

# Anti-bribery Code of Conduct.

# Anti-Bribery Code of Conduct

## Foreword.

Dear colleagues,

This code, which is annexed to the Rules of Procedure, and which is part of the implementation of an "anti-corruption program" provided for by Law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernization of economic life (Sapin II), demonstrates the desire of RANDSTAD DIGITAL FRANCE to engage in an approach of integrity in the conduct of its business throughout the country. and the responsible commitment of its leaders to achieving the goals in this area.

As a cornerstone of our anti-bribery and corruption system, this Code reflects our Zero Tolerance for any inappropriate and unethical behaviour in our Company.

We are committed to ensuring that our day-to-day activities are conducted to the highest professional and ethical standards and in full compliance with all applicable legal provisions.

This code defines and illustrates the different types of behaviour to be prohibited as being likely to characterise acts of corruption or influence peddling. It has been set up to allow our employees to familiarise themselves with the basic principles of anti-corruption and to remind them of the behaviors to be respected.

This code is applicable to all our managers and employees and specifies the precautions to be taken with regard to all intermediaries acting on our behalf. We must all, without exception, make it our own because it is the foundation on which our permanent quest for performance is based.

Particular attention was paid to relations with partners acting as advisors, experts, lobbyists, candidates, clients, suppliers, or subcontractors.

An organization has been set up to ensure compliance with national and international legislation in this area. Indeed, any violation of this code can lead to serious legal and financial consequences, but also lasting damage to the Company's reputation. It is therefore essential to comply with these recommendations and its violation may lead to the application of disciplinary measures.

In particular, the Ethics Committee and the Single Alert System are available to help you by ensuring the confidentiality of your actions.

Of course, this code is not a substitute for the more detailed and broader guidelines or thematic policies that are deployed within the Society.

On behalf of the Executive Board, we thank you for your personal and collective commitment to adopting and maintaining exemplary and irreproachable conduct.

Jérôme GONTARD

CEO - RANDSTAD DIGITAL EUROPE

## Preamble.

This code, which is annexed to the Rules of Procedure, and which is part of the implementation of an "anti-corruption program" provided for by Law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernization of economic life (Sapin II), demonstrates the desire of RANDSTAD DIGITAL FRANCE to engage in an approach of integrity in the conduct of its business throughout the country. and the responsible commitment of its leaders to the achievement of the world's goals.

We are committed to ensuring that our activities are conducted to the highest professional and ethical standards and in full compliance with all applicable legal provisions.

This code defines and illustrates the different types of behaviour to be proscribed as being likely to characterise acts of corruption and similar behaviour (influence peddling, money laundering, forgery, misuse of company assets and concealment). It has been set up to allow our employees to familiarise themselves with the basic principles of anti-corruption and to remind them of the behaviors to be respected.

[This code is applicable to all our managers and employees](#) and specifies the precautions to be taken with regard to all intermediaries acting on our behalf.

All third parties interacting with RANDSTAD DIGITAL FRANCE are also expected to comply with this Code.

This Code applies to all companies directly controlled by RANDSTAD DIGITAL FRANCE, in France and in all countries in which they are established or carry out activities.

The Code of Conduct constitutes a common basis for all the companies controlled by RANDSTAD DIGITAL FRANCE which have the option, with regard to the locally applicable legislation or the specificity of the activities, to supplement the Code.

Particular attention was paid to relations with partners acting as advisors, experts, lobbyists, candidates, clients, suppliers or subcontractors.

An organization has been set up to ensure compliance with national and international legislation in this area. Indeed, any breach of this code can lead to serious legal and financial consequences, but also lasting damage to the reputation of RANDSTAD DIGITAL FRANCE. It is therefore essential to comply with these recommendations and its violation may lead to the application of disciplinary measures.

This Code is not a substitute for the more detailed and broader guidelines, nor the thematic policies that are deployed within RANDSTAD DIGITAL FRANCE and is part of the existing internal policies and procedures, which must also be respected.

This version of the Code of Conduct comes into force on August 30, 2023, and replaces the previous version of September 2022.

