

APRIL 2021

# CODE GOVERNING THE FIGHT AGAINST CORRUPTION AND INFLUENCE PEDDLING

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Dear colleagues,

Societe Generale group is firmly committed to be a responsible stakeholder of the banking sector and makes every effort to conduct its business ethically and in an exemplary manner, in all countries in which it operates in. Meeting the highest standards is at the heart of our strategy for sustainable growth. Day after day, we strive to establish amongst senior management and all employees a culture of compliant behavior, including laws prohibiting corruption, bribery and influence peddling.

We are counting on each and every one of you to comply with the principles and commitments defined in our Code of Conduct and in this Code governing the fight against corruption and influence peddling. We all also wish to reiterate our intention to apply a zero-tolerance approach in this regard.

Bribery, corruption and influence peddling are indeed major causes of poverty, unfair distribution and misallocation of wealth. These acts also impede economic development and contribute to the political and social destabilization of sovereign states. As such, they are universally considered to be serious offenses.

Your commitment and involvement are key. Thanks to your individual and collective efforts, we will be able to conduct our activities in an ethical and responsible manner.

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# PREAMBLE

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Committing offences involving corruption or influence peddling can have extremely severe legal (criminal and civil) and financial consequences for both the Group and its employees. Additionally, such offenses can seriously harm the Group's reputation and its ability to conduct business in an area for which it has previously been implicated. Disciplinary or administrative procedures may also be taken against Societe Generale by the French Prudential Control and Resolution Authority (for compliance failures), by the French Anticorruption Agency or by foreign regulators (either because Societe Generale conducts its activities in these countries, or because of the extra territorial nature of certain rules such as Foreign Corrupt Practices Acts ("FCPA") in the United States or UK Bribery Act ("UKBA") in the United Kingdom).

Legal authorities around the world are increasingly active in pursuing corruption and influence peddling, not only in relation to companies but also with their employees. Hence, should any person working at Societe Generale (corporate officer, employee, temporary worker, Volunteering for International Experience - VIE, etc., designated hereafter as "Societe Generale Employee"), commit or participate directly or indirectly in an act of corruption or influence peddling, in any capacity whatsoever (e.g. complicity) in the course of carrying out his or her professional duties, he or she could be personally liable and could face serious civil or criminal sanctions. In certain cases, Societe Generale may also be held liable for such offences.

In addition, any employee who fails to comply with the provisions of the Group's normative framework as described in the Societe Generale Code<sup>1</sup>, and in particular with the provisions relating to the fight against corruption, may be held liable in accordance with the applicable legislation and may be subject to disciplinary action up to and including dismissal, in accordance with the applicable Societe Generale policies.

If a Societe Generale employee knowingly turns a blind eye ("willful blindness") to an act of corruption committed by another person acting on behalf of the Group, the said employee and/or the Group could also be civilly or criminally liable.

For any questions, please contact your manager or your local Compliance Officer.

This Code governing the fight against corruption and influence peddling (the "Anti-corruption Code") is an appendix to the internal regulation and must be brought to the attention of all Societe Generale employees, in France and abroad, as well as to any third-parties working for the Group.

(1) The Societe Generale Code compiles the Group normative documentation.

# OBJECTIVES

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Societe Generale does not tolerate any type of corruption or influence peddling<sup>2</sup>.

The fight against bribery, corruption and influence peddling requires exemplary behavior by all Societe Generale employees to enhance the trust of customers, shareholders, public authorities, employees and all stakeholders (non-governmental organizations, public opinion, etc.).

This Anti-corruption Code should serve as a reference to assist Societe Generale employees both to identify situations involving bribery, corruption or influence peddling risks in their day-to-day activities and to act appropriately when faced with such situations. Various concrete examples of situations Societe Generale employees may face are described below.

In addition to this Anti-corruption Code, Societe Generale employees must be fully aware and respect the Societe Generale Code, as well as specific local policies applicable to them in certain countries. They must undergo specific training on the fight against corruption and influence peddling as required by Societe Generale.

(2) See definition page 6.

# DEFINITIONS OF CORRUPTION AND INFLUENCE PEDDLING

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## **CORRUPTION**

So-called “active” corruption is defined as offering an undue benefit to a person or yielding to solicitation (to provide an undue benefit), in order that they carry out or refrain from carrying out an act related to their professional duties.

So-called “passive” corruption is defined as soliciting or accepting an undue benefit from a person with a view to accomplishing or refraining from accomplishing an action related to one’s professional duties or an action facilitated by the carrying out of such professional duties.

