



## **ANTI-CORRUPTION CODE OF CONDUCT**



## WHY FIGHT CORRUPTION

The purpose of this code is to define our anti-corruption policy and affirm our zero-tolerance stance towards any attempt or act of corruption.

This code also serves as a guide on how to recognise and mitigate risks.

Fighting corruption requires integrating this ethical culture into all the Group's policies, actions, and decisions. Since ethics is everyone's business, these principles must influence the daily practices of the Biolandes Group, whether managerial, commercial, or operational.

This Anti-Corruption Code of Conduct (the "Code of Conduct") follows the ethical commitments made by the Biolandes Group. It expresses the personal commitment of the management and is an integral part of the values and principles uniting all employees of the Biolandes Group.

For this reason, it is incorporated into the Internal Regulations, and any violation may result in disciplinary action and may also engage your personal, civil, or criminal liability.

If you have any doubts, questions, or difficulties, you can contact:

- Human Resources;
- Your direct or indirect line manager;
- The legal department.

The Biolandes Group has also set up a Professional Alert System, "Biolandes Integrity Line", accessible at <https://biolandes.integrityline.app>, which allows you to report ethical and compliance issues that you have personally become aware of.

This code applies to all activities and employees of the Biolandes Group, including corporate officers, wherever our activities are conducted.

## OUR VALUES

Acts of corruption are illegal and unethical, whereas integrity and ethics are core and foundational values of the Group since its creation.

Not only are they contrary to the Group's values, but they would also severely damage its reputation and jeopardise its operations across all sectors in which it operates.

Fighting corruption is also essential for maintaining healthy and lasting relationships with our suppliers, partners, and clients. All expect us to be exemplary. Integrity and ethics are therefore the foundation of our shared identity.

## A LEGAL OBLIGATION FOR THE COMPANY

Preventing and detecting acts of corruption and, more generally, breaches of integrity is a legal obligation.

Acts of corruption are criminal offences, generally sanctioned by the laws of all the countries in which we operate. Anyone who commits prohibited acts may be held personally liable, and in some cases,

the Biolandes Group may also be held responsible. The Group cannot tolerate its reputation being tarnished by the actions of employees or dishonest partners.

Furthermore, more and more countries require companies to implement internal procedures designed to effectively combat corruption. For instance, under the French law known as “Sapin II”, adopted in December 2016, the Biolandes Group is required to develop specific measures to prevent and detect integrity violations.

The Biolandes Group is committed to conducting its activities fairly, transparently, with integrity, and in compliance with the applicable laws. Any deviation from these principles will be sanctioned in accordance with the applicable rules, including those described in the internal regulations.

The Group’s approach is therefore always to prevent, never accept, always inform the hierarchy (no employee will be penalised if they follow the Group’s rules in refusing any form of corruption, even in situations where it may cause delays, obstacles, market losses, or production stoppages), and to comply with the laws of the countries in which it operates as well as international conventions.

To achieve this, the Biolandes Group is committed to providing the necessary training to its employees and implementing appropriate information networks.

## 1. UNDERSTANDING THE RISK OF CORRUPTION

### 1.1. DEFINITIONS

French law distinguishes between two offences: **corruption** and **influence peddling**.

**The definition of corruption** applies to all business relationships: these acts are prohibited in all relationships with clients, competitors, partners, suppliers, and subcontractors.

Corruption can be defined as **the behaviour by which a person solicits or accepts a gift or, more generally, a favour in order to obtain or retain a contract or any other undue advantage in the context of national or international activities.**

- Corruption can be direct or indirect, meaning that it is committed through intermediaries or for the benefit of a third party.
- Corruption can be active (offering, promising, or giving, soliciting an advantage) or passive (receiving or agreeing to receive an advantage).
- Corruption can take the form of gifts or any other benefits, whether financial or not (services or other benefits in kind, such as hiring a relative), regardless of their value.
- Corruption can involve a public official, an elected representative, or a person holding political responsibilities, as well as a private party.
- Corruption can be sanctioned even if committed in a foreign country.

**Influence peddling** is treated as corruption under French law. The difference lies in the fact that influence peddling involves an intermediary between the potential beneficiary and the public authority, who will use their influence to obtain or attempt to obtain the desired decision (awards, jobs, contracts, or any other favourable decision).

