

CODE ON THE FIGHT AGAINST CORRUPTION AND INFLUENCE PEDDLING

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1. Preamble

The ALD Group conducts its business ethically and in compliance with all applicable laws, including laws proscribing corruption, bribery and influence peddling in all countries in which it operates.

Bribery, corruption and influence peddling are major causes of poverty, poor distribution and misallocation of wealth. It also impedes economic development, and contributes to the political and social destabilisation of sovereign states. It is universally considered to be serious offenses.

Committing offences involving corruption or influence peddling can have extremely severe legal (criminal and civil) and financial consequences and seriously harm the reputation and ability to conduct business of any company implicated in such offending. Disciplinary or administrative procedures may also be launched against ALD by the French Prudential Control and Resolution Authority (for compliance failures), by the French Anti-corruption Agency or by foreign regulators (either because ALD conducts its activities in these countries, or because of the extra-territoriality nature of certain rules such as FCPA in the United States or UKBA in United Kingdom).

Judicial authorities around the world are increasingly active in pursuing corruption and influence peddling, not only in relation to companies but also their employees. Hence, should any person working at ALD (corporate officer, employee, temporary worker, VIE, etc., designated hereafter as "ALD Employee"), commit or participate directly or indirectly in an act of corruption or influence peddling, in any capacity whatsoever (e.g. complicity) in the course of carrying out his or her professional duties, he or she could be personally liable and could face serious criminal sanctions. In certain cases, ALD may also be held liable for such offences. If an ALD Employee knowingly turns a blind eye ("willful blindness") to an act of corruption committed by another person acting on behalf of the company, the said ALD Employee and/or the company could also be criminally liable.

For any questions, please contact your manager or your Compliance Officer.

This Code governing the fight against corruption and influence peddling (the "Anti-corruption Code") is an appendix to the internal regulation and must be brought to the attention of all Group Employees, in France and abroad, as well as to any third parties working for the Group.

2. Objective

ALD does not tolerate any type of corruption or influence peddling¹.

The fight against bribery, corruption and influence peddling requires exemplary behaviour by all Group employees to enhance the trust of customers, shareholders, public authorities, employees and all stakeholders (NGOs, public opinion, etc.).

This Anti-corruption Code should serve as a reference to assist ALD Employees to identify situations involving a risk of bribery, corruption or influence peddling in their day-to-day activities and to act appropriately when faced with such situations. It is illustrated by various concrete examples of situations ALD Employees may face.

¹ See definitions Infra.

In addition to this Anti-corruption Code, ALD Employees must be fully aware of instructions, as well as specific local policies applicable to them in certain countries. They must undergo specific training on the fight against corruption and influence peddling as required by the Group.

3. Behaviour required from Employees

Whether on a personal capacity or in the context of a business relationship, you must refrain from:

- giving, offering or promising, directly or indirectly through others, such as third party intermediaries (family members, business partners, close associates, etc.), any benefit, gift or invitation, or anything of value, to anyone (government officials, clients, suppliers, business partners, etc.) that would or could be perceived as an inducement or as a deliberate act of corruption or influence peddling;
- soliciting or accepting, directly or indirectly through others such as third party intermediaries (family members, business partners, close associates, etc.), any benefit, gift or invitation or anything of value that would or could be perceived as an inducement or as a deliberate act of corruption or influence peddling;
- mandating or having recourse, in the course of carrying out your professional duties, to any Third-party Intermediary (e.g. agent, introducing broker², business provider, distributor, etc.) whose professional behaviour or probity has not been reviewed and confirmed, according to Know Your Client (KYC) / Know Your Supplier (KYS) procedures, by the competent departments, particularly Compliance and without a proper approval.

Examples of situations that should alert you:

- certain indications in interactions with third parties (repeated or extravagant invitations, valuable gifts, unusual invoicing or commissions, emails received from a personal email address, etc.);
- inducements (promises of personal or professional benefits) or pressure (threats of personal or professional retaliation) with the view to obtaining undue benefit (grant special conditions by way of derogation, disclose confidential information, favour a third party, etc.);
- the activities of any Third-party Intermediary whose professional or ethical behaviour seems dubious.

