

ANNEX TO THE ANTICORRUPTION CODE OF CONDUCT

**HIGHCO GROUP'S
GIFTS AND HOSPITALITY
POLICY**

Applicable from 01/03/2024

The HighCo logo is positioned at the bottom center of the page. It features the word "HighCo" in a red, sans-serif font. The letter "H" is significantly larger than the other letters, and the "i" has a dot. The logo is set against a background of large, stylized, wavy lines in black and red that flow across the page.

HighCo

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VERSION	DATE	MODIFICATION
V1	2018	Initial version
V2	2024	Update

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INTRODUCTION

This Gifts and Hospitality Policy, which has been drawn up taking into account the Group's bribery risk map, complements the Group's Anti-Bribery Code of Conduct, which is available on the website <https://www.highco.com/en/investors/anti-corruption-compliance/>.

It may be revised.

It applies to all employees of the HighCo Group (including occasional employees and those of its subsidiaries located outside France as well as the corporate officers of the Group) and aims to prevent any inappropriate behaviour in order to protect the Group's reputation and prevent employees from being exposed to the risk of bribery concerning another organisation or one of its employees.

In addition to the risk of criminal sanctions for active or passive bribery and influence peddling, any action taken in violation of the Anti-Bribery Code of Conduct and this policy may result in disciplinary sanctions as mentioned in the Group's internal regulations.

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DEFINITIONS



« Gifts »

Gifts are benefits of any kind, in cash or in kind, in the form of products and/or services provided free of charge or at a price below market value; these benefits also include the provision of confidential information.



« Hospitality »

Invitations to meals, accommodation and entertainment (shows, concerts and sporting events), but also seminars, trips and/or any other form of hospitality for which the beneficiary does not pay the usual market value are considered hospitality

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PRINCIPLES

Gifts and Hospitality are ordinary acts in business life and do not constitute acts of corruption in and of themselves. Most are offered or accepted out of courtesy or on a commercial basis.

However, in some cases, the offer or acceptance of Gifts and/or Hospitality may in some cases amount to or be perceived as acts of active (offer) or passive (acceptance) bribery. In general, this may be the case when the purpose of a Gift and/or Hospitality is to obtain an action or inaction from a person, in breach of legal, contractual or professional rules.

Therefore, it is advisable to tread carefully when it comes to any and all private or public partners and their employees with whom the Group has dealings, because these Gifts and Hospitality, whether received or given, which help to establish good relations, may be considered a means of influencing a decision or of favouring a company or person. They can distort the behaviour of employees, customers, suppliers or other partners by making them accountable to the donor and impairing their independence of judgement. This cannot be tolerated.

Gifts or Hospitality may be granted or accepted if they meet the following cumulative conditions:

- they are work-related
- they comply with local law and regulations
- they are reasonable
- they are not given or received by the same people repeatedly
- they are appropriate to the context and circumstances at the time
- they are not of such a nature as to compromise the independence of judgement of the person receiving them
- they serve a legitimate purpose related to the company's activity
- they do not generate a conflict of interest
- they are done in full transparency
- they are not of such a nature as to create the appearance of improper influence or undue advantage
- they must not be subject to any consideration in return

If an employee is given a Gift or receives an invitation to Hospitality that does not meet these conditions, he or she should politely decline it and explain the rules that apply within our Group.

In exceptional situations where this Gift must be accepted, or where circumstances prevent it from being returned, the employee should consult with their manager and make appropriate arrangements for the Gift to be shared in the workplace or, if appropriate, donated to charity.

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ASSESSING ACCEPTABILITY

To determine what is acceptable and what is not, here are the rules that every employee must follow:

Unacceptable

The following are always unacceptable:

- Anything illegal (e.g. drugs, counterfeit or stolen objects, etc.)
- Anything given to or received from a person involved in a business decision, for example the award of a contract or the benefit from a call for tenders
- Anything that would embarrass the Company if publicly mentioned
- Any Gift or Hospitality for government officials or public servants
- Any Gift or Hospitality that is to be kept secret and is not declared to colleagues, an immediate superior or any other relevant party
- Monetary gifts in any form whatsoever (e.g. cash, cheque, transfer, gift cards, gift tokens, vouchers, etc.), whatever the amount;
- Sexual favours.

Potential risk

The following cases may be acceptable, but require special consideration under the principles outlined above:

- Invitations to cultural or sporting events
- Gifts given or received for special occasions e.g. births or weddings
- covering the costs of third-party travel expenses including certain expenses for transport (e.g. air tickets) and for accommodation.

It may be necessary, in certain circumstances, to cover the travel and accommodation costs of some of the company's partners, suppliers or customers, provided that this complies with all the principles set out above and obeys the following rules:

- Travel and accommodation cannot cover ancillary travel (tourism).
- The length of stay must be reasonable and justified in terms of legitimate needs.
- The amounts disbursed must correspond to the company's customary practices.
- Costs can only be covered for the professional contact and not for their family members and other relatives.
- If travel and accommodation costs are covered for public officials, the conditions of their invitation must be expressly authorised and verified in advance to ensure that there is no direct link to the signing of a contract or a call for tenders, or that if there is one, it cannot be equated with an act of bribery.

In any event, if the Gift, Hospitality or favour imposes an obligation on either party, or if the exchange is (or appears to be) an attempt to influence a commercial decision, it must not be given or accepted.

