

## Policy for managing gifts, invitations and business meals

### 1. Scope of application

As part of its compliance programme, the Maurel & Prom Group (“M&P” or the “Group”) has implemented policies and procedures to prevent corruption and influence peddling throughout its business activities.

This policy for managing gifts, invitations and business meals (the “Policy”) is part of M&P’s overall anti-corruption efforts and a key pillar of the Group’s **Ethical Charter and Code of Conduct**, which is in line with French law known as Sapin 2. The Policy expands on and supplements the principles set out in the **Anti-corruption Guidelines**.

In addition to underpinning M&P’s commitments in terms of ethics and integrity, the Policy is an information tool intended for Group employees, customers, suppliers, partners and other stakeholders. It applies to all Group subsidiaries, both in France and abroad.

It is designed as a practical guide for all Group employees, especially those most exposed to the risk of corruption, allowing them to make informed decisions and behave in an ethical manner.

The Policy specifies the rules and procedures applicable to gifts and invitations, either received or offered, as well as to business meals, in order to guard against and identify breaches of the Group’s rules of integrity.

All M&P employees agree to behave ethically and with integrity, as described in the Ethical Charter and Code of Conduct, and in the Anti-corruption Guidelines, throughout all their dealings with Group stakeholders. M&P will not tolerate any of its employees being influenced by the receipt of gifts, invitations or business meals, or attempting to influence a third party’s decision-making process by the offer of gifts, invitations or business meals.

Accordingly, the principles adopted by M&P are as follows:

- Absolutely no** gifts, invitations or other benefits may be offered to or accepted from suppliers, customers, politicians, public officials, advisers or intermediaries **if the purpose thereof is to obtain, retain or award contracts, procurement agreements or any other benefit.**

Such illicit behaviour is contrary to the culture and principles adopted by M&P and may be punished by disciplinary action up to and including immediate dismissal, depending on the seriousness and frequency of the acts.

- Gifts, invitations or other benefits **may be offered or accepted for the sole purpose of promoting the Group’s image and/or strengthening good business relationships**, provided that the conditions under which they are offered or accepted

unambiguously guarantee that the gift or invitation will not influence commercial, administrative or political decision-making.

This Policy also serves as a reminder that staff decisions may only be made on the basis of technical and commercial criteria.

## 2. Definitions

**Gift:** any material benefit offered or received as part of a social or professional relationship and intended to elicit friendship or interest.

**Invitation:** any material benefit offered or received as part of a social or professional relationship and intended to elicit friendship or interest.

**Public official:** civil servant, government representative, official from a government agency, governmental organisation or public authority, person holding an elected office or any employee of an entity controlled or owned by the state or working for an international governmental body.

## 3. Rules

### 3.1 Guidelines

The following principles apply to offering or accepting any gift, invitation or business meal:

- before offering or accepting a gift, meal, invitation or other benefit, Group employees must **ensure that they are acting in accordance with this Policy and its local version (if applicable)**. In case of doubt, they must talk to their line manager or the local compliance point of contact or Group Compliance Officer (as the case may be);
- any gift, invitation or business meal offered by a Group employee **must take into account the principles and requirements pertaining to such matters communicated by the third party** concerned (in particular the third party's policy regarding gifts and invitations);
- to the extent possible, any gift, invitation or business meal must **be offered through means made available by M&P** (business email, M&P mail service etc.) **or such offer must be received in business premises**;
- any gift, invitation or business meal offered by a Group employee that is not justified from a business standpoint and is not in compliance with this Policy and the Group's expense reimbursement policy shall not be reimbursed.

Generally speaking, and subject to specific cases that are either prohibited or require approval, the offer or acceptance of gifts, invitations or business meals shall be deemed to comply with the principles adopted by M&P if the gifts, invitations or business meals:

- are a mark of **courtesy or reciprocity**;
- are of **moderate** value;

- would not damage M&P's reputation if **potentially revealed in the press or online**;
- in the case of gift, are **shared by the beneficiary with their team** or with M&P employees.

