

ADARA FRANCE ANTI-BRIBERY POLICY

INTRODUCTION

This document sets out the anti-bribery policy (the 'Policy') implemented by Adara France ('Adara France' or the 'Company'), a French *société à responsabilité limitée* (limited liability company) with a share capital of €30,000, with its registered office at 8, rue Blaise Pascal, 78990 Elancourt, registered in the Versailles Trade and Companies Register under number 503.364.523.

The Policy is a single framework document that contains guidelines on how all members of Adara France should act in relation to matters involving bribery.

The Policy is a fundamental part of our anti-bribery compliance program.

It is also a roadmap that our members and partners may use in order to recognize, avoid and deal with potential acts of bribery.

ANTI-BRIBERY POLICY TERMS

VISION

All Adara France managers and employees are required to perform their duties within the Company in accordance with the highest standards of honesty, integrity, loyalty, transparency and fairness, this Policy, and the regulations in force.

The foregoing also applies to third parties who work on our behalf, who must also adopt the same standards of honesty, integrity and fairness and comply with all national and international anti-bribery regulations in force.

We are committed to operating our business in an ethical manner and therefore apply a strict policy in relation to all forms of bribery (public or private, passive or active).

This Policy is intended to protect our staff, our Company and our reputation.

Infringements of anti-bribery regulations are subject to severe criminal and civil sanctions and therefore put our reputation, business, markets and employees at risk.

We also wish to ensure that, by enforcing an anti-bribery strategy, we are complying with the anti-bribery laws in force and implementing appropriate practices to combat bribery in all business sectors in which we operate.

The number of people on our payroll is below the threshold set by the recommendation¹ of the French Anti-Corruption Agency to implement internal regulations, and this anti-bribery Policy will be available on our website, at <http://www.adara-france.com/en>. The Policy will also be distributed to all staff members by e-mail and during training.

THE CONCEPT OF BRIBERY

Bribery includes a wide variety of dishonest behaviours, from small payments that facilitate ordinary transactions to payments made in order to fraudulently obtain major government contracts for example.

As a general rule, anti-bribery laws prohibit measures taken for the purpose of obtaining an undue advantage, such as facilitation payments, bribes or kickbacks.

In accordance with the French 'Sapin II' Act No 2016-1691 of 9 December 2016, it is prohibited for anyone to offer, promise, give or receive, directly or indirectly, any financial advantage or item of value to or from a public official or individual in the private sector, for the purpose of unlawfully obtaining or retaining a contract or other undue advantage.

French criminal law identifies two forms of bribery:

- **Passive bribery:** the holder of a public or private office takes advantage of their position by requesting or accepting a gift, promise or advantage with a view to carrying out or refraining from carrying out their duties. That individual is defined as a **bribe taker**.
- **Active bribery:** an individual or legal entity uses gifts, promises or advantages in order to have or attempt to have the holder of a public or private office perform, delay or refrain from performing their duties or an act facilitated by their position. That individual is defined as a **bribe giver**.

Although these two offences are complementary, they are separate offences, and separate legal action may be taken against those responsible.

Acts of bribery may be obvious or very subtle.

Adara France therefore prohibits both its managers and staff from the following:

¹ Opinion of 22 December 2017, NOR: CPAZ1735744V: Official Journal of 22 December.

<p>Offering any item of value</p>	<p>Offering any item of value, whether tangible or intangible, for the purpose of obtaining an undue advantage.</p> <p>In accordance with the ‘Sapin II’ Act, the concept of ‘<i>any item of value</i>’ covers:</p> <ul style="list-style-type: none"> • Excessive or frequent gifts or hospitality, including shows, meals out, event tickets, trips or accommodation for non-business purposes, etc. • Sponsorships and gifts for the purpose of obtaining an undue advantage. • Offers of employment or unpaid work placements for the purpose of obtaining an undue advantage.
<p>Offering an undue advantage</p>	<p>The concept of ‘<i>undue advantage</i>’ refers to something to which an individual or company is not entitled, or preferential treatment, for the purpose of securing, retaining or renewing a contract or obtaining information about a competitor’s bid.</p>
<p>Any form of facilitation payment</p>	<p>A facilitation payment is the unlawful offering – at any time, directly or indirectly, to an individual who does not have public authority, does not provide a public service and has not been elected to a public office, but who, in the context of a professional or social activity, is a manager or works for an individual, legal entity or organisation – of offers, promises, gifts, presents or advantages, for their own benefit or that of a third party, to have them take or refrain from taking, or because they have taken or refrained from taking, action within the scope of their duties or position or that was facilitated by their duties or position, in breach of their legal, contractual or professional obligations.</p>
<p>Bribes</p>	<p>A bribe is a financial incentive, non-monetary gift or favour (such as an offer of employment made to a relative of the individual requesting it) offered for the purpose of obtaining an undue advantage. A bribe involves at least two main parties: the individual who pays the bribe (the bribe giver) and the individual who receives it (the bribe taker).</p>