# What are the main offences that can be found in the event of a breach of the Code of Conduct?

## Corruption - Articles 433-1 et seq., 435-1 et seq., 445-1 et seq. of the Criminal Code



### Reminder of the legal concept

**Active bribery** is the act of obtaining or attempting to obtain from a person, by means of an offer, promises, gifts, gifts or benefits of any kind, that he performs, delays or refrains from performing an act of his office or an act facilitated by him.

Active bribery is therefore the fact that a person pays for the performance or non-performance of an act by the competent official.



### Illustrations

The following constitute acts of active corruption:

- Promising or granting an undue advantage in return for confidential information during a call for tenders;
- Granting an undue advantage to an employee of a competing company in order to obtain any advantage.

### **Passive bribery:**

Passive bribery is the act of soliciting or agreeing to obtain, directly or indirectly, an offer, promise, gift, gift or benefit of any kind in exchange for the performance or non-performance of an act, the act being part of or facilitated by the office.

Passive bribery is therefore the fact that a competent agent allows himself to be "bought" in order to perform or not to perform an act of his function.



### Illustrations

The following constitute acts of passive bribery:

- Accepting or soliciting an undue advantage in return for the transmission of confidential information during a call for tenders;
- The fact that an employee of a competing company accepts an undue advantage in exchange for the granting of any benefits.

## Influence peddling - Articles 432-11-2°, 433-1-2 °, 433-2 and 434-9-1 of the Criminal Code



### Reminder of the legal concept

**Influence peddling** refers to the act of a person receiving or soliciting benefits for the purpose of abusing his or her influence, real or perceived, to influence a decision that will be made by a third party.

It involves three actors:

the recipient: the one who provides benefits or gifts;

the intermediary; one who uses the credit he possesses by virtue of his position;

the target person who holds the decision-making power (public authority or administration, magistrate, expert, etc.).

Criminal law distinguishes between active influence peddling (on the side of the beneficiary) and passive influence peddling (on the side of the intermediary).

### Active influence peddling:



Active influence peddling is the act of yielding to the solicitations of a person or of proposing, directly or indirectly, offers, promises, gifts, gifts or benefits of any kind to a person in order to abuse his or her real or supposed influence in order to obtain distinctions from an authority or a public administration, jobs, markets, or any other favorable decision.

Active influence peddling therefore consists of paying a person to use his or her influence.



#### Illustrations

The fact that an employee of RANDSTAD DIGITAL FRANCE offers a public decision-maker any advantages in return for his intervention to obtain a decision favourable to the Company constitutes an act of active influence peddling.

#### Passive influence peddling:

Passive influence peddling is the act of soliciting or accepting, directly or indirectly, offers, promises, gifts, gifts or benefits of any kind, for oneself or for others, in order to abuse one's real or supposed influence in order to obtain a favourable decision or opinion for a person.

Passive influence peddling is therefore the fact that a person allows himself to be bought (at his solicitation or at the request of a third party) to use his influence.



#### Illustrations

The fact that a public decision-maker solicits any benefits in return for his intervention to obtain a decision favourable to the Company constitutes an act of passive influence peddling.

## Money laundering - Articles 324-1 to 324-9 of the Criminal Code



#### Reminder of the legal concept

Money-laundering consists of facilitating, by any means, the false justification of the origin of the assets or income of the perpetrator of a crime or offence that has procured him or her a direct or indirect profit. It is also money-laundering to assist in the placement, concealment or conversion of the direct or indirect proceeds of a crime.



#### Illustrations

When a client wishes to pay for services provided by RANDSTAD DIGITAL FRANCE using funds from a country considered at risk by the FATF, such as Iran, there are reasons to suspect that the funds originate from a money laundering offence, due to the source of the funds.

In this situation, RANDSTAD DIGITAL FRANCE could be held liable for concealment.<sup>1</sup>

## Forgery and use of forged documents – Articles 441-2 to 441-12 of the Criminal Code



#### Reminder of the legal concept

A forgery is any fraudulent alteration of the truth, likely to cause harm and carried out by any means whatsoever, in a writing or any other medium of expression of thought which has as its object or may have the effect of establishing proof of a right or a fact having legal consequences.

