

2022

CODE OF BUSINESS ETHICS OF THE POMONA GROUP

Code for all associates of the Pomona Group

TABLE OF CONTENTS

FOREWORD	Page 2
1. SCOPE OF THE CODE OF BUSINESS ETHICS	Page 3
2. AVOIDING CONFLICTS OF INTEREST	Page 4
3. FIGHTING FRAUD	Page 5
4. PREVENTING AND FIGHTING CORRUPTION	Page 6
4.1. Definition of corruption, influence peddling and cronyism	Page 6
4.2. Examples of corruption, influence peddling and cronyism	Page 6
4.3. Obligation to prohibit corruption, influence peddling and cronyism	Page 7
4.4. Limiting gifts, advantages and the provision of hospitality	Page 7
4.5. Relations with business partners	Page 8
4.6. Patronage and sponsorship	Page 9
5. ACCURACY AND TRANSPARENCY OF ACCOUNTING ENTRIES	Page 10
6. DUE REGARD FOR CONFIDENTIALITY	Page 11
7. COMPLIANCE WITH COMPETITION RULES	Page 12
8. ETHICS-ALERT MECHANISM	Page 13
9. PENALTIES AND DISCIPLINARY MEASURES	Page 14

FOREWORD

"Our Group and its managers have always prided themselves on conducting their business affairs according to strictly honest and open practices, even though local business partners may engage in underhand behavior".

Jean Dewavrin - Paul Avril

Letter to the directors and executives of the Group- 30/09/1974

As associates of the Pomona Group, it is our responsibility to uphold the ethical values that have helped to make the Group what it is today, a leader in its key markets, recognized for its integrity in the conduct of business.

Thus, behaving ethically and acting in accordance with laws and regulations must be the priority of each and every one of us.

Law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernization of economic life (the so-called Sapin II Act) strengthened this ethical imperative.

This Code of Business Ethics sets out and/or specifies the basic rules that must govern our professional behavior.

This underscores the commitment on the part of the Pomona Group to comply with applicable French and international laws and regulations, in particular with regard to the prevention of and fight against corruption, and anti-competitive practices.

Each associate is an ambassador of the Group and, as such, must set an example.

We will therefore ask you to pay the greatest attention to reading and adhering to this Code of Business Ethics.

Eric DUMONT
Chairman of the Executive Board

1. SCOPE OF THE CODE OF BUSINESS ETHICS

All associates of the Pomona Group (*), regardless of the subsidiary or country in which they work, must be familiar with and comply with the principles of this Code and the applicable laws and regulations, whether as part of their duties within the Group or as representatives of the Group in public, in particular through their participation in trade associations.

This Code reaffirms the values and ethical principles of the Pomona Group when doing business and condemns anticompetitive activities as well as acts of corruption, influence peddling or anti-competitive practices.

All associates of the Pomona Group must see to it that the Group's business partners (resellers, distributors, suppliers, customers, service providers, intermediaries and, in general, all Pomona Group contracting parties) adhere, as well as to this Code.

This Code will be reviewed and updated as often as necessary to reflect changes in laws and regulations, based on practical experience and changing circumstances, and will be communicated to all Pomona Group associates and usual business partners.

This Code cannot, of course, cover all the cases that Pomona Group associates may face in the performance of their duties. Therefore, in the event of a question or doubt, it is the responsibility of each associate to seek advice from his or her supervisor or the Group's Legal Department.

(*) The term "associate" also refers to the managers and executives of the Pomona Group.

2. AVOIDING CONFLICTS OF INTEREST

Associates must make decisions in the best interests of Group companies. These decisions must be taken objectively and independently of their direct or indirect personal interests.

Any situation that creates or appears to create a conflict between personal interests and those of the Pomona Group must be avoided.

There may be a conflict of interest when decisions taken on behalf of the Pomona Group factor in the personal interests, financial or otherwise, of Group associates. For example, a conflict of interest may arise if the Pomona Group uses the services of a company owned by a relative of a Group associate.

Associates must report to their supervisor any actual or potential source of conflict of interest, such as any elective or political office that they or a member of their family or relative may hold, or interests in commercial companies that are business partners of Pomona.

Associates must refrain from participating in any transaction, relationship or discussion relating to a contentious issue or in which there is the slightest doubt as to the existence of a potential conflict of interest.