## **INFLUENCE PEDDLING**

So-called “active” influence peddling consists in offering an undue benefit to a person or yielding to a person’s solicitations (to provide him with an undue benefit), in order that the latter misuses his influence to obtain, to the advantage of the person providing this benefit, a favorable decision from a public authority or administration.

So-called “passive” influence peddling consists in soliciting or accepting any benefit from a person to misuse their influence in order to obtain, to the advantage of the person providing this benefit, a favorable decision from a public authority or administration.

# BEHAVIOR REQUIRED FROM SOCIETE GENERALE EMPLOYEES

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Whether in a personal capacity or in the context of a business relationship, you must refrain from:

- giving, offering or promising, directly or indirectly through others such as third-party intermediaries (family members, business partners, close associates, etc.), any benefit, gift or invitation, or anything of value, to anyone (government officials, clients, suppliers, business partners, etc.) that would or could be perceived as an inducement or as a deliberate act of corruption or influence peddling;
- soliciting or accepting, directly or indirectly through others such as third-party intermediaries (family members, business partners, close associates, etc.), any benefit, gift or invitation or anything of value that would or could be perceived as an inducement or as a deliberate act of corruption or influence peddling;
- coercing a person to perform or refrain from performing an act related to his function by the use of coercion, violence or threat;
- mandating or having recourse, in the course of carrying out your professional duties, to any third-party intermediary (e.g. agent, introducing broker<sup>3</sup>, business provider, distributor, etc.) whose professional behavior or integrity has not been reviewed and confirmed according to Know Your Customer (“KYC”) / Know Your Supplier (“KYS”) procedures, by the competent departments, particularly Compliance, and without a proper approval.

Examples of situations that should alert you:

- certain indications in interactions with third-parties (repeated or extravagant invitations, valuable gifts, unusual invoicing or commissions, emails received from a personal email address, etc.);

- inducements (promises of personal or professional benefits) or pressure (threats of personal or professional retaliation) with the purpose of obtaining undue benefit (grant special conditions by way of derogation, disclose confidential information, favor a third-party, etc.);
- the activities of any third-party intermediary whose professional or ethical behavior seems dubious.

In response to such signals and the risk associated with situations of potential corruption or influence peddling, these four actions are paramount:

- **refer to the Societe Generale Code, internal rules and local policies** when taking decisions, whether internal or external;
- **report any concerns** or suspicions you may have and **seek without delay the advice of your manager and Compliance Officer** on the situation in question; if need be, exercise your whistleblowing rights, as set out in the Group Code of Conduct or in your local whistleblowing policy. Societe Generale will not tolerate retaliation of any kind (in terms of promotion, work conditions, etc.) against any individual who in good faith reports suspected improper conduct;
- **seek the advice of the Legal Department** should you have any questions or doubt as to the lawfulness of a particular practice or as to the interpretation of any normative text or legal precedent; and
- **do not conclude a planned transaction** if you find yourself at risk of participating, directly or indirectly, in acts of corruption or influence peddling.

(3) The word « broker » has, in this code, a commercial meaning. Brokers (“courtiers” in French) acting in a chain of intermediaries on financial markets (which have, in principle, the status of Investment Service Provider or equivalent) are excluded.

# ILLUSTRATIONS OF THE MAIN TYPES OF CORRUPTION AND INFLUENCE PEDDLING

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The risk of corruption or influence peddling may arise in a wide variety of business activities and situations. The following situations, which are not exhaustive, illustrate examples of the cases you could be faced with in the course of carrying out your professional duties.

## GRANTING OF UNDUE BENEFITS AND PAYMENT OF “BRIBES”

“Bribes” are any benefit or anything of value that is offered, promised, or given to a person, directly or indirectly, in order to influence the person’s conduct, typically by encouraging the person to abuse his or her public or private office to secure an improper advantage or a favorable decision.

The nature of such benefits (or anything of value) may vary greatly and cover in particular:

- the payment of a sum of money, in cash or by similar mechanisms (e.g. gift card);
- discounts or reimbursements;
- a service, supply or loan contract or a mandate;
- an internship, fixed-term or permanent job;
- confidential or inside information, including the activity of a company, its customers, suppliers, ongoing projects, or the list of appointments of its corporate officers;
- a meal or entertainment (tickets to a show, sporting event, etc.).

Not all of these benefits are problematic as such (per se) but the context in which they are granted or offered may make them likely to fall within the scope of corruption or influence peddling, or to be perceived as such.