The use of a false document is the fact that an individual knowingly uses it for the purpose of proving a right or fact with legal consequences.

#### Fake material:

False material is **a false or falsified** document.



#### Illustrations

A false pay slip, a false diploma, a false report or a false invoice constitute false materials

#### The False Intellectual:

An intellectual forgery is a document that is inaccurate **in its content**.

<sup>1</sup> Refer to the definition below.



### Illustrations

A modified entry in a pay slip, in a diploma, in a report or in an invoice constitutes a forgery.

## Misuse of company assets – Articles L.241-3 and L.242-6 of the French Commercial Code



### Reminder of the legal concept

Misappropriation of company assets consists in the fact that certain directors of commercial companies make, in bad faith, the assets of the company in a way that they know is contrary to the interest of the company, for personal gain or to favour another company or company in which they have a direct or indirect interest.



### Illustrations

The fact that a director of a subsidiary has personal expenses such as services provided by a structure owned by him and/or a relative, without equivalent consideration, cover personal expenses constitutes misuse of company assets

## Concealment – Articles 321-1 to 321-5 of the Criminal Code



### Reminder of the legal concept

Concealment is the act of concealing, possessing or transmitting something, or acting as an intermediary in order to transmit it, knowing that this thing comes from a crime or misdemeanor.

It is also a matter of concealment to knowingly benefit from the proceeds of a crime or offence.



### Illustrations

The fact that RANDSTAD DIGITAL FRANCE or one of its representatives benefits from a stream resulting from an offence may constitute the offence of concealment.

## More rarely:

## Concussion – Article 432-10 of the French Criminal Code



### Reminder of the legal concept

Concussion is the act, by a person holding public authority or entrusted with a public service mission or by a person vested with a public elective mandate, taking, receiving or retaining, directly or indirectly, an interest likely to compromise his impartiality, independence or objectivity in an undertaking or in an operation of which he has, at the time of the act, in whole or in part, the responsibility for supervising, administering or paying.

Concussion covers two types of action:

- Receiving, exacting or ordering the collection of any undue or excess of what is due by way of duties, contributions, taxes or charges;
- The granting in any form of exemption or exemption from public duties, contributions, taxes or charges in violation of legal or regulatory texts.

The offence of concussion is intended above all to protect the imperative of probity and honesty of public officials.



### Illustrations

It is the offence of concussion if a mayor of a municipality refrains from collecting the sale price of a communal plot of land sold to a citizen or the payment of rent.

Only a public official can be charged with the offence of concussion. The other parties involved may be held liable for complicity and/or concealment<sup>2</sup>.

## Unlawful acquisition of interest – Article 432-12 of the Criminal Code



### Reminder of the legal concept

The fact that a person holding public authority or entrusted with a public service mission or by a person vested with a public elective office, acquires, receives or retains, directly or indirectly, any interest whatsoever in an undertaking or in a transaction of which he is, at the time of the act, in whole or in part, responsible for supervising, administration, liquidation or payment.



### Illustrations

The fact that RANDSTAD DIGITAL FRANCE has among its employees an elected official who would take part in a decision favourable to RANDSTAD DIGITAL FRANCE may constitute the offence of illegal acquisition of interests.

## Misappropriation of public funds – Article 432-15 of the Criminal Code



### Reminder of the legal concept

The act by a person holding public authority or entrusted with a public service mission, a public accountant, a public depositary or one of his subordinates, destroying, misappropriating or removing an act or a document, or public or private funds, or effects, documents or securities in lieu thereof, or any other object entrusted to him by reason of his duties or mission.



### Illustrations

The fact that a mayor uses public subsidies for purposes other than those intended constitutes the offence of embezzlement of public funds.

Only a public official can be charged with the offence of embezzlement of public funds. The other parties involved may be held liable for complicity and/or concealment<sup>3</sup>.

