



Edenred Handbook to Prevent Corruption



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A word from the Chairman

At a time when standards of ethics and transparency are higher than ever, and national and international legislation is constantly being strengthened, our Group reaffirms its firm commitment to conducting its business in an exemplary and responsible manner in all the countries where we operate.

Corruption and influence peddling are a major cause of poverty and the unequal distribution of wealth, and act as a brake on economic development, whilst contributing to the political and social destabilization of states. Such behavior is universally recognized as a serious offense. It is our duty to help prevent and detect it.

That is why we apply a zero-tolerance policy on corruption and influence peddling.

This Handbook serves as our guiding framework. It sets out the principles of good conduct in the fight against corruption and provides a concise overview of the situations we may face. It advises us on the conduct befitting a responsible and committed Group.

The fight against corruption is a collective responsibility. Your commitment and involvement are therefore key. Every employee plays a crucial role in preserving our integrity and our reputation as a responsible Group.

This Handbook should not be seen as a set of constraints but as a more concrete expression of the values we share. Everyone's adherence to the principles and values set out in this Code is an essential prerequisite for maintaining the trust-based relationships we have built with our clients and partners, for safeguarding our image and reputation, and, more broadly, for our future success.

I therefore invite each one of you to read it and to conduct your business in accordance with the principles set out herein. I am counting on you to put these principles into practice daily and to help ensure that our Group remains a model of ethics and responsibility.

Bertrand Dumazy
Edenred Chairman and CEO



PURPOSE AND SCOPE OF THIS HANDBOOK

Purpose and scope of this Handbook

The purpose of this Handbook on the prevention of corruption and influence peddling is to explain in clear and accessible language the challenges of preventing corruption and to provide practical responses and recommended solutions for situations that Group employees may encounter. It is in line with the anti-corruption policy adopted by the Board of Directors.



This Handbook applies to:

- *All personnel: directors, managers, employees (including temporary staff) of Edenred and all its subsidiaries, regardless of job title, responsibilities, seniority or location*
- *External parties: consultants, suppliers, partners and other entities with which the Edenred Group works*

In summary, everyone working for or with Edenred is expected to understand and comply with this Handbook.

The Handbook is incorporated into the internal regulations of Edenred's entities that have such regulations. In other cases, it is approved by the management body of the entity concerned and made available to employees in accordance with procedures determined by their respective entities.

This Handbook is made available to all personnel through **the Integrity Hub platform** (<https://edenred.integrityhub.app/login>). It is also made available on the Edenred institutional website.

All personnel are:

- required to access, read, and familiarize themselves with it and its provisions.
- remain bound by the provisions of this Handbook throughout their employment or engagement with the Company and must re-acknowledge it when required through Integrity Hub.

This Handbook is designed to be used in conjunction with the internal policies and procedures that have been developed to guarantee its application across all the activities and to offer relevant assistance to all those who need it. Such policies and procedures are also published **in the Integrity Hub platform**.



Any breach of the principles and rules of conduct defined in this Handbook may expose that employee to disciplinary sanctions provided for by the entity for which he or she works (ranging from a formal warning to dismissal), without prejudice to criminal and/or civil sanctions provided for by applicable laws and regulations.



HOW TO USE THIS HANDBOOK

How to use this Handbook

This Handbook establishes guidelines and rules of conduct applicable both within the Edenred Group and externally by the third parties in relation to the Group or acting on its behalf.

It defines corruption and influence peddling and describes its impact on our activities and the initiatives that have been implemented to prevent it.

This Handbook also provides recommendations to enable all Group employees to identify situations that may constitute a risk and the means to ensure anti-corruption rules are respected.

THE THREE-STEP DECISION-MAKING PROCESS

When in doubt, we encourage you to follow these three steps:

- 1. STOP, REFLECT AND GATHER ALL FACTS**
Does the situation make you or others feel uncomfortable? Do you have all the relevant facts? Are there any specific procedures that should be applied?
- 2. ASSESS THE SITUATION** Is it consistent with Edenred pillars of integrity, compliance and security?
- 3. SEEK ADVICE** You are not alone: discuss the situation with your manager, your Human Resources Business Partner (HRBP) or with Compliance eg-compliance@edenred.com

Throughout this Handbook, you will come across inserts that contain additional information:



Provides a definition



Flags specific risks or essential points



Provides additional information

LOCAL REGULATIONS

This Handbook cannot cover all specific circumstances nor provide a comprehensive list of all anti-corruption legal provisions applicable in each jurisdiction.

Therefore, in case of doubt, seek advice from Compliance or Legal. Nevertheless, and in any event, the principles set forth in this Handbook represent the minimum standards to be applied, regardless of local regulations in the country concerned.



UNDERSTANDING CORRUPTION AND INFLUENCE PEDDLING



1. What is corruption?



2. Key elements of corruption



3. Who can be involved?



4. Influence peddling



5. Conflict of interest



6. Recognizing corruption or influence peddling

1. What is corruption?

Preventing and combating corruption have become major concerns globally. As regularly reported in the news, a company being implicated in a corruption case can have serious financial and commercial consequences: the organization's image amongst its customers and partners is damaged and access to financing becomes more difficult.

In addition, criminal penalties for corruption can be severe for both the employee involved and the company.



Corruption or bribery occurs when:

- a person - **the corruptor** - offers, promises or gives any undue advantage, whether directly or indirectly,
- to another person - **the corrupt** - for the benefit of that individual or of a third party, for him/her to act or refrain from acting in relation to the performance of his/her duties.
- It also occurs **when a person solicits or accepts, directly or indirectly, any undue advantage**. The offense of corruption therefore involves at least two parties: the corrupt and the corruptor

Corruption includes "bribes", "kickbacks", "consideration" of any kind, extortion, facilitation payments and the laundering of such practices.



Active vs Passive corruption

- Receiving and accepting an undue advantage amounts to **passive corruption** and is punishable to the same extent as giving this advantage (**active corruption**).
- Although the current trend indicates a will to punish active corruption and passive corruption in equal measure, **certain courts hand down heavier punishments for active corruption**.

