

Anti-Corruption Code Of Conduct

SEPTEMBER 2023

1. Prohibited behavior

Forward Global employees are required to comply with laws and regulations in the context of the roles they play in the organisation, in particular those that govern their behaviour with respect to probity. The next chapter lists behaviours that conflict with probity, and in particular acts of corruption.

1.1 Under French law

Various types of behaviour that conflict with probity are prohibited by law and subject to legal sanctions. In particular, the following are prohibited:

- corruption;
- influence peddling;
- abuse of office;
- illegal vested interest;
- misappropriation of public funds;
- favouritism.

The full legal definitions of these behaviours are given in the Appendix.

1.2 Under foreign law

Forward Global activities may be subject to foreign law, either due to the application of local law during activities performed in the country in question, or due to extra-territorial application of some legislation such as American or British anti-corruption laws: US Foreign Corrupt Practices Act 1977 (FCPA) / UK Bribery Act 2010 (UKBA).

If unsure on the application of foreign practices or legislation, the employee must notify their line manager and, if necessary, the representative of the legal functional structure or the compliance manager, to check in advance the applicable rules and ensure compliance.

2. At-risk situations for the Forward Global group

The strengthening of anti-corruption laws and regulations imposes a need for vigilance in business relations, both in France and internationally. Each Forward Global employee must avoid any risk of being directly or indirectly involved in any acts of corruption or other lack of probity.

The situations described below are not exhaustive with regard to the at-risk situations that employees could encounter.

Generally, if unsure in the assessment of these at-risk situations, employees should contact their line manager or the compliance manager



2.1 Entering business relations and making contracts

What does this involve? It is important to know “who you are dealing with” when entering into a business relation. This is a simple act of prudence that we quite naturally apply in the personal sphere when interests are at stake. In everyday language, the person we enter into relation with is called a “third party”. This may be a supplier, a service provider or subcontractor, a client, a consultant, an intermediary or a partner in the wider sense.

Points for attention. When entering into a business relation with a French or foreign third party, the following points for attention enable assessment of the risk level of the planned relation:

- The reputation and financial stability of the third party;
- When the third party is a legal entity, checks on the transparency of the shareholding and accounts;
- The third party's compliance policy;
- The anti-corruption legislation in force in the third party's country.

Expected behaviour

Each employee may be confronted with a large number of highly varied situations, for which an exhaustive list cannot be given. If unsure, the employee must speak to their line manager and, if necessary, the representative of the legal functional structure or the compliance manager.

In general, each employee shall comply with the following points:

- Inform their line manager of any risk they are aware of, or suspect may exist, resulting from the business relation;
- Notify their line manager any situation that could be considered as a conflict of interest (regarding this, see Section 2.3 Conflicts of interest);
- Carefully comply with internal rules and procedures, in particular those regarding procurement, sales and collaborative activities;
- Refuse to solicit, accept or offer any sum of money, or any undue advantage, in the context of a business relation (regarding this, see Section 2.2 Gifts and invitations);
- Resist any form of soliciting or inappropriate behaviour.

A detailed examination must be performed before entering into any relation with companies located in countries or territories that are fiscally uncooperative or at-risk, with shell companies, or with any company on the blacklists of the World Bank or the European Bank for Reconstruction and Development (EBRD). The Forward Global group's final decision will be made by Senior Management, in cooperation with the Group's Ethics Committee.



2.2 Gifts and invitations

What does this involve? Gifts may take many forms and are generally considered as any advantage or favour granted without counterpart or compensation.

This includes items offered occasionally or regularly in the context of business relations, business hospitality, invitations to events, exhibitions or sports events, travel that mixes business and pleasure, preferential conditions or rates, etc.

Points for attention

Such gifts and invitations offered by suppliers, service providers, subcontractors or partners, or that may be offered to these, can contribute to good business relations. They are fairly common demonstrations of courtesy and mutual respect, which may be customary in some countries.

However, care must be taken that the gifts and invitations carry no implicit or explicit counterpart of any form.

In particular, they must never influence, or give the impression of affecting, the judgement or decision-making of the Forward Global group employees.

Such gifts and invitations must be part of a business context, remain reasonable with regard to frequency and amount, be accepted transparently and if possible shared in team.

Special attention shall be given when the beneficiary has decision-making power or influence over an action that could affect Forward Global interests, in particular via granting of a permission, signature of a contract or placing of an order.

Expected behaviour

In no event may Forward Global employees accept, or offer, personal cash gifts, gift vouchers, discounts, special rates or financial rewards. Similarly, gifts or invitations are prohibited during call to tender periods, whether personal involvement in the procedure is direct or indirect.