This list is not exhaustive. Remember that an offer or promise of an illicit payment (or benefit) could constitute a corruption or influence peddling offence, even if the person to whom it was intended declines it or even if the payment (or benefit) is not finally made.

For the purpose of this rule, it is irrelevant whether the benefit is offered directly by the Societe Generale Employee or through a third-party (e.g. joint-venture - JVs, partnerships, investment in a third-party company, etc.), and whether it is of direct or indirect personal profit to the third-party, the civil servant or the decision making person.

There are heightened corruption risks when interacting with persons exercising public functions, such as Politically Exposed Persons (“PEP”), Senior Public Officials (“SPO”), or with “Government Officials” (as defined below).

A Politically Exposed Person (“PEP”) is a natural person exposed to specific risks of money laundering and corruption due to (1) the functions he or she has exercised or has ceased to exercise for less than a year or (2) functions that are exercised or have been exercised by direct family members or close associates for less than a year.

A Senior Public Official (“SPO”) is a person holding specific functions which do not fall under the functions exercised by a Politically Exposed Person (PEP) but who is nevertheless exposed to a risk of corruption. The lists of functions included in the definitions of Politically Exposed Persons (“PEP”) and Senior Public Officials (“SPO”) are contained in the Societe Generale Code.



A “Government Official” is defined broadly and includes elected representatives, magistrates, officials or employees (at any level) of:

- any government (foreign or national);
- any government department or any public authority (e.g. public institution, sovereign wealth fund);
- a state-owned or controlled company;
- a political party (or official of a political party);
- a public international organization of which governments are members (for example, the World Bank);

- a holder or a candidate for public office;
- a member of a royal family.

Special procedures may apply in your jurisdiction, including pre-approval requirements, when entering into any relationship (of commercial nature or other) or when on-boarding persons holding public functions such as Politically Exposed Persons (“PEP”), Senior Public Officials (“SPO”), or government officials.

### THE RIGHT APPROACH TO TAKE

You have been sent the CV of a child or an acquaintance of a customer, colleague (e.g. an employee of another bank) or service provider (external lawyer, statutory auditor, etc.) seeking an internship or position with the Bank. You may forward the CV to the HR department or to the relevant teams.

➤ **You should specify**, to the sender and to the recipient, that the fact that you have forwarded the CV shall not prejudice the final outcome regarding this application, which shall be based on the sole merits of the applicant.

### WHEN TO EXERCISE CAUTION

You have received precise and strategic information (e.g. analytical accounting data, GDP per customer, customer profitability, slides presenting an internal project, etc.) about a competitor bank from a consultant with whom you have been in discussion and who clearly obtained this information from a previous on-site mission. The information has been shared with you in order to influence your decision about hiring them on a consulting assignment. They indicate having relationships they could use to obtain further information.

➤ **You must inform** your manager and your Compliance Officer who shall decide on the course of action to be taken, in conjunction with the Legal Department. This could be tantamount to an undue benefit and may also constitute an offence.

### WHAT TO REFUSE

A customer, third-party intermediary or provider insists upon receiving a commission or fee before signing a contract with Societe Generale. You are faced with the choice of paying or losing the deal.

➤ **You must refuse** to make any payment and abandon the planned transaction, after having informed your manager and your Compliance Officer, even if your correspondent is very insistent and attempts to intimidate you.

A journalist contacts you to obtain information concerning a potential merger between two international companies, both of which are Societe Generale clients, on which you are working, in exchange for a significant reduction on the cost of advertising inserts related to Societe Generale.

➤ **You must refuse** this proposal, refrain from making any comments to the journalist and inform your manager and your Compliance Officer.

## RECRUITMENT AND EVALUATION OF EMPLOYEES

Societe Generale managers / recruiters select future employees using objective criteria based solely on the qualities and qualifications of the candidates.

Competition between the various candidates is therefore essential in order to recruit the best person for the job. Employees are prohibited from circumventing this normal recruitment process. This skills-based approach precludes offering a position in exchange for a favor, business opportunity or benefit. It also prohibits any fictitious employment (payment for work

not actually done) in accordance with the rules relating to recruitment defined in the Societe Generale Code.

In addition, managers ensure that the criteria relating to the evaluation of employees take into account their compliance with internal regulations, rules and procedures, as well as compliance with Group values, particularly those relating to the fight against corruption.

### THE RIGHT APPROACH TO TAKE

During a recruitment campaign, you realize that one of the candidates is the son of the mayor of the town where your local branch is located. You also realize that your local branch has filed a request for a building permit to the mayor's office.

› **You must alert compliance** for further analysis of the follows.

