



ANTI-BRIBERY AND ANTI-TRADING IN INFLUENCE

POLICY

I. INTRODUCTION

Verallia is one of the world leaders in the glass industry. As our customers' partner, we seek to anticipate their needs and to respect the promise made to them: quality, logistic service and design that meeting their expectations.

Rejection of all forms of active or passive bribery is a long-standing principle that guides our actions and is shared by all of us. We apply this principle in our business practice, in our relationships with private or public partners, and in both domestic and international transactions.

Bribery is also a major impediment to economic development and an obstacle to healthy and active competition. To mark its commitment, Verallia shares the principles of the OECD and adheres to the United Nations Global Compact, the 10th principle of which states: *"Businesses should work against corruption in all its forms, including extortion and bribery"*.

Any violation of Anti-Bribery and Anti-Trading in Influence Laws is an offence punishable by criminal and civil sanctions for transgressors and offenders, including employees, officers or directors of the Company and the Company itself.

The Sapin II Law of 9 December 2016 introduced an obligation to put in place measures to prevent and detect cases of bribery and trading in influence, both in France and abroad.

Accordingly, the purpose of this anti-bribery and anti-trading in influence policy is to provide information so that our employees, officers and directors, wherever they are located, can:

- (i) prevent our Company from being involved, both in France and abroad, in any bribery and trading in influence practices and, as the case may be,
- (ii) report, both in France and abroad, any bribery and trading in influence practices.

It is the personal responsibility of all of our employees, officers and directors to make sure they are familiar with the Anti-Bribery and Anti-Trading in Influence Laws and to distribute this Policy.

Definitions

"Anti-bribery and anti-trading in influence laws" means any applicable national law or regulation covering any form of bribery and the general improper offering, giving or receiving of an Advantage, including, together with any other applicable international conventions, including the Organisation for Economic Co-operation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the United Nations Convention against Corruption and the Council of Europe Criminal Law Convention on Corruption, as transposed into national law. This term also refers to any foreign laws or regulations that would apply to our employees, officers and directors, because of their duties or activities, for their provisions which are stricter than the applicable national law.



“Company” means Verallia Packaging, and all companies controlled by Verallia Packaging namely any company:

(1) in which Verallia Packaging directly or indirectly holds a fraction of the capital giving them the majority of the voting rights at that company’s general meetings,

(2) in which Verallia Packaging alone holds the majority of the voting rights in that company by virtue of an agreement entered into with other partners or shareholders and this is not contrary to the company's interests,

(3) in which Verallia Packaging effectively determines the decisions taken at that company's general meetings through the voting rights it holds, or

(4) in which Verallia Packaging is a partner in, or shareholder of, that company and has the power to appoint or dismiss the majority of the members of that company's administrative, management or supervisory bodies.

“Advantage” refers to any benefit, payment, gift, service, loan, job offer, hospitality, contribution, donation, grant or sponsorship, and more generally anything of interest to the beneficiary (in cash or in kind).

“Government Official” means:

- any person in a position of public authority, i.e. any holder, by the delegation of the public power, of a decision-making or an enforcement power (whether exercised permanently or temporarily);
- any person entrusted with a public service task, i.e. any person who, without receiving a decision-making or an enforcement power awarded by the public power, performs a general interest task all the same;
- any person holding a public elected office, i.e. any elected person who is responsible for acting in the name and on behalf of his voters, whether or not with a decision-making or an enforcement power.