3. FIGHTING FRAUD

The Pomona Group refrains from:

- committing any action that could be considered fraudulent, in particular by usurping the identity of a person (e. g., forging his/her signature), concealing or altering the characteristics of the source, nature or quality of the Products purchased and/or sold by the Pomona Group,
- falsifying any documents, in particular commercial, administrative or financial documents (e. g. certificates of origin),
- disclosing to third parties confidential and strategic information belonging to the Pomona Group.

All associates must see to it with suppliers, service providers and subcontractors that Pomona Group entities buy products and services that are free of defects, comply with applicable regulations (in particular those relating to their manufacture, supply and sale) and are suitable for the use for which they are provided, in terms of quality, food safety, composition, packaging, and/or labeling.

4. PREVENTING AND FIGHTING CORRUPTION

4.1. Definition of corruption, influence peddling and cronyism

Corruption is the act of offering, proposing, giving, asking for, or accepting any undue advantage, whatever its value or form, so as to perform or refrain from performing any act that falls within the duties of its beneficiary or is facilitated by them.

It is prohibited in both the public and private sector.

The most common form of corruption involves paying or accepting a bribe (gift, sum of money, service or benefit of any kind) to or from a person so that he/she performs or refrains from performing any action connected to their duties (very often, in order to win or keep a contract).

Influence peddling is the act of offering, requesting, accepting or giving any undue advantage to any person in order that they abuse their real or supposed influence to obtain distinctions, jobs, positions, contracts or any other favorable decision from a French or foreign public authority or administration.

Cronyism is the act of infringing or posing obstacles to the freedom of access to the tendering process and equality among applicants bidding for public procurement or public service contracts.

4.2. Examples of cases of corruption, influence peddling and cronyism

In practice, the following behaviors are likely to be defined as corruption:

- offering a gift of significant value to a customer's buyer outside of any sales promotion operation, with the aim of increasing the volume of orders placed,
- offering a trip to an elected official so that the latter or the public authority of which he or she is an elected official awards a contract or an authorization (e.g. a building permit),
- granting an undue advantage (for example, a paid internship for a relative) to the representative of a buying office or a civil servant in order to obtain confidential information on a tender procedure or the ranking of competitors,
- selecting the lowest bidder in exchange for a gift.

4.3. Obligation to prohibit corruption, influence peddling and cronyism

Corruption, influence peddling, or cronyism is strictly prohibited regardless of whether the gift or undue advantage is granted before or after the *quid pro quo* was obtained.

The associates of the Pomona Group undertake to comply with public procurement regulations and agree to be particularly vigilant in their relations with civil servants or representatives of public authorities, representatives of local authorities or French or foreign international organizations.

The associates of the Pomona Group undertake to be particularly vigilant in their dealings with business partners whenever they enter into a contract in a country with a high International Corruption perceptions Index (ICP), or when the business partners' assignment has not been clearly defined or the nature of their work is not measurable and/or verifiable, or when payment terms are unusual.

In this respect, the associates of the Pomona Group undertake to abide by the internal procedures in place for evaluating and selecting co-contractors.

In case of doubt or questions, Pomona Group associates are invited to contact their immediate supervisor or the Group Legal Department before signing any contract or granting or accepting any advantage.

4.4. Limiting gifts, advantages and the provision of hospitality

The distinction between acts that might be defined as corruption or influence peddling and acceptable gifts and hospitality is often very difficult to make.

The associates of the Pomona Group must ensure that the gifts and hospitality they offer and receive are appropriate and comply with applicable regulations and rules of Business Ethics of the Pomona Group.

Gifts are broadly understood as any good, service, sum of money or the like, regardless of its form or value, offered without compensation [the "gift(s)"].

Advantages are any gift, loan, commission, fee, favor, employment, contract, service, loan items, obligation or commitment of any kind [the "advantage(s)"].

Hospitality includes all meals, invitations to events or leisure activities, travel, etc. ("token(s) of hospitality").

In particular, the following gifts, advantages, tokens of hospitality regardless of their value are strictly prohibited:

- when made or given in cash or cash equivalent (gift certificates, shares, loans, etc.)
- that might be interpreted as a *quid pro quo* or are made for the sole purpose of obtaining something in return,
- offered as part of a commitment to do or not to do something or likely to be interpreted as an incentive to influence a decision,
- likely to harm the reputation of one of the companies of the Pomona Group,
- made or given in violation of applicable legislation,
- made or given in a personal capacity to avoid having to request, or to obtain, an authorization.