In response to such signals and the risk associated with situations of potential corruption or influence peddling, these four reflexes are paramount:

- **refer** to directives, instructions, internal rules and local policies when taking and motivating decisions, whether internal or external;
- **report** any concerns or suspicions you may have and seek, without delay, the advice of your manager and Compliance Officer on the situation in question; if need be, exercise your whistle-blowing rights, as set out in the Group Code of Conduct or in your local whistle-blowing policy. ALD will not tolerate retaliation of any kind, (in terms of promotion, work conditions, etc.) against any individual who in good faith reports suspected improper conduct;
- **seek** the advice of the Legal Department should you have any questions or doubt as to the lawfulness of a particular practice or as to the interpretation of any normative text or legal precedent;
- **do not conclude** any planned transaction if you find yourself at risk of participating, directly or indirectly, in acts of corruption or influence peddling.

4. Definitions of corruption and influence peddling

• Corruption

So-called “active” corruption is defined as offering an undue benefit to a person or yielding to solicitation (to provide an undue benefit), in order that he/she carries out or refrains from carrying out an act related to his/her professional duties.

So-called “passive” corruption is defined as soliciting or accepting an undue benefit from a person with a view to accomplishing or refraining from accomplishing an action related to one’s professional duties or an action facilitated by the carrying out of such professional duties.

² The word « broker » has, in this code, a commercial meaning. Brokers (“courtiers” in French) acting in a chain of intermediaries on financial markets (which have, in principle, the status of Investment Service Provider or equivalent) are excluded.

- **Influence peddling**

So-called “active” influence peddling consists in offering an undue benefit to a person or yielding to a person’s solicitations (to provide him with an undue benefit), in order that the latter misuses his influence to obtain, to the advantage of the person providing this benefit, a favourable decision from a public authority or administration.

So-called “passive” influence peddling consists in soliciting or accepting any benefit from a person to misuse your influence in order to obtain, to the advantage of the person providing this benefit, a favourable decision from a public authority or administration.

5. Illustrations of the main types of corruption and influence peddling

The risk of corruption or influence peddling may arise in a wide variety of business activities and situations. The following situations, which are not exhaustive, illustrate examples of the cases you could be faced with in the course of carrying out your professional duties.

5.1. The granting of undue benefits and payment of “bribes”

“Bribes” are any benefit or anything of value that is offered, promised or given to a person, directly or indirectly, in order to influence the person’s conduct, typically by inducing the person to abuse his or her public or private office to secure an improper advantage or a favourable decision.

The nature of such benefits (or anything of value) may vary greatly and cover in particular:

- the payment of a sum of money, in cash or on any other support (e.g. gift card);
- discounts or reimbursements (other than the contractual premium received against volume);
- a service, supply or loan contract or a mandate;
- an internship, fixed-term or permanent job;
- confidential or inside information, including about the activity of a company, its customers, suppliers, ongoing projects, or the list of appointments of its corporate officers;
- a loan of vehicles, free of charge

Not all of these benefits are problematic as such (*per se*) but the context in which they are granted or offered may make them likely to constitute corruption, bribery or influence peddling, or be perceived as such.

This list is not exhaustive. Remember that an offer or promise of illicit payment (or benefit) could constitute a corruption or influence peddling offence, even if the person to whom it was intended declines it or even if the payment (or benefit) is not finally made.

It is irrelevant, for the purpose of this rule, whether the benefit is offered directly by the ALD Employee or through a third party (e.g. JVs, Partnerships, investment in a third-party company, etc.), and whether it is of direct or indirect personal profit to the latter, the civil servant or the decision making person.

There are heightened corruption risks when interacting with Politically Exposed Persons or with “Government Officials”.

