



**AGL**  
AFRICA GLOBAL LOGISTICS

# CODE OF CONDUCT **ANTICORRUPTION**

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**COMPLIANCE**







# Everyone's business, collective business at stake!

*In nearly a century of existence, AGL has continued to develop by adapting to a constantly world and has become one of the leaders in transport and logistics in Africa, thanks to the attention paid to its customers and all its partners.*

*The success is the result of the commitment of the women and men who have made our activities grow by carrying our values and by forging a professional ethic shared by all.*

*Our Group is committed to keeping Ethics & Compliance at the forefront of its priorities.*

*Integrity and Transparency are two essential values that constitute our Code of Conduct, which governs our behaviour within the Group and in our business relationships, whether at our headquarters or in our African and non-African entities.*

*Compliance with the policies and procedures arisen from our Code of Conduct concerns all of us, both individually and collectively, employees, directors, agents,*

*partners, third parties and all stakeholders. It is a source of added value and guarantees the Group's sustainability.*

*In this new phase, our Group is committed to respecting and ensuring respect for the rules regarding the fight against corruption and influence peddling, international sanctions, anti-competitive practices, personal data protection, and the prevention of conflicts of interest and condemns violations of human rights and fundamental freedoms, personal health and safety, and the environment.*

*I ask you, in full agreement with all the managers of the AGL Group, to always act with integrity in compliance with the applicable laws and our Code of Conduct, on a daily basis and in the actions of each one of you.*

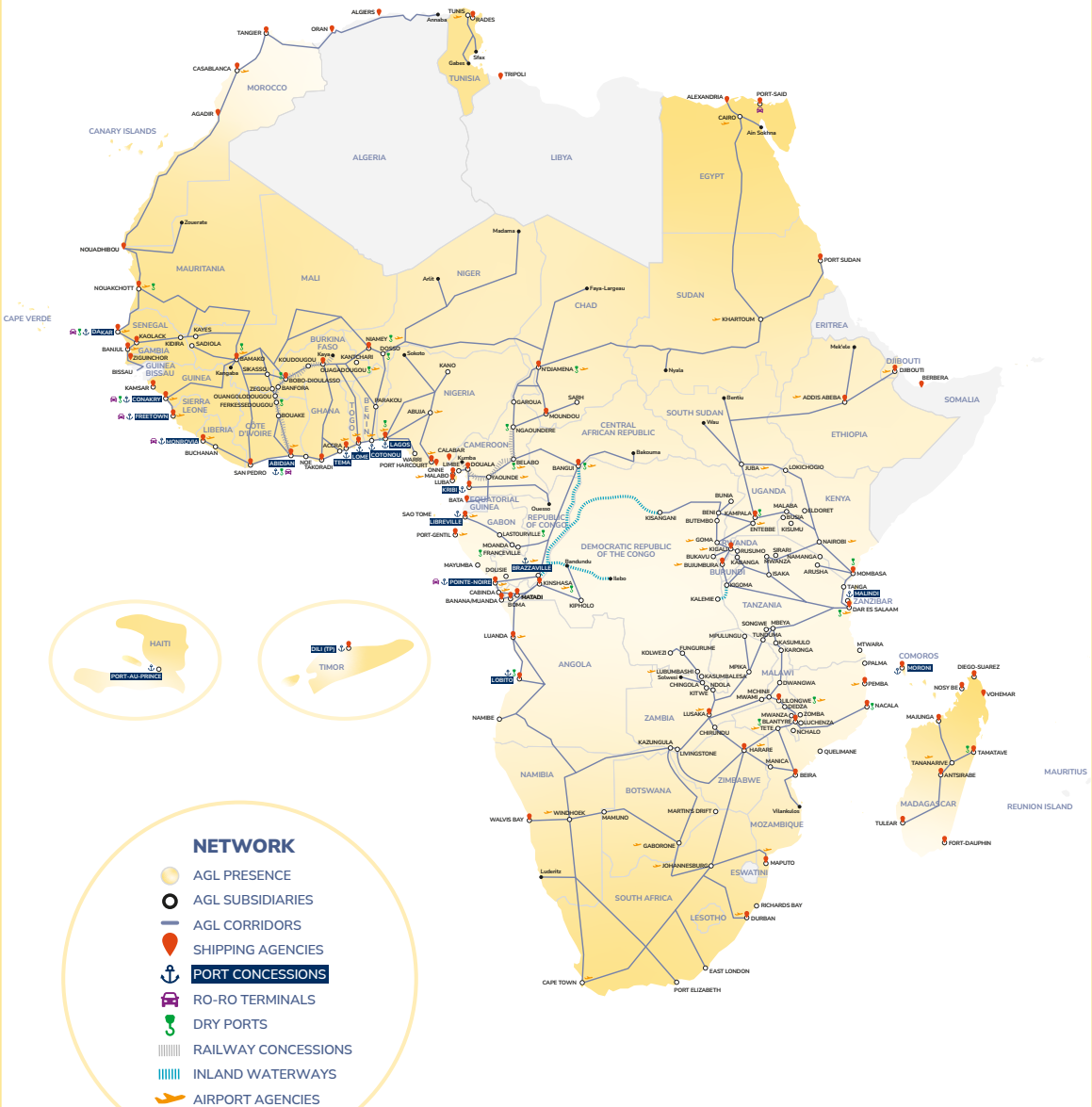
*We are all ambassadors of AGL and guarantors of its reputation.*