Only the following are authorized:

- gifts of a symbolic nature with negligible economic value,
- gifts and advantages received or offered as part of a promotional campaign in accordance with the internal procedures in force,
- benefits in kind or hospitality (invitation to lunch, a sporting event, train or plane tickets, etc.) of reasonable value.

4.5 Relations with business partners

Associates shall select the Group's business partners prudently and objectively, on the basis of their reputation, the quality of their services, products and commitments to act in accordance with current regulations and the highest standards of business ethics.

The associates of the Pomona Group undertake to respect the internal procedures for evaluating and selecting their co-contractors.

They will do their utmost to ensure that the business partners of the Pomona Group abide by the rules set out in this Code of Business Ethics and the local and international legislation applicable, in particular in the fight against corruption.

4.6. Patronage and sponsorship

The Pomona Group at times participates in patronage or sponsorship operations, for example as sponsor of events organized by third parties, as part of the Group's communication and marketing policy.

The associates of the Pomona Group agree not to undertake patronage or sponsorship operations in order to obtain undue commercial or non-commercial advantages, or to benefit from real or supposed influence.

When in doubt, Pomona Group associates should contact their supervisor or the Legal Department.

5. ACCURACY AND TRANSPARENCY OF ACCOUNTING ENTRIES

The Pomona Group will never falsify any accounting, administrative or financial documents.

Those associates directly or indirectly tasked with preparing the financial statements of Group companies agree to apply the relevant accounting rules and principles in all sincerity and good faith. The company's financial statements must at all times reflect the actual, true and fair economic situation of the company.

6. DUE REGARD FOR CONFIDENTIALITY

The associates of the Pomona Group must preserve the confidentiality of commercial, technical, financial, marketing and/or scientific information and documents, in any form whatsoever (in written or oral form, computer-based, etc..) that are confidential or considered as such.

They must therefore not disclose any information directly or indirectly to third parties, except as part of a well-delineated project, while ensuring that that third party also preserves such confidentiality, including within its own company.

7. COMPLIANCE WITH COMPETITION RULES

The associates of the Pomona Group undertake to conduct their commercial activities in compliance with applicable competition rules and to observe the principle of fair competition.

In particular, entering into unlawful arrangements with competitors, resorting to any practice aimed at hindering free competition, taking any action prohibited by competition law, or illegally collecting information on competitors is prohibited.

8. ETHICS-ALERT MECHANISM

Pomona's staff members and outside or occasional associates may report, in a secure and confidential manner, any conduct they believe to be in clear violation of the Code of Business Ethics of the Pomona Group or any situation falling within the scope of the present ethics-alert system to Pomona's Ethics Committee, which is the employer's point of contact, or to their immediate or indirect supervisor.

The Pomona Group has appointed a point of contact in the form of the Ethics Committee, to collect and process these ethics-alert reports in a secure and confidential manner. It can be contacted at the following secure address:
<https://pomona.signalement.net>

A Guide to Using the ethics-alert mechanism is available on Pomona Connect.

It is recalled that the whistle-blower may not be denied employment or vocational training. Nor may he/she be sanctioned or dismissed, or be the subject of any direct or indirect discriminatory measure, whether in terms of remuneration, qualifications or career promotion.

9. PENALTIES AND DISCIPLINARY MEASURES

Any violation of the Code of Business Ethics on the part of salaried associates or assimilated employees of Pomona Group companies may give rise to disciplinary proceedings, without prejudice to any action in civil and criminal courts that may be brought against all associates of the Pomona Group.

The disciplinary measures that may be taken against salaried associates or assimilated employees in France are those mentioned in the article entitled "Disciplinary sanctions" of the Internal Regulations of each Pomona Group entity concerned to which the employee is attached.

These disciplinary measures shall only be taken following a procedure involving the guarantees provided by the French Labor Code and in particular Articles L. 1232-2 et seq. and L. 1332-1 et seq., as well as the procedure provided by the Internal Regulations of the Pomona Group entity concerned to which the employee is attached.

If a business partner (resellers, distributors, suppliers, customers, service providers, intermediaries and, in general, all contracting parties of the Pomona Group) violates this code of business ethics, he/she may be liable to the discontinuation of all business relations.