In other cases, the following rules should be followed:

- Gifts or invitations with an estimated value below 50 euros may be offered or received without informing, or asking permission from, the line manager;
- Gifts or invitations with an estimated value between 50 and 150 euros may be offered or received but the line manager must be informed;
- In principle, gifts or invitations with an estimated value over 150 euros must be refused and cannot be offered. However, if for specific (cultural or economic climate-related) reasons, the employee is obliged to accept, the line manager



and the Forward Global compliance manager must be informed, with suitable substantiation. Similarly, if for specific reasons the employee is considering offering a gift or invitation with a value greater than 150 euros, this may only occur following permission from the Forward Global compliance manager.

In all cases, a record of these gifts must be kept to avoid any future suspicion. In the event of repeated gifts or invitations from the same person or entity, the threshold shall be assessed based on the corresponding overall amount of the gifts and invitations received or offered in the same year. If unsure, or for further information, the employee shall consult their line manager or the compliance manager.

2.3 Conflicts of interest

A conflict of interest may affect the objectivity of a person and thus their ability to fulfil their mission.

What does this involve? An employee is in a conflict of interest when they have personal, financial or business interests that could affect the objectivity of the decisions they make or recommend or of advice that they issue in exercise of their functions.

For example, this situation may occur when the employee:

- practices professional or extra-professional activities outside the Forward Global group;
- has family or friends who work at the Forward Global group's suppliers (or service providers or subcontractors).

This situation may lead the employee to infringe the loyalty they owe to the Forward Global group. It may also constitute acts in preparation of corruption and other associated illegal acts.

Points for attention

Before taking any decision engaging the Forward Global group, each must ask if they have any links, personal or otherwise, of any nature, that could influence their decision, recommendation or advice.

Similarly, outside the professional context, employees must take care not to create a situation or make any commitments that could lead them to infringe the loyalty they owe to the Forward Global group.



Expected behaviour

Employees who find themselves confronted with a conflict of interest that directly or indirectly concerns them, must notify their line manager and, if necessary, the conformance manager, of:

- any identified conflict of interest, or any risk or suspicion thereof;
- any inappropriate request or behaviour that could lead to such a conflict of interest;
- any internal or external pressure, threat or act of blackmail.

Information concerning conflict of interest situations shall be written up and archived within the relevant unit. It must be available for presentation during any later audit. If the employee changes position and the conflict-of-interest situation persists, a new declaration must be made.

The employee must also recuse themselves from any decision-making process, recommendation or advice that could be affected by this conflict of interest.

2.4 Facilitation payments

What does this involve? Facilitation payments are small sums paid to public officials to ensure that they carry out or speed up performance of ordinary administrative transactions or associated necessary formalities.

Points for attention

While recourse to facilitation payments is a common practice in some countries, it is a form of extortion that can be considered corruption.

Expected behaviour

Forward Global prohibits recourse to this practice which is a form of corruption. Making facilitation payments could expose Forward Global employees to criminal prosecution and could sully the reputation of the Forward Global group.

If faced with such a situation, Forward Global employees must contact their line manager.

2.5 Patronage and sponsorship

What does this involve? Patronage is support in cash or in kind, without direct compensation from the beneficiary, to a work or to a person for the performance of activities of general interest.



Sponsorship is support in cash or in kind provided by a person or entity to an event, person, product or organization with a view to drawing a direct benefit.

In the context of its activities, Forward Global may participate in charities and associations directly relevant to its activities and, exceptionally, give gifts.

Depending on the amount, authorization for Forward Global to give gifts is under the responsibility of the Chairman or operational management.

Points for attention

While under certain conditions patronage or sponsorship may be natural extensions of the Forward Global's general interest activities, they could be an area vulnerable to acts of, or attempted, corruption.

In addition to compliance with applicable Forward Global procedures for authorizing these actions, it must be checked that they do not constitute a means to receive or provide undue advantages, or to promote influence operations or personal pecuniary interests.

Expected behaviour

Any employee accepting gifts or bequests for the Forward Global group, or awarding gifts to a third party on behalf of the Forward Global, must comply with applicable internal procedures.

They must also check, at their level, that the operations comply with the Forward Global group's probity principle and policy on the matter, in particular ensuring that the patronage or sponsorship:

- is directly linked with CEA activities;
- is concluded with a third party whose reputation has been checked in advance;
- is not concluded where conflicts of interest are present;
- does not promote influence operations or personal or extra-professional pecuniary interests;
- does not constitute an undue advantage.

If unsure regarding application of these principles, the employee concerned must notify their line manager before pursuing any patronage or sponsorship activity.

2.6 Representation of interests (lobbying)

What does this involve? With regard to French legislation (the "Sapin II" Act), Forward Global is an "Interest Representative" (lobbyist). It has employees whose main or regular activity is to influence public decision-making, in particular regarding the content of laws and regulations



(lobbying). To influence the decision, these employees may communicate with members of cabinet, members of the upper or lower house, elected local officials and public decision-makers.

