

ANTI-CORRUPTION

RULES OF CONDUCT

Oney Group



Introduction

This document **sets out the Oney Group's anti-corruption policy** and rules of conduct defining and illustrating prohibited behaviour that may constitute acts of corruption or influence peddling.

These rules apply to all members of staff at Oney Group companies, regardless of their employment contract, as well as interns, temporary staff and employees of external companies working in any capacity whatsoever.

Group companies' internal regulations prohibit any breach of the rules set out in this document, which may be adapted if necessary, and provide for disciplinary action, up to and including dismissal.

The French law of 9 December 2016 (No. 2016-1691) on transparency, anti-corruption and economic modernisation ("**Sapin 2 Law**") has three main objectives:

- › **Increase transparency** in public decision-making processes and in economic life;
- › **Strengthen the fight against corruption**, namely with the creation of the French Anti-Corruption Agency (AFA);
- › **Take various measures to modernise economic life**, while providing protection for savers and investors.

Article 17 of the law targets **8 measures** to combat corruption:

- 1.** The creation and adoption of a **code of conduct** defining and illustrating the various types of prohibited behaviour that may constitute acts of corruption or influence peddling. This code of conduct must be integrated into the company's internal regulations;
- 2.** The implementation of an **internal whistleblowing** system so that employees can report any conduct or situations that might breach the company's code of conduct;
- 3.** The completion of a **risk mapping** in the form of regularly updated documentation designed to identify, analyse and prioritise the company's exposure to external pressures aimed at corruption;
- 4.** The implementation of **third-party due diligence procedures** covering customers, first-tier suppliers and intermediaries, in line with the risk map;
- 5.** The implementation of **accounting control procedures** to ensure that books, records and accounts are not used to conceal acts of corruption or influence peddling;
- 6.** The implementation of a **training system for staff most exposed** to the risks of corruption and influence peddling;
- 7.** The implementation of a **disciplinary system enabling** the company to sanction employees in the event of a breach of its code of conduct. The various sanctions to be applied and the procedure to be followed must be set out and described in the internal regulations;
- 8.** The roll-out of a **system to monitor and assess implemented measures**: internal procedures must be checked regularly to ensure they are applied effectively.

1. CORRUPTION AND INFLUENCE PEDDLING: DEFINITIONS

Corruption and influence peddling expose both the individuals involved and the company to severe criminal penalties.

Corruption covers various forms of reprehensible acts:

- A.** Offering, promising or giving, directly or indirectly, an undue advantage to a person performing a public sector or private sector function in order to induce that person to perform, omit or delay an act falling within the scope of his function or facilitated by it.
- B.** Accepting a request from a person performing a public sector or private sector function for an undue advantage in order for him to perform, omit or delay an act falling within the scope of his function or facilitated by it.
- C.** Soliciting or accepting an undue advantage in order to perform, omit or delay an act falling within the scope of his function or facilitated by it.

The first two scenarios (A and B) amount to “**active**” corruption, where the briber seeks to influence another person’s behaviour by offering or granting an undue advantage. The third scenario (C) amounts to “**passive**” corruption, where the recipient solicits or accepts an undue advantage.

Corruption is classified as “**public sector corruption**” where the potential recipient of the undue advantage is a public official. It is considered “**private sector corruption**” when a person, acting in a professional or social capacity within the private sphere, performs a function on behalf of a third party.

The concept of public official is broadly defined and covers all holders of public authority, elected public officials, persons entrusted with a public service mission and judicial personnel. It includes these public officials whether they belong to the French State, a foreign State, or a European or international public organisation.

Influence peddling is where an undue advantage is offered, promised, given, granted, solicited or accepted in return for the recipient using his real or supposed influence to obtain a favourable decision from a public authority.

Concept of undue advantage

An undue advantage is not limited to a sum of money. It may take various forms such as bribes or illegal commissions, lavish and/or repetitive gifts and hospitality (travel, entertainment, etc.), promises of employment, disclosure of confidential information or arrangements intended to conceal its undue nature (charitable donations, patronage, sponsorship, political contributions, payments for wholly or partially fictitious services or preferential treatment granted to a customer, etc.).

It may benefit the recipient directly or indirectly, as well as his friends or relatives or entities in which he holds interests, which in such cases appear as beneficiaries.

Some advantages may constitute the very object of passive corruption involving a company representative, when they are granted to a third party in exchange for a gift or other personal benefit, whether received directly or through another employee who may, if applicable, be connected to the third party. For example, confidential information about a customer may be disclosed, in exchange for a personal benefit, to a rival customer, or to a co-worker whose spouse is associated with a rival company.