**Philippe LABONNE**  
President



**AGL**  
AFRICA GLOBAL LOGISTICS

# Our network





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# Glossary

- **Public Official:** this concept must be interpreted broadly and cover any person holding public authority, charged with a public service mission, vested with a public elected office or working in a state or public company. Any other person considered to be a Public Official under the national law of a country in which the AGL Group operates shall also be deemed to be a Public Official.
- **Gifts and Invitations:** goods or services offered, without seeking consideration, in the context of a professional relationship and which may be part of an entity's attachment to values or traditions or in a commercial promotion strategy. It can, for example, be meals in a restaurant, an invitation to a sporting or cultural event, items with the company logo, local culinary specialities, etc. While Gifts and Invitations do not in themselves constitute acts of Corruption, they may constitute them in certain circumstances (AFA Gifts and Invitations Policy Guide<sup>1</sup>).
- **Collaborator:** refers to the trainees, employees, representatives, executives, corporate officers and managers of the AGL Group and all its entities.
- **Conflict of Interest:** the fact that a Collaborator working for and/or on behalf of the AGL Group has personal interests whose interference with the position held within the AGL Group is likely to influence or appears to influence the impartial, objective and independent exercise of their position (AFA Guide to the Prevention of Conflicts of Interest in the Company<sup>2</sup>).
- **Export Control:** regulations relating to Export Control, in connection with sales, supplies, transfers, re-exports, inward processing<sup>3</sup>, outward processing and presumed export, transmissions, making available, technical assistance, brokering, financing or other method covered by the applicable regulations, enacted and administered by the competent authorities in the relevant jurisdictions, as they may be applicable to goods, services or items, including technologies.
- **Corruption :** an act whereby a person who has a specific function (public or private) solicits or accepts any gift or benefit for the purpose of performing, or refraining from performing, an act that falls within the scope of their duties. A distinction is made between active Corruption (offering any gift or benefit to the person entrusted with the specific function) and passive Corruption (the acceptance of the gift or benefit by the person entrusted with the specific function without necessarily soliciting it). The offence of Corruption is constituted by the simple promise of an undue advantage, even if this advantage is ultimately not granted, or is granted indirectly, through an intermediary.
- **Corruption of Public Officials:** the offering, promising or granting, directly or indirectly, of an undue advantage to a Public Official so that they perform or refrain from performing an act in connection with their official duties and which is contrary to their duties or depends on their discretion.
- **Private Corruption:** any act of Corruption involving natural or legal persons (companies, associations, foundations) working in the private sector.

<sup>1</sup> <https://www.agence-francaise-anticorruption.gouv.fr>

<sup>2</sup> <https://www.agence-francaise-anticorruption.gouv.fr>

<sup>3</sup> <https://www.douane.gouv.fr/fiche/les-regimes-douaniers-particuliers>

- **Fraud:** the act of using unfair means to obtain an unfair advantage, consent or to circumvent legal or regulatory obligations.
- **AGL Group:** means Africa Global Logistics and all its subsidiaries and controlled companies.
- **Lobbying :** any activity intended to influence the decisions or directives of a government or institution in favour of a particular cause or an expected outcome. In particular, it is a constructive and transparent contribution to the development of public policies on relevant topics related to the activities of a company or a group or a sector of activity. This contribution aims to enrich the thinking of public decision-makers.
- **Philanthropy:** Material or financial support provided, without any direct or indirect counterpart on the part of the beneficiary, to a charity or legal entity for the performance of activities of general interest.
- **Facilitation Payment:** any payment or benefit, of any kind, given to a Public Official for the purpose of obtaining or accelerating the execution of certain administrative acts (processing of state documents, issuance of authorisations or permits, etc.).
- **Sponsorship:** Material or financial support to an event, an entity or an individual in exchange for a direct benefit intended to promote the image of the AGL Group through various forms of visibility of an advertising nature related to the supported event, the entity or the individual.
- **Business Partners:** suppliers, customers, service providers, intermediaries and in general all co-contractors of the AGL Group.
- **Interest Representatives:** (i) a legal or natural person, acting in an individual capacity, (ii) of which an officer, employee or member exercises interest representation actions and takes the initiative to contact a public official in an attempt to influence a public decision, and (iii) whose interest representation activities are the main activity or a regular activity of whoever is in charge of it.
- **International Sanctions:** any measure or instrument restricting relations with certain persons, entities, and/or territories and/or relating to certain goods, services or items, including technologies, administered by the competent authorities in the relevant jurisdictions, such as, for example, the Office of Foreign Assets Control of the United States Department of the Treasury (OFAC), the Bureau of Industry and Security of the United States Department of Commerce (BIS), the United States Department of State, the United Nations, the European Union, France and/or the British Treasury (His Majesty's Treasury), and /or any other jurisdiction that may apply.
- **Influence Peddling:** any person who receives or solicits donations for the purpose of using their influence, actual or presumed, on a third party in order to obtain a favourable decision from them. The offence is constituted even if the favourable decision is not taken (in the same way as for corruption).

## PREAMBLE

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# Responsible & Committed

The AGL Group's ethical approach is based on values and principles embodied and applied by all its managers and Collaborators worldwide.

This Code of Conduct describes, for all Collaborators and Business Partners of AGL Group companies, the fundamentals of this approach and the expected behaviours in their daily operations.