Evolution of the Anti-Corruption laws

Following the adoption of various international agreements and the tightening of national laws, the scope of the offense and the definition of the offense have widened considerably, so that it now concerns all those in the business world, whether private or public.

More recently, in countries such as France or the United Kingdom, the failure by a company to prevent persons acting on its behalf from committing an act of corruption has become an offense.

Penalties in France

Corruption is a criminal offense punishable by:

- up to ten years' imprisonment and a fine of up to €1 million for **individuals**
- up to €5 million for **legal entities**, or 10 times the amount obtained from the offense.
- Penalties may also apply to accomplices to attempts at corruption.



2 Key elements of Corruption

Element 1: An Advantage of Any Kind

An advantage can be anything of value. This includes:

- ▶ Traditional bribes or cash payments
- ▶ "Facilitation payments" (small amounts paid to officials to speed up routine administrative tasks)
- ▶ Gifts or invitations
- ▶ Personal favors (such as offering someone a job, internship or contract)
- ▶ Theft or embezzlement
- ▶ Discounts, refunds or service contracts

Corporate gifts and invitations (such as event tickets, flights or hotel stays) can be considered corruption if they are excessive or unreasonable.

The advantage does not have to go directly to the person involved. It can be given to their family members (such as event tickets, airline tickets) or even to a charity they support (such as a grant or donation).

Simply offering the advantage is enough to commit the offense, even if it is refused or withdrawn later.

The key factor is corrupt intent. However, giving in to requests or threats also counts as passive corruption.

Element 2: Knowledge or Awareness

- ▶ An offender is a person who is aware that the advantage is to be granted or received for the purpose of obtaining an undue advantage. Thus, it is not only active participation in corrupt practices that is punishable by law, but also simple knowledge or awareness of such participation (such as being copied on an exchange of suspicious emails).
- ▶ Determining whether such knowledge or awareness exists tends to be assessed based on whether there is "willful blindness"—that is, consciously avoiding facing up to one's suspicions by not having tried to uncover the truth.

2. Key elements of Corruption

Element 3: Inducement or Reward for Improper Performance

This generally means granting an undue advantage, such as signing a contract, giving preferential treatment or failing to impose a penalty, but also abstaining from performing an action such as not taking part in a vote on a bill, when this advantage would not have been obtained as part of normal business practice.



*An **undue advantage** exists where the receipt or promise of an advantage induces a person to perform (or refrain from performing) an action under his or her mandate that would not have occurred otherwise.*

Element 4: Performance of a Function or Activity

This may be a public service function, a commercial activity, an activity performed as part of a job or, more generally, any activity carried out on behalf of any natural or legal person, or of any type of organization or body. Such functions are thus very broad and do not necessarily require a high hierarchical position. A corrupt or bribed person may therefore be a banker who grants a bank overdraft facility, an employee who recommends the signing of a contract, a civil servant who approves an application, etc.

Important Note: Codes of Conduct for Public Officials

Beyond the legislative and regulatory provisions, many public entities and organizations have adopted strict codes of conduct that regulate the practices of their officials. Such codes of ethics or codes of conduct define the gifts and invitations that their officials are or are not allowed to accept. It is therefore important, whenever commercial relations – or, even more so, transactions – involve public officials, to find out whether or not the official in question is governed by a specific code of conduct.

This applies, for instance, to OECD officials, whose code of conduct prohibits them from accepting or soliciting any financial or other advantage as part of their official functions.



3. Who can be involved?

Natural or legal persons

- ▶ Whilst the undertaking of an act of corruption obviously presupposes an encounter between two or more natural persons, this does not rule out the fact that legal persons (whether private or public) may be involved in such an act.
- ▶ Legal persons (companies, associations, trade unions, foundations, etc.) can be actors in, or facilitators of, corruption by shielding or by taking advantage of their lack of transparency in the case of subsidies or sums of money.

Private or public persons

- ▶ Bribery of a state body or state representatives is considered to be a particularly serious offense, as it threatens the very principles of good administration, social justice and, more generally, the Rule of Law, and undermines the foundations of democracy. This is why penalties for bribery of public officials are heavier than those for corruption in the private sphere and criminal in nature.
- ▶ Corruption between two or more private sector entities undermines the principles of fair competition, thereby deterring investors and hindering economic development. This form of corruption has therefore also been punishable for a number of years.



Definition of State Body

The definition of a **state body** is relatively broad. It includes not only states and national or local state departments but also:

- ▶ *Businesses owned or controlled by a state (for example, a national oil company, a public hospital, etc.);*
- ▶ *organizations or agencies controlled or managed by a state;*
- ▶ *international or supranational public organizations (of which some or all of the members are governments); and*
- ▶ *political parties.*

The definition of a **state body representative** is very broad, namely: anybody who works on behalf of a state body, either directly or indirectly, or who is considered to be a public official under local law. It also includes people running for political office and anybody who is affiliated to a political party.