### 3.2 Prohibited

Any gift, invitation or business meal, **whether offered or received, is strictly prohibited**:

- ☒ if it does not comply with M&P's Ethical Charter and Code of Conduct and Anti-corruption Guidelines, or if it might result in a breach of local laws and practices;
- ☒ **when the aim is to obtain an undue advantage**, or under terms that could suggest **an attempt to improperly influence a person in a commercial, administrative or political relationship** (e.g.: to obtain a procurement contract or authorization, etc.);
- ☒ **at a strategic time** (such as when negotiating/renegotiating a contract or obtaining a decision), **when offered to or received by someone directly involved in such a process**;
- ☒ when it consists of a **gift of a sum of money** or equivalent (lottery tickets, gift vouchers etc.), or involves **services provided on unrealistic economic terms** (free for no justifiable reason or price too low);
- ☒ if it **exclusively benefits a friend or family member** of the M&P employee and/or the third party;
- ☒ **if it has no reasonably conceivable reciprocity** (e.g.: when an employee receives an invitation of such high value that it would be impossible for them to return the courtesy);
- ☒ if it was **requested by the beneficiary or subject to conditions** (e.g.: in exchange for obtaining a favourable decision);
- ☒ **if it is covert**;
- ☒ **if it exceeds the thresholds** defined in the Appendix; or
- ☒ **if it is not approved** (where approval is required under this Policy or under its local version where applicable).

#### EXAMPLES OF PROHIBITED PRACTICES

- ☒ As consideration for fast customs clearance of products held up in customs for weeks, an employee offers the customs clearance officer a major donation, in the name of M&P, to a local charity with which the official is closely affiliated.
- ☒ After negotiating a contract with a business source operating in a particular region, an M&P employee is invited by that source to spend a relaxing weekend locally as a 'thank you'.
- ☒ When renegotiating a contract, a supplier invites an employee to an upscale restaurant for the purpose of obtaining information about the price offered by the supplier's competitors.

### 3.3 Approvals

In the cases listed above, approval is required for any gift, invitation or business meal, **whether offered or received**:

- to/from a person **indirectly involved in a decision-making process** affecting M&P (e.g.: gift to an employee of a company with which a joint operating agreement with M&P is being negotiated but by a different division/department than their own);
- to/from a **Public Official**;
- when the gift, invitation or business meal involving an M&P employee and a third party involves the M&P employee and/or the third party being accompanied by a **friend or family member**;
- when the gift, invitation or business meal **exceeds the thresholds** defined in the Appendix.

In the cases listed above, **an email containing the information below must be sent by the employee to their line manager** who in turn must respond within 48 hours and ensure that the email request and the line manager's response are filed, in the event of an audit. It should be noted that the local compliance point of contact of the entity concerned (or, in the absence of a it, the Group Compliance Officer) must be copied into all correspondence. The information required is as follows:

- whether the offer or acceptance pertains to a gift, invitation or business meal;
- name of the third party concerned or government agency;
- name and position of the person who is offering or accepting;
- length of the business relationship;
- whether negotiations are ongoing (new contract or renewal);
- description of the gift or invitation/any beneficiary partner or family member;
- reason;
- number of gifts or invitations already approved since the beginning of the year;
- total value (if known).

If there is any doubt as to how to apply this Policy, the employee may at any time ask their line manager, who in turn may ask the Group Compliance Officer at [conformite@maureletprom.fr](mailto:conformite@maureletprom.fr).

## APPENDIX

*All Group subsidiary managers located abroad may adapt the thresholds defined below, subject to receiving prior written consent from the Group Compliance Officer.*

### Gifts

#### Approval required

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##### Offer

- Gifts valued at more than €100 inc. VAT
- More than two gifts offered to the same third party in the previous six months and cumulatively valued at more than €175 inc. VAT

##### Acceptance

- Gifts valued at more than €100 inc. VAT based on a good faith estimate
- More than two gifts offered by the same third party in the previous six months and cumulatively valued at more than €175 inc. VAT, based on a good faith estimate

#### Prohibited

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##### Offer or acceptance

- Gifts valued at more than €150 inc. VAT

### Invitations

#### Approval required

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##### Offer

- Invitations valued at more than €175 inc. VAT per guest for a single event
- Repeat invitations extended to the same third party in the previous six months, if the total amount exceeds €500 inc. VAT

##### Acceptance

- Invitations valued at more than €175 inc. VAT per guest for a single event, based on a good faith estimate
- Repeat invitations from the same third party in the previous six months, if the total amount exceeds €500 inc. VAT, based on a good faith estimate

#### Prohibited

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##### Offer or acceptance

- Invitations valued at more than €250 inc. VAT per guest for a single event

### Business meals

#### Approval required

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##### Offer

- Business meals **valued at more than €100 inc. VAT per person** for a single meal
- More than **six meals offered to the same third party** in the **previous 12 months**

##### Acceptance

- Business meals **valued at more than €150 inc. VAT per meal and per person**, based on a good faith estimate
- More than **six meals from the same third party** in the **previous 12 months**

#### Prohibited

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##### Offer or acceptance

- Business meals **valued at more than €250 inc. VAT per guest** for a single event