This Code of Conduct is fully aligned with the AGL Group's social and environmental responsibility policy, as expressed in its Ethics and CSR charter.





This approach has at the heart of its concerns the prevention of acts of Corruption, Influence Peddling, Money Laundering and Terrorist Financing and compliance with International Sanctions and Export Controls.

# Commitments, values and scope of the code

## A Code of Conduct...

- **which confirms our commitments**
- **which is obligatory for all**
- **and whose breaches are sanctioned**

### **...which confirms our commitments**

The Code of Conduct describes the commitments of the AGL Group in the fight against Corruption and Influence Peddling and compliance with International Sanctions and Export Controls;

### **...which is obligatory for all**

Because individual actions must not compromise the collective commitment, it is the responsibility of each Collaborator, regardless of their position, to respect the AGL Group's commitments in terms of integrity and ethics.

Collaborators are responsible for ensuring, when selecting their

suppliers, customers, service providers, intermediaries and, in general, all the Business Partners of the AGL Group, that they stick to the principles set out in this Code of Conduct and that all contracts concluded with them stipulate anticorruption clauses.

The AGL Group ensures that the Code of Conduct is disseminated to all Collaborators and Business Partners of the AGL Group. The Code of Conduct forms an integral part of the AGL Group's Rules of Procedure and can be consulted at any time on the AGL Group's intranet.

This Code of Conduct does not





purport to be exhaustive and is not intended to cover every situation that Collaborators may encounter. In all situations, Collaborators and Business Partners of the AGL Group must ensure compliance with the applicable law.

**...and whose breaches are sanctioned**

The AGL Group does not tolerate any breach of this Code of Conduct and encourages its Collaborators and Business Partners to report any actions that would be contrary to it by means of the whistleblowing system (see p.42). Perpetrators of prohibited conduct are subject to disciplinary action and legal proceedings in accordance with

applicable law. Business Partners are also liable to be accused of a contractual breach that may, depending on the contractual provisions, result in the termination of the contract or the payment of damages.

In case of doubt or questions, Collaborators are invited to contact their line manager, the Compliance Department to [compliance@aglgroup.com](mailto:compliance@aglgroup.com) get their opinion on the appropriate behaviour.



# **Part 1 :** Commitments and Responsibilities



FIGHTING CORRUPTION AND  
INFLUENCE PEDDLING

COMPLIANCE WITH INTERNATIONAL SANCTIONS

PREVENTION AGAINST MONEY LAUNDERING AND  
TERRORIST FINANCING

# Fighting Corruption and Influence Peddling

## The fundamentals of our policy

**The AGL Group condemns all forms of Corruption and Influence Peddling as defined in the Glossary (see pages 4-6). Corruption is one of the major obstacles to sustainable growth and economic and socio-political development in emerging and developed countries alike.**

Persons acting on behalf of the AGL Group must refrain from offering any advantage whatsoever to any person (in particular a custodian of public authority) in order for them to perform or refrain from performing an act of their office, or to exercise their influence in order to obtain an improper decision in favour of a

company of the AGL Group.

All Collaborators and Business Partners of the AGL Group must comply with all anticorruption laws and regulations of the countries in which the AGL Group operates, including in particular the French Criminal Code and the Law no.2016-1691 of 9 December 2016 known as the Sapin II Law, and where applicable, the regulations applicable in the United States (Foreign Corrupt Practices Act), as well as any laws, codes, and regulations prohibiting Corruption and Influence Peddling in all countries in which the AGL Group operates.

## Risk situations

**In practice, the following behaviours are, for example, likely to be qualified as acts of corruption:**

- offering goods or benefits of any kind (gifts, invitations, money, purchase or reduction vouchers, etc.) to an official to obtain the signing of a contract with a public person (e.g. concession contract, public contract, administrative authorisation);
- granting an advantage to an official to obtain a complacent inspection report or to avoid a fine;
- selecting a supplier that does not present the most favourable offer in order to obtain a personal benefit in return (gift, travel, etc.).

**In practice, the following behaviours are, for example, likely to be qualified as influence peddling:**

- offering or granting a gift or benefit to a relative of a public official so that they use their influence over the latter to facilitate the obtaining of an authorisation or a licence;
- granting employment to a family member of a public official so that administrative sanction proceedings against an entity of the AGL Group are dropped;
- hiring the next of kin of a public official as a consultant to assist the AGL Group in obtaining an administrative authorisation.

**When a risk situation arises and you want additional information, you can refer to the specific AGL Group procedures available on the AGL Group intranet and contact the Compliance Department [compliance@aglgroup.com](mailto:compliance@aglgroup.com).**



# Prohibition of facilitation payments

Facilitation Payments, namely any payment or benefit, of any kind whatsoever, given to a Public Official for the purpose of obtaining or accelerating the execution of certain administrative acts, are strictly prohibited.

AGL Group Collaborators and Business Partners undertake to:

- cooperate with public authorities by providing them with precise, accurate and complete information;
- comply with the regulations relating to public procurement and to be particularly vigilant in their relations with officials or representatives of an

administration, representatives of a local authority or a French or foreign organisation;

- never pay any sums of money to a Public Official (including of low value), nor offer them any advantage, directly or indirectly, which could in one way or another influence the way in which they exercise their authority.

01

As part of your professional activity, you are working on an AGL Group port concession. When unloading the goods transported by a shipowner, an agent representing an authority tells me that a container will not be unloaded if I do not give him a sum of money in cash.