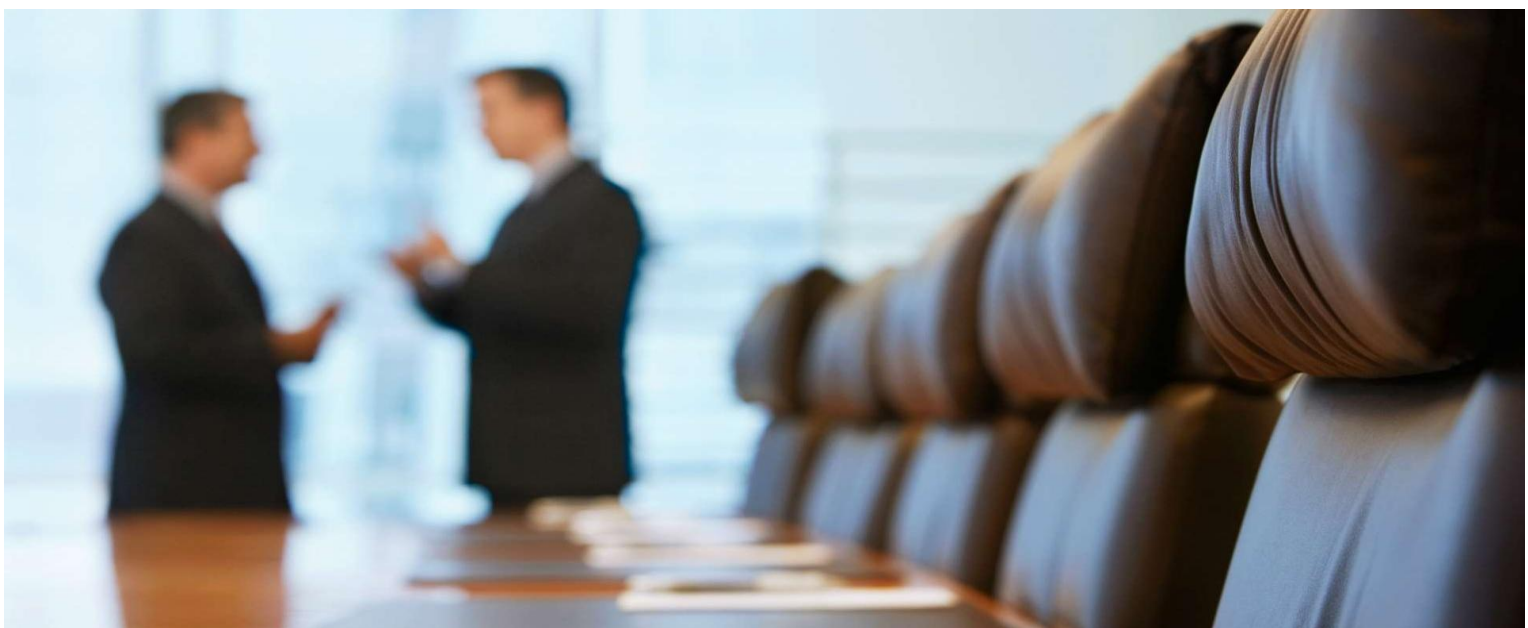
4. Influence peddling



Definition

Influence peddling means offering, giving, requesting or accepting an undue advantage of any kind — directly or through an intermediary — in exchange for the exercise of influence, real or supposed, over any decision-maker (including any public official, employee, director, officer, agent or other person entrusted with discretion to act for a public authority, a company, or any other organization), with a view to obtaining an undue advantage from that decision-maker.

- ▶ How it differs from corruption? Bribery involves a direct exchange between the giver and the decision-maker. Trading in influence involves a third party — an intermediary who claims access to or sway over the decision-maker. Both are strictly prohibited under this Handbook.
- ▶ Who the intermediary can be? The intermediary may be anyone — a consultant, lobbyist, agent, family member, former official, business partner, or any other person — and need not themselves be a public official or hold any formal position of authority
- ▶ Legitimate advocacy is not prohibited. Lawful, transparent interest representation, lobbying, and legal representation that comply with applicable disclosure rules and conflict-of-interest requirements remain permitted. The prohibition is triggered where the activity involves an undue exchange of advantages or breaches the rules governing such representation.
- ▶ Influence peddling, just like bribery, is a criminal offense and is punishable.



5. Conflict of interest

Group employees may encounter situations in which interactions occur between their business activities and elements of their private life (for example a personal relationship or a private activity). For further details, please refer to the Conflict of Interest procedure, available on Integrity Hub.



Definition

A conflict of interest refers to a situation in which a personal interest of an individual may influence, or appear to influence, the individual's ability to perform his/her functions independently, impartially and objectively within an organization.

They may involve business or personal interests or interests related to the exercise of an elected or public office.

A conflict of interest is a situation that can lead to an act of corruption or a situation that can be qualified as corrupt in the eyes of the law.

Disclosure requirement

Conflict of interest situations are not a problem in themselves, provided they are identified, reported and managed appropriately.

If an employee identifies a situation of a potential conflict of interest or an existing conflict of interest, the employee must report any potential or existing conflict of interest by using **Integrity Hub**, explaining the nature of the relationship that exists between him or her and the third party, such as:

- Close family ties or friendship
- Distant family ties
- Former employee within the previous five years
- Beneficiary of a power of representation on behalf of the third party, which is still valid or had been valid in the previous three years
- Beneficiary of a right to take time off work for public duties
- Corporate Officer roles, remunerated duties or substantial financial corporate holdings



Corporate officer roles held on a professional basis by Edenred entities or employees (at the request and on behalf of Edenred) are not subject to conflict of interest. However, they also pose a risk of corruption and must be closely monitored.

The person concerned by a conflict of interest should not vote or take part in decisions or, failing that, should adopt the most suitable approach in light of discussions held on this matter with the Compliance team.

PRACTICAL GUIDANCE

All Group employees must ask themselves :

- ▶ Is this situation affecting the way I am performing my functions?
- ▶ Would my loyalty or impartiality be brought into question if my staff, co-workers or anybody outside the Group knew about my personal interests ?
- ▶ How would my line manager react if information about my personal interest were widely known?
- ▶ If the situation were revealed by the media, could it damage my reputation and/or that of the Group?

In any case, **report any potential or existing conflict of interest by using Integrity Hub.**

Examples

- ▶ Arranging the purchase by the Group of goods from a company in which a close associate or family member holds decision-making power associated with the contract in question.
- ▶ Recruiting as a consultant any individual with whom you have a personal relationship.
- ▶ Participating in an activity or project which is in competition with the Group's activities.
- ▶ Holding (or having a close associate or family member who holds) a decision-making role
- ▶ Holding an elected office or having responsibilities within a public authority which has the power to take decisions that may interfere with Edenred's interests.

CASE STUDY: CONFLICT OF INTERESTS



Situation

One of the companies bidding on the tender for which I am responsible is managed by my nephew. What should I do?

What must be done

I report my conflict of interest situation via Integrity Hub in order to discuss the measures to be taken to mitigate the risk of finding myself in a corruptive situation. Ideally, I withdraw from the tendering process and transfer management of the tender to one of my colleagues.

