INTEGRITY GUIDE
INTRODUCTION
page 3

1. ELIOR GROUP RULES ON ORGANIZATION AND RESPONSIBILITIES IN CORRUPTION PREVENTION
page 4

2. DEFINITION OF KEY CONCEPTS IN CONNECTION WITH CORRUPTION
page 6

3. CORRUPTION PREVENTION RULES
page 8

4. CONCRETE RECOMMENDATIONS
page 10

5. HELPFUL INFORMATION
page 12
Elior Group works actively in the day-to-day to ensure compliance with the ethics principles shared by all its employees.

These principles include in particular anti-corruption rules, a topic gaining ever more dimension in today’s society. Wishing to address an expectation voiced by all of our stakeholders, many countries have adopted legislation specifically in order to fight corruption: The Foreign Corrupt Practices Act in the United States and the UK Bribery Act in the United Kingdom are two examples.

France, within this context, has adopted the Law on Transparency, Anti-Corruption and the Modernisation of Business Activities, on 9 December 2016, also known as the Sapin II Act (referred to in this document as “The Sapin Act”).

It provides that all major corporations in France must institute a corruption prevention plan that rolls out appropriate means.

This implies first and foremost defining clear anti-corruption rules and providing training for those exposed to corruption risks.

This Integrity Guide is a tool serving all the employees, and is aimed at setting out clear rules, known across the organisation, and to provide the theoretical and practical information needed for each employee to abide by the Law and the Group’s Ethics Principles.

It is divided into five parts:
1. Elior Group Rules on Organisation and Responsibilities in Corruption Prevention
2. Definition of key concepts in connection with corruption
3. Corruption prevention rules
4. Concrete recommendations
5. Helpful information

I invite us all to read through it carefully, apply it in our day-to-day work and, should any issues arise, discuss them with management.

Philippe Guillemot
Chief Executive Officer
Elior Group
1. ELIOR GROUP RULES ON ORGANIZATION AND RESPONSIBILITIES IN CORRUPTION PREVENTION
1.1 ORGANIZATION

Within Elior group, each entity CEO is responsible for ensuring compliance with legal requirements in the business he heads.

In line with that responsibility, it is his role to ensure that the Group’s ethical principles are duly enforced and to take all necessary measures to inform and train all employees.

In particular, he takes care to ensure that each of them receive the appropriate level of information and training, in light of the responsibilities they hold and risks to which they can be exposed in their jobs.

For this purpose, he also establishes a training programme.

The entity CEO is assisted by the Management Committee, which is in charge of:

• Setting out an annual corruption prevention plan;
• Assessing its actions in the area once per year.

Each Director on the Management Committee is sub-delegated powers to implement the rules called for in this Integrity Guide in his field.

1.2 DISCIPLINARY ACTION

The rules set out in this guide are to be observed by all Group employees and under all circumstances; failure to comply with them can potentially give rise to disciplinary action.

1.3 WHISTLEBLOWING HOTLINE

In compliance with the law, Elior Group has opened a whistle-blowing hotline reachable by all employees so that they may report any acts of corruption encountered.

Should you observe a situation or conduct that is contrary to this Integrity Guide, and where it appears impossible to put an end to it through dialogue with the persons involved or with your management, you may report the situation confidentially by calling one of the numbers listed in paragraph 5.1 of this Guide, or sending an e-mail to alert.eliorgroup@isope.solutions.

Use of this line is by no means an obligation and you will not be reproached for having failed to file a report. Elior Group undertakes to guarantee the confidentiality of your action and to protect you from any retaliation; should you use the line for foul purposes, however, you will be subject to disciplinary action. The Whistle-Blower’s Charter describes in detail how the Whistle-Blowers’ Line works, and states your rights and responsibilities when using it.

You may also view it online, at the Elior Group Integrity website: integrity.eliorgroup.net.
2. DEFINITION OF KEY CONCEPTS IN CONNECTION WITH CORRUPTION
Corruption and fraud can occur in multiple forms and it is not always easy to determine how to respond in a given situation. The definitions below will help you understand the Sapin Act’s provisions where corruption is concerned.

2.1 CORRUPTION

What is corruption?
Corruption refers to the act of offering a benefit to another party in order to secure a decision guided by that benefit. Benefits vary widely in nature, including money, gifts, a meal, an invitation, a service, a material or monetary loan, or a hiring preference; the Sapin Act does not provide a limited list and benefits can indeed be of any kind.

The term active corruption is used to refer to the party making the proposition, while passive corruption is used to describe the accepting party. Corruption is a formal offence deemed to be averred, even where the proposition has no effect: even if it is proved that the interested party would have made the same decision without having received the benefit, that behavior is punishable by law, where a proposition has been made with the aim of swaying that individual’s behavior and it has been accepted. This is referred to as a corrupt pact.