II. REMINDER OF THE GENERAL PRINCIPLES OF PROHIBITION

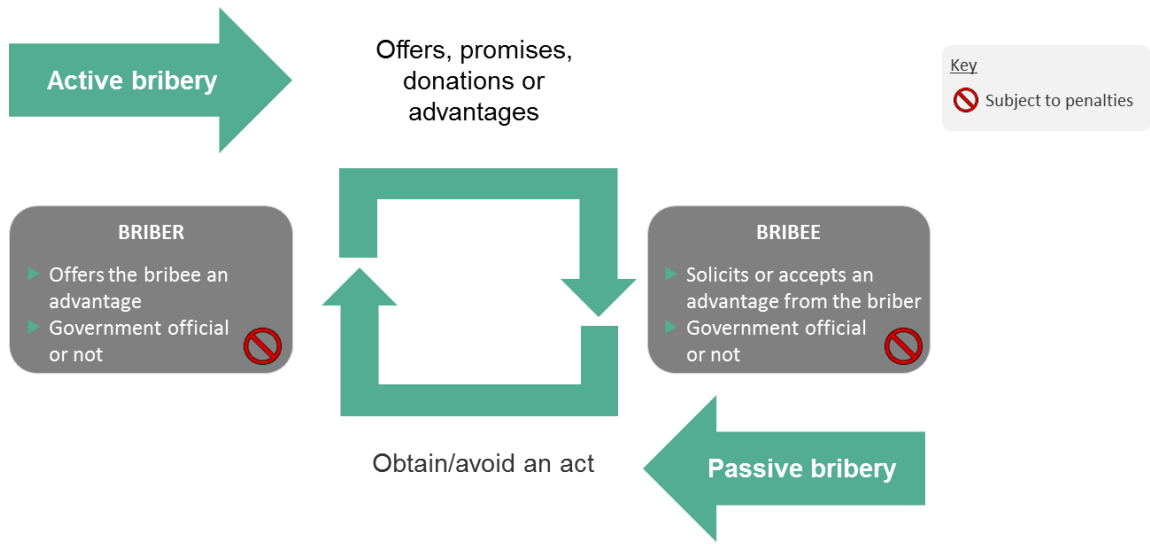
ACTIVE BRIBERY

It is forbidden to bribe, that is, to give, offer or promise to give, any Advantage to any person with the goal of obtaining or avoiding the performance of any act by that person in the course of his functions.

Example of active bribery

Due to a change in conditions of use of your plant, you have to request an amendment to your operating permit. To accelerate the process, you plan to offer the Government Official in charge of this permit two very good seats for the final match of a football tournament.

This is a case of **public active bribery**. You **should not offer an Advantage** to this Government Official to facilitate your processes.



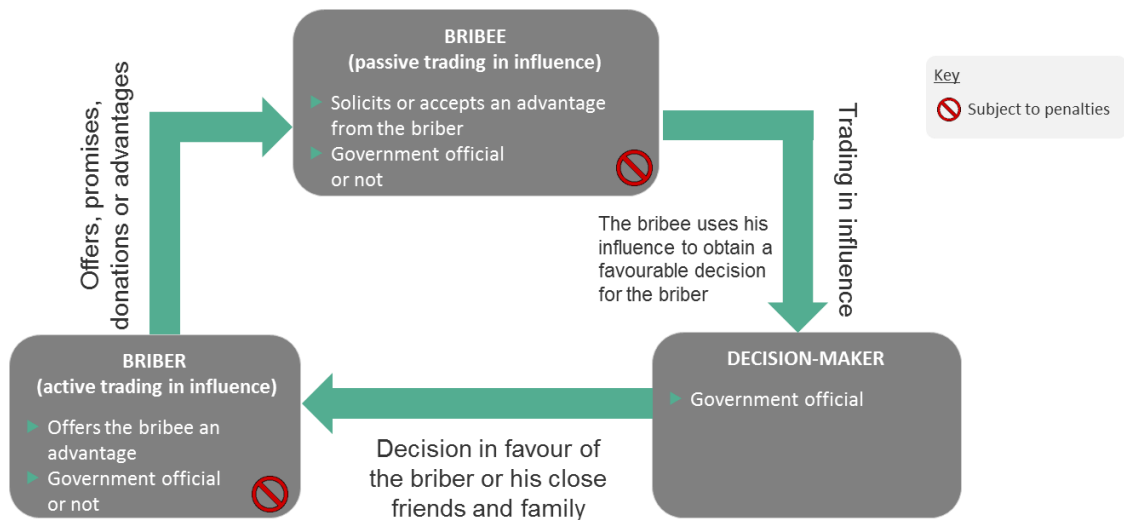
TRADING IN INFLUENCE

Trading in influence is also prohibited, i.e. giving, offering or promising to give any Advantage to any person for the purpose of abusing his actual or supposed influence to obtain from a public authority or a Government Official a distinction, a job, a contract or any other favourable decision.