6. Recognizing corruption or influence peddling?

- ▶ All Employees must refrain from any act that could be construed as public or private corruption of any kind and/or influence peddling (the difference being that influence peddling requires the presence of an intermediary between the potential beneficiary and the public authority, who will use their influence to obtain the desired decision (awards, jobs, contracts or any other favorable decision)).
- ▶ They must be able to detect risky situations, ask themselves whether the proposal is likely to be illegal and take the appropriate measures to avoid becoming involved in a scenario of corruption or influence peddling.
- ▶ There are many situations, in the context of offers, contracts or agreements of all kinds, that are likely to constitute an act of corruption or influence peddling.

Be alert to such signs



Unusual requests, such as:

- *Payments required in cash*
- *Payments required from a third party (including an affiliate, subsidiary or subcontractor of the payment recipient)*
- *Payments required to be made to a bank account domiciled in a country other than that in which the service provider is domiciled*
- *Payments required to be made to an anonymous account*

Excessive Hospitality:

- *Repetitive and/or disproportionate invitations (events, dinners, travel, etc.)*

Suspicious Third-Party Involvement:

- *Participation of a specific service provider/intermediary required or recommended by the customer, despite the possibility of selecting a competing offer*
- *Excessive or unusually high remuneration/fees without specific and reasonable explanations/justifications*
- *Use of a third party linked to a public official*

Influence Peddling:

- *Solicitation of an individual who offers their real or supposed influence to obtain from a third party vested with a specific public or private function, the performance of an act that falls within the scope of their duties*

Circumvention:

- *Use of third parties to do what one is not authorized to do or what is prohibited within the Group*



RISKS SITUATIONS AND PRACTICAL GUIDANCE



1. Gifts and invitations



2. Sponsorship, patronage, donations



3. Facilitation payments



4. Relations with third parties

This section provides information to understand and implement Edenred's anti-corruption policy.

After a brief description of the activities in question, this section lists the principles that we ask you to respect, some recommendations to help you apply these principles, and points that require special attention to ascertain whether you find yourself in a corruption or bribery situation.

Should you have any questions on these rules, please contact your local Compliance team or the Group's Compliance team.



1. Gifts and invitations

Offering gifts and invitations is often considered as an act of courtesy. These practices are common in many countries. Nevertheless, anti-corruption laws forbid the giving of gifts, services and other objects of value to a third party in order to obtain an undue advantage or to unjustifiably influence any kind of official action.

Furthermore, the acceptance of gifts or invitations is specifically regulated in many countries, as it is considered to be one of the most obvious forms of corruption, particularly in the case of a commercial operation or a regulatory approval procedure.



By way of indication, in Europe and in the United States, an invitation to dinner should not exceed the equivalent of 50 euros per guest. Similarly, the total amount of gifts given to the same person should not exceed the equivalent of 100 euros over any six-month period.

1. Gifts and Invitations

- ▶ Gifts and Invitations can take different forms. They include any good, service or favor (for example gifts, training, leisure activities, shows, meals, hotel stays, rentals, transportation, loans, etc.) given free of charge or below market value to the recipient,
- ▶ Giving or accepting Gifts or Invitations is not per se as an act of corruption.
- ▶ However, such gifts or invitations should be transparent and for reasonable and proportional amounts (as compared with customary practice in the sector in question). This is necessarily assessed on a case-by-case basis and depends on the functions of the beneficiary and on his or her seniority, as well as on the context in which the gift or the invitation is given/offered. Gifts and Invitations that are too frequent may be deemed to be disproportionate.
- ▶ They must comply with:
 - The Edenred “Gifts and Invitations” procedure;
 - The Edenred “Travel and Business Expenses Policy”;
 - the legislation of the country in which they are given or received;
 - and, if it is possible to become acquainted with them, the procedures and regulations applicable to the beneficiary of the advantage. Insofar as certain organizations may prohibit gifts and invitations, it is necessary to find out about the existence of any codes of conduct, which are very often drafted for officials of certain international organizations.
- ▶ Gifts and invitations should be clearly and correctly entered into the accounts.
- ▶ **Before accepting or offering a gift, accepting an invitation or inviting someone, a declaration must be made in Integrity Hub in compliance with the Gifts and Invitations procedure.**

FIND OUT MORE ON THIS SUBJECT

- Consult the procedure on “Gifts and Invitations”, available in Integrity Hub which defines the approval rules, thresholds and requirements to be met by all Group employees **before giving or accepting a Gift or Invitation**;
- In case of doubt, contact Compliance and/or reporting line manager.



PRACTICAL GUIDANCE

When considering whether to offer or accept a Gift or an Invitation, ask yourself the following questions:

1. Know Your Counterpart

- ▶ Who is the recipient/host? Understand their exact role, responsibilities, and any public duties they may hold. Extra scrutiny is required with a Public Official or a PEP.
- ▶ What rules apply to the Counterpart? Research the regulations governing their profession, status, or organization (e.g. public officials, healthcare professionals, or procurement officers may face strict restrictions).
- ▶ What is their current situation vis-à-vis Edenred? Be aware of any ongoing decisions or processes that could create a conflict of interest.

2. Clarify the Business Purpose

Any Gift or Invitation must serve a legitimate business purpose only:

- ▶ Building or strengthening business relationships
- ▶ Discussing products, services

Red flag: If you cannot clearly articulate a valid business reason, do not proceed.

3. Keep It Modest and Appropriate

- ▶ Choose symbolic gifts with minimal monetary value, such as branded promotional items, flowers or fruit baskets, items bearing the company logo
- ▶ Consider local context: What is considered appropriate varies by location and the recipient's standard of living? A modest gesture in one country may be excessive in another.

4. Avoid Any Perception of Influence

- ▶ Never create an obligation: The recipient must not feel pressured to grant favors, make decisions in your favor, or provide any advantage in return.
- ▶ Be especially cautious when the recipient has decision-making power over matters affecting Edenred's interests, such as pending tenders or procurement processes.



Politically exposed persons (PEPs)

Means individuals who are or have been in the past 12 months entrusted with prominent public functions including heads of State or government, Senior politicians, Government officials, Military officials, Senior executives of state-owned corporations, important political party officials

5. Invite the Role, Not the Individual

- ▶ Avoid naming specific individuals where possible
- ▶ Instead, invite a function or position (e.g. the Head of Procurement or the Commercial Director). This allows the recipient's organization to decide who should attend, reducing the risk of perceived favoritism.