02

As part of your professional activities, you are in regular contact with administrations. After making a request to an administration, the official you are in contact with, a Public Official, offers to accelerate the authorisation procedure that was blocked, in exchange for the payment of a sum of money or the award of a gift. The amount requested does not correspond to an official rate and no proof will be provided in return for the payment or this gift.

03

As part of your professional activities, you work in the field of warehousing for the Logistics Department of the AGL Group. A group of people asks you to abnormally release goods against payment of a sum of money or the delivery of a carton of cigarettes.

04

As part of your professional activities within the logistics activity of the AGL Group, you are in regular contact with customs officials. During a customs check, an official asks you to give him cartons of cigarettes or a case of alcohol so that he can authorise the border crossing.

05

As part of its warehousing activity, the AGL Group operates a warehouse where its customers' goods are stored and the use of which is subject to the issuance of a licence by an administrative department. At the time of the annual renewal of the licence, an employee of this authority requests the delivery of a sum of cash to obtain the renewal of the licence.



## APPROPRIATE BEHAVIOUR

If this solicitation is accepted, these facts could constitute a Corruption offence. Even if you are not the originator of this solicitation, agreeing to make a Facilitation Payment is strictly prohibited.

Faced with this situation:

- refuse courteously, within the limits of basic safety rules;
- inform your contact that these payments are contrary to AGL Group policy;
- report the situation to your line manager, the Compliance Department or through the whistleblowing system.

## PART 1

## Gifts and invitations

**Giving a low-value gift or hospitality may be considered courtesy in some countries.**

However, such an act can be confusing and, depending on the circumstances, may constitute an act of corruption. This is why you must be particularly vigilant.

While gifts and invitations are not prohibited, it is strictly forbidden to offer a gift or any benefit or to send

an invitation to a person with the aim of obtaining an undue advantage or exercising any unjustified influence over their actions or those of a third party.

In any event, it is strictly forbidden to:

- pay or offer to pay a sum of money or a similar benefit (gift certificates, prepaid cards or vouchers) to a public official or business partner;
- receive an amount of money or

06

A person working for a shipowner with which the AGL Group is in a business relationship and with whom you have had excellent relationships over the years, is approaching retirement. You would like to give him a gift or invite him to a restaurant. However, you are unsure, knowing that the contract concluded with the shipowner for whom he works is coming to an end soon and that he has the power to influence its renewal.



### APPROPRIATE BEHAVIOUR

On special or cultural occasions, you may offer gifts of symbolic or low value or invite customers/prospects to events to maintain good business relationships.

**Given the ongoing renegotiation of the contract, it is best to abstain.**

In any case, if a gift is offered to the shipowner, it must be declared via the form dedicated to this purpose on the intranet and be the subject of a request for approval if its value is greater than the limit prescribed in accordance with the Gifts and Invitations procedure of the AGL Group.

a similar benefit (gift vouchers, prepaid cards or vouchers) from a business partner;

- give a gift or an invitation to a person for the purpose of improperly obtaining consideration or influencing their decision or that of a third party;
- request or accept a gift or invitation as consideration, reward or motivation, to award a contract or select a business partner;
- offer or receive a gift or an invitation

during a tendering phase or during the negotiation of a contract.

In addition, and in accordance with the AGL Group's policy on the matter, gifts and invitations, in particular to public officials, must not exceed a certain value and may not in any case consist of a payment of money or a similar benefit. They must be declared in accordance with the Gifts and Invitations procedure of the AGL Group.

07

As part of your activities concerning a river terminal operated by the AGL Group, you want to sign a new service contract and/or renew a contract with a local customer. To this end, you decide to invite the sales director to a famous sporting event, to discuss this project.



## APPROPRIATE BEHAVIOUR

On special or cultural occasions, you may offer gifts of symbolic or low value or invite customers/prospects to events to maintain good business relationships.

**In the context of negotiating a contract, it is recommended not to invite him to the sporting event.**

In any case, any invitation must be declared via the form dedicated to this purpose on the intranet and be the subject of a request for approval if its value is greater than the limit prescribed in accordance with the Gifts and Invitations procedure of the AGL Group.

*If in doubt, contact the Compliance Department.*



## Donations, Philanthropy and Sponsorship

**The AGL Group may be required to carry out Philanthropy and Sponsorship activities.**

The reputation of the beneficiary body must be ascertained beforehand by carrying out the prior checks provided for in the third parties assessment procedure.

These donations, Philanthropy and Sponsorship activities may, in some cases, be carried out for the purpose of obtaining or offering an undue advantage, such practices may in this case be qualified as Corruption.

Therefore, each Collaborator must comply with the following rules:

- donations, Philanthropy and Sponsorship activities are permitted

subject to compliance with applicable laws and regulations, and AGL Group procedures;

- donations, Philanthropy and Sponsorship activities must not be carried out to obtain or offer an undue advantage or to influence a decision unduly;

- the donation must never be made to a natural person, nor paid in cash;

- donations, Philanthropy and Sponsorship activities must, under certain conditions, be authorised by the Ethics and CSR Committee, the AGL Group Communication Department and the Compliance Department and be the subject of a Philanthropy or Sponsorship contract in due form validated according to the rules applicable within the AGL Group.

03

The municipality of a commune where AGL is located asks you if the Group would sponsor a sporting event that it is organising. As part of its activities as a terminal or logistics operator, the AGL Group has many interactions with the municipality, particularly to obtain various licences and administrative authorisations.