## Favouritism – Article 432-14 of the Criminal Code



### Reminder of the legal concept

The act by a person holding public authority or entrusted with a public service mission or vested with a public elective mandate or exercising the functions of representative, administrator or agent of the State, local authorities, public establishments, semi-public companies of national interest entrusted with a public service mission and local semi-public companies or by any person acting on behalf of one of the above-mentioned companies of procuring or attempting to procure an unjustified advantage for another person by an act contrary to the legislative or regulatory provisions intended to guarantee freedom of access and equality of candidates in public contracts and public service delegations.



### Illustrations

The fact that a deputy mayor awards a public contract, not on the basis of objective selection criteria derived from the proposals made by the candidates, but to please a third party with whom she had a friendly relationship, constitutes the offence of favoritism.

Only a public official can be charged with the offence of favouritism. The other parties involved may be held liable for complicity and/or concealment<sup>4</sup>.

<sup>2</sup> Refer to definition above.

<sup>3</sup> Refer to definition above.

<sup>4</sup> Refer to definition above.



Please note: under no circumstances can the conviction of acting in the interest of the company justify, even in part, behaviour that contradicts the provisions of the applicable laws and the Code of Conduct.

## Who is involved?

The persons or entities concerned by these offences are most often public officials but can also be private persons such as candidates, customers, suppliers or subcontractors.

## How to recognize these risky situations?

In addition to direct solicitation, there are many situations which, in the context of offers, contracts, recruitment or agreements of all types, are likely to constitute an act of corruption or similar behavior.

It is important to identify them so that you can avoid them and take all appropriate measures before you become involved in a corruption scenario.

Here are some examples of situations that require special vigilance:

- abnormally high fees or commissions;
- absence or inadequacy of justification of a service;
- repetitive and/or disproportionate hospitality (leisure, dinners, trips),
- relationship or project with a third party related to a public official;
- unusual payment terms or payments required in cash;
- Specific intermediary required or recommended by the client.

## Questions to ask yourself to avoid these situations.

In order to determine if you are potentially engaging in an act of bribery or similar behavior, ask yourself two questions:

1. Can I make this commitment openly and talk about it to everyone involved in this topic?
2. Would I be indifferent to see this situation described in the newspaper?

If the answer is "no" to either of these two questions, then you risk not only damaging your own reputation and that of RANDSTAD DIGITAL FRANCE, but also incurring yourself and exposing RANDSTAD to legal action.

## the principles of RANDSTAD DIGITAL FRANCE to fight against corruption and similar behaviour.

The Company is imbued with strong values: honesty, integrity, loyalty, transparency and impartiality.

To ensure that these values are preserved in all circumstances and at all levels, RANDSTAD DIGITAL FRANCE follows three main principles of corruption prevention that apply to all employees, regardless of their level or place of work:

- No tolerance will be granted in any form of corruption.
- It is up to everyone to get involved in the fight against corruption.
- Everyone is concerned because even if some employees, because of their activities, are more frequently exposed than



others, everyone may one day be confronted, if not with a solicitation, at least with an ambiguous situation.

## What are the risk situations identified for RANDSTAD DIGITAL FRANCE?

### 1. Gifts and hospitality (customers / subcontractors / suppliers)

As part of your business, you may receive or offer gifts/invitations to business partners. In these situations, it is necessary to consider all the circumstances surrounding the commercial relationship in order to distinguish, on the one hand, situations in which a gift constitutes a commercial gesture or is intended to maintain a good relationship with the partner, and, on the other hand, the act likely to be inappropriate or even qualified as corruption.

Indeed, these gifts or invitations may, under certain conditions, involve risks and impair independence in decision-making or in the service provided.

RANDSTAD DIGITAL FRANCE has set up a procedure dedicated to gifts and invitations to which you should refer. In particular, this procedure provides for thresholds to determine the acceptability of any gift or hospitality. RANDSTAD DIGITAL FRANCE's gifts and invitations policy is available on the intranet.

For example, do not seek a gift or hobby from someone with whom the company has a business relationship, for yourself or a member of your family, and do not accept any gift or hobby that may influence you, or give the impression of influencing the decisions of society.

Similarly, don't try to give a gift or hobby to a business partner that might influence their business decisions.

However, low-value gifts, including meals, are permitted if they are consistent with business practices.