Under French law, private corruption is subject to a maximum fine of €500,000 and maximum prison sentence of five years; active corruption and passive corruption are punishable to the same extent.

2.2 PUBLIC CORRUPTION

Public corruption is an act of corruption in which one of the two protagonists is a person in the exercise of civil service. Exercising in civil service can take on three forms:
- A civil servant exercising delegated authority;
- A person working in a structure vested with public service responsibilities, for instance a public institution or public service contractor;
- A person serving in elected office: a national representative or a local elected official.

Public corruption carries sentences twice as high as those provided for in the event of private corruption: €1 million and ten years of prison maximum.

2.3 SUPPLEMENTARY PENALTIES

The sanctions listed herein apply equally to legal entities as to individuals. They may be supplemented by measures pronounced by court judges:
- Where individuals are concerned: ineligibility, etc;
- Where legal entities are concerned: exclusion from public procurement, tracking by a monitor, etc;
- In both cases: decision published.

2.4 UNDUE INFLUENCE

Undue influence is an act of public corruption committed with an intermediary. The corrupt party does not make the decision on his own, and instead pressures another public agent to secure the outcome he seeks: a public procurement contract, a position, a decoration or medal, an investment decision, etc. The allegation of corruption does not refer to the decision made, but to the fact of having pressured another public agent, and of having influenced him.

Undue influence is punishable in the same manner as public corruption.

2.5 CONFLICT OF INTEREST

Conflict of interest is the situation in which an individual has private interests that can come in conflict with the professional interests that person is expected to champion in the workplace: for instance, appointing as supplier a company in which a family member works. Has the choice been made based on the quality of the supplier, or to please the family member? Or, for instance, being active, on a paid or unpaid basis, in a company that competes with Elior Group.

Conflicts of interest are not necessarily a criminal offence: it is possible to end up, in good faith, in a situation in which private interests and professional interests clash. What is punishable is failure to take action that clarifies the situation: in the above example, the person should have asked another party to handle the negotiations with the company in which a relative works.
3. CORRUPTION PREVENTION RULES
In order that everyone can take action in line with the law and to ensure that the rules are enforced in a coordinated manner across the Group, the following baseline rules shall apply to all Elior Group employees across the world. Each entity may further set tighter rules after consulting with the relevant worker representation bodies.

3.1 GIFTS

Gifts between business associates should not be seen as a means of influencing the beneficiary’s behavior. Their value should be compliant with the rules set by the CEO of each entity and serve solely as marks of consideration, standard in business practice. Gifts are thus authorized, provided they satisfy the following conditions:
• They are in keeping with the local legislation and cultures;
• They are compliant with the beneficiary’s internal rules and regulations;
• They are given in an official manner, in a professional setting.
These rules apply both to gifts given by Group employees and to those received by them.

3.2 INVITATIONS

Invitations to all-expenses paid meals, travel or group activities must be in line with a warranted commercial aim. They are authorized where they fill the following conditions:
• They remain within a professional setting, and thus shall not include invitations extended to family members;
• They are not always addressed to the same persons: it is recommended that employees not exceed two invitations per year, per person, save in exceptional circumstances.

3.3 RELATIONS WITH PUBLIC AUTHORITIES

In that they are vested with public authority, civil servants, public agents and elected officials are expected to remain neutral at all times and thus may not engage in collusion. Consequently, invitations, gifts and marks of consideration are to be limited to official circumstances.

3.4 PATRONAGE

Elior Group supports sporting, cultural or charity activities. Such support is authorized provided it fulfils the following conditions:
• It is not connected, whether in reality or in appearance, with any commercial return;
• A written agreement specifies the conditions under which the action is being carried out, in particular the grounds and terms of financial participation;
• The decision to participate is approved in collegial fashion (in principle by the Management Committee of the relevant entity).
4. CONCRETE RECOMMENDATIONS
The following recommendations are not rules of conduct; they are intended as guidance, enabling employees to use their critical thinking to recognize potentially dangerous situations and thus steer clear of illegal behaviors.

4.1 WHAT ARE THE LIMITS REGARDING GIFTS AND INVITATIONS?

Gifts and invitations between business associates are part of standard business practice, as a means of maintaining harmonious relations between customers and suppliers. They are not acts of corruption in and of themselves, if the rules above are applied and the following common sense guidance is used:

- Ensure that your counterpart’s company policy authorizes the receipt of gifts or invitations;
- Never give gifts or invitations while major business contracts or calls for tender are ongoing;
- Limit your gifts to objects of low monetary value and special occasions (year-end celebration, party held upon conclusion of a project, etc.);
- Give preference to gifts that address your counterpart’s entire company or department, as opposed to personal gifts;
- Invitations should remain within a professional setting: do not extend them to families, save under exceptional circumstances;
- Where civil servants and public agents are concerned, limit gifts to symbolic items and invitations to formal occasions;
- Some types of gifts are precluded in principle: cash, loans, etc.