Politically Exposed Person is a person exposed to particular risks on account of the political or jurisdictional functions which he/she exercises or has exercised on behalf of a State or on account of those being exercised or exercised by direct members of his/her family or people known to be closely associated to him/her.

A “Government Official” is defined broadly and includes elected representatives, magistrates, officials or employees (at any level) of:

- any government (foreign or national);
- any government department or any public authority (e.g. public institution, sovereign wealth fund);
- a state-owned or controlled company;
- a political party (or official of a political party);
- a public international organisation of which governments are members (for example, the World Bank);
- a holder or a candidate for public office;

- a member of a royal family.

Special procedures may apply in your jurisdiction, including pre-approval requirements, when entering into any relationship (of commercial nature or other) or when on-boarding government officials.

The right approach to take: You have received a child's or acquaintance's CV of a customer (e.g. fleet manager), colleague (e.g. an employee of another leasing company) or service provider (external lawyer, statutory auditor, etc.) seeking an internship or position in the leasing sector.

You may forward the CV to the HR department or to the relevant teams, but **you should** specify, to the sender and to the recipient, that the fact that you have forwarded the CV shall not prejudice the final outcome regarding this application, which shall be based on the sole merits of the applicant.

When to exercise caution:

1. A dealer or a manufacturer lends you one or more vehicles free of charge, whose value or loan period seems to go beyond the usual professional relations (such as familiarizing with the car and test of the vehicle).

-> This vehicle loan is likely to influence your freedom of judgment/decision to the detriment of customers or ALD.

2. You have received precise and strategic information (e.g. analytical accounting data, customer profitability, slides presenting an internal project, etc) about a competitor company from a consultant with whom you have been in discussion and who has clearly obtained this information from a previous mission.

-> The information has been shared with you in order to influence your decision about mandating him on a consulting assignment.

In both cases, you must inform your manager and your Compliance officer who will decide what action to take, in conjunction with the Legal department. This could be tantamount to an undue benefit and may also constitute an offence.

What to refuse:

1. A dealer insists on paying you a commission in exchange of your agreement to offer only its brand of vehicles to your customers.

2. A customer insists on paying you a cash commission in order to benefit from preferential pricing that exceeds the leasing limits allowed.

3. A remarketing customer insists on paying you a commission or a benefit in kind in exchange of the allocation of one or more used vehicles or of the application of a preferential pricing.

In all three cases, you must refuse the payment and abandon the planned transaction, after having informed your manager and your Compliance officer, even if your correspondent is very insistent and attempts to intimidate you.

5.2 Giving or receiving gifts / hospitality, organising or attending receptions or events

Gifts of low value or minor benefits present relatively little risk provided that they remain reasonable and are given in good faith, without expecting anything in return.

In some parts of the world, there may be a custom consisting in exchanging a modest gift when paying a courtesy call. Such courtesies are generally permitted. If you find yourself in such a situation, you should refer to internal instructions and, if necessary, raise it with your Compliance Officer.

Conversely, giving or receiving gifts of high value, giving or receiving hospitality (meals, lodging, travel) and organising, attending expensive or prestigious receptions or events is forbidden:

- where this could create a conflict of interests as defined in our instructions,
- where this could appear or be deemed to be an inducement to give or to obtain an improper benefit in exchange, or to reward an improper benefit already granted,

- where this breaches the laws and regulations in force or ALD's internal instructions, particularly those relating to the "gifts policy".

The risks associated with gifts and entertainment are dramatically increased where the recipient is a "government official". Always consult the relevant policy and your Compliance Officer before offering or promising anything of value to a "government official".

The right approach to take:

1. You are thinking of sending to a customer a Christmas present or an invitation to an event sponsored or not by ALD.
2. You are invited as part of your current relations with your suppliers to events regarding launching of new products, trade shows (events related to the ALD activity).