Company policy condemns the giving or acceptance of largesse, inappropriate or disproportionate gifts, or the promise of gifts for the purpose of influencing business decision-making in any way, and a fortiori when it comes to influencing a public official (domestic or foreign).



#### Prohibited Conduct

- accept or pay a sum of money as a gift;
- accept a gift that may influence your decision;
- agree to a supplier providing you with an apartment free of charge for a ski holiday for you and your family;
- receive a sum of money in cash in order to refer a supplier;
- Promise a significant discount on a contract to maintain customer referrals.
- give a staff member a sum of money or a valuable gift in order to be selected for a tender;
- Giving a gift to a customer in the context of a commercial negotiation/tender.

Any unusual gift or the amount of which exceeds the limits set by our Company must be subject to particular vigilance and respect the aforementioned gift policy.



#### Practical illustrations

##### Case 1

A supplier offered an expensive coffee machine to the purchasing department. He wants to demonstrate the quality of his machines and coffee, as well as celebrate our business relationship. Can we accept the machine?

→ While it may be tempting – and the machine can be used by the service – it is not appropriate to accept the machine. You and your purchasing colleagues could be inappropriately influenced by this gift and it would create a bad impression on other departments and (potential) suppliers. In addition, you don't want to run into service issues with vendor lock-in on the machine.



You should politely decline the gift and send it back to the supplier.

#### Case 2

As the end of his contract approaches, a service provider with whom I have been working for 3 years invites me to a nice dinner. Can I go?

→ This is a strategic period, you have to refuse. A gift must not have the effect of influencing a decision to renew a contract. As soon as there is a commercial negotiation going on, any gift or invitation will be inappropriate.

#### Case 3

RANDSTAD DIGITAL FRANCE responds to a call for tenders launched by a client. Only three companies, including RANDSTAD DIGITAL FRANCE, are still in the race. The buyer makes it clear that RANDSTAD DIGITAL FRANCE can influence his decision in exchange for an invitation to a gourmet restaurant. What must I do?

→ Giving in to such a demand is an act of corruption. You should never give a gift in the context of a business negotiation. The gift or invitation must in no way influence the customer's decision to enter into a business relationship. So you have to refuse.



#### Advice

Giving or accepting a gift is not forbidden in itself. However, the context in which it is granted is likely to bring it within the scope of corruption. It is necessary to respect good practices and refer to the gifts and invitations policy put in place by RANDSTAD DIGITAL FRANCE in order to ensure that all the conditions required to offer or receive a gift are respected. If in doubt, you can contact the Legal Department or send an email to [ethique@randstaddigital.com](mailto:ethique@randstaddigital.com).



**Please note :** When it comes to a foreign customer, it is advisable to find out from the local structure about the customs in force in the country. Even if the amounts involved are within the limit of your delegation of expenditure commitment, make sure that your superiors agree. In case of doubt, do not hesitate to seek the advice of the relevant departments, in particular the Legal Department and the Financial Department of the Company.

## 2 conflict of interest.

This is the situation in which you have a personal interest that is likely to influence or appear to influence the performance of your activities within your position. The personal interest can be direct or indirect, concern you or your loved ones. This interest can be of a very diverse nature (economic, financial, political, professional, religious or sexual, etc.).



#### Prohibited Conduct

- have a business relationship with a person who is a relative or relative, or with a company controlled or directed by a relative or relative;
- maintain any contractual relationship, mandate or participation in a competitor, supplier or client of the Company (manager, director, consultant, etc.);
- Hire someone close to a business partner.



#### Practical illustrations

##### Case 1:

My spouse is part of the selection committee for a call for tenders to which RANDSTAD DIGITAL FRANCE responded. What must I do?

→ You must report this situation to your line manager or compliance department and declare the existence of a risk of conflict of



interest. Another person will be able to replace you in the tender documents.

#### Case 2:

A client informs a sales director of RANDSTAD DIGITAL FRANCE that one of his relations is currently looking for a job and asks him to push the application internally, without going through the usual recruitment procedure in force within RANDSTAD DIGITAL FRANCE. What must I do?