When in Doubt, ask yourself:

- Could the gift influence my decision on whether to select this supplier, or influence a customer's decision if the beneficiary is a customer?
- Could I talk openly to my colleagues about the gift, whether given or received?
- Would this gift be hard to justify if people outside the Group became aware of it?
- Would my reporting line manager agree with me giving/receiving this gift?

Remember: Transparency and good judgement are your best tools for navigating these situations professionally and ethically.

CASE STUDY: GIFTS AND INVITATIONS



Situation

Following the signing of an important contract, I would like to thank my client by inviting him and his wife to the Roland Garros final. Is this acceptable?

What must be done

I cannot invite family members of the person I wish to invite. I can therefore invite my client alone, ensuring that:

- *The amount and context of the invitation comply with the procedure applicable;*
- *The invitation takes place on a working day.*

2. Sponsorship, patronage, donations

Edenred can decide, within the scope of its activities, to conduct sponsorship, patronage or donations activities. Patronage and donations to an organization in the humanitarian, cultural or educational field, among others, support corporate social responsibility.

Key principle: All three activities are legitimate business practices, but they require careful management to ensure they cannot be perceived as attempts to gain improper influence. Failing to assess the integrity of beneficiaries, the legitimate need and the use made of funds provided by the Group could create exposure to corruption and influence-peddling risks.

SPONSORSHIP AND PATRONAGE

Sponsorship is a form of financial support that seeks to boost the brand's image. Unlike donations, it seeks to obtain a specific advantage. Sporting events, the arts, culture, the sciences and education typically receive sponsorship. However, it can pose a problem if it is seen as a means of obtaining an undue advantage.

Patronage covers material (or financial) support to an organization which serves the **general interest**. It is a form of partnership that is distinguished from **sponsorship** by the fact that, in return, there is no contractual advertising in support of the patron. The patron cannot therefore obtain any direct benefit, apart from having its name cited by the beneficiary, or project leader.

DONATIONS

Donations are part of Edenred's commitment to civil society and to causes of public interest. A donation is anything of value that Edenred gives to support a charitable cause, without expecting any commercial advantage or compensation in return — whether in cash, in kind (goods or services), or by payment to a social or charitable organization.

Even legitimate donations can be misused as acts of corruption — for example, where the recipient charity indirectly benefits a third party such as a state representative, or where fictitious or illegal charities are used to conceal fraudulent payments.



General Interest Organization

An organization whose primary purpose is to serve the public good through non-profit activities in areas such as charitable, educational, scientific, social, humanitarian, cultural, environmental, or civic purposes, operating with disinterested management and benefiting a broad, non-restricted group of beneficiaries.

POLITICAL CONTRIBUTIONS

Political contributions from companies are illegal in many countries. As a matter of principle, it is recommended that no political contribution should ever be made, regardless of the form it takes.



PRACTICAL GUIDANCE

Step 1: Consult the procedure on Sponsorship, Patronage and Donations

Which defines the approval rules, thresholds and requirements to be met by all Group employees before entering an operation.

Step 2: Qualify properly what type of operation you're considering

Before proceeding with any financial support, it's important to understand and qualify properly what type of operation you're considering between sponsorship, patronage and donation (see above). Qualification may have tax implications depending on the country.

Step 3: Assess the Opportunity

Before committing to any sponsorship, patronage, or donation, ask yourself:

- ▶ About the Beneficiary: Who exactly will receive the funds or support? What is their reputation? Are they a legitimate, registered organization?
- ▶ About the Operation: Is the Operation genuine and currently operational (or will it be soon)? Can you verify the project's existence and activities? Does it align with Edenred's values and Business interests?

Step 4: Assess the existence of Potential Conflicts of Interest

Does the beneficiary have any direct or indirect links to Edenred employees with decision-making power over matters affecting Edenred (e.g. government officials, regulators, clients' procurement teams)? Could this support be perceived as an attempt to influence business decisions? Is there any pending decision, tender, or negotiation?

Red flag: If you answer "yes", stop and consult Compliance immediately.

Step 4: Verify the Payment Structure

- ▶ Funds should go directly to the beneficiary organization.
- ▶ Avoid intermediaries unless they are recognized charitable entities that redistribute funds based on need (e.g. established foundations)

Documentation requirements: establish a written agreement that clearly states the purpose of the Operation, the amount and payment terms.

Important: Retain all documentation relating to the sponsorship, patronage, or donation for audit and compliance purposes.

Step 4: Comply with the Approval Process on Integrity Hub

All operations must be declared on Integrity Hub in compliance with the Procedure.

Contributions to industrial sector associations or to professional organizations are not considered to be donations to charitable causes or political contributions.



Examples

✓ Appropriate Activities

- ▶ **Local community sponsorship:** Supporting a local sports team or cultural festival in a community where Edenred operates, with modest brand visibility
- ▶ **Educational patronage:** Funding a scholarship program at a university with no connection to current business negotiations, with proper written agreement
- ▶ **Charitable donation:** Contributing to an established disaster relief fund through a recognized international charity
- ▶ **Cultural sponsorship:** Supporting a museum exhibition with brand recognition, where the museum has no decision-making power over Edenred's business

✓ Inappropriate Activities

- ▶ **Donation to official's charity:** Making a donation to a charity founded by a government official who is currently evaluating Edenred's tender bid – **creates clear conflict of interest**
- ▶ **Sponsorship via intermediary:** Paying a third-party consultant to sponsor an event on Edenred's behalf, with unclear fund destination – **lacks transparency and traceability**
- ▶ **Quid pro quo donation:** Offering to donate to a client's preferred charity in exchange for contract renewal – **constitutes potential bribery**
- ▶ **Undocumented support:** Providing sponsorship, patronage or donation without any written agreement or receipt – **fails documentation requirements**

When in Doubt, Ask

Pause the process – do not make commitments

Consult your line manager for initial guidance

Contact the Compliance team for complex situations or potential conflicts

Seek Legal advice for high-value or high-risk activities

Remember: By following these guidelines, you ensure that our support creates positive impact whilst maintaining the highest ethical standards.