### WHEN TO EXERCISE CAUTION

One of your colleagues sends you the CV of a relative for a recently opened position in your entity. Your colleague suggests that you do not go through the normal recruitment process and asks you to pay particular attention to the proposed CV.

› If it is not prohibited to recruit candidates recommended by your colleagues (unless a specific local requirement is applicable), **you are obliged to continue the normal recruitment process.**

You can therefore suggest to your colleague that you forward the job offer to the candidate and the means to apply.

### WHAT TO REFUSE

A candidate is recommended to you for a position by one of your clients who implies that this recruitment would facilitate their subscription to one of your offerings.

› **You must refuse the client's offer** and suggest that he follows the normal application routes. You must inform your hierarchy as well as local compliance.

## OFFER OR RECEIVE GIFTS OR / INVITATIONS TO BUSINESS MEALS OR EXTERNAL EVENTS

The purpose of any gift, business meal or external event should be solely to develop or maintain good business and professional relations by expressing some form of thanks or legitimate recognition, within the framework of a professional collaboration. Gifts, business meals and external events must be of reasonable and proportionate value, comply with locally defined procedures (including applicable prior approval, information and registration requirements and country-specific financial thresholds) and be appropriate to the location, situation and circumstances.

There may be differences in cultural practices in some parts of the world, in which case reference should be made to the additional instructions set out in the local standard or advice should be

sought from the local compliance department which will indicate the appropriate course of action.

The risks associated with gifts and invitations are higher when the prospective recipient is a Public Official ("PO"), a Politically Exposed Person ("PEP") or a Senior Public Official ("SPO"). Always remember to consult the relevant procedures and your local Compliance Officer before offering anything of value to a Public Official, Politically Exposed Person or Senior Public Officials. Gifts, business meals and external events provided to such persons can present a potential regulatory or reputational risk to the Group, require additional review and are subject to stricter pre-approval and registration requirements.

### THE RIGHT APPROACH TO TAKE

You are thinking of sending a customer a Christmas present or an invitation to an event (sponsored or not by Societe Generale).

› **You must first consult** and comply with your department's standard for gifts, business meals and events.

› **You must record the gift, business meal or external event** if you identify it as a risk situation described in the local standard or the value of the gift or invitation exceeds the thresholds defined for each country.

› **You should refer to your manager and your local Compliance Officer** before acting if you have any doubts about the acceptability of the gift or entertainment.

### WHEN TO EXERCISE CAUTION

You have been invited by a customer with whom you have had a business relationship for years to an event (e.g. Grand Slam tournament or an international artist's concert).

› **You should consult** your department's standard on gifts, business meals and external events beforehand, comply with it, and report to your manager and your local Compliance Officer as you must ensure that this is not an undue advantage.

### WHAT TO REFUSE

**1/** A business relationship (customer, prospect, supplier, etc.) offers you a gift in cash or cash equivalents.

**2/** A supplier invites you (e.g. to a restaurant or prestigious event, etc.) to discuss the conditions for renewing a supply contract for Societe Generale during a tender period.

**3/** You are planning to invite a customer to a Relais & Châteaux with his/her spouse for a weekend during which you will negotiate the sale of a product.

› **You must politely decline** the gift or invitation and not offer such gifts or invitations and inform your manager or your Compliance Officer as soon as possible. Where there is an ongoing business relationship and the gift or invitation may appear lavish, this is inappropriate.

## USING A THIRD-PARTY INTERMEDIARY OR A SUPPLIER

Acts of corruption and influence peddling carried out by third-party intermediaries (e.g. agents, introducing brokers, business providers, distributors, etc.) or suppliers of goods or products and non-financial service providers could engage Societe Generale's civil, administrative or criminal liability and/or that of its employees. A high number of corruption / influence peddling cases worldwide involve third-party intermediaries.

Risk-based due diligence must be conducted prior to retaining a third-party intermediary. You must never retain a third-party intermediary or supplier whose professional reputation and legitimacy have not been verified by the relevant parties, in particular the Compliance department.

Any factor that heightens the risk of corruption (poor reputation, lack of transparency, lack of technical competence in the relevant domain of activity, lack of competitive tendering, conflict of interest, high remuneration, off market prices, connection to a government official, customer recommendation, unequal treatment, etc.) must alert you to exercise additional caution. No contract must be entered into before all identified suspicions or concerns have been duly handled and resolved by the adequate service.