→ The internal recruitment procedures put in place at RANDSTAD DIGITAL FRANCE make it possible to prevent any situation of conflict of interest. It is therefore essential to respect them. It is not forbidden to recruit a recommended candidate. However, you should not deviate from the procedure. Send the CV to the Human Resources Department, specifying to the client that this sending does not prejudice the final choice, which will be made solely with regard to the candidate's skills.



#### Advice

Don't hesitate to open up about these situations to your supervisor if you have any doubts.

### 3 patronage and sponsorship.

Sponsorship is a form of financial support to strengthen the brand image among specific target groups. It aims to achieve a specific benefit. Sponsorship activities cover the fields of sport, arts and culture, science and education.

Sponsorship can be problematic, however, if it is perceived as a means of gaining an unfair advantage.

Sponsorship refers to material (or financial) support provided by a company or an individual for an action or activity of general interest. It is a form of partnership that differs from sponsorship in that there are no contractual advertising counterparts to support the patron. The latter cannot therefore derive a direct benefit from it; Apart from a tolerance for the mention of his name by the beneficiary, the project leader.

To avoid any situation of corruption, do not hesitate to:

- ask questions to your potential partners to ensure that their practice is compatible with our values and expectations in terms of corruption prevention (share our policy with them);
- Conduct research on the history and reputation of the recipient association or organization and its representatives.



#### Prohibited Conduct

- Entering into a partnership without carrying out due diligence to acquire knowledge of the partner;
- Enter into a partnership at the request of a customer in exchange for entering into a business relationship;
- Make charitable donations at the request of public authorities.



#### Practical illustrations

#### Case 1:

A customer agrees to enter into a contract with me. Nevertheless, in return for signing the agreement, he requested that RANDSTAD DIGITAL FRANCE pay a contribution to an association chaired by his sister. What must I do?

→ It involves paying undue consideration to conclude an agreement, which is an act of corruption. So you have to refuse.

#### Case 2:

A client asks RANDSTAD DIGITAL FRANCE to financially support a charitable foundation in which he sits on the board of directors. What must I do?

→ It should be ensured that this request is not a condition for renewing a contract or that negotiations are ongoing, so that this



request does not constitute an undue advantage. You do not need to make any commitments until the application is approved.



#### Advice

The use of sponsorship or patronage can only be implemented with the support of the Legal Department of RANDSTAD DIGITAL FRANCE. It is therefore advisable to submit any request for sponsorship or patronage to them.

## 4. government relations.

Regardless of the countries in which we operate, we are resolutely opposed to any form of corruption with any authority, public or private. We are opposed to any remuneration in favour of a third party that does not correspond to a real service, for a justified amount duly recorded in our accounts.

We also oppose the payment of bribes or other illegal payments, directly or indirectly through intermediaries, to public officials, members of governments or any other public official, as well as to any entity governed by private law.

An agent and/or intermediary means any third party that you may use to negotiate a partnership, a public contract, or any other business relationship.



#### Prohibited Conduct

- pay a commission, a rebate, a rebate, a consulting fee or remuneration for services rendered, in the form of a remittance of money or financial benefits, where such payments would be intended to remunerate a member of the government, a civil servant or a public or private agent with a view to eliciting a favourable decision on their part or obtaining any or undue advantage for RANDSTAD DIGITAL FRANCE.
- make such payments that are made by an intermediary or external consultant on behalf of and at the request of the Company.



#### Practical illustration

RANDSTAD DIGITAL FRANCE opens a subsidiary in a foreign country. In this context, a public official in the country in question asks a representative of the Company for the payment of a sum to speed up the process of authorizing the creation of the subsidiary. The Company absolutely needs this authorization to hire the first employees and respond to a call for tenders. What must I do?

→ Paying a sum of money to obtain the necessary administrative authorizations constitutes a bribe. It is therefore appropriate to refuse.



#### Advice

In any of these situations, you will need to inform your line manager. It goes without saying that what may be considered "reasonable" in one case may be considered "disproportionate" in another context.