CASE STUDY: SPONSORSHIP, PATRONAGE, DONATIONS

Situation

A client asks me to provide financial support to the local sports association, of which he is president, in exchange for the renewal of a contract held by Edenred. Can I accept?



What must be done

It is prohibited to provide financial support to an entity when such support can be perceived as providing an undue advantage. I must therefore tactfully refuse and explain to my client that Edenred's Handbook prohibits me from carrying out such an action.

3. Facilitation payments

The performance of certain projects may necessitate the payment of administrative costs (e.g. application fees) which are legitimate if they are formalized in a public document issued by the administration.

In some countries it may also give rise to requests for facilitation payments. While some countries exercise a certain tolerance of this practice of facilitation payments, such payments are nonetheless considered to be an act of corruption and are subject to criminal prosecution for corruption, regardless of their frequency or amount.



*A **facilitation payment** refers to the unofficial payment of a small amount in cash, granted to (or requested by) a public official to facilitate, accelerate or guarantee the performance of common administrative acts that the payer is entitled to (customs clearance of material, obtaining a visa, permit, license, etc.).*

Facilitation Payments are Prohibited by Edened

Facilitation payments, regardless of their frequency or amount, are prohibited. They are illegal under anti-corruption laws in many jurisdictions and are considered a form of bribery.

Making such payments exposes both you and Edened to:

- ▶ Criminal prosecution for corruption
- ▶ Significant financial penalties
- ▶ Reputational damage
- ▶ Disciplinary sanctions, including potential dismissal

Exception « forced facilitations payments »

An exception can be made in situations where the payment of a small sum is the only way to ensure the physical safety and security of an employee.

Any such payment must be reported as soon as possible by the employee concerned to their reporting line manager.

What constitutes a safety risk?

- ▶ Threats of physical harm or violence
- ▶ Detention or imprisonment
- ▶ Being prevented from leaving a dangerous situation
- ▶ Credible threats to your wellbeing



***Petty cash funds** are sometimes created, particularly in countries with a dominant cash payment culture. The amounts in these petty cash funds must remain limited. Control of expenditures is monitored by the Finance Department after their engagement.*

PRACTICAL GUIDANCE

What to do if asked for a facilitation payment?

▶ Step 1: Politely decline

State clearly: "Our company policy does not permit such payments"

Do not accuse the official of wrongdoing

▶ Step 2: Seek alternatives

Ask if there is an official fee with a receipt

Request to speak to a supervisor

Enquire about formal expedited processing procedures

▶ Step 3: Document the incident

Record the date, time, location, and name/position of the person making the request

Note the amount requested and the service involved

Keep any relevant documentation

▶ Step 4: Report immediately

Contact your line manager and/or Compliance or report on the alert system (SAFE Channel)

Report within 24 hours

Do not proceed with the payment whilst awaiting guidance

If you feel threatened or unsafe

Your safety is the priority

Remove yourself from the situation if possible

Report to local management and security immediately

CASE STUDY : FACILITATION PAYMENTS

Situation

A public official is postponing the validation of a license required to market Edenred's regulated products while all documents are in compliance. He asks me for a sum of money in exchange for the granting of the license. Since this license is very important, can I offer him a sum of money to speed up the process?

What must be done

Without a receipt from the administration and even if this license is very important, it is strictly forbidden to give money to a public official.





4. Relations with third parties

Corruption often takes the form of a company using a third party as an intermediary to obtain a public or private contract or to influence state action on its behalf. Anti-corruption laws do not generally differentiate between actions that you take and those taken by somebody acting on your behalf.

The reputation of the Edenred Group may also be significantly affected by those with whom the Group chooses to do Business. It is therefore essential to deal only with third parties and partners who comply with the Group's integrity rules. The term 'third party' refers to any individual or legal entity that has a contractual relationship with the Edenred Group, such as a supplier, service provider, partner, intermediary, agent, etc.

It is also of the utmost importance to conduct due diligence on the identification and integrity of third parties with whom Edenred intends to contract to assess their situation regarding corruption issues, identify factors exposing them to the risk of corruption.

*The companies of the Group and their representatives can establish relations with various contacts: **suppliers** (4.1), **intermediaries** (4.2), **public officials** (4.3), **partners in the course of joint-venture, acquisition or development operations** (4.4).*

In the conduct of its activities, Edenred has business relationships with many suppliers for the supply of goods and services.

Edenred's employees could be exposed to the risk of being bribed by suppliers in exchange for the awarding of contracts. Therefore, all supplier relationships must be established and maintained in accordance with the following principles:

- ▶ Suppliers must be selected based on objective, legitimate business criteria
- ▶ Appropriate steps must be taken to understand the identity and background of suppliers
- ▶ Suppliers should not be engaged without appropriate review and approval, especially where there are red flags or corruption concerns
- ▶ All supplier engagements must be properly documented and approved in accordance with internal procedures

PRACTICAL GUIDANCE

- ▶ Be familiar with and comply with the Edenred Group Procurement Policy available on Integrity Hub and the contracting process.
- ▶ Before entering any commitment with a new supplier, carry out an integrity due diligence in compliance with the Third-Party due diligence procedure.
- ▶ Plan to avoid finding yourself in a deadlock when refusing to enter a relationship would create a problem; to do this, communicate the Group's values (the Charter of Ethics and this Handbook) to suppliers as early as possible.
- ▶ Ensure that the use of a supplier meets a need for skills or resources and is the subject of a specific, clearly formalized assignment and justified remuneration.
- ▶ Notify Compliance in the event of a warning sign (e.g., in the event of pressure from a supplier, of unusual requests...).
- ▶ Include an 'anti-corruption' clause in each contract giving the right to terminate the Business relationship immediately and without compensation.
- ▶ Exercise constant vigilance by monitoring relationships with suppliers throughout the relationship to detect any behavior that contravenes applicable regulations.
- ▶ Ensure that discounts and rebates are reflected on the corresponding invoices.