### APPROPRIATE BEHAVIOUR

**It is possible to sign Philanthropy or Sponsorship partnerships in accordance with the internal rules of the AGL Group.**

The AGL Group Collaborator must refuse any request that could unduly influence a Public Official or a third party to make a decision in favour of the AGL Group.

If in doubt, contact the Communication Department or the Compliance Department.





## Lobbying

**The line between Lobbying and Corruption is sometimes difficult to distinguish. Indeed, Lobbying, although it is permitted in principle, becomes objectionable and constitutes Corruption when a person carrying out Lobbying activity offers or proposes to offer an advantage to a Public Official in order to encourage the latter to support legislation or activities that would be favourable to them.**

All Collaborators commit to:

- demonstrate integrity, intellectual probity and transparency in all dealings with Public Officials, regardless of the situation or interest involved;

- provide reliable and objective information, without seeking to obtain information or decisions by exerting any pressure;
- not seek to obtain any unfair advantage or favourable decision;
- ensure that the Interest Representatives carry out their activities in accordance with this Code of Conduct and the applicable regulations.

In accordance with the applicable legislation, all Collaborators undertake to transmit the necessary information relating to the Interest Representatives to their line manager and, where applicable, to the Legal Department and the Compliance Department as soon as possible and in writing.

## Preventing Conflicts of Interest

**All Collaborators and Business Partners must refrain from taking part in decisions concerning the AGL Group when a past or present personal interest (family, financial, associative, political, etc.) is likely to interfere with the independent and objective exercise of their role and affect their ability to act in the interest of the AGL Group.**

For example, such a situation could arise if a Collaborator or

Business Partner:

- negotiates, on behalf of the AGL Group, a contract from which they, or one of their relatives, could derive a personal interest directly or through an intermediary;
- holds a financial interest in a Business Partner or competitor of the AGL Group.

To the extent that a Conflict of Interest as defined in the Glossary (see page 4) is likely to result in a risk of Corruption or Influence Peddling, it is essential

09

You discover that a member of your family has just been recruited as a sales manager of a service company of the AGL Group, in the field of its railway activity, with which you are in regular contact. What should you do?



### APPROPRIATE BEHAVIOUR

This could be a Conflict of Interest situation.

Faced with this situation:

- report the situation to your line manager, the Compliance Department or the Human Resources Department;
- report this situation, via the form dedicated to this purpose on the intranet, and refrain from making any decision until the outcome of the analysis of the situation by the authorised persons. This declaration does not justify any sanctions against you. However, if it is established that this Conflict of Interest has given rise to fraudulent or unlawful practices, you will be subject to disciplinary action and/or legal proceedings.

that Collaborators and Business Partners are vigilant when Conflict of Interest situations arise.

Collaborators agree to:

- defend the interests of the AGL Group by refraining from putting forward any personal, financial

or family interests that could give rise to doubts as to their integrity;

- refrain from participating in the tasks and missions entrusted to them that are likely to give rise to a Conflict of Interest, in accordance with the procedures applicable within the AGL Group.

10

The AGL Group has issued a call for tenders in order to find a new haulier subcontractor for carrying out its transport activities.

A Collaborator of the AGL Group, in charge of studying applications from subcontractors, receives an application from company C, which is managed by his wife (or a member of his family). He decides to recommend company C among the favourites for the conclusion of the subcontracting agreement, even though this company is not the most competitive.



## APPROPRIATE BEHAVIOUR

This Collaborator, who is the husband of the manager of company C, is in a situation of Conflict of Interest. He must normally declare this situation via the dedicated form on the intranet, inform his line manager, the Compliance Department or the Human Resources Department and refrain from making any decision until the outcome of the analysis of the situation by the authorised persons. However, if it is established that this Conflict of Interest gave rise to the selection of company C which was not the most competitive, the Collaborator shall be subject to disciplinary sanctions and/or legal proceedings.

If you are aware of a Conflict of Interest situation that is detrimental to the Group's interests, you can report the situation to your line manager, the Compliance Department or through the whistleblowing system.

## Recruitment

**The recruitment of a Collaborator could constitute an act of Corruption or Influence Peddling in the event that the AGL Group is granted an unfair advantage by a third party in return for this hiring.**

The AGL Group therefore expects each of its Collaborators to object to a recruitment if it is in return for the granting by a third party (Public Official, relative of a Public Official or private person) of any advantage.

11

You are working on a project for which the AGL Group needs to obtain administrative authorisation. An official offers to intervene on behalf of the AGL Group with the committee in charge of granting this authorisation if an internship is granted to their son/daughter.



### APPROPRIATE BEHAVIOUR

The facts as presented could constitute an **Influence Peddling offence**. Although it is not forbidden to give the son/daughter of a Public Official an internship, it is necessary to ensure that this internship was obtained under normal conditions and did not allow the AGL Group to obtain any advantage whatsoever.

Faced with this situation:

- inform your contact that this internship would be contrary to AGL Group policy and could constitute a criminal offence;
- refuse to grant the internship;
- report the situation to your line manager, the Compliance Department and the Human Resources Department as soon as possible and in writing, or by means of the whistleblowing system.

## Business Partners

**There is a risk of Corruption when the AGL Group is in a business relationship with various Business Partners in the context of its business activities.**

Indeed, in many circumstances, a company may be held legally liable for acts of Corruption committed by its Business Partner.