You must check and comply with the gifts/events policy. You must refer the question to your manager and your Compliance Officer before acting if you are unsure of whether or not this gift or invitation is acceptable, if the internal value-limit is being exceeded (even slightly), if the recipient is a government official or a politically exposed person (case 1) or in terms of duration (case 2)

When to exercise caution: You are invited by a customer, a manufacturer, a supplier with whom you have a business relationship for years to an event (an international artist's concert).

You must check the gifts/events policy and refer the matter to your manager and your Compliance Officer. You must make sure that it is not an unfair advantage and declare the gift/invitation.

What to refuse:

1. A supplier invites you to a prestigious event or restaurant to discuss renewal conditions of a supply contract for ALD, or offers you privately one or more vehicles.
2. You intend to invite a customer to a "Relais et Châteaux" with his / her partner for a weekend during which you will negotiate the conclusion of a contract binding ALD.

You must politely decline this invitation (1) and renounce to send the invitation (2). Because there is current business pending and it appears to be a lavish meal / sumptuous weekend, this situation is inappropriate.

5.3 Using a Third-Party Intermediary

Acts of corruption and influence peddling carried out by Third-Party Intermediaries (e.g. dealers, brokers, business provider, distributors, etc.) could engage ALD's civil, administrative or criminal liability and/or that of its Employees. A high number of corruption / influence peddling cases worldwide involve Third-Party Intermediaries.

Risk based due diligence must be conducted prior to retaining a Third-party Intermediary. You must never retain a Third-party Intermediary whose professional reputation and legitimacy has not been verified by the relevant services, in particular the Compliance department.

Any fact that heightens the risk of corruption (poor reputation, lack of transparency, lack of technical competence in the relevant domain of activity, lack of competitive tendering, conflict of interests, high remuneration, off-market prices, connection to a government official, customer recommendation, unequal treatment, etc.) must alert you to exercise caution. No contract must be entered into before all suspicions or concerns have been duly handled and resolved.

Payments to Third-Party Intermediaries shall only be made if they are lawful, proportionate to the service provided, comply with the terms of the contract, with all applicable local policies, and upon presentation of an adequate invoice. No payment shall be made without the appropriate documentation (including anti-bribery clauses), establishing the legitimacy of the payment made and services performed. Receipts must be provided for refundable expenses. No payment must be made in cash. No payment must be made to a bank account held in a State in which the intermediary does

not carry out its economic activity, or held in the name of a third party with no connection to the transaction concerned.

You must exercise caution if a transaction under consideration involves a Third-Party Intermediary retained by another party to the transaction. ALD shall be extremely cautious in these situations and verify, if necessary with Compliance, that the Third-Party Intermediary complies with ALD's standards, making it susceptible to be appointed by ALD.

The right approach to take: You **must** be especially vigilant and make sure that risk-based due diligence has been conducted when selecting Third-Party Intermediaries, which must be approved in strict compliance with all applicable ALD instructions, policies and procedures.

You **must** in particular check Third-Party Intermediaries' reputation, background, and professional competence, and ensure that such facts are documented and stored. You must imperatively consult your manager and your Compliance Officer if any issues arise during the due diligence process or if you have the slightest doubt as to the probity of a Third-Party Intermediary. No contract with the Third-Party Intermediary or in relation to the transaction involving the Third-Party Intermediary can be concluded, nor any payment made or received via the Third-Party Intermediary, until all remaining doubt or concerns have been dispelled.

When to exercise caution: You have a doubt about an amount on an invoice from a Third-Party Intermediary, with respect to services provided, or a doubt about a request for expenses reimbursement (based on the supporting documents provided).

You **must** inform your manager and your Compliance Officer. No payment shall be made until all doubt or concerns have been dispelled.

What to refuse: A Third-party Intermediary, who introduces you to a customer (whether public or private), requests remuneration which clearly does not correspond to the work carried out or to usual standards, or requests the amount to be paid into an account held with a bank located in a country with a high level of banking secrecy (e.g. Switzerland, Monaco, Lebanon, Lichtenstein, Singapore, etc.) or which is not the country of residence of either the Third-Party Intermediary or the customer and without satisfactory explanations.

