



GROUP POLICY

CONFLICT OF INTERESTS¹

A conflict of interest arises when the direct or indirect personal interests of a Verallia Group employee are, or may be, in contradiction with the interests of the Group entirely or of his group entity, putting the individual in a situation where he or she may not act in the best interests of the Group entirely or of his/her group entity.

Every Group employee, regardless of their position, refuses or avoids any compromise between their own personal interests and the interests of the Group entirely or his group entity under their charge.

Also, the Empowerment, a value stated in the Code of Conduct, the adherence to which is a requirement for belonging to the Group, prohibits the pursuit of self-interest where this conflicts with the company's goals.

Every Group employee must be particularly careful to avoid any situation presenting a conflict of interest.

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Who is concerned?

Any Verallia Group employee or person acting in the name or on behalf of the Group, who is or may be in such a situation.

What interests?

This policy applies to an employee's direct or indirect personal interests, or those of persons close to them, such as a spouse, friend, relative, or person who exercises an influence on the employee or on whom the employee exercises an influence – hereinafter referred to as a "***Close Contact***". A conflict may also arise from extraprofessional relationships with customers, suppliers, partners or competitors of the Group, or other individuals from the business world or public life.

¹ Updating of the previous CONFLICT of INTERESTS Policy of May 2016.

What are the common situations where a conflict of interest could arise?

- the existence of a business relationship either direct or through a *Close Contact*, with a customer or a supplier (in the broad sense of the word) liable to influence the decisions and/or behavior of a Group employee in performing their job duties;
- the direct or indirect participation of an employee or *Close Contact* in activities in competition with those of the entity to which the employee belongs;
- the direct or indirect implication of an employee or *Close Contact* in activities involving the distribution or marketing of products of the entity to which they belong,
- the direct or indirect granting from a business contact, whether requested or not, to an employee or *Close Contact* of financial benefits (such as loans, advances, guaranties, etc.), or non-financial benefits (such as gifts and travel arrangements which do not comply with Group policy),
- the use by a Group employee of his or her position in the Group to benefit personally or for the benefit of *Close Contacts*,
- the use by a Group employee of Group resources for personal purposes or for the benefit of his or her *Close Contacts*, except for tools provided by the employer for the employee's individual use, such as a PC or mobile phone, though their use should be reasonable and compliant with the Group's security policy,
- the provision to a Group entity, by a Group employee or by one of his or her *Close Contacts*, without payment, of movable property or real estate belonging to the employee or a *Close Contact*,
- the active intervention of a person holding authority within the Group to get the latter to hire or promote one of the employee's *Close Contacts*.

This list is not exhaustive and given only for illustration purposes.

How to avoid this risk?

Employees must do all they can to avoid conflicts of interest, which create risks, even potential ones, for the Group entity to which they belong and/or the Group.

For this purpose, they must notably abstain from:

- investing, either directly or indirectly, in a business with which the Group has, or intends to establish, business relations (customer, supplier, partner, etc.), or from playing any part whatsoever in such a business,
- investing, either directly or indirectly, in a business in competition with the Group, or from playing any part whatsoever in this business,
- taking part in discussions or decisions which concern an issue in which one's personal interest or that of a close contact is at stake,
- having duties, whether salaried or otherwise, outside of the Group without having first obtained written permission,
- requesting, either directly or indirectly, for their own benefit or for the benefit of a *Close Contact*, any particular benefit (financial or otherwise) from business relations.

More generally, they must avoid any situation which creates or is liable to create, outside of the context of professional relations stemming from the exercise of their activity inside the Group, a link of interest or of a financial nature, whether direct or indirect, with customers, suppliers or competitors of the Group entity to which they belong.

As soon as an employee finds or risks finding themselves in a situation which may lead to a conflict of interests he/she must expressly notify in writing his or her immediate supervisor or managing superior, the next management or supervisory level and the HR manager of the Company. The analysis made by the employee's managing superior or supervisor in liaison with the HR manager of the Company shall be submitted to Legal Director of the Company; the employee may, for example, be required to withdraw from a negotiation or a decision-making process and be temporarily replaced.

Although it may be determined that no action is necessary at that time, the company should periodically review with the employee and his or her managing superior or supervisor any changes in the situation and the risk of a conflict of interest actually occurring.