As part of their activities, Collaborators are in contact with many Business Partners, such as suppliers, intermediaries, customers, etc. They must select the Business Partners in accordance with the internal procedures in place within the AGL Group, by carrying out the prior checks provided for by the third party evaluation procedures.

All Collaborators undertake to comply with the procedures in place within the Group, in particular to:

- carry out prior checks relating in particular to the integrity of the Business Partner (*due diligence*) adapted and proportionate to its particular situation (reputation and any current or previous legal proceedings, skills and resources in the required field, current or previous contractual relationships with a Public Official, etc.);
- select Business Partners in an impartial manner based on predefined and transparent criteria such as their skill, experience, quality of services rendered, cost of services, compliance with regulations, etc.

In accordance with the internal procedures of the AGL Group, any business relationship with a Business Partner must result in the establishment of a written and signed contract with a legal person and not a natural person, more particularly with a risky Business Partner, such as an intermediary.

This contract must contain a clause attesting that the co-contractor undertakes to comply with all the applicable regulations.

The payments made must always be lawful, in accordance with the terms of the contract and correspond to appropriate remuneration in proportion to the service rendered. Payments must correspond to actual services (evidenced by reports, accounts, etc.) and must systematically be invoiced.

All documents specific to the Business Partner's performed services must be kept, including after the termination of the business relationship (contract, proof of services, invoices, payments etc.) in order to facilitate any subsequent verification.

In particular, it is forbidden to:

- make cash payments, provided that it is not possible to do otherwise;
- make payments to a person other than the signatory of the contract;
- make payments in the absence of consideration, proof of the service and presentation of a supporting

## PART 1

invoice in accordance with the content of the contract;

- make payments in a country different from the country in which

the service is performed, or in which the AGL Group signatory entity or the Business Partner are established.

12

As part of its logistics activities, the AGL Group would like to entrust certain goods clearance services to a new service provider. During the contract negotiations, the service provider requests that the payment of the services be made only in cash.



### APPROPRIATE BEHAVIOUR

If this proposal is accepted, the facts as presented could constitute a **Corruption or Fraud offence**. Even if you are not the originator of this solicitation, agreeing to make a cash payment is strictly prohibited.

Faced with this situation:

- refuse this proposal and inform your contact that cash payments are contrary to AGL Group policy and offer to pay by bank transfer upon submission of an invoice;
- initiate enhanced compliance due diligence on this subcontractor whose business practices are contrary to business ethics promoted by the AGL Group, if necessary, refuse to enter into a contract with this partner;
- report the situation to your line manager, the Compliance Department or through the whistleblowing system.



13

A usual business partner of the AGL Group, company X, specialised in railway maintenance, informs the AGL Group that following a change of management, payment for contractual services must now be sent to company Y, one of its subsidiaries.



### APPROPRIATE BEHAVIOUR

These new payment methods proposed by the service provider could constitute Corruption and/or fraud.

Faced with this situation:

- refuse the proposal and inform your service provider that these payment methods are contrary to the AGL Group's standards and potentially to the contract;
- report the situation to your line manager, and/or the Finance Department, the Compliance Department.



## PART 1

## Acquisition, equity investments and joint ventures

**As part of its development, the AGL Group may acquire companies or take stakes in companies.**

When acquiring companies, acquiring assets relating to a branch of activity, acquiring holdings, merging or setting up joint-ventures, it is advisable to ensure that the target or the partner does not have or has not had reprehensible behaviour with regard to the applicable anticorruption laws, and

complies with the legislation in force in this area.

Indeed, upon completion of the acquisitions, the civil, criminal or administrative liability of the AGL Group could be engaged and lead to significant commercial, financial and reputational repercussions.

For this reason, it is appropriate to:

- include an anticorruption component within the due diligence processes in the context of

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During the due diligence carried out on company Z, specialised in the field of container terminals, in which the AGL Group would like to take a stake, it has been discovered that some members of company Z have bribed members of the country's administration to obtain certain contracts.



### APPROPRIATE BEHAVIOUR

- report the situation to your line manager, the Legal Department and the Compliance Department;
- initiate additional and reinforced due diligence on the target company,
- if the AGL Group nevertheless decides to acquire the target company: make sure that the facts and actions have completely ceased;
- where appropriate, take any corrective measures necessary under the securities acquisition contract and after the equity investment.



acquisitions, equity investments or the establishment of joint ventures;

- ensure that the target or partner complies with applicable anticorruption legislation;
- insert anticorruption clauses in all acquisition or joint venture contracts

or shareholders' agreements;

- following the acquisition or equity investment transaction leading to a takeover of the company, ensure that the AGL Group's anticorruption compliance programme is deployed within the target.

> For more information on the AGL Group's anticorruption policy, particularly with regard to gifts and invitations, facilitation payments, interest representation, Philanthropy and sponsorship, please refer to the dedicated space on your intranet and contact the Compliance Department at [compliance@aglgroup.com](mailto:compliance@aglgroup.com).

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As part of a joint venture project with a shipowner partner for maritime consignment activity, the latter wants to exclude anticorruption clauses and compliance with international sanctions from the joint venture contract.