Kickbacks	A kickback or undisclosed discount is a stratagem whereby a product supplier or service provider pays some of their fees to those who award them a contract or other commercial advantage.
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However, we confirm that it is permitted to accept and offer modest gifts from and to our customers, including modest Christmas gifts and/or Adara France promotional gifts (advertising products containing our logo), providing that the offering and/or acceptance of such gifts does not infringe the anti-bribery regulations in force.

Similarly, in order to maintain business relationships with our customers, business meals with customers are accepted and tolerated, providing that the cost is reasonable and does not infringe the anti-bribery regulations in force.

THE ROLE OF OUR EMPLOYEES

Our employees must identify warning signs of potential acts of bribery and act accordingly, as defined in this Policy.

Please therefore note that it is strictly prohibited to offer, promise, pay, receive or solicit a bribe or unlawful incentive of any kind and in any form whatsoever, directly and/or indirectly, for the purpose of encouraging a third party to grant Adara France a commercial advantage.

Business expense claims forms must be approved by the relevant department manager as necessary.

Each and every one of us must actively take measures to combat bribery by ensuring that this Policy and the procedures outlined are enforced in all areas of our business.

You are prohibited from engaging in any form of bribery.

So as not to engage in acts of bribery, you may adopt the following recommendations for example:

- Never offer, pay, request or receive a bribe or kickback requested by a senior manager or anyone else.
- Never engage in dishonest or fraudulent activities.

- Never conceal an actual or potential act of bribery. Generally, never authorise an act of bribery or unlawful behavior and never ignore a potentially fraudulent act by a colleague or third party acting in the name of Adara France.
- Never engage in an activity that may facilitate bribery, for example by drafting an unlawful agreement, preparing a fraudulent claim or forging evidence.

Despite all precautions, you may find yourself in a delicate situation.

If you are asked to pay a bribe, kickback or facilitation payment or to take any other form of reprehensible action, you must:

- Politely refuse to fulfil the request. '*Politely*' should be understood to mean '*courteously*', to encourage your contact to act in the same way.
- If the individual persists with their request, you should inform them of our anti-bribery policy and of the anti-bribery legislation applicable to them.
- Ensure that your contact's request is in writing.
- Keep a description and detailed records of the chronology of events.
- Have a witness record the events where possible.
- Report the requested act of bribery by following the internal whistleblowing procedure described below.

Adara France employees must be extra careful when dealing with government officials, as bribery in the public sector could have severe consequences for Adara France and the individuals involved.

Please contact your line manager should you have any doubt regarding any aspect of this Policy.

INTERNAL WHISTLEBLOWING PROCEDURE

If you witness or are aware of an act of bribery, even if you are not directly involved, you must report it to your line manager or send an e-mail to ethique@adara.fr. You may do so anonymously or provide your contact details.

We will fully support and provide guaranteed protection to any colleague who reports an act of bribery, by formally objecting to any form of retaliation.

We are also committed to protecting the confidentiality of your personal data.

OTHER ANTI-BRIBERY MEASURES IMPLEMENTED BY ADARA FRANCE

We have implemented an anti-bribery policy training program for our staff.

Similarly, to ensure that our business activities are fully transparent, our management team periodically monitors and checks to ensure that the principle of transparency is duly enforced. We also regularly prepare a bribery risk map, including for all the individuals and entities to which this Policy applies.

OUR ANTI-BRIBERY POLICY AND BUSINESS PARTNERS

We expect our business partners to adopt equally stringent anti-bribery measures.

SANCTIONS FOR NON-COMPLIANCE

Any infringement of this Policy could result in disciplinary measures as well as civil and/or criminal action against our staff and/or Adara France, in accordance with the regulations in force.