Example of trading in influence

Rather than offer these football tickets to a Government Official, you plan to offer them to one of your friends: he has told you that he knows the Government Official in question and has offered to talk to him.

→ This is a case of **trading in influence**. You **should not offer an Advantage** to this friend so he will try to influence the decision of the Government Official.



PASSIVE BRIBERY

Finally, being corrupted is prohibited, i.e. soliciting or accepting any Advantage from any person in connection with the improper performance of a function or an activity at our Company (the difference being that in this case, our Company, its employees, officers or directors would be beneficiaries of the Advantage).

Example of passive bribery

You respond to a call for tenders for a bottle supply contract and you think you are among the top three candidates because your bid is competitive. Two days after your meeting with the tender committee, you receive a call from a person who worked on the tender procedure. He tells you that he has information about the competing offers and offers to send it to you in exchange for a case of good wine.

This is a case of **private passive bribery**. You should **formally refuse to give anything whatsoever** to this person in exchange for information.

Some clarifications

⇒ Public and private bribery (or public and private trading in influence)

Bribery is public when it involves a Government Official. It is private when it involves a person from the private sector.

In trading in influence, the decision-maker whose decision is sought is a Government Official, but the person who abuses his influence to obtain that decision may be a person from the public sector or a person from the private sector.



⇒ Direct and indirect corruption (or direct and indirect trading in influence)

Bribery and trading in influence can be direct but can also be indirect through a third party.

⇒ National and international bribery (or national and international trading in influence)

Bribery and trading in influence can result from acts in the national territory or abroad.

⇒ Difference between trading in influence and bribery

The distinguishing feature is that the offence of trading in influence does not directly target the decision-maker (Government Official), but those persons who, close to the power, try to obtain advantages because of their situation by seeking to influence the decision-maker.

⇒ “Advantage”

This term refers to any benefit, payment, gift, service, loan, job offer, hospitality, contribution, donation, grant or sponsorship, and more generally anything of interest to the beneficiary (in cash or in kind).

III. APPLICATION OF THE POLICY

a. GIFT

Definition

“Gift” means any object offered for no payment, an offer of accommodation or a meal invitation, or any other Advantage enjoyed by the beneficiary for free and which has a value.

Applicable rules

A Gift must be a gesture of pure courtesy as part of normal business relation, in accordance with the customs of the country where the Gift is made.

General rule – Therefore, it is prohibited to propose or offer, or receive, Gifts:

- in excess of a low value;
- whose frequency is not limited; and
- that are not in line with a purely professional scope.

The maximum values can only be set by President of Verallia Group for each country where the Group is present taking into account the regulatory and economic local context and the standard of living in the relevant country.

Rule – Specifically regarding *Gifts offered to third parties*:

- They cannot be included in an expense report; they must be purchased in compliance with the applicable purchasing procedures;



- They must be distributed according objective criteria;
- They must be offered only to persons directly involved in the business relationship with the company;
- In addition, the giving of Gifts or invitations to elected representatives, public authorities or administration agents or other Government Officials, may only be considered following the prior written express consent of the Verallia Group Department Director and the Verallia Group Legal Director.

For example, you cannot offer to pay for a client's weekend in Paris.