<p>A tender process is underway, and I am aware that the son of one of the directors of the company issuing the tender is looking for an internship. It appears that if we take him on as an intern, we will have a better chance of winning the contract.</p> <p>Should I do it?</p>	<p>You cannot hire a relative or a friend of an employee or a manager of a client to increase the chances of winning a contract.</p> <p>This constitutes active corruption, even if it does not involve a financial, tangible, or direct advantage.</p>
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<p>I am in the process of finalising a deal in a foreign country. A public official recommends hiring a local "consultant" they know, who will expedite the procedures so that we can obtain all the necessary authorisations from the local authorities.</p> <p>Can we accept to hire and pay this consultant?</p>	<p>This type of recommendation is suspicious; hiring a specific consultant designated by a public official would likely constitute an illegal facilitation payment.</p> <p>You must inform your management and the legal department.</p>
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## 1.2 RISKS OF CORRUPTION

Reasonable gifts or invitations can help establish, maintain, and develop business relationships. However, in certain cases, such practices may be considered as an undue advantage and constitute an ethical breach and/or an act of corruption.

For this reason, when it comes to gifts and invitations, you must ensure that the amounts remain reasonable or seek the necessary authorisations from your line manager or the general management in case of doubt.

Under no circumstances should you accept any payment, gift, invitation, or service from a third party, regardless of its amount, if you suspect that it has been given with the aim of obtaining an undue advantage.

Likewise, under no circumstances should you promise or offer any payment, gift, invitation, or service to a third party, regardless of its amount, in the hope of obtaining an undue advantage or to facilitate or speed up a procedure.

We do not tolerate any facilitation payments. We also refrain from financing political parties.

We adhere to the fundamental principle of fair and honest competition. We establish relationships based on trust, integrity, and respect with our suppliers to ensure that our clients benefit from the best service and the highest quality products. We expect our suppliers to uphold equivalent principles and, in particular, to ensure compliance with local regulations, specifically the anti-corruption principles in their country of operation.

## 1.3 BEST PRACTICES

- Anticipate situations to avoid being put in a "deadlock" where refusal could create a real physical or financial threat. To prevent this, communicate the Group's values and rules to partners as early as possible.
- Ensure that discounts and rebates are correctly reflected in the corresponding invoices.
- Always be able to justify any payment made.
- As a precaution, do not accept or offer any gift/invitation that would be difficult to justify to colleagues, relatives, or the media.

- Question any unusual request or abnormally complex processes.
- If in doubt about the appropriate course of action, seek advice from your manager or the legal department.

#### **1.4 RESPONSIBILITY AND REPORTING**

The prevention, detection, and reporting of acts of corruption are the responsibility of all employees of the Group, as well as anyone working for the Group or under its control (including subcontractors).

Under the whistleblowing procedure, you must immediately inform your line manager or the Group's legal department of any such situation you may become aware of.

If there is any suspicion of corruption, it is the responsibility of the Group's legal department to examine the cases raised. Ensure that you notify them if you suspect that a situation may conflict with our policy.

Records of reported cases, their handling, and conclusions will be archived. A report will be submitted to the management bodies to adapt procedures accordingly and mitigate any future risks.

Reports can be made via the email address [alertes@biolandes.com](mailto:alertes@biolandes.com) or through the Whistleblowing System at <https://biolandes.integrityline.app>.

#### **1.5 TRANSPARENCY AND AUDITABILITY**

We must maintain accounting records in compliance with the applicable regulations in each country and ensure that every expense is supported by appropriate documentation with the highest level of accuracy and completeness.

Accounting procedures must allow for transparent audits by the relevant authorities and other approved supervisory bodies.

#### **1.6 AWARENESS AND TRAINING**

We trust in the integrity, initiative, and sense of responsibility of each of the Group's employees.

We provide training on these principles in the professional activities of every employee. Managers at all levels must ensure that their teams are informed, understand, and comply with this code of conduct.

This code will be accessible via our website, intranet, and displayed at our various operational sites. It will also be distributed and included in the onboarding kit for new employees.