**Please note:** In the event that you use agents, intermediaries or external consultants, the remuneration for their services must correspond to reasonable amounts and be proportionate to the task assigned. This remuneration must be identifiable, correspond to market standards, be properly accounted for and have as consideration services actually rendered, in accordance with the Company's processes regarding authorized expenses, and its accounting rules.

Anti-bribery clauses should be included in contracts with third parties (e.g. contracts with agents, external consultants or other third parties with contacts with administrative or government bodies).

It is your responsibility to inquire with the Legal Department of your area about the eligible remuneration with regard to the best anti-corruption practices, in order to comply with the applicable law.



An employee will not be sanctioned for the consequences that may result for RANDSTAD DIGITAL FRANCE from the refusal to pay a bribe. RANDSTAD DIGITAL FRANCE strives to maintain constructive and quality relations with the governments, administrations and populations of the countries in which it operates. The Company is committed to maintaining and developing its reputation for honesty and integrity.

## 5. the facilitation payment.

Facilitation payment refers to the act of remunerating, directly or indirectly, unduly, a public official for the performance of administrative formalities, which should be obtained through normal legal channels. They allow an administrative procedure to be carried out diligently or to streamline a bureaucratic process.

Although these practices are permitted in some states, facilitation payments are considered an act of corruption in most countries.

However, in situations where the payment of a small amount remains the only solution guaranteeing the safety and physical integrity of an employee, an exception to this prohibition may be made. This must be reported as soon as possible.



### Prohibited Conduct

Contribute any amount of money to expedite an administrative process.



**Caution:** Regular facilitation payments are likely to encourage solicitation and abuse of power. As a result, you may be subject to criminal prosecution and damage to the Company's reputation. In such cases, remain transparent and accountable. Do not try to arbitrate the situation alone but contact your line manager, your Legal Department, the RANDSTAD DIGITAL FRANCE structure in the country concerned.



### Practical illustration

Customs delays the procedure when all the paperwork is in order. Can I speed up the process of paying customs officials a small amount of money?

→ Paying even a small amount of money to a public official for the completion of administrative formalities is a facilitation payment. This practice is therefore prohibited.



### Advice

In one of these situations, you should refuse to proceed with the payment and inform your line manager.

## 6. the choice and mandates of intermediaries.

To study the takeover of a company or enter a new market or to be assisted in a case, many of you call on intermediaries who can be consultants, law firms, auditors, etc.

The Company intends to ensure their competence and respectability but also to impose anti-corruption clauses on them.



**Please note :** In the case of partnerships or mergers and acquisitions, RANDSTAD DIGITAL FRANCE may also be held accountable for the actions of its partners within partnerships, and see its liability incurred in connection with mergers or acquisitions under the terms of the buyer's liability, This includes for acts of corruption prior to the acquisition.

In addition, RANDSTAD DIGITAL FRANCE may be held liable if it accepts inappropriate arrangements designed to hide or conceal acts of corruption.



It is therefore essential to conduct a thorough investigation of the reputation and track record of all M&A targets and potential partners, to incorporate appropriate safeguards into acquisition or partnership contract documents, and to avoid structures based on inappropriate schemes.



## Prohibited Conduct

- Agreeing to pay sums of money to unidentified intermediaries;
- Agreeing to pay sums of money to intermediaries for ill-defined benefits.



## Practical illustrations

### Case 1:

One intermediary is replaced by another. The latter requests payment to a bank account in a country with preferential taxation. What must I do?

→ This is a risky situation. You do not have to make any payment and you must contact the Administrative and Financial Department to clarify the situation.

### Case 2:

A supplier of RANDSTAD DIGITAL FRANCE puts you in touch with a customer and asks you for a remuneration that clearly does not correspond to the work provided or the usual standards. What am I doing?

→ You must refuse to proceed with the payment and inform the Administrative & Financial Department.



## Advice

It is essential to regularly check the reputation, track record, and competence of intermediaries. These elements must be documented and retained.

## What are the penalties?

### criminal sanctions.

- for you: up to 10 years' imprisonment and a fine of one million euros, the amount of which may be increased to twice the proceeds of the offence, deprivation of civil rights, prohibition from carrying out the activity in question for 5 years or more;
- for RANDSTAD DIGITAL FRANCE: a fine of €5 million, the amount of which can be increased to twice the proceeds derived from the infringement, market exclusions or a ban on raising funds, heavy reputational impact, etc.