Usually acceptable

The following are usually acceptable, subject to compliance with the above principles:

- Gifts in the form of small promotional items, e.g. pens, USB sticks, bags with the Company's logo, or other such items
- Symbolic seasonal Gifts, where these are a cultural practice and the gift is of low value
- **Gifts with a unit value, set by the Group, of €80 or more** may only be accepted by an employee or given by an employee to a third party with the express prior authorisation of the employee's management, which may decide to set a different amount.
- Ordinary and occasional meals with a business partner of a reasonable amount, the aim of which is to allow participants to discuss professional matters, as relatives are not invited
- Invitations of reasonable value, to cultural, sporting or social events, e.g. plays or concerts as part of a public relations and marketing exercise, where the invited partner must be accompanied by at least one employee with whom they have a business relationship.

Any request for or offer of a bribe or illicit payment and, more generally, any unacceptable Gift or invitation to Hospitality, must be expressly rejected and immediately reported to the management or to the Group Ethics Committee at the following address:

comite-ethique@notification-highco.com

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QUESTIONS TO ASK YOURSELF

Every employee needs to be able to determine that what may be considered “reasonable” in one context may be considered “disproportionate” in another.

Here are some good questions to ask yourself when it comes to Gifts or Hospitality:

- **Is it legal?**
 - Refer to local legislation, tax rules or certain authorities which may give information on what is acceptable or even what amounts are acceptable.
- **Does this Gift or Hospitality conform with the Gifts and Hospitality policy of the Group?**
 - Failing that, refrain.
- **Are you sure it is only for the person with whom you have a professional relationship, and not for those in their personal circle, including their family?**
 - Failing that, refrain.
- **Is the value reasonable and proportionate?**
 - Refer to the threshold indicated in this policy and the context in which the Gift or Hospitality is given or received. This includes referring to the local standard of living, the customs and culture of the country, or the particular industry.
- **Can the Gift or Hospitality be reciprocated?**
 - You need to be able to receive or return the same level of Hospitality or Gift.
- **Does the fact that I accept or offer a Gift or Hospitality create an obligation for me or the third party, or make me liable for anything?**
 - Refrain if the answer is yes.
- **Is the context appropriate?**
 - Take into account the context in which the Gift or Hospitality is given or received.
 - Refrain in risky situations, such as calls for tenders or (re)negotiating a contract, entering a market, or applying for an administrative permit.
- **Are we dealing with an authority or a public official?**
 - It is imperative to refrain from any Gift or Hospitality involving an authority or a public official.
- **Is it professional?**
 - Check whether the Gift or Hospitality is part of the business activity, whether it is related to the product or service, whether it includes working time or involves the employees concerned.

- **Is it transparent? Would I be embarrassed if the Gift or Hospitality became public knowledge?**
 - Ask yourself whether the Gift and/or Hospitality would raise any particular questions or problems if they were made public.
 - Ask yourself whether the amount can be justified without difficulty in the event of a check by the Ethics Committee and/or the Group's financial and legal departments.
- **Are Gifts and/or Hospitality often given or solicited by the same person?**
 - If yes, refuse them and report it to your management or the Ethics Committee.
- **Has it been authorised by the line manager?**
 - Ensure that the nature and/or the amount of the Gift or Hospitality does not require specific authorisation.

If you have any doubts or require further information, please seek the advice of your line manager and/or the Group Ethics Committee at the following address:

comite-ethique@notification-highco.com

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SPECIFIC EXAMPLES

Example n°1 :

I am a Sales Representative in a subsidiary of the Group and intend to offer two places for a football match to the Purchasing Director of a customer/prospect, who has launched a call for tenders in which I am currently participating?

- ⇒ **No**, because we are in the call for tenders phase, and such a gift could be perceived as having the aim of obtaining a favourable decision.

Example n°2 :

During a routine trip to a customer, I am invited to a business meal. Can I accept this invitation?

- ⇒ **Yes, provided that** the amount of this hospitality is reasonable and meets the criteria of this Gifts and Hospitality policy.

Example n°3 :

As the end-of-year holiday season approaches, I would like, as Sales Director, to offer one of my loyal customers a gift card with a value less than 50 euros. Can I do so?

- ⇒ **No**, because the Group's Gifts and Hospitality policy does not authorise gifts in monetary or quasi-monetary form, whatever the amount or form (cheque, transfer, cash, gift card, voucher, etc.). However, a Gift that is not offered in monetary or quasi-monetary form would be acceptable, subject to compliance with the criteria of this Gifts and Hospitality policy (e.g. box of chocolates, book, calendar, etc.).

Example n°4 :

A supplier invites me to a seminar and suggests inviting my family. Can I accept this invitation?

- ⇒ **No**, invitations to trips and seminars must be strictly professional.

Example n°5 :

As an assistant within the Group, a service provider from which I have regularly ordered our office supplies and equipment for many years offers me several items of modest value (calendar, pen, goodies). Can I accept these Gifts?

- ⇒ **Yes**, the context, nature and value of these Gifts seem appropriate to the situation.

Example n°6 :

A supplier with which I work would like to offer me a food hamper for the fourth time this year? Can I accept this gift?

⇒ **No**, due to the recurring and frequent character of the gift. I must therefore decline this offer.

Example n°7 :

As a Manager within the Group, an agency with which I have worked for a long time invites me to attend a concert with VIP access and private boxes. I had trouble assessing the value of this invitation. What should I do?

⇒ If you are unsure about Hospitality or a Gift, it is recommended that you report them to your line manager and/or seek the opinion of the Group Ethics Committee (comite-ethique@notification-highco.com).

Example n°8 :

As an employee in the company's purchasing department, one of my main suppliers, who would like to renew his contract, invites me to dinner in a starred restaurant in Paris. Is this reasonable and can I accept this gift?

⇒ **No**, because in addition to the fact that the amount of this hospitality is likely to be unreasonable in value, this hospitality may above all have the purpose of influencing my decision to renew the contract or be perceived as such. I must therefore refuse it and inform my line manager and/or the Ethics Committee.



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