Rule – Specifically regarding Gifts received from third parties:

- They must be received at the professional address,
- They should in general be pooled and shared between the members of the department or service concerned or given to a charity, Acceptance of invitation to sporting, cultural or other events is only acceptable by an employee if justified by a specific business interest for the company and if authorized in writing beforehand by the Department Director.
- It is strictly forbidden for any Group employee to ask in any way whatsoever for a Gift or other favour from a business partner, whoever this may be.

For example, you are one of the purchasers of our Company and a supplier invites you to attend the final match of a football tournament.

- ⇒ You **cannot accept** such an invitation without having first obtained written authorisation from the Director of your Department. Any invitation must be authorised by the Department Director.

In case of doubt, seek the advice of the Compliance Officer or Chief Legal Officer.

For more specific information, all employees, officers and directors have access to the “**GIFTS AND INVITATIONS**” **POLICY** available on the Intranet – Compliance section or from the company's Human Resources Manager.

b. CONFLICT OF INTEREST

Definition

There is a conflict of interest when direct or indirect personal interests in the private life of an employee, officer and director of our Company are or may be in conflict with the interests of our Company and may, therefore, put the employee, officer and director in situation of not acting in the best interests of our Company. It may be direct or indirect personal interests of an employee, officer and director or of people close to them (spouse, friend, relative or person who has influence over him/her). The conflict can also arise from extra-professional relationships with customers, suppliers, partners or competitors of the Company, or other parties involved in economic or public life.

Applicable rules

- *Rule* – To prevent and manage any risk of conflicts of interest, all employees, officers and directors of our Company must acknowledge the “**CONFLICTS OF INTEREST**” **POLICY**, which details in particular the main situations that run a risk of conflict of interest as well as the measures to take to avoid this risk.
The Conflicts of Interest Policy is available on the Intranet, Compliance section, or from the company’s Human Resources Manager.
- *Rule* – When an employee, officer or director is or is likely to be in a situation that could lead to a conflict of interest, he must notify his immediate supervisor, the senior level of his line management and the Human Resources Manager of his company in writing. He must then agree to accept the decisions made, which, for example, may lead him to withdraw from a negotiation or a decision-making process and to be temporarily replaced.

For example, as a Client Manager, you are in charge of negotiating with a new client. Your cousin’s wife is a purchaser at this business.

- ⇒ You **should not be in charge of this agreement** insofar as there is a risk of conflict of interest. In this case, you should approach your supervisor to find a solution.

c. USE OF A THIRD PARTY

Definition

“Third Party” means any person acting with an entity or a person in the interest of another entity or person who has duly authorised him for such purpose, to obtain or facilitate the conclusion of a transaction for his principal.

Applicable rules

Anti-bribery and anti-trading in influence laws and this code prohibit any form of indirect corruption/trading in influence, including made or received through Third Parties.

Our Company uses Third Parties. Therefore, it needs to ensure that its standards of integrity and ethics are adhered to by those acting on its behalf. Our Company could be prosecuted for any act of bribery or trading in influence committed by a Third Party.

Rule - Our Company has developed a **POLICY ON “COMMERCIAL AGENTS AND OTHER THIRD PARTIES AND SALES-RELATED SERVICE PROVIDERS”**, which must be applied in all of our relationships with Third Parties.

The Policy is available on the Intranet – Compliance section, or from your company’s Human Resources Manager.

Rule – Use of a Third Party without having first performed the due diligence established in this policy and signing an agreement is prohibited.

For example, you are looking for a Third Party to promote a new product/client search in a new market/a new country and an agent who would be very effective is recommended to you. Because you have very short deadlines, you decide to call this agent right away. During this phone conversation, you learn that the agent has good contacts in the market but does not have the necessary technical expertise or a robust infrastructure on the market. Moreover, you do not have information about his reputation. Given the urgency and the lack of alternatives, you decide to give him this contract immediately.

- ⇒ Even if you are in an urgent situation, you **should not use a Third Party without having first followed the procedure** established for this purpose (and in particular the performance of due diligence by sales management) and signing an agreement.

