GIFTS AND INVITATIONS

PROCEDURAL RULES AND POLICIES RELATING TO THE BUSINESS CODE OF CONDUCT

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econocom

Contents

1 Context and aims

This policy sets forth the rules of conduct concerning gifts and invitations offered and received by Representatives[1] of Econocom as part of the business relations they have with Econocom's clients, suppliers and partners.

Offering or receiving a gift, or organising or taking part in an event, can have a negative reputational impact, create conflicts of interest and break local regulations and law.

Econocom forbids its Representatives from organising or taking part in events that do not respect the principles and rules set by this policy.

2 Scope of application

This policy concerns gifts and invitations (including promises) relating to clients or business partners (suppliers, intermediaries, etc.). It applies to gifts and invitations offered and received, whether directly or indirectly.

It does not cover in-house events of the group's Entities[1] .

3 Definitions

Gifts and invitations can take various forms.

For information purposes, these include the following:

- Gifts: Goods or benefits given to a person from another organisation (e.g. pens, books, bottles of wine, boxes of chocolate, etc.).

  Signs of hospitality are also gifts (e.g. covering the costs of trips, accommodation, etc.).

- Invitations: Offers to take part in a convivial moment or event in a context that is exclusively or partially professional (e.g. restaurant meal, sport or cultural event, trip, conference, trade fair, etc.).

  Event operations are also invitations. They often take the form of a grouping of gifts and invitations within a single business initiative. They are referred to as business events hereinafter.

4 Common conditions for giving and accepting gifts and invitations

The Econocom group authorises the giving and receiving of gifts and invitations as part of normal business relations with the aim of developing business relations or promoting products and/or services.

[1] As defined in procedural rules #100 Introduction.

Any form of gift or invitation that could damage Econocom's reputation or compromise the recipient's integrity, decision-making or judgement is forbidden.

Gifts and invitations should respect the principle of transparency. Revealing them to the media should not put the recipient or any Econocom group entity in an awkward position.

Representatives of Econocom should refrain from seeking any gift or invitation.

Any gift or invitation, whether offered or received, should respect the following common conditions:

- It should be authorised under applicable legislation
- It should be offered in good faith without any intended reciprocity
- It should not create any expectation in the giver and not put the recipient in debt to the giver
- It should not aim to obtain an undue advantage or express thanks for an undue advantage received
- It should not create a conflict of interest
- It should be occasional in regard to business activities
- It should be suitable in regard to the recipient's job position and not be regularly offered to the same recipient or received from the same giver
- It should be modest and of a reasonable value in the limits set by this policy
- It should be of a suitable and proportional nature and value in regard to the business generated
- It should be offered entirely transparently
- It should not be intended to influence a decision and should therefore not be accepted or offered at a strategic moment (e.g. a negotiation, sale, contract renewal, call for tender, etc.)
- It should, in the case of gifts, be handed over in person, or sent or received at a professional address
- It should, in the case of invitations, involve the presence of an employee or agent. The number of people from other organisations should be proportional to the number of Representatives of Econocom. The order of magnitude used as a reference is one Representative of Econocom for three or four external people.
- It should respect the known in-house rules and policies of the recipient's business
- It should be declared to one's line managers[1] in Econocom (whether it is accepted or refused)

It is forbidden to conceal gifts or invitations (e.g. indirect giving or receiving, the dividing up of a group of gifts or invitations, etc.).

Any breach of these procedural rules should be immediately reported to the group's Ethics Committee by e-mail at the address ethical.committee@econocom.com.

In the event of doubt about a gift or invitation, those concerned should ask their manager or the Ethics Committee for advice.

[1] Or, for agents, subcontractors, etc, to their reference contact person in Econocom

5 Thresholds

5.1 Thresholds and responsibilities

The table below shows the thresholds the Econocom group has set for giving and receiving gifts and invitations. The thresholds are in euros. For gifts and/or invitations in another currency, the equivalent in euros applies.