## APPROPRIATE BEHAVIOUR

- report the situation to your line manager, the Legal Department and the Compliance Department;
- inform the partner that the stipulation of these clauses is mandatory;
- carry out additional and reinforced due diligence on the partner with which the joint venture is planned;

**During the negotiation of the contract, if the partner refuses the stipulation of anticorruption clauses and compliance with international sanctions, the project must be called into question (or even abandoned).**

# Compliance with international sanctions

## The fundamentals of our policy

**The AGL Group complies with the International Sanctions programmes applicable to it, whether restrictive measures against a State, territory, individual or organisation, as well as with the regulations on Export Controls.**

Any person acting for or on behalf of the AGL Group shall refrain from participating in any operations that may contravene International Sanctions, whether in the form of an embargo, sector-specific Sanctions, or asset freezing, or otherwise, or Export Controls.

To ensure compliance with International Sanctions and Export Control regulations, the AGL Group:

- provides training and awareness to its staff on compliance issues with International Sanctions and Export Controls;
- implements internal policies and procedures:
  - designed to prevent any person or entity acting in its name or on its behalf, as well as its

suppliers, service providers and intermediaries, from entering into any transaction, carrying out any operation or undertaking any activity, practice or conduct which would constitute a violation of the applicable International Sanctions and Export Controls;

→ determining the hierarchy and procedure to be followed in any situation of doubt, risk, particular reporting or potential violation of the applicable International Sanctions and Export Controls.

- carries out systematic due diligence with respect to the operations and business relationships of the AGL Group, including intra-group, following an approach based on the risks determined in the AGL Group's internal policies and procedures;
- ensures that all necessary steps are taken and that all authorisations, licences, permits or exemptions, possibly required, are obtained from the competent authorities whenever necessary;
- performs reviews of its procedures, as well as audits, internal procedures and policies.

## How should you react?

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You are contacted by a company that wants to export products to country X. The customer is reliable and recognised in its markets, but he tells you that the nature of the goods will be specified later. You don't know whether this lack of information is blocking.



### APPROPRIATE BEHAVIOUR

Some International Sanctions programmes prohibit or require prior authorisation for transactions targeting a specific country or economic sector.

Export Control regulations prohibit or require the issuance of pre-export permits or authorisations to certain destinations or for certain products.

If in doubt, it is therefore necessary to obtain as much information as possible about the goods, to consult intranet dedicated to International Sanctions and Export Controls to check whether country X, the goods and/or the parties involved are subject to special sanctions or export control measures, and to contact the Compliance Department if necessary.

For more information, contact  
the Compliance Department at  
[compliance@aglgroup.com](mailto:compliance@aglgroup.com)

# Prevention against Money Laundering and Terrorist Financing

**Money laundering consists of concealing the origin of funds generated by illicit activities (drug trafficking, tax evasion, corruption, etc.) and seeking to integrate them into legitimate economic activities in order to make them appear legal (via false invoices, payments to fake companies, etc.).**

Money laundering is thus a process of reintroducing into the legal economy funds derived from offences punishable by a custodial sentence of more than one year (corruption, tax evasion, drug trafficking, pimping rings and human trafficking networks, etc.)

Money laundering has three steps:

- placement: which consists of injecting funds of criminal origin including in cash form into the economic and financial circuit.
- layering or concealment: which consists of converting, moving and dispersing funds in order to mask their illegal origin, in particular by issuing false invoices or setting up payments to foreign or fake companies.

- integration or conversion: which consists of reintegrating the funds into legal economic activities.

Terrorist financing, which is considered under French law as a crime of terrorism, consists of financing a terrorist activity by providing, collecting or managing any funds, securities or properties or by providing advice for this purpose, with the intention of having these funds, securities or properties used, or knowing that they are intended to be used, in whole or in part, for the purpose of committing terrorist acts.

Terrorist financing can be generated by legal activities and, in this case, generally involves prior money “blackening” operations (i.e. operations consisting of concealing the origin of funds derived from lawful activities so that, when such funds are used illicitly - i.e. financing terrorist activities - it is difficult, if not impossible, to trace the origin of these funds and to determine the identity of the funder), as is the case with any use of funds for illicit purposes (active corruption,

misappropriation, purchase of illicit goods, etc.).

In order to mitigate the risks inherent in Money Laundering and the Terrorist Financing, the AGL Group requires all of its Collaborators to be particularly vigilant in their relationships with any Business Partner and to comply strictly with internal procedures, in particular with the accounting

and third party management procedures. It is further recalled that pursuant to Article L. 561-1 of the French Monetary and Financial Code, entities of the AGL Group are required to report to the public prosecutor transactions of which they are aware and which relate to sums that they know to originate from an offence punishable by a custodial sentence of more than one year.



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A customer of the AGL Group wishes to pay for services in cash.

In addition to representing a potential scenario of Corruption, this situation could also constitute acts of money laundering. Indeed, by wishing to settle the contractual service in cash, the customer of the AGL Group may try to reinject into the legal economy funds potentially resulting from illegal activities.



### APPROPRIATE BEHAVIOUR

- refuse courteously, within the limits of basic safety rules;
- inform your contact that these payments are contrary to the AGL Group policy;
- report the situation to your line manager, the Compliance Department or through the whistleblowing system.

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As part of a Sponsorship action, the AGL Group financially supports a cultural event organised by a local association located in a municipality the AGL Group is active in. Shortly after this cultural event, a media reveals that the concerned association is connected to a terrorist movement and that financial flows have been established between the association and the terrorist group.

In this context, the AGL Group could be prosecuted for financing a terrorist organisation.



