



(ENGLISH TRANSLATION)

GROUP POLICY

COMMERCIAL AGENTS AND OTHER SALES-RELATED INTERMEDIARIES AND SERVICE PROVIDERS ¹

Verallia's Code of Conduct confirms the main principles that all members of its management and its employees are individually responsible for applying.

The **Respect for the law** is one of these values: *"The Group companies apply the applicable laws and regulations in the countries where they operate their business, and refuse to take any deliberate advantage of local loopholes or inconsistencies to circumvent Verallia's values. In particular, Group companies ban all forms of corruption."*

The Code of Conduct is integrated by the Anti-Bribery and Anti-Trading in Influence Policy².

Verallia shares the OECD's principles and is a signatory to the United Nations Global Compact, notably of its 10th principle: **"Businesses should work against corruption in all its forms, including extortion and bribery."**

Most of the laws applicable in the countries where Verallia group companies operate criminalize acts of direct or indirect corruption. Accordingly, acts committed by an Intermediary in the name or on behalf of a company could subject the latter to legal liability. The existence of measures intended to identify, prevent or limit the risk of corruption by a third party could certainly be used as a defense in the face of a real risk of prosecution.

It is therefore necessary for all Group companies to identify and manage such risks and implement measures designed to prevent them and protect from the consequences of possible corruption acts committed without their knowledge but in their name and /or on its behalf by intermediaries.

In this context, the purpose of this procedure is to provide a framework for Group entities wishing to access a new market, respond to calls for tender, or structure their presence on the markets on which they operate **by using agents or any other sales-related intermediary and service providers linked to sales (the "Intermediaries")³**.

¹ Updating of the previous COMMERCIAL AGENTS AND OTHER SALES – RELATED INTERMEDIARIES AND SERVICE PROVIDERS Policy of July 2018.

² Disseminated to all employees and available on Teams - Compliance.

³ An Intermediary is a natural person or legal entity acting with an entity or a person in the interest of another entity or person who has duly authorised it for this purpose, with a view to obtaining or facilitating the conclusion of a transaction for the benefit of its principal.

Its objective is to help avoid using intermediaries whose practices are contrary to the law and to Verallia's policy, particularly with regard to combating corruption, and reducing the risks related to business transactions in a given country.

The following principles should be employed:

§ 1 Using an Intermediary is a matter of the company's business strategy. Any decision taken in this domain must be made following a due diligence.

§ 2 Relations with Intermediaries must be systematically framed within an agreement that clearly sets the remuneration and provides for the payment procedure.

§ 3 All agreements, as well as any modifications, extensions, or renewals must be subject to i) an approval process by the company's managing director, sales director, financial director & ii) the controls according the Internal Control Reference Framework.

§ 4 Management of relations with the Intermediary must include personalised monitoring by the manager in charge of the Intermediary.

Details explaining these concepts are provided in the Appendix.

The procedure applies to all relationships that may be established, existing or renewed, in all countries, and regardless of the form of intermediation envisaged.

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