Payments to third-party intermediaries or suppliers shall only be made upon presentation of an adequate invoice, and if they are (1) lawful, (2) proportionate to the service provided, and comply with: (3) Societe Generale rules, (4) the terms of the contract (which must necessarily include anti-corruption clauses), and (5) all applicable local policies. No payment shall be made without the appropriate documentation (including anti-bribery clauses), establishing the legitimacy of the payment made and services performed. Receipts must be provided for refundable expenses. No payment must be made in cash. No payment must be made to a bank account held in the name of a third-party with no connection to the transaction concerned.

You must exercise caution if a transaction under consideration involves a third-party intermediary or a supplier retained by another party to the transaction. Societe Generale shall be extremely cautious in these situations and verify, if necessary, with Compliance, that the third-party intermediary or supplier complies with Societe Generale's standards and can therefore be hired by Societe Generale.

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## THE RIGHT APPROACH TO TAKE

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Third-party intermediaries or suppliers must be selected in strict compliance with all applicable Societe Generale instructions, policies and procedures. You must be especially vigilant and make sure that risk-based due diligence has been conducted when selecting third-party intermediaries or suppliers of Societe Generale. You must in particular check third-party intermediaries or suppliers' reputation, background, and professional competence, and ensure that such facts are documented and stored.

› **You must imperatively** consult your manager and your Compliance Officer if any issues arise during the due diligence process or if you have the slightest doubt as to the integrity of a third-party intermediary or supplier. No contract with the third-party intermediary or transaction involving the third-party intermediary or supplier can be concluded, nor any payment made or received via the third-party intermediary or supplier, until all remaining doubts or concerns have been dispelled.

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## WHEN TO EXERCISE CAUTION

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You have the slightest doubt about an amount on an invoice from a third-party intermediary or supplier, with respect to services provided or a request for the reimbursement of expenses (on the basis of the supporting documents provided).

› **You must inform** your manager and your Compliance Officer. No payment shall be made until all doubts or concerns have been dispelled.

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## WHAT TO REFUSE

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A third-party intermediary, who introduces you to a customer (whether public or private), requests remuneration which clearly does not correspond to the work carried out or to usual standards, or requests that the amount be paid into an account held with a bank located in a country with a high level of banking secrecy (e.g. Switzerland, Monaco, Lebanon, Lichtenstein, Singapore, etc.) or which is not the country of residence of either the third-party intermediary or the customer and satisfactory explanations have not been received.

› **You must refuse to make the payment** and inform your manager and your Compliance Officer as quickly as possible.

A supplier invites you to attend a show with him during a tender period.

› **You must decline this invitation** as it is against the Societe Generale's policy related to invitations during bidding/tendering process. There is a risk that the supplier may take this opportunity to solicit, in return, information on the current bidding/tendering process to distinguish itself from its competitors. You may also be suspected, rightly or wrongly, of having disclosed information that enables the supplier to achieve so. You must inform your manager or your Compliance Officer as soon as possible.

## FACILITATION PAYMENTS

Facilitation payments (also called “grease” payments) are small amounts paid or benefits given (whatever their value) to civil servants or employees of public bodies or to government authorities in order to facilitate or speed up routine administrative formalities.

With the exception of cases where the physical safety of Societe Generale Employees is threatened (which is subject to reporting to Societe Generale as soon as possible), facilitation payments are forbidden.

### THE RIGHT APPROACH TO TAKE

A French or foreign government department or authority asks you to pay a fee (e.g. administrative fee) for a licensing procedure or administrative authorization. Such a fee is entirely legitimate and proper if it is formalized in an official public document.

› **You must refer** the question to your manager and your Compliance Officer should you have the slightest doubt (e.g. lack of documentary evidence).

### WHEN TO EXERCISE CAUTION

A public official with whom you are in contact regarding a licensing request sends you an email from his or her personal mailbox asking you to contact them via a non-professional line.

› **You must inform** your manager and your Compliance Officer as quickly as possible. This is unusual and it may be an attempt to pressure you into making a facilitation payment to obtain the license.

### WHAT TO REFUSE

You have been invited by a public official working for a regulator or supervisor in a country in which you are considering setting up a subsidiary, branch or representative office, to pay an amount of money to a legal or natural person in order to speed up or facilitate the granting of the license requested.

› **You must refuse** to pay and inform your manager and your Compliance Officer as quickly as possible. This is a request for a facilitation payment which is prohibited by Societe Generale.

## SPONSORSHIP AND PATRONAGE

Legitimate charitable contributions, patronage actions, and event sponsorships using Societe Generale funds or resources are, in principle, authorized. However, Societe Generale must make sure that these contributions are not, in fact, a means of making payments which may amount to corruption or influence peddling (even if the causes defended by the associations are legitimate).