### APPROPRIATE BEHAVIOUR

- prior to any financial or material support provided in the context of a Sponsorship (or Philanthropy) action in accordance with the internal procedure, the AGL Group must exercise particular vigilance towards the beneficiary organisation, in particular by carrying out reputational due diligence;
- in the event that elements brought to the attention of the AGL Group highlight that the beneficiary is in relationship with terrorist companies, the Philanthropy or Sponsorship must be terminated.





# **Part 2 :** Implementation of the Code of Conduct



DISSEMINATION |

CODE OF CONDUCT ENFORCEMENT SYSTEM |

CONSEQUENCES IN THE EVENT OF A BREACH OF THE  
CODE OF CONDUCT |

GET INFORMED, MAKE A REPORT |

# Dissemination



The AGL Group intends for its Code of Conduct to be widely disseminated and wants all its Collaborators and Business Partners to undertake to comply with it.

In this regard, the AGL Group shall ensure that its Code of Conduct is disseminated personally to all AGL Group Collaborators and Business

Partners at the beginning of each new relationship.

Any update of the Code of Conduct will be the subject of an information notice.

The Code of Conduct will be permanently available on the AGL Group's website and intranet.

# Code of Conduct enforcement system

Compliance with the commitments of the AGL Group is based on an effective and coherent system, common to all activities, implemented in particular by an organisation responsible for ensuring its implementation:

the President;  

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the Management Committee;  

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the Executive Committee;  

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the Compliance Management Committee;  

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the Ethics Committee;  

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the Compliance Department;  

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the Legal Department;  

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the Human Resources Department;  

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the Communication Department;  

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the Finance Department.

These bodies shall ensure that the Code of Conduct is properly understood and complied with. Their members are bound by an obligation of confidentiality and have the competence, authority and means necessary to carry out this mission.

The AGL Group Compliance Department is assisted in this task by a strong network of compliance delegates in all the countries in which the AGL Group has an entity, allowing each AGL Group Collaborator to have a primary point of contact.

# Consequences in the event of a breach of the Code of Conduct

For the AGL Group, any conduct contrary to the rules defined in this Code of Conduct could not only damage its reputation and affect its business, but also expose it to criminal, civil and/or administrative proceedings and to having to compensate any damage caused.

Any person who contravenes the Code of Conduct is subject to disciplinary action under the conditions provided for in the Rules of Procedure and which may go as far as the termination of the employment contract, and to legal proceedings in accordance with applicable law.

AGL Group Business Partners are also subject to legal proceedings and sanctions for contractual breaches.

As a reminder, the perpetrators of acts of Corruption or Influence Peddling are liable to imprisonment for natural persons and to heavy fines for natural and legal persons, both in France and abroad.

As an example, in 2023 in France the penalties are as follows:

**• for natural persons who have participated in acts of Corruption as a perpetrator or as an accomplice: 5 to 10 years'**



imprisonment and a fine of 500,000 to 1,000,000 euros or the equivalent of twice the proceeds of the offence;

- **for legal persons:** 2,500,000 to 5,000,000 euros or the equivalent of ten times the proceeds of the offence, as well as additional penalties, and a ban on tendering for public contracts.

Depending on the circumstances, other criminal penalties may also

apply or in case of violation of other obligations, including for violations of the applicable regulations on International Sanctions and Export Controls. Similarly, the violation of the regulations applicable in particular with regard to Corruption, International Sanctions, Export Control and the fight against money laundering and terrorist financing may lead to contractual breaches in particular within the framework of financing contracts.

# Get informed, Make a report

## Get informed

The AGL Group deploys an awareness and training system to ensure that all its Collaborators and Business Partners have a good understanding of the Code of Conduct and can comply with it in their daily activities. Employees identified as being exposed to specific risks undergo additional training.

For more information on the AGL

Group's Code of Conduct and policies:

- consult the displays and dedicated spaces on your Group intranet;
- contact the people in charge of its implementation within your scope;
- contact the Compliance Department:  
**[compliance@aglgroup.com](mailto:compliance@aglgroup.com)**.

## Make a report

The whistleblowing system, which is open to all AGL Group Collaborators and Business Partners, is accessible via internet at **<https://aglgroup.integrityline.com>**. It makes it possible to report, without direct financial compensation and in good faith:

- facts which may constitute a crime or an offence (e.g. act of corruption, influence peddling or breach of probity, harassment, fraud).
- a violation or an attempt to conceal a violation of law or regulation (e.g. non compliance with economic Sanctions programs);
- a threat or harm to the general interest (e.g. harm to the environmental damage, threat to public health);

- any conduct or situation that is contrary to the AGL Group Code of Conduct;
- a serious violation or risk of serious violation of human rights and fundamental freedoms, the health and safety of persons and the environment, resulting from the activities of the AGL Group, as well as the related activities of its subcontractors or suppliers, whom a business relationship has been established with. As such, any risk exposing natural persons and the environment to impacts, the severity of which will be established according to their magnitude, scope or irremediable nature, is considered as a “serious harm”.





<https://aglgroup.integrityline.com>

Use of the reporting system is not mandatory. No disciplinary action or sanction of any kind may be imposed for its non-use or for its use in good faith, even if the facts reported subsequently

prove to be inaccurate or do not give rise to any action. On the other hand, misuse of the system may expose the perpetrator to disciplinary action as well as legal proceedings.