For each of these thresholds, the person who should be informed about the gift or invitation and/or should approve it beforehand is specified.

	Line Manager[1]	Entity Managing Director / Country Manager	Group Executive Committee Member	Ethics Committee
GIFT / INVITATION				
RECEIVED (unit value per beneficiary excl. VAT)				
< € 150	Should be informed			Should be informed if the cumulative total over a calendar year exceeds €300
Between € 150 and € 250	Should give their approval beforehand in writing			Should be informed
> € 250		Should give their approval beforehand in writing		Should be informed
OFFERED (unit value per beneficiary excl. VAT)				
< € 150	Should be informed			Should be informed if the cumulative total over a calendar year exceeds €300
Between € 150 and € 250	Should give their approval beforehand in writing			Should be informed
> € 250		Should give their approval beforehand in writing		Should be informed
BUSINESS EVENT				
OFFERED (total value of the event excl. VAT)				
< € 5 000		Should give their approval beforehand in writing		
Between € 5 000 and € 20 000		Should give their approval beforehand in writing		Should be informed
> € 20 000		Should give their approval beforehand in writing	Should give their approval beforehand in writing	Should be informed

[1] Or to one's reference contact person in Econocom for agents, subcontractors, etc.

The Ethics Committee should be informed via the relevant file (Appendix 1) as soon as the thresholds are exceeded:

- unit value per beneficiary higher than €150 excl. VAT

- cumulative total over a calendar year higher than €300 excl. VAT (for the same recipient/giver)

- total value higher than €5,000 excl. VAT (for a business event organised by Econocom)

Appendix 1 - Ethics Committee reporting file

Appendix 1 -
Reporting file to the E

5.2 Local adaptation of thresholds

In some countries, these group thresholds represent a considerable sum. So, entities can reduce these limits at a local level. Before offering gifts or invitations, each manager should show good judgement and ensure that the gift or invitation is reasonable and complies with local standards and uses.

6 Gift particularities

Financial and cash advantages

Cash gifts or equivalents (e.g. cheques, gift vouchers, pre-charged payment cards, loans, precious metals, shares, etc.) are always forbidden, even if their value is lower than the threshold of €150.

Personal gifts

Any personal gift (e.g. birth gift, wedding gift, etc.) offered by a Representative of Econocom is authorised when it is not paid for by the Econocom group or one of its Entities.

A personal gift should never be offered or received with the intention of circumventing this policy or any other policy of the Econocom group.

Gifts offered by suppliers

Employees who take part in decisions on procurement or supplier selection should never accept gifts personally, whether such gifts are offered by existing or potential suppliers.

Gifts that cannot be refused or returned

If a gift received cannot be refused or returned without offending the giver, the person who receives it should get rid of it as appropriately as possible, for example by making a donation to a charity.

This also applies to cases where it turns out that in hindsight a gift was accepted even though it did not meet the acceptance criteria of these procedural rules and cannot be returned.

7 Invitations particularities

As a general rule, spouses, partners, children and other family members of the person who received the invitation should not take part in events.

Any special dispensation should be approved beforehand in writing by a member of the group's executive committee.

<u>Events organised by Econocom</u>

1. Organisation

Apart from special cases, any business event where customers or business partners are invited should be organised by the Sales and Marketing department or by the Communication department on behalf of the Entities concerned.

The Sales and Marketing department and the Communication department ensure that this policy is respected for all events organised in their geographical or operational scope (principles, thresholds, validations, etc.).

2. Trips and seminars

Invitations to trips and seminars should be put forward in a strictly professional context only.

<u>Invitations offered by suppliers</u>

Employees who take part in decisions on procurement or supplier selection should never accept personal invitations, whether they are from existing or potential suppliers.

8 Accounting

Gifts and invitations offered should be recorded faithfully and accurately in the dedicated accounts and be backed up with suitable supporting documents. These entries should be worded clearly and unambiguously (ambiguous wording includes 'others', 'miscellaneous', etc.).