As an example, sponsorship and patronage actions cannot be made:

- ❶ in the context of a bidding process or during the negotiation of a commercial or financial transaction involving persons linked to the beneficiary;
- ❷ in cash;
- ❸ on current accounts in the name of natural persons or in jurisdictions without links to the mission of the beneficiary of the sponsorship or patronage action.

Moreover, sponsorship or patronage actions made to organizations linked to a Government Official, a client or a prospect (who may be, for example, a board member of the organization), as well as any sponsorship or patronage action request or suggestion made by a client / prospect, must be subject to close scrutiny. They always require the approval of Compliance.

It is of the utmost importance to check the credibility, the reputation and the background of the organization receiving the sponsorship or patronage actions as well as their executives. This due diligence must be carried out in accordance with internal policies and procedures on charitable sponsorship or patronage.

### THE RIGHT APPROACH TO TAKE

Your branch or your team has received a request to subsidize a concert or cultural event to raise funds for a charitable cause. Before accepting:

› **You must check** that this complies with Societe Generale's internal guidelines and your local policies and carry out the appropriate due diligence (internet research on reputation, links with Societe Generale customers or projects) to be certain of the lawfulness of the subsidies in question and the absence of their use as a means of corruption. You must also refer the matter to your manager, your Compliance Officer and, when necessary, Societe Generale's Communication Division.

### WHEN TO EXERCISE CAUTION

A local mayor has requested a charitable contribution as a sponsorship or patronage action in aid of a local sports club. Particular vigilance is required because the request came from a Government Official.

› **You must determine**, together with your manager and your Compliance Officer, the underlying intentions to ensure that they are entirely disinterested and whether a contribution by Societe Generale could constitute or be perceived as constituting an act of corruption or trading in influence. You should refer to your local policies on gifts and entertainment to determine whether the contribution or sponsorship is permissible, and what the process for pre-approval is.

### WHAT TO REFUSE

A local authority is looking for a bank to fund the renovation of a school. One of the city councilors has requested a charitable contribution or sponsorship of the local sports association chaired by him/her. He/she indicates that he/she can convince the City Council to retain Societe Generale in return.

› **You must refuse** to make the payment and inform your manager and your Compliance Officer as quickly as possible. The city councilor appears to be soliciting something of value in exchange for influencing the City Council in its decision making process.

## POLITICAL AND RELIGIOUS DONATIONS

Within the framework of their professional activities, Societe Generale Employees are not authorized to support a political cause through donations, patronage or sponsorship. Nor may they receive donations, patronage or religious sponsorship in the name of Societe Generale. Employees may personally make contributions to political leaders, candidates or political parties, but may be subject to restrictions imposed by regulators in certain countries where Societe Generale operates.

You should refer to internal standards for procedures and possible restrictions on political and religious donations. If required by local law, you may also be required to declare your intention to make a political donation to Societe Generale for approval. If in doubt, please contact local compliance.

In any event, Societe Generale is politically and religiously neutral in all circumstances.

### THE RIGHT APPROACH TO TAKE

You are solicited, within the framework of your professional activities, to make a donation to an association. While searching for negative information about this association, you realize that it is engaged in religious activity.

› **You must inform** your manager and your Compliance Officer without delay and refuse the solicitation.

### WHEN TO EXERCISE CAUTION

One of your customers, who is reportedly close to a local or national political figure, requests a donation towards an association (cultural, philanthropic, think tank, etc.).

› **You must inform** your manager and your Compliance Officer as quickly as possible to determine whether the donation is appropriate.

One of your customers requests that you use Societe Generale resources to provide printed signs and refreshments to a gathering of a political party.

› **You must refuse:** The use of Societe Generale resources to support a political party may be considered an in-kind contribution, equivalent to providing financial support.

### WHAT TO REFUSE

› **You must refuse**, in response to a customer's, supplier's or third-party intermediary's request, to make any donation to political parties, irrespective of whether commercial prospects could be linked to the donation. This is highly unusual and could be or appear to be an attempt to obtain subsequent undue benefits.



## CORRUPTION OR INFLUENCE PEDDLING RELATED TO SOCIETE GENERALE CUSTOMERS

Societe Generale must be alert to red flags that the financial services provided, such as accounts, are being used by customers to launder the proceeds of corrupt activities or influence peddling. Compliance with Societe Generale Anti-Money Laundering (“AML”) / Know Your Customer (“KYC”) instructions and local policies is essential to prevent this.