You **must** refuse to make the payment and inform your manager and your Compliance Officer as quickly as possible.

5.4 "Facilitation" payments

Facilitation payments (also called "grease" payments) are small amounts paid or benefits given (whatever their value) to civil servants or employees of public bodies or to government authorities in order to facilitate or speed up routine administrative formalities.

With the exception of cases where the physical safety of Employees is threatened and such cases are reported to ALD as soon as possible, the facilitation payments are forbidden.

The right approach to take: A local or foreign government body asks you to pay a fee (e.g. administrative fee) for a licensing procedure or administrative authorisation. Such a fee is entirely legitimate and proper if it is formalised in an official public document.

But you **must** refer the question to your manager and your Compliance Officer should you have the slightest doubt (e.g. lack of documentary evidence).

When to exercise caution: A public official, with whom you are in contact for a licensing request, sends you an email from his or her personal mailbox asking you to contact him via a non-professional line.

You **must** inform your manager and your Compliance Officer as quickly as possible. This is unusual and it may be an attempt to pressure you into making a facilitation payment to obtain the licence.

What you must refuse:

1. You have been invited by a public official working for a regulator or supervisor in a country in which you are considering setting up a subsidiary, branch or representative office, to pay an amount of money to a legal or natural person in order to speed up or facilitate the granting of the licence requested.

2. You are invited by a public official of a country in which you register a vehicle or register any administrative act related to the life of a vehicle, to pay a sum of money to a natural or legal person in order to accelerate or facilitate the registration of a vehicle or an administrative act.

You must refuse to pay and inform your manager and your Compliance Officer as quickly as possible. This is a request for a facilitation payment which is prohibited by ALD.

5.5 Charitable contributions and sponsorships

Legitimate charitable contributions and event sponsorships using ALD's funds or resources are in principle authorised. However, ALD must make sure that these contributions are not, in fact, a means of making payments which may amount to corruption or influence peddling (even if the causes defended by the associations are legitimate).

As an example, charitable contributions cannot be made:

- in the context of a bidding process or during the negotiation of a commercial or financial transaction involving persons linked to the beneficiary;
- in cash;
- on current accounts in the name of natural persons or in jurisdictions without links with the mission of the beneficiary of the contribution.

Moreover, charitable contributions made to organisations linked to a Government Official, a client or a prospect (who may be, for example, board member of the organisation) as well as any charitable contribution request or suggestion made by a client / prospect must be subject to close scrutiny. They always require the approval of Compliance.

It is of the utmost importance to check the credibility, the reputation and the background of the organisation receiving the contribution as well as their executives. This due diligence must be carried out in accordance with internal instructions on charitable contributions and sponsorship.

The right approach to take: You have received a request to subsidise a concert or cultural event aiming at raising funds for a charitable cause. Before accepting, **you must** check that this complies with ALD's internal and your local policies and carry out the appropriate due diligence (internet research on reputation, links with ALD customers or projects) to be certain of the lawfulness of the subsidies in question and the absence of their use as a mean of corruption.

You must also refer the matter to your manager, your Compliance Officer and, where necessary, ALD's Communication Division.

When to exercise caution: A local mayor has requested a charitable contribution or sponsorship in aid of a local sports club. Particular vigilance is required because the request comes from a Government Official.

You must determine, together with your manager and Compliance Officer, the underlying intentions to ensure that they are entirely disinterested and whether a contribution by ALD would be appropriate. You should refer to your local policies on gifts and entertainment to determine whether the contribution or sponsorship is permissible, and what the process for pre-approval is.

What you must refuse:

A municipality is looking for vehicles for some of its employees. One of the municipal councillors solicits a charitable donation or sponsorship for the benefit of the local sports association over which he presides. He indicates you that he will be able to convince the Municipal Council to retain ALD in return.

