HOSPITALITY

An occasional gift may be offered provided that it is of modest value, of an appropriate kind, in line with local commercial regulations and practices, and does not affect – or is not likely to give any Third Party the impression that it could affect – the outcome of commercial transactions. In any event, particular attention must be paid to gifts given to Public Officials.

Occasional hospitality may be offered or accepted by Public Officials and other Persons, provided that it is motivated by legitimate professional reasons, and is reasonable and proportionate.

### DEALINGS WITH THIRD PARTIES

As indicated above, the Anti-Bribery and Anti-Influence Peddling Laws and this Code prohibit any form of indirect bribery/influence peddling, including where offered or accepted via the intermediary of Third Parties. The AKWEL Group may potentially have dealings with Third Parties around the world, and must ensure that its standards of integrity and ethics are respected by those acting on its behalf.

Consequently, the AKWEL Group has developed a specific procedure to be followed in assessing the situation of Third Parties. Employees of the AKWEL Group must not have dealings with Third Parties outside of this procedure.

### "FACILITATION" PAYMENTS

"Facilitation" payments are defined as payments made for the purposes of accelerating or facilitating a Public Official's performance of routine public functions.

These facilitation payments are generally of low value, and are made or requested by lower-level Public Officials in order to induce them to perform their functions, such as:

- issuing licences or granting permits that our Company and its Employees have the right to receive;
- registering or acknowledging receipt of a response to a call for tender;
- offering police protection.

Even though "facilitation" payments may not be illegal and represent standard business practice in some countries, the AKWEL Group has a policy of prohibiting such payments.

### POLITICAL CONTRIBUTIONS AND DONATIONS

Political contributions and donations are contributions or donations, whether financial or in-kind, made to a candidate for political office or for the benefit of a political party or organisation.

Such donations and contributions are prohibited.

## CONFLICTS OF INTEREST

A conflict of interest arises from a situation in which an Employee of the AKWEL Group has a personal interest which influences the performance of their functions or is likely to cause a conflict with the interests of the AKWEL Group. Conflicts of interest may affect impartiality or cast doubt on the Employee's ability to assume their responsibilities objectively.

AKWEL Group Employees facing situations of conflict of interest must immediately report this fact. If the party involved is a non-management employee, their first action should be to inform their line manager.

In any event, they must refrain from participating in the applicable decision.

## PATRONAGE

Patronage is a donation, in the form of financial or material assistance, to an organisation in support of a project of general interest (art and culture, science, humanitarian and social projects, research, etc.).

All patronage projects must be lawful and in accordance with AKWEL Group policy, and have received the approval of the AKWEL Group's communication department.

## SPONSORSHIP

Sponsorship is a communication operation which consists of contributing financially and / or materially to a social, cultural or sporting activity with a view to obtaining a direct benefit: the promotion of the AKWEL Group's values and the enhancement of its reputation.

All sponsorship projects must be lawful and in accordance with AKWEL Group policy, and have received the approval of the AKWEL Group's communication department.





## TRAINING

Employees are required to read this Code and participate in training sessions organised by the AKWEL Group to raise their awareness of anti-bribery measures.

New Employees are given such training as soon as they assume their roles.



## REPORTING

It is everyone's responsibility to ensure that the measures set out in this Anti-Bribery and Anti-Influence Peddling Code are upheld. In case of doubt or questions about the rules set out in this Code, AKWEL Group Employees must contact the AKWEL Group's legal department.

All Employees have the right to report concerns regarding potential violations of this code by means of a whistleblowing alert mechanism implemented within the AKWEL Group in accordance with the provisions set out in the dedicated procedure ("AKWEL Group Professional Alert Procedure") available via the Group's collaborative space and the AKWEL Group's website.

In principle, the whistleblower must identify themselves when issuing the alert.

In exceptional circumstances, an alert may be made anonymously, on condition that the serious nature of the facts in question can be established and the factual information is sufficiently detailed.

Information which could potentially identify the whistleblower may only be disclosed (except to the judicial authority) with the whistleblower's consent.

Information which could potentially identify persons being reported via such alerts may only be disclosed (except to the judicial authority) once the reported allegations have been proven.

Reporting of violations remains optional. However, employees are strongly encouraged to report all misconduct of which they become aware, as such misconduct can have serious repercussions for our Company.

Any person who makes such a report in bad faith – for example, by submitting false or inaccurate information intentionally or with malicious intent – is liable to disciplinary and/or criminal sanctions.



## SANCTIONS

Any violation of the anti-bribery and anti-influence peddling laws is an offence punishable by criminal and civil sanctions against offenders and guilty/responsible parties, including Group Employees.

Furthermore, failure to comply with anti-bribery and anti-influence peddling laws and this code is liable to disciplinary measures against employees, as specified in the Company's internal regulations.

# QUESTIONS / ANSWERS

Questions	Answers
<p>Did you know that our company is not allowed to offer gifts to Public Officials? Can you give that Official a gift, from your own pocket, to thank them for their help in obtaining a strategic contract?</p>	<p>Making a gift of this kind to a Public Official constitutes an offence (regardless of whether the gift is given by you, from your own funds, or by our Company). In short, it is illegal to make such a gift. By acting in this way, you place yourself and the company at risk.</p>
<p>A Public Official requests compensation to facilitate the issue of a licence within a shorter time period. Can you accept this offer in order to meet your deadlines?</p>	<p>You must not under any circumstances agree to make such a payment with the aim of accelerating or facilitating the decision-making process. Such payments are contrary to the values of our Company, even if made in a country where it is customary to do so. If you are unable to meet your agreed deadlines, contact your line manager to seek a solution together.</p>
<p>You are responding to a call for tenders. The purchasing manager who initiated the process, who you have worked with in the past and get on well with, asks to you arrange a factory visit. He asks whether his son, who takes an interest in his business activities, can also be invited. What should you do?</p>	<p>Under no circumstances should you make arrangements involving a customer's family. In doing so, you would be offering that customer a gift, which would constitute an offence.</p>

**AKWEL**

Head office

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