### disciplinary measures.

They are set out in Article 21 of the company's Internal Regulations.

Indeed, a wrongful act by an employee may result in one of the following sanctions, depending on the situation and the seriousness of his or her actions:

- warning;
- disciplinary lay-off from 1 to 15 days, demotion with change of position, disciplinary transfer;
- dismissal for real and serious cause, dismissal for serious misconduct, dismissal for gross misconduct.

These sanctions are imposed without prejudice to any civil and criminal proceedings against the employees concerned.



## How can these situations be prevented and limited?

- In order to avoid these situations with our partners, we have a number of control and monitoring processes deployed in the Company and make sure to commit them in writing to effectively prevent and ban corruption;
- A training system on the risks of corruption and influence peddling has been put in place for staff.
- Special measures must be applied when selecting and working with intermediaries. In particular, it is necessary to check the reputation and background of intermediaries, to ensure that there is always a written contract with sufficient right of scrutiny, in particular through audits and training. Regular monitoring must be made of the work actually carried out by the intermediaries;
- Any element or situation suggesting that an act of corruption is possible (bad reputation in the business environment, lack of transparency, conflicts of interest, disproportionate level of remuneration required, recommendation by a foreign public official or client, etc.) must lead to a thorough analysis. No contract should be concluded with a third party until all elements of doubt have been removed. These alerts must be notified to the head of the subsidiary or department, as well as to the company's Legal, Quality-Audit, Financial or Human Resources departments;
- Payments to intermediaries should only be made if they are lawful, in accordance with the terms of a contract and made against delivery of a valid invoice. No payment should be made without proper documentation, including proof of work performed; Receipts must be provided for out-of-pocket expenses. Payments should never be made in cash.

## If you have any questions or if you have any doubts.

Any employee who needs help with the topics covered in this Anti-Bribery Code of Conduct can contact his or her line manager, who will assist him/her. They can also contact the Human Resources and Legal departments.

An employee who reports in good faith of a potential violation of the Anti-Corruption Code of Conduct to his or her line manager, the Legal, HR, Financial Departments or via the Speak-up system set up in the single whistleblowing system, will not be sanctioned for his or her approach.



### In conclusion, don't forget...

If you find yourself in a complicated or ambiguous situation, if you have doubts about what to do, it is imperative that you do not act alone. Share, ask your line manager or your Legal Department for advice.

## The single alert system

The RANDSTAD Group, to which RANDSTAD DIGITAL FRANCE belongs, has set up tools to facilitate and encourage reports, whether they come from internal or external sources.

This whistleblowing system sets out the procedure to follow if you report or disclose, without direct financial compensation and in good faith:

- information relating to a crime, offence, threat or harm to the public interest.
- information relating to any violation or attempted concealment of a violation of an international commitment duly approved or ratified by France, of a unilateral act of an international organization taken on the basis of such a commitment, of European Union law, of law or of regulation.



- any violation of any provision of the Code of Ethics or any other policies of RANDSTAD DIGITAL FRANCE (RANDSTAD DIGITAL FRANCE's Anti-Corruption Code of Conduct, Anti-Competitive Practices, Fraud, Corruption, Harassment or Discrimination).

The identity of all persons making a report will be treated confidentially. The same applies to any third party mentioned in the report and to any person who helps you express yourself in a professional context.

If you have reported the facts without direct financial compensation, in good faith and in accordance with this whistleblowing system, you benefit from the full protection of the whistleblower.

The internal whistleblowing procedure is detailed in the document entitled "Single whistleblowing system", available [in the "About the Company" section of our website](#) and in the ["Practice & Admin / Legal" section of the intranet](#).

And if you have any questions, an address is at your disposal: E-mail: [ethique@randstaddigital.com](mailto:ethique@randstaddigital.com).

This address allows, in a confidential context, to obtain information or advice on the application or interpretation of the Code of Conduct, or to report malfunctions that may seriously affect the Company's activity or seriously engage its liability