To this end, Forward Global complies with declaratory obligations, including registration of its employees involved in lobbying in the digital directory of the Haute Autorité pour la Transparence de la Vie Publique (HATVP, the French High Authority for Transparency in Public Life), and presentation of an annual report, listing actions performed in the previous year and the corresponding expenses.

Points for attention

Anyone may be in contact with members of cabinet, members of the upper or lower house, elected local officials and public decision-makers in general, either in a professional context or due to private activities.

In the professional context, any Forward Global employee not involved in lobbying and not listed in the HATVP digital directory must inform their line manager if contact with public decisionmakers become frequent to the point of constituting a main or regular activity in the legal sense.

Expected behaviour

With regard to public authorities, any lobbying action should be practiced fairly and responsibly, excluding any practice that could be considered as corruption or influence peddling.

No Forward Global employee is authorised to directly or indirectly commit the organisation to a support activity of any kind for a political organisation or party, and may not use their status as a Forward Global employee to this end.

3. Compliance with the anti-corruption code of conduct

Each Forward Global employee must comply with the provisions of this code of conduct in their behaviour.

In addition to any legal sanctions that may apply in the event of a lack of probity, any contravention of this code of conduct is liable to disciplinary actions including the possibility of dismissal.



4. Whistleblowing procedure

4.1 Who reports what

The purpose of the whistleblowing procedure is to collect:

- reports from CEA staff, in the event of behaviour or situations which violate this code of conduct. If this involves behaviour that could constitute acts of corruption (see Section 1.1 Under French Law), the whistleblower may benefit from whistleblower protection under the French “Sapin II” Law no. 2016-1691 of 9 December 2016 on transparency, anti-corruption and modernisation of economic life;
- reports of crimes or offences, serious violation of the law or regulations, threats or serious harm to the general interest, from CEA staff or external and occasional partners (Article 6 of the Sapin II Law). For this type of report, the whistleblower may benefit from whistleblower protection.

In other words, failure to comply with the code of conduct may be reported by CEA staff (regardless of their employment status: permanent/temporary contract, etc.), whereas whistleblowing as per Article 6 of the Sapin II Law may be reported by CEA staff or by an external or occasional partner.

In all cases, the report must be made by a natural person. This person must act in good faith and without conflict of interest. They must have first-hand knowledge of the facts reported.

Abuse of the procedure can lead to disciplinary actions including the possibility of dismissal.

It should also be noted that a person making allegations known to be false cannot be considered as acting “in good faith” and is liable to prosecution under slander legislation (up to 5 years imprisonment and a €45,000 fine).

Any person who obstructs whistleblowing, in any manner, is liable for up to 1 year imprisonment and a €15,000 fine.

Whistleblowing may not concern any information protected by a military classification, or covered by medical confidentiality or lawyer/client confidentiality.

The procedure guarantees strict confidentiality regarding the identity of the whistleblower, the facts reported and the people involved, including when checks require communication with third parties, without prejudice to legal obligations for communication with the legal authorities.



4.2 Whistleblowing: how to raise a concern

Several communication channels are available for whistleblowing: telephone, internal or external post, email or handing in a report in person.

In all cases, reports shall be addressed to the Forward Global group's Whistleblowing Procedure Officer.

The Whistleblowing Management Procedure is available on the Forward Global's website (LIEN).

5. Whistleblowing procedure

5.1 General definitions

Ethics are all values and moral principles that underlie a person's behaviour and serve as the basis of life in society.

Professional ethics cover the values and moral principles that underlie the behaviour of people in the work environment, whether they belong to the same profession or perform their activity in a given structure.

Ethical code is the set of rules and obligations that govern the correct behaviour of members of a profession or people performing their activity in a given structure. It blurs into professional ethics.

Conformance is the action aiming to make measures or behaviours, within a given structure or with respect to a third party, comply with an internal or external standard that applies to the place and in the fields where this structure performs its activity.

Compliance is inspired by practices from the English-speaking world and is very similar to conformance; it is defined as all processes that ensure compliance with standards applicable to a given structure by all its members, and also the values and ethics promoted by its leadership.

Probity is the concept that describes a person (and their behaviour) who respects the values and moral principles that serve as the basis of life in society, scrupulously complies with their obligations and the law, and with the regulations and all standards that apply to their activity or in the structure where they operate.

Integrity is the concept that describes a person (and their behaviour) who respects the values and moral principles that serve as the basis of life in society, and is faithful to their obligations and commitments.



Scientific integrity is defined as the set of rules and values that should govern research activity, to ensure its impartiality and scientific rigor.

5.2 Offences punishable under French law

Corruption is the behaviour by which the corrupt person solicits, approves or accepts a gift, offer or promise, or any presents or advantages, with a view to carrying out, delaying or not carrying out an act that is directly or indirectly part of their office.