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## 2. RESPONDING APPROPRIATELY IN SENSITIVE SITUATIONS

### 2.1 GIFTS AND INVITATIONS

Gifts, invitations, entertainment, or other benefits can take various forms and contribute to strengthening business relationships with clients or suppliers.

However, in certain cases, such practices may be considered an undue advantage and constitute an ethical breach and/or an act of corruption.

The Biolandes Group has established rules that apply to any gift or invitation that you may be offered or that you may wish to grant in the context of your business relationships.

#### Definition

A gift or invitation refers to any item, service, or benefit offered, promised, given, or received, directly or indirectly, whether of financial value or not.

This includes, for example, sums of money, gifts, loans, club memberships, the right to use equipment, job offers, discounts, as well as any other form of hospitality, such as invitations or expense coverage, meals, drinks, travel and accommodation costs, tickets to sporting or cultural events, invitations to launch events, or any other promotional activity within business relationships. These may be offered during trade fairs, at headquarters, or at any location outside Biolandes Group premises, including employees' private residences.

#### 2.1.1. Definition of Acceptable and Unacceptable Gifts

It is permissible to give and/or receive gifts under certain conditions:

- These practices must fully comply with all applicable laws governing the Group. They must also align with the Group's ethical principles. Particular attention must be paid to rules applicable to public officials.
- A gift may be accepted if the following conditions are met:
  - Timing of the gift: Giving or receiving gifts at certain times of the year, such as during annual celebrations, may be a tradition. However, no gift should be given or received just before a decision is made (for example, regarding the awarding of a contract).
  - Value and frequency: The frequency and reasonable value of gifts and invitations should be assessed in line with local laws and the local cost of living to ensure that decision-making processes remain impartial for all parties involved in the business relationship.
  - Intent of the parties involved: No one should request a gift, nor should a gift be given with the intention of influencing another person's behaviour. The gift should never affect impartial decision-making. It must be given or received in good faith.

### **2.1.2. The Group's Guiding Principles**

- The value of the gift must be reasonable, and it must be professional in nature (for example, gifts should not be sent to personal residences, nor should spouses be invited).
- Gifts or invitations should also be appropriate to the customs and standards of the country or company.
- Gifts should remain strictly exceptional in terms of frequency and limited in value.
- No gift may be given or received through third parties, such as relatives or friends.
- Any travel invitation made or received in a professional context must be approved in advance by the entity's management and the Group's legal department.
- Each entity within the Group must establish tracking measures. Expenses related to gifts, donations, and invitations must be recorded in the company's accounts under the correct category (gifts, donations, or invitations) and not under any other label.

### **2.1.3. Risk Situations**

- Gifts/invitations exceeding the value threshold set by the entity, or business meals exceeding a reasonable amount.
- Gifts/invitations given to (or received from) a public official or someone with influence over a decision affecting Biolandes Group's interests.
- Gifts/invitations given to (or received from) a close contact of a business relationship.
- Gifts/invitations given to (or received from) the same person repeatedly.
- Invitations to seminars where leisure time significantly outweighs work-related activities.
- Election periods.
- Periods of tendering or contract renewals.

### **2.1.4. Best Practices**

- Before offering or accepting a gift or invitation, ensure:
  - That it is an authorised practice according to the entity's gift and invitation policy.
  - That all guiding principles are respected.
  - That prior approvals have been obtained where required.
  - That the gift or invitation is recorded in the entity's relevant report or register.
- As a precaution, do not accept or offer any gift or invitation that would be difficult to justify to colleagues, relatives, or the media.
- Where possible, share the gift with the team.
- Communicate the "**Gift and Invitation Policy**" to business partners to justify any refusal.
- If in doubt about the appropriate course of action, seek advice from your manager or the Group's legal department.



<p>We have just finalised an important deal.</p> <p>Can I invite the client to a restaurant?</p>	<p>The deal is concluded. You may invite the client, but remember that the bill should not be too high; it must remain within the limits set by your entity.</p>
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<p>Around the New Year, I receive an expensive gift from a client.</p> <p>Can I accept it?</p>	<p>During certain annual celebrations, it is customary to give and receive gifts. However, these gifts must not be too expensive (their value must remain below the limits set by your entity). If the gift exceeds this limit, you must refuse it. If you believe that refusing the gift could harm the business relationship, consult your management to find a suitable solution.</p>
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## **2.2. BUSINESS TRAVEL**

Given the nature of the Group's activities, it may be useful, for commercial purposes, to organise business trips with potential clients. Employees of the Group may also be invited to such trips by suppliers or subcontractors.