What you must not do:

- Agree to select a supplier when instructed by another party that you are obliged to do so (unless there are duly justified reasons for agreeing).
- Adjust the technical specifications used in the consultation process or define bid assessment criteria with the aim of favoring a particular supplier or subcontractor.
- Transmit confidential information with the aim of favoring a particular supplier or subcontractor.
- Knowingly agree to pay for fictitious services or overpay for actual services.

CASE STUDY: RELATIONS WITH SUPPLIERS

Situation

I am in charge of the IT services supply contract for my B.U. This contract is about to expire. The sales manager of the company that currently holds this contract contacts me and tells me he would like to give me a smartwatch as a thank you for our good business relationship. Can I accept this gift?



What must be done

I cannot accept this gift because it is of disproportionate value. Moreover, the contract for which I am responsible will soon be the subject of a call for tenders. The acceptance of this gift is therefore likely to affect my judgment in choosing the future contract holder or at least to be perceived as affecting my judgment.

The use of intermediaries is standard practice. Nevertheless, intermediaries are among the third parties who are most exposed to the risk of corruption and influence peddling. This is because an intermediary could be selected solely based on its ability to influence a customer, obtain a market or interact with public officials on behalf of Edenred.

Edenred's rules on intermediaries apply to all the consultants, agents and advisers, among others, mentioned below, regardless of whether they are hired on a full- or part-time basis, by the hour or for an assignment to obtain a public or private contract or to influence the actions of a state body or a state representative.

Examples of what is meant by an intermediary:

- ▶ a business consultant who helps Edenred to close a deal by organizing meetings, trying to win over clients or negotiating with them, carrying out market research or providing any other form of assistance to the sales function;
- ▶ a sales representative who acts on behalf of an Edenred entity as a main or independent service provider on a permanent or long-term basis in a specific sector and who interacts with state representatives on behalf of Edenred;
- ▶ an interest representative (lobbyist) who lobbies a state representative on a piece of legislation, a rule, a regulation or government strategy;
- ▶ an adviser, lawyer or financial consultant who works with state representatives on transactions with state entities (for example, the privatization of a public industry or a joint venture with a government- or state-controlled company);
- ▶ a lawyer who represents Edenred in a court of law or in its relations with regulators.

Look out for “**suspicious signs**” that could indicate a risk, particularly situations in which the intermediary:

- ▶ appears to be incompetent, lacks personnel or has no market experience,
- ▶ is an entity that appears to have been specially created for this transaction,
- ▶ is appointed or recommended by a state representative,
- ▶ asks to remain anonymous,
- ▶ asks to be paid in cash, in advance, or into an account abroad,
- ▶ asks Edenred to create false documents, in particular false invoices,
- ▶ has abnormally high fees in relation to the value of the services provided,
- ▶ asks to be reimbursed for abnormally high or undocumented expenses.

PRACTICAL GUIDANCE

- ▶ Carry out due diligence to ascertain the intermediary's identity, reputation, responsible behavior and skill as set out in the Third-Party Due Diligence Procedure.
- ▶ Work with intermediaries who act in a way that is consistent with Edenred's anti-corruption policy.
- ▶ Make sure the service and representation contracts are entered into on market terms: payment of the intermediary should be appropriate and justified.
- ▶ The higher the risk, the greater the need to formalize the relationship with the intermediary in writing, specifying the services to be provided and the amount to be paid for such services. It can thereby be shown that payments were made in exchange for the provision of clearly identified services.
- ▶ Ensure that all payments are appropriately recorded and traceable.
- ▶ Monitor the progress of the services (reports, minutes, emails) and, as far as possible, ask for documents that provide an account of this progress.
- ▶ Bring to the intermediary's attention the Group's Charter of Ethics and this Handbook, and ensure that the intermediary is committed to respecting these principles.
- ▶ Refuse any requests for payments or gifts to a third party through an intermediary if the final beneficiary, the purpose and the amount thereof are not known precisely.
- ▶ Seek for advice from Compliance if an intermediary might contravene these rules.

CASE STUDY: RELATIONS WITH INTERMEDIARIES

Situation

I would like to win a contract for the supply of meal vouchers. I have engaged a consultant to facilitate contact with the contract sponsor.

This consultant asks me for an advance payment on his success fees before starting his work. Can I accept his request?



What must be done

At-risk situation, please request for justification of the advance payment to assess its consistency and relevance. Conditions to verify before acceptance:

- *The consultant must have the required skills and a solid reputation in the field;*
- *The payment must be adequate and justified in relation to the services provided;*
- *The relationship between Edenred and the consultant must be set out in a written document detailing the services and the corresponding fees;*
- *The consultant must have acknowledged receipt of the Charter of Ethics and of the Handbook and contractually agreed to comply with their principles.*

Edenred's activities, both in France and internationally, involve frequent interactions with public law entities and public officials, the latter being potential users of the Group's solutions for the purpose of providing benefits to their staff. Also, its representatives and its intermediaries, are regularly in contact with state bodies and public officials.

A Public official means any person holding a legislative, administrative, or judicial position of any kind, whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person's seniority, and includes:

- Government representatives
- State-owned and controlled entities
- Political figures,
- International and supranational organizations



PRACTICAL GUIDANCE

- ▶ Once you have identified that your contact is a Public Official or PEP, be especially vigilant in your interactions:
- ▶ take into consideration and comply with applicable codes of conduct, including those of governmental bodies, which may include rules regarding bribery and fraud prevention, protection of confidentiality, management of conflicts of interest and limitations on gifts and invitations;
- ▶ do not offer any undue advantage to a Public Official or PEP, whether directly or indirectly in exchange for a decision favorable to Edenred, or in return for using their real or presumed influence illegally with a view to obtaining a favorable decision for Edenred.
- ▶ not agree, at the request of a Public Official or PEP, to grant said Public Official or PEP an undue advantage, whether directly or indirectly:
- ▶ in exchange for a decision favorable to Edenred, or
- ▶ in return for using their real or presumed influence illegally with a view to obtaining a favorable decision for Edenred.
- ▶ act with transparency and integrity in all dealings with Public Officials, ensuring that the Group's positions are presented honestly, accurately and in good faith;
- ▶ respect democratic processes and the independence of public decision-making;
- ▶ not attempt to obtain information or decisions from government officials by fraudulent means, abusive pressure, misleading information, or inappropriate behavior or to jeopardize their impartiality.