French criminal law makes a distinction between two types of corruption:

- active corruption, which is the act, by anyone, of directly or indirectly proposing offers, promises, gifts, presents or advantages to a person discharging a public service mission and having a mandate in exchange for something (Articles 433-1(1) and 445-1 of the Penal Code);
- passive corruption for the person who, due to their office and mandate, directly or indirectly solicits or accepts offers, promises, gifts, presents or any advantages for themselves or others (Articles 432-11(1) and 445-2 of the Penal Code).

The office of the corrupt person may be public (people holding public authority, discharging a public service mission or invested with a public elected office – Articles 433- 1(1) and 432-11 of the Penal Code) or private (Articles 445-1 and 445-2 of the Penal Code).

When the corrupt person holds a public service office, corruption consists of an act of their office, mission or mandate, or facilitated by their office, mission or mandate. The corrupt person and the corrupting person are liable to up to ten years imprisonment and a fine of up to 1,000,000 euros, which can be raised to double the proceeds of the offence.

When the corrupt person holds private office, corruption consists of an act of their activity or office or facilitated by their activity or office, in violation of their legal, contractual or professional obligations. The corrupt person and corrupting person are liable to up to five years imprisonment and a fine of up to 500,000 euros, which can be raised to double the proceeds of the offence.

Influence peddling is very similar to the offence of corruption. The difference is that, in influence peddling, the person who commits the offence does not have the power to carry out or not carry out the act desired by a third party.

Here, a person who actually or supposedly has influence, offers to abuse it for the profit of a third party to obtain from an authority or public administration distinctions, employment, contracts or any other favourable decision (Articles 433-1(2), 433-2 and 432-11(2) of the Penal Code) in exchange for an offer, promise, gift, present or any other advantage.

As for corruption, influence peddling is called passive with regard to the person who uses their influence and active with regard to the beneficiary.



When the person using their influence is a person holding public office, the corrupt person and the corrupting person are liable to up to ten years imprisonment and a fine of up to 1,000,000 euros, which can be raised to double the proceeds of the offence.

When the person using their influence is not a person holding public office, the corrupt person and the corrupting person are liable to up to five years imprisonment and a fine of up to 500,000 euros, which can be raised to double the proceeds of the offence.

Abuse of office is a failure to observe probity. It includes cases where the perpetrator acts for personal gain or acts selflessly. For a person holding a public mandate or discharging a public service mission, it consists of:

- acceptance, request or order to pay as public duties, contributions, taxes or impositions of any sum known not to be due, or known to exceed what is due (Article 432-10(1) of the Penal Code);
- granting in any form and for any reason, of any exoneration or exemption from dues, contributions, taxes or impositions in breach of statutory or regulatory rules (Article 432-10(2) of the Penal Code).

Abuse of office is punishable by to up to five years imprisonment and a fine of up to 500,000 euros, which can be raised to double the proceeds of the offence.

Illegal vested interest concerns, in particular, any person holding public authority or discharging a public service mission.

It consists taking, receiving or keeping of any interest in a business or business operation, either directly or indirectly, by such a person who, at the time in question, has the duty of ensuring, in whole or in part, its supervision, management, liquidation or payment (Article 432-12 of the Penal Code).

This offence may also be committed for up to three years after termination of office as a member of cabinet, member of an administrative and independent authority or an independent public authority, holder of a local executive function, civil servant, member of the armed forces, or officer of a public administration.

In these cases, these people are guilty of illegal vested interest if they take or receive a participation by work, advice or capital in a private company with regard to which they performed monitoring or inspection or concluded contracts during their previous mission.

This offence is punishable by to up to five years imprisonment and a fine of up to 500,000 euros, which can be raised to double the proceeds of the offence.

Misappropriation of public funds concerns, in particular, any person holding public authority or discharging a public service mission, a public accountant, a person representing a public authority or any of his subordinates (Article 432-15 of the Penal Code).



This offence involves the destruction, misappropriation or purloining of, in particular, private or public funds, papers, securities, or any other object entrusted to such a person as part of their office or mission.

It is punishable by to up to ten years imprisonment and a fine of up to 1,000,000 euros, which can be raised to double the proceeds of the offence.

Favouritism concerns, in particular, any person holding public authority or discharging a public service mission or acting as a representative of a public body or any person acting on behalf a public body (Article 432-14 of the Penal Code).

It consists of procuring or attempting to procure for others an undue advantage by an act breaching the statutory or regulatory provisions designed to ensure freedom of access and equality for candidates with respect to tenders for public and concession contracts. For example, this could involve breach of the rules for public contracts (breach of competition obligations), or the sending of insider knowledge to one or more candidates.

This offence is punishable by to up to two years imprisonment and a fine of up to 200,000 euros, which can be raised to double the proceeds of the offence.