Societe Generale Employees must also be vigilant regarding any requests they may receive from customers and the proposals employees may make to the customers that enable such customers to obtain certain products and services (such as granting of a loan, etc.) under

more favourable terms, including in the form of beneficial contractual conditions (such as pricing conditions, etc.) or a relaxing of Societe Generale rules (such as the Bank’s waiver of potential claims in the context of a recovery procedure, etc.). Such requests or proposals could be considered an undue advantage to the customer. As such, Societe Generale Employees must refuse any compensation offered by a client related to such requests or proposals, which could be seen as corruption, and should inform their manager and their Compliance Officer upon receipt of any of such requests or proposals.

### THE RIGHT APPROACH TO TAKE

In the event of any doubt or suspicion over the lawfulness of a requested or fulfilled transaction carried out by a Societe Generale customer or in the event of negative news via the press or social media networks related to allegations or evidence of corruption involving a customer’s reputation.

› **You must inform** your manager and your Compliance Officer, in accordance with the policies and procedures related to financial crime, including the anti-money laundering and anti-bribery rules.

### WHEN TO EXERCISE CAUTION

**1/** One of your corporate customers regularly makes international transfers of significant amounts to destinations not consistent with the stated economic purpose or business profile.

**2/** Your attention has been drawn to the existence of international cash transfers on accounts opened in the name of non-resident clients who are Politically Exposed Persons (“PEP”), Senior Public Officials (“SPO”), Government Officials or persons close to such persons.

› **You must inform** your manager and your Compliance Officer as quickly as possible in accordance with the policies and procedures related to financial crime, including the anti-money laundering and anti-bribery rules.

### WHAT TO REFUSE

One of your customers, a company operating in civil engineering on behalf of various sovereign states, asks you to set up an off-shore trust (e.g. Panama, OECD non-cooperative country, British Virgin Islands, Switzerland, etc.), with the wife or children of a minister as ultimate beneficiaries.

› **You must refuse** any involvement in this transaction and inform your manager and your Compliance Officer as quickly as possible. This is a red flag because there does not appear to be a legitimate purpose for setting up a trust for the benefit of government officials in a country with a high level of banking secrecy.

You are asked by a client to intervene in his favour regarding the decision on a loan application despite the fact that his debt profile precludes him from receiving a loan. To thank you, he invites you to dinner in a fancy restaurant.

› **You must decline this invitation** and inform your manager and your Compliance Officer.

## ADVOCACY

Advocacy refers to the activity of influencing public decision-making, including the content of a law or regulatory act, by entering into communication with certain public persons on one's own initiative. These activities are supervised and may only be carried out by employees who have been authorized to do so in the course of their duties.

The rules set by the Societe Generale group to govern the advocacy activities are

contained in the Societe Generale Code, and in particular in the "Societe Generale Charter for Responsible Advocacy to Public Authorities and Representative Institutions." They are also governed by French regulations (Loi Sapin II) for advocacy activities that fall within its scope of application and, where applicable, by local regulations for advocacy activities with foreign public decision-makers.

### THE RIGHT APPROACH TO TAKE

If you are authorized or led to take action to represent the interests of Societe Generale,

- › **You must inform** your advocacy correspondent of your willingness to carry out an advocacy action prior to any advocacy action.
- › **You must also** be aware of and comply with the Group's internal rules relating to advocacy and the fight against corruption.

### WHEN TO EXERCISE CAUTION

The public affairs firms and external consultants with which the Group occasionally collaborates do not accept or comply with the applicable internal, legal or regulatory rules.

- › In such a situation, **you should contact** the local compliance and advocacy correspondent.

### WHAT TO REFUSE

Your entity/BU/SU prohibits advocacy actions. At a time when a bill with an impact on Societe Generale group's activity is being discussed at the French National Assembly, you invite a friend who is a Member of Parliament to a private lunch at a restaurant. As a MP, he will be asked to take part in the vote for or against this law :

- › **You must refrain**, during this lunch, from sharing Societe Generale's position and trying to influence the MP's position on the bill. As advocacy is prohibited on your entity/BU/SU perimeter, the conversation must remain private (if necessary, it is recommended to hide behind a "duty of reserve"). In addition, since this is a private lunch, you will not be able to make an expense claim for reimbursement of the meal's expenses.

## CONFLICTS OF INTEREST

Situations of conflict of interest may arise in the conduct of the Group's activities and harm the interests of customers and suppliers. They may also arise between the Group and its employees. These conflict of interest situations may generate a risk of corruption and reputation for the Group.