4.2 PREVENTING CONFLICTS OF INTEREST

To detect and prevent potential conflicts of interest, the following method is recommended:

- Ask yourself regularly if your personal activities come in conflict with your professional activities;
- If you have the slightest doubt, address the matter with your immediate superior;
- Should any ambiguity remain, set out the situation in writing.

4.3 PATRONAGE

In order to prevent patronage activities from being seen as attempted corruption, use the following principles to guide you:

- Make sure that any payment involved goes directly to the beneficiary organization;
- Check that there is an adequate level of independence between the organization’s management and its business relations;
- Ask yourself if this participation could be seen as consideration for a business deal.

4.4 RELATIONS WITH PUBLIC AUTHORITIES

When interacting with public authorities, it is recommended that you take every necessary precautionary measure to prove that you are acting in a strictly professional framework, without any intention of providing your counterpart with a direct or indirect benefit:

- Make your invitations in writing, specifying your purpose;
- Clearly state how expenses are to be shared (for instance, in the event of travel);
- Stay away from entertainment-type activities, except where special circumstances exist (sporting events);
- Limit any gifts to purely symbolic items.

4.5 RELATIONS WITH INTERMEDIARIES

Special attention needs to be paid when making commitments via intermediaries, such as agents, consultants, business getters, etc., to ensure that their action is compliant with the Group’s anti-corruption policy.

Agreements with such intermediaries need to be set out in writing and entail a commitment on their part to abide by the provisions in this Integrity Guide.

4.6 HOW TO REJECT ATTEMPTED CORRUPTION

It is mandatory that you reject any proposals or initiatives that do not comply with the rules in this Integrity Guide. To do so, the following approach is recommended:

- Start out by reminding your counterpart of the Group’s ethical principles and the Integrity Guide herein;
- Explain that you and your counterpart are both liable under the Group’s policy;
- Request written confirmation of the request;
- Inform your superior of the initiative.

4.7 WHAT TO DO IF YOU ARE HESITANT ABOUT THE RIGHT COURSE OF ACTION

Doubts can frequently arise as to how the Ethics Principles should be applied. Should this be the case for you, your first move should be to discuss the matter with your superior or colleagues. When a situation calls for a procedure that is difficult to implement, you cannot take on that responsibility alone; by setting your questions out transparently and comparing and contrasting your viewpoint with those of your colleagues, you will find the right response. You will never be criticised for having voiced a doubt, even if the said doubt turns out unfounded; in contrast, you could be held responsible if you persist in inappropriate behaviour.
5. HELPFUL INFORMATION
5.1 HOW TO REACT WHEN FACED WITH A BREACH OF THE RULES SET OUT IN THIS INTEGRITY GUIDE

The rule of thumb is transparency. If you feel that the Ethics Principles are not being respected in your work environment, the first thing to do is to bring up the matter with those involved or with your superior, to make sure that a problem actually does exist and, if so, what solution can be implemented in response.

If you still in doubt, or do not know what action to take after having done the above, you can use the Elior Group Whistle-Blower’s Procedure by addressing an e-mail to: alert.eliorgroup@isope.solutions

or calling:

- France: +33 1 47 48 80 80
- Germany: 0800 1005227
- Belgium (hotline for French-speakers): +32 2 333 92 79
- Chile: +1 646 539 3989
- Colombia: +1 646 539 3989
- Denmark (hotline for English-speakers): 080703566
- Spain: 900 993 375

- India: 0008003201479
- United States (hotline for English-speakers): +1 646 366 5121
- United States (hotline for Spanish-speakers): +1 646 539 3989
- Italy: +390287215106
- Luxembourg: 800 26630
- Mexico: +1 646 539 3989
- Portugal: 0800832039
- Dominican Republic (hotline for English-speakers): +1 646 366 5121
- United Kingdom: +44 345 074 0633
- Saint-Martin: +1 646 366 5121

Before picking up the phone, read through the Whistle-Blower’s Charter, which explains in detail how the line works, what scope it covers, and which guarantees Elior Group offers in terms of confidentiality and non-retaliation. The full version of the Whistle-Blower’s Charter can be found in the tab “Reporting an Ethics issue” at website integrity.eliorgroup.net

5.2 WHERE TO FIND INFORMATION ABOUT THE GROUP’S ETHICS PRINCIPLES AND APPLICATION THEREOF

Your best resource is the Elior Group Integrity website: integrity.eliorgroup.net. There you will find the latest versions of the:
- Group’s Ethical Principles,
- Integrity Guide,
- Activities illustrating the Integrity Guide,
- Easy exercises (quizzes) to test your knowledge,
- The full text of the Whistle-Blower’s Charter.
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