However, these trips may only take place if:

- They comply with the principles set out above.
- They are strictly professional in nature, and only the relevant professionals participate.
- The expenses covered are reasonable, justified, and strictly related to professional activities.

## 2.3. SPONSORSHIP AND PATRONAGE

No employee should facilitate or engage in sponsorship or patronage activities intended to influence decision-making or secure an undue advantage.

### 2.3.1. Definitions

**Patronage** is defined as material support provided by a company (donor) without direct compensation from the beneficiary, in support of an initiative or individual conducting activities of general interest. However, compensations are allowed as long as their value does not exceed 25% of the donation amount.

Support can take different forms:

- Financial patronage: A donor provides monetary donations to support a project (the most common form).
- In-kind patronage: Donations of new or stocked goods (e.g., office space, computers, etc.).
- Skills-based patronage: The company provides an employee or expertise for a specific initiative.

Patronage may allow the company to benefit from tax deductions if the beneficiary is a recognised non-profit organisation or charity.

**Sponsorship**, on the other hand, involves providing material or financial support to a project or event in order to gain a direct, quantifiable, and proportional benefit. It is usually aimed at promoting the company's brand image and increasing visibility.

If the beneficiary provides compensation equivalent to the received funds, the payment is not considered a donation but a commercial service (usually for advertising purposes). When the compensation takes the form of promotional services for the donor, it qualifies as sponsorship. Since sponsorship is a commercial transaction, it must be invoiced and subject to VAT.

Sponsorship and patronage initiatives are permitted under the Group's policy. They reflect a civic and socially responsible approach. The Group operates as a responsible corporate citizen and encourages initiatives related to community engagement, culture, environmental sustainability, biodiversity, solidarity, and economic and social inclusion.

### 2.3.2 The Group's Guiding Principles

- Selected initiatives must strictly comply with local legislation and align with the Group's values and ethical charter.
- The Group's policy is to refrain from financing political activities. Additionally, any participation in a political event in the name of the Group must be pre-approved by senior management. Under no circumstances should Biolandes entities fund institutions, parties, or candidates with anti-democratic positions or those that do not respect human rights.

### 2.3.3 Risk Situations

- Negotiating a sponsorship or patronage agreement at the request of a local elected official or public agent.
- Charitable donations to organisations linked to public officials, clients, or prospective clients (who may serve as board members, for example), as well as donations requested or suggested by clients or prospects.

- Donations to foundations or associations in which an executive has personal ties to an employee, supplier, or partner of the Biolandes Group.
- Making donations when concerns exist about the integrity of the recipient organisation or its personnel.
- Multi-year agreements.
- Invitations to sporting or cultural events from clients or suppliers.
- Invitations that could interfere with an ongoing or potential business relationship.

### **2.3.3 Best Practices**

- Limit agreements to one year or include a non-automatic renewal or termination clause.
- Ensure that invitations comply with the **"Gift and Invitation Policy"** and encourage the invitee to verify their own policy before accepting.

## 2.4 PREVENTION OF CONFLICTS OF INTEREST

It is important to inform management of any potential conflicts of interest as early as possible to properly address them and ensure that all professional decisions are made in the best interests of the Group, rather than for personal benefit.

### 2.4.1 Definitions

A conflict of interest arises when an individual's professional judgement may be influenced by a secondary interest, distinct from the company's interest.

This occurs when an employee finds themselves in a situation where they might make decisions based on personal gain rather than in the company's best interests, or when they prioritise the interests of a family member or friend.

### 2.4.2 Examples of Conflicts of Interest

Any situation in which a person prioritises their personal interests or those of shareholders, employees, family members, or third parties **over the interests of the Group**.

An employee responsible for selecting a supplier has a personal relationship with a potential service provider, which may influence their decision and create **a risk of unfairly awarding the contract**.