As another example, you have filed to obtain a new permit. The Government Official in charge of this permit gives you the contact details of a Third Party who he says can help you get the permit more quickly.

- ⇒ Here, the risk is that any amounts paid would correspond to a bribe indirectly paid to the Government Official. As a reminder, you should not use a Third Party without first following the due diligence procedure and signing an agreement.

d. RELATIONSHIPS WITH GOVERNMENT OFFICIALS

Subject to the rules set out in this policy, relationships with Government Officials are permitted if objectively and directly motivated by genuine business reasons.

Any relationships are to be bona fide and supported by proper documentation.

e. PROHIBITION OF “FACILITATING PAYMENTS”

Definition

“Facilitating payments” are defined as payments to a person made with the purpose of expediting or facilitating the performance by a Government Official of routine tasks.

Facilitating payments are typically of low value and made to – or demanded by – low-ranking Government Officials in order to induce them to perform their functions, such as:

- issuing licenses or granting permits that our Company, its employees, directors and officers have the right to receive;
- clear our goods through customs quickly;
- registering or acknowledging receipt of an application for an administrative procedure;
- providing police protection.

Applicable rules

Rule – Although the so-called “facilitating” payments may not be illegal and may be common business practice in some countries, our Company prohibits payment, directly or indirectly, by its employees, officers and directors of such facilitating payments.

For example, “facilitating payments” may include:

- ⇒ unofficial payment of a sum of money to a foreign Government Official to obtain a K-bis extract or a visa more quickly;
- ⇒ payment of a sum of money to a Government Official to thank him for his quick performance in customs clearance operations; or
- ⇒ payment of a small amount to an employee of an electricity company to have a power line put into service to power a site.

Even in urgent situations, making such payments with the purpose of expediting or facilitating the decision-making process is **strictly prohibited**.

f. POLITICAL DONATIONS AND CONTRIBUTIONS

Applicable rules

Political donations and contributions are financial/cash or in-kind donations or contributions made, directly or indirectly, to a candidate for political office or to a political party or organisation. They are prohibited.

Rule – In general, any form of funding of political parties or activities, directly or indirectly, even if permitted by local law, is prohibited.

II. PATRONAGE AND SPONSORING

PATRONAGE

Definition

Patronage is a material or financial support provided, without direct or indirect consideration from the beneficiary, to a work or a legal entity for activities of general interest.

Applicable rules

Rule – Any act of patronage is prohibited unless previously authorised by the General Management and the Legal Department of each company involved.

For example, our Company, after authorisation, commits to be a patron in a campaign to collect and recycle glass bottles to promote public awareness of the need to recycle.

SPONSORING (OR SPONSORSHIP)

Definition

Sponsoring (or sponsorship) is a material support given to a statement, a person, a product or an organisation in hopes of gaining a direct benefit. Sponsorship operations are intended to promote the image of the sponsor and include an indication of its name or its brand. The payment made by the Company does not constitute a donation, but rather compensation of the service provided by the partner organisation.

Applicable rules

Rule – Sponsoring (or sponsorship) is prohibited unless:

- Our Company receives actual and proportional consideration; and
- The sponsorship operation is previously authorised by the General Management and the Legal Department of each company involved.

For example, after authorisation, our Company may pay funds to an organisation to increase our Company's notoriety as part of a sponsorship action.

⇒ The consideration obtained **must be reviewed to validate** the sponsoring.

III. LOBBYING

Definition

Lobbying can be defined as an action taken to influence the decisions of a government or an institution.

Some national laws make lobbying activities subject to certain requirements.

Rule – To comply with these requirements, all employees, officers and directors must obtain the agreement of your company's General Management and the Legal Department of the Group before engaging in any lobbying activity.

For example, if you wish to contact a Member of Parliament to discuss a law on glass recycling, this communication may be considered to have the purpose of influencing this decision and thus may constitute lobbying.

⇒ As such, you **must obtain the authorisation** of your company's General Management and the Legal Department of the Group before any steps in this direction.