CASE STUDY: PUBLIC OFFICIAL RELATIONS



Situation

A draft law on employee benefits is currently being debated in the National Assembly. In an effort to raise awareness among members of Parliament (MPs) about the issues and benefits of meal vouchers, I am meeting a representative of a group of independent MPs. At the end of our discussion, this representative gives me the CV of one of his relatives and asks me if I could consider this application carefully. Can I accede to his request?

What must be done

I cannot favor this candidate because of his personal relationship with the representative since this would constitute an offense of influence peddling. I therefore inform the MP that the application will follow Edenred's standard HR recruitment procedures, and I refrain from exercising any internal pressure to recruit this candidate.

Acquiring companies, taking minority interests, and seeking strategic partnerships or consortiums are common activities at Edenred. However, M&A operations may expose Edenred to legal, financial and reputational risks:

- Through the acquisition or disposal of shares at a price that deviates from market value, with the intent to corruptly influence a third party;
- Through the acquisition of a target company that may have engaged in corrupt practices or influence peddling prior to its acquisition by Edenred.

Furthermore, limited monitoring capabilities and insufficient visibility into the operations and certain practices of ad-hoc joint-ventures or consortiums could expose Edenred to corruption and influence peddling risks.

More broadly, the Group's exposure to corruption risk may be heightened by non-compliance on the part of stakeholders (suppliers, advisers, investment banks, legal counsel, etc.).

PRACTICAL GUIDANCE

- ▶ Commission an audit and checks on the partner entity (shareholders, managers/directors, financial stability, understanding of regulations, reputation, etc.) or on the target company in the case of an acquisition.
- ▶ Adapt the checks to the risks posed by the country and the nature of the transaction. In low-risk situations, checks can be unnecessary or very limited. Conversely, in risky situations, checks can include requests for details on the expert's report and reputation of the entity in question, and disclosure of the accounts and of other financial information.
- ▶ Make sure that the legal form chosen for the partnership meets the objectives sought: the partnership's legal form must reflect the contribution of each party as well as market practices.
- ▶ Make sure that the agreement includes an audit clause, business ethics clause, and an early termination clause to cover any breach of these obligations.
- ▶ Keep written evidence when audits are taken.
- ▶ When carrying out a single acquisition, avoid, unless it can be justified, complex legal and tax arrangements that involve several companies located in different countries.
- ▶ Avoid registering an entity, partnership or consortium in an 'uncooperative' state, as defined by the law in force in the country you are working in.

- ▶ Avoid any partnership with entities whose managers/directors or shareholders have close ties with the government or with public authorities.
- ▶ Do not enter into a contract with any potential partner or entity that suggests that the conclusion of the transaction is subject to the payment of a sum of money that is commercially or economically groundless.

CASE STUDY: RELATIONS WITH PARTNERS: JOINT VENTURES, CONSORTIUMS, ACQUISITIONS AND DEVELOPMENT



Situation

The head of a potential strategic partner company tells me that he has close links with senior members of the government who regularly make decisions relating to his company's activities. What should I do?

What must be done

There is a risk that my potential partner may take advantage of his privileged relationships with public officials to commit corrupt acts. I must therefore carry out an audit and an integrity due diligence in order to ensure that there are no negative elements related to the reputation of this potential partner. If the partnership is established, I include audit, ethics and early termination clauses in the event of a breach of these obligations in the contract with this partner. In addition, I ensure that the partner has read this Anti-Corruption Handbook and has agreed to respect these principles, in particular through contractual means.



ALERT SYSTEM

5. Internal alert system



Edenred promotes a culture of trust, integrity and compliance, and encourages employees to share their doubts and concerns about any situation or behavior that could contravene this Handbook and/or the Charter of Ethics, one of the related Group policies and/or instructions, or any applicable laws or regulations.

To **protect the Group** and the interests of its stakeholders, it is important for employees to report any potential violation.

Several reporting channels can be used to report a compliance issue

Reporting via the hierarchical channel or to a legal or compliance person : in such a case, alerts can be reported by any means of communication (email, letter, telephone or in person) ;

SAFE Channel can be accessed via the following link :

<https://edenred.integrityline.org/index.php>

This procedure is managed on a web platform operated by a third-party provider selected by Edenred.

SAFE CHANNEL is the EQS Integrity Line system, which meets the highest standards in IT security and data protection, is ISO 27001 certified and GDPR compliant.

Edenred provides the assurance that **no reprisals will be taken against any employee who raises concerns about conduct or situations in contravention of this Handbook** and/or the Charter of Ethics, and that all concerns reported will be examined confidentially and in accordance with the rules applicable to the handling of personal data.

A dedicated procedure defining the terms and conditions for using the internal alert system is available on Integrity Hub.



Whistleblowers can use EQS Integrity Line 24/7 to submit secure, anonymous reports about potential misconduct within the company. All incoming messages are encrypted and stored in high security data centers. Case managers have been assigned to manage reports efficiently. They will be able to contact the whistleblower without compromising their anonymity.



TRAINING OBLIGATIONS

6. Training obligations

All employees, officers and directors are required to complete anti-corruption training as part of their professional obligations.

This requirement applies to:

- All new joiners, who must complete initial anti-corruption training within 90 days of their appointment or employment commencement;
- All existing personnel, who must complete refresher training on a biennial basis;

The content of the training is based on role, responsibilities, or identified risks, especially for the most exposed personnel.

Scope and purpose

The anti-corruption training program has the following objectives:

- Promote a culture of integrity and ethical values throughout the Group;
- Ensure a comprehensive understanding of the Group's anti-corruption commitments and policies;
- Provide personnel with the knowledge and practical skills necessary to identify, assess and prevent corruption risks in their day-to-day activities; and
- Contribute to the mitigation of risks identified through the corruption risk mapping exercise.



By accepting employment or engagement with the Group, all personnel acknowledge their understanding of and commitment to fulfilling their anti-corruption training obligations as set out in this Handbook.

Failure to complete mandatory training without valid justification may result in disciplinary action.





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