Each employee must declare to his or her compliance department any situation of conflict of interest, whether potential or actual, one-off or lasting. This includes all situations concerning a customer, third-party or supplier, in connection with a specific transaction or operation, before, during or after the transaction/operation. Personal situations that may give rise to a conflict of interest include, but are not limited to:

- ▶ the acquisition of an interest in a company whose activity is linked to that of the bank;

- ▶ the management of associations involving employees, clients or partners of the bank;
- ▶ the personal relationship with the representative of a supplier, etc.

The list of situations concerned is not exhaustive and employees are invited to consult their compliance department in case of doubt as to whether a conflict of interest exists.

Each employee must also refer to the principles of the Societe Generale Code to find out about the regulatory obligations incumbent on the Group with regard to conflicts of interest.

Frameworks must be put in place at the level of each Group structure/entity/BU/SU in order to prevent and manage conflicts of interest in an appropriate manner.

### THE RIGHT APPROACH TO TAKE

You are the decision-maker in granting a line of credit to a client who is about to sell you a property.

▶ **You must promptly disclose** this to your Compliance Officer in accordance with the rules and procedures for managing conflicts of interest. This situation could be considered or appear to be an attempt to obtain an undue advantage that creates a risk of corruption. This client may, for instance, give you an exclusive opportunity to purchase his property, without putting it on the market, in return for a credit rate that is not in line with market conditions or his financial situation. Similarly, you may be tempted to offer him a more favorable credit rate in order to obtain a more favorable purchase price for the property.

### WHEN TO EXERCISE CAUTION

Example of conflict of interest situations that can generate a risk of corruption:

You hold confidential information that may benefit one of the parties (third-parties/suppliers) in the case of a call for tenders and one of your relatives is involved in the tender for the project that you are working on. The project has significant financial stakes.

▶ **You must promptly disclose** this to your Compliance Officer in accordance with the Conflict of Interest Management Rules and Procedures. In both of these situations, your relationship (privileged relationship, or family relationship with one of the parties to the transaction) and the possession of confidential information could lead to obtaining an undue advantage from the third-party.

### WHAT TO REFUSE

You are holding shares in a business that provides services for meetings and events. Your department with the Group organizes an event and calls on your services without a call for tenders.

▶ **You must refuse** to provide this service to your department and inform your Compliance Officer as soon as possible. This is a strong signal because it does not seem legitimate to choose you as a service provider without going through the normal tendering process. This situation corresponds to a circumvention of the rules (no call for tenders, lack of control, etc.) and generates a risk of corruption.

## DOCUMENTATION, ACCOUNTING RECORDS AND ARCHIVING

The administrative and accounting traceability of various acts and payments must be carried out properly and provide enough detail to demonstrate their legitimacy and to avoid any suspicion of dissimulation of inappropriate facts. Documentation demonstrating

the appropriate nature of the relevant services and acts, as well as diligence carried-out must be stored, together with proof of the identity of the payers and payees, in accordance with internal instructions.

### THE RIGHT APPROACH TO TAKE

You receive a non-standard invoice from a customer, supplier, public official or third-party intermediary (i.e. that is not on business letterhead and does not provide any detail of the services provided).

› **You must return it** and request a formal invoice.

### WHEN TO EXERCISE CAUTION

**1/** You have the slightest doubt regarding an invoice that would appear not to correspond to a service provided or which is obviously under- or over-valued.

**2/** You discover that "procurement" procedures, for a given supplier, have been circumvented or not been respected.

**3/** Your manager has asked you not to copy emails to him/her or include him/her in email exchanges concerning a particular transaction.

› **You must inform** your manager (senior manager in case 3/) and your Compliance Officer as quickly as possible. Concerning the last case, such an attitude is unusual, and it may mean that your manager does not want his/her name to be associated with an irregular operation.

### WHAT TO REFUSE

You are being subjected to great pressure by your line manager to carry out a transaction (loan, market transaction, etc.) despite the fact that you have not gathered the documents necessary to approve the transaction, and additionally all the indicators (internal validations, risk indicators, messages from Legal and Compliance Departments) lead you to believe that the transaction has not been authorized.

› **You must refrain** from concluding the operation and refer the matter to your Compliance Officer and, if need be, exercise your whistleblowing rights.

**Remember: each one of us must take individual responsibility for complying with this Anti-corruption Code and report potentially suspicious activity without delay. When questions arise, contact your manager or your Compliance Officer.**

**In a few words, in such situations, always be vigilant and on alert!**