### 2.4.3 Risks

A conflict of interest—or even the mere appearance of one—can undermine the integrity and legality of a decision, allowing private interests to take precedence over those of the Biolandes Group.

Identifying, declaring, and managing actual or potential conflicts of interest helps to prevent any ambiguity.

While a conflict of interest itself is not a criminal offence, any fraudulent action resulting from such a situation can be legally sanctioned. Examples include:

- **Corruption:** Accepting a gift or invitation from a supplier with whom the employee has personal ties, in exchange for awarding a contract.
- **Biased recruitment:** An individual responsible for hiring has a personal relationship with a candidate, potentially compromising a fair hiring process.
- **Breach of trust:** Using the Group's resources, time, or reputation for personal benefit or that of an external organisation.
- **Insider trading:** Sharing privileged company information with a friend to assist in stock trading (although Biolandes is not currently publicly traded).

Conflicts of interest can pose financial risks and damage the Group's reputation. Employees or third parties acting on behalf of Biolandes may be held legally liable and face judicial sanctions, while the Group itself may suffer reputational harm.

To address this issue:

- The principle of transparency must always be applied. While a conflict of interest is not inherently prohibited, it must be declared and made known to prevent any integrity issues.

- Any actual or potential conflict of interest must be declared to your line manager. Depending on the situation, management may request that you step back from handling the matter and appoint another person to manage it.
- If an employee does not wish to disclose the nature of the conflict for personal reasons, they must still report that a conflict exists and recuse themselves from any involvement in the matter.

<b>Key Questions to Ask Yourself</b>	<ul style="list-style-type: none"> <li>- Do I have a personal stake in this situation?</li> <li>- Would the same decision be made without this personal stake?</li> <li>- Have I disclosed the situation in accordance with applicable rules?</li> <li>- Has the conflict been appropriately resolved?</li> </ul>
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#### **2.4.4. Best Practices**

- **Assess:** Consider whether a conflict of interest exists.
- **Be Transparent:** Declare any conflict of interest.
- **Remain Objective:** If necessary, transfer the project to another person.
- **Report Issues:** If you notice an irregularity or have doubts, consult the relevant contacts within the organisation.

## 2.5 PUBLIC OFFICIALS – TRANSPARENCY RULES

As part of its activities, the Biolandes Group and/or its representatives may have dealings with public officials and authorities in various countries, where customs and codes of conduct may differ.

The definition of a public official varies depending on the country. If you are unsure whether you are dealing with a public official in a given country, assume that they are, or consult your line manager, Human Resources, or the Legal Department.

Relations with public officials require extreme vigilance due to their roles. This applies particularly, but not exclusively, to the practice known as facilitation payments, which are considered acts of corruption in France and most of the countries where the Biolandes Group operates. As a matter of principle, the Group strictly prohibits facilitation payments.

As a general rule, offering, providing, or promising gifts, benefits, or favours to a public official is prohibited, except in exceptional cases and in compliance with the guidelines set out in Section 2.1 (Gifts and Invitations).

### 2.5.1 Definition of Facilitation Payments

The term "**facilitation payment**" is sometimes used to describe small payments intended to speed up or simplify routine administrative processes carried out by public officials.

### 2.5.2 Example – Facilitation Payments

During import/export procedures for Biolandes Group products in certain foreign countries, customs checks may vary in complexity and duration.

In this context, a customs officer might request a small sum of money to accelerate the usual customs clearance process (e.g., faster release of goods).

This practice is unacceptable, as it constitutes an act of corruption. You must refuse any such request.

If such a refusal leads to inappropriate reactions from the officials involved, you should:

- Report the situation via the **Biolandes Integrity Line** (<https://biolandes.integrityline.app>).
- Contact your line manager, Human Resources, or the Legal Department for further guidance.

### 2.5.3 Best Practices

- Professionalism: Always maintain a professional relationship with public officials and strictly adhere to Biolandes Group procedures.
- Prohibition: Never offer gifts or invitations to a public official.
- Legality: Refuse any request that is not in accordance with Biolandes Group procedures.
- Reporting: If you detect an irregularity or have any doubts, contact the appropriate internal resources.

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