You must refuse this payment and inform your manager and your compliance officer as soon as possible. It appears here that the public person is seeking an undue advantage in order to influence the Municipal Council in its decision making.

5.6 Political and religious donations

ALD Employees are not permitted to make political or religious donations on behalf of ALD. Employees may make, in their personal capacity, political contributions to government officials, candidates or political organisations but they may be subject to certain restrictions imposed by regulators in certain countries in which ALD conducts business. You should consult your local policy for the applicable procedure and restrictions on making political contributions. You should also seek pre-clearance from ALD before making any contribution if required by your local policy. In any cases, ALD is committed to a policy of political and religious neutrality.

The right approach to take: You have been asked, in the course of carrying out your professional duties, to make a political donation.

You must inform your manager and your Compliance Officer without delay.

When to exercise caution: One of your customers, who is reputedly close to a local or national political figure, requests a donation towards an association (cultural, philanthropic, think tank, etc).

You must inform your manager and your Compliance Officer as quickly as possible to determine whether the donation is appropriate.

What you must refuse: **You must** refuse, in response to a customer's, supplier's or Third-Party Intermediary's request, to make any donation to political parties, irrespective of whether commercial prospects could be linked to the donation. This is highly unusual and could be, or appear to be as an attempt to obtain subsequent undue benefits.

5.7 Corruption acts committed by customers through vehicles owned by ALD

ALD must be alerted by signals indicating that the vehicles belonging to it may be used for purposes other than those contractually provided for, either in terms of final destination or in terms of use.

When to exercise caution:

1. One of your customers is leasing a luxury vehicle in regards to local standards, which is unrelated to the other models of vehicle requested, inconsistent with its activity or for which you have no information on the identity of the final beneficiary/driver.
2. One of your customers asks you to buy the leased vehicles always from the same dealer without there being any explicit rationality such as geographical convenience or negotiated preferential rates.

You must inform your manager and your compliance officer. Indeed this attitude may suggest that 1. the vehicle is not intended to be used by your customer's employees but possibly by someone that your customer would like to bribe for his benefit. 2. The customer may receive a cash commission from the dealer.

5.8 Documentation, accounting records and archiving

The administrative and accounting traceability of various acts and payments must be carried out properly and provide enough detail to demonstrate their legitimacy and to avoid any suspicion of dissimulation of inappropriate facts.

Documentation demonstrating the appropriate nature of the relevant services and acts, as well as diligence carried-out, must be stored, together with proof of the identity of the payers and payees, in accordance with internal instructions.

The right approach to take: You receive a non-standard invoice from a customer, supplier, public official or Third-Party Intermediary (i.e. that is not on business letterhead and does not provide any detail of the services provided). **You must** return it and request a formal invoice.

When to exercise caution:

1/ you have a doubt regarding an invoice that would appear not to correspond to a service provided or which is obviously under or over-valued. **You must** contact your manager and your Compliance Officer.

2/ you discover that "procurement" procedures, for a given supplier, have been circumvented or not been respected.

3/ your manager has asked you not to copy emails to him or include him in email exchanges concerning a particular transaction.

You must inform your manager (senior manager in case 3) and your Compliance Officer as quickly as possible. Concerning the last case, such an attitude is unusual and it may mean that your manager does not want his/her name to be associated with an irregular operation.

What you must refuse: You are being subjected to great pressure by your line manager to conclude a transaction (sale of a leasing contract or used vehicle, etc.) despite the fact that you have not gathered the documents necessary to approve the transaction and all the indicators (internal validations, risk indicators, messages from Legal and Compliance Departments) lead you to believe that the transaction has not been authorised.

You must refrain from concluding the operation and refer the matter to your Compliance Officer and, if need be, exercise your whistle-blowing rights

Remember: each one of us must take individual responsibility for complying with this Anti-corruption Code and report potentially suspicious activity without delay. When questions arise, contact your manager or your Compliance Officer.

In a word, in such situations, always be vigilant and on alert!