2. THE ONEY GROUP'S ANTI-CORRUPTION POLICY

THE ONEY GROUP DOES NOT TOLERATE CORRUPTION UNDER ANY CIRCUMSTANCES OR IN ANY FORM. THE SAME APPLIES TO INFLUENCE PEDDLING.

Any employee engaging in such conduct will face **disciplinary action**, up to and including dismissal, in addition to any applicable criminal penalties.

All individuals working within the Oney Group are required to comply with internal rules and procedures that help prevent and detect, within their companies, conduct that might constitute an act of corruption or influence peddling.

These rules and procedures are designed to identify risk situations based on the corruption risk map, and to take measures to prevent and detect them: preventing and managing conflicts of interest situations, conducting anti-corruption due diligence when engaging with high-risk third parties (customers, suppliers and intermediaries), before entering into partnerships or external growth transactions, or overseeing recruitment processes.

They aim to assess the situation of third parties with regard to corruption and influence peddling risks, identify factors of exposure to corruption risk (*such as their activity, the presence of public sector decision-makers among the direct or indirect beneficiaries of a transaction, reputation, etc.*), ensure the economic justification of the role of the various parties in a transaction and verify that any payments made are fully justified, etc.

They also aim to prevent the risk of abuse arising from certain practices, such as offering or accepting gifts or hospitality, making payments in the context of patronage, sponsorship or donations, or remunerating intermediaries or service providers presenting a higher level of risk.

In any event, **all employees must remain vigilant and report to their line manager or the Compliance department any requests or pressure that may indicate corruption or influence peddling** to which they are exposed. They are encouraged to report such conduct when they witness it, where appropriate using the whistleblowing procedures.

Individuals working within the Group must be particularly vigilant when faced with the situations described in the following section.

3. EXAMPLES OF ACTS OF CORRUPTION OR INFLUENCE PEDDLING

The cases described below are illustrative examples only of scenarios considered by the Group's banks (*in particular the retail banking entities*) to present a risk. These examples are not exhaustive.

1. ILLEGAL PAYMENTS

Any payment, in any form whatsoever (*cash, commissions, fees, etc.*), intended to improperly remunerate a public or private official, directly or indirectly in order to obtain a favourable decision or an intervention for a Group company, is strictly prohibited.

"Facilitation" payments are also prohibited, i.e. payments made to public officials to speed up, secure or facilitate the performance of routine, non-discretionary tasks.

These are generally unofficial, low-value payments, made to public officials often in lower-level positions, in order to obtain or speed up administrative formalities to which the payer is legally entitled (*issuance of authorisations, approvals, visas, building permits, etc.*).

2. OFFERING OR RECEIVING GIFTS OR HOSPITALITY

Gifts or hospitality must not impair the recipient's independent judgement or be perceived as having such an effect.

EXAMPLES OF RISK SITUATIONS THAT MAY CONSTITUTE PASSIVE CORRUPTION:

- › A supplier offering a procurement employee a gift that could be seen as an attempt to influence him to select its commercial proposal in the frame of a tender process.
- › A procurement employee asking a telecommunications supplier that is at risk of economic dependence on the company, to give him equipment as a reward for renewing a service contract, despite more competitive pricing elsewhere.
- › A customer requesting a large property loan despite already being heavily indebted, in exchange for a box seat at the football match of a club he chairs.
- › Frequent invitations to business lunches from a customer, enabling him to obtain preferential commercial terms (*lifetime renewal of a premium bank card free of charge, priority access to financial products subject to allocation limits, discounted application fees, loan renegotiation on favourable terms, etc.*).

EXAMPLE OF A RISK SITUATION THAT MAY CONSTITUTE ACTIVE CORRUPTION:

- › A representative of a partner company requesting an invitation to a sporting event sponsored by an Oney Group company, where such an invitation appears likely to influence their response to a commercial proposal.

REMINDER

Employees must not offer a business contact any gift or hospitality intended to influence his behaviour or decision, or where it could reasonably be perceived as attempting to compromise his independent judgment.

Similarly, they must decline any gift or hospitality offered by a third party, where accepting it could influence their behaviour or decision, or could reasonably be perceived as compromising their independent judgment.

Each employee must comply with the rules (*prohibitions, disclosure requirements*) governing, within his company, the gifts or hospitality he may receive from or offer to a business contact.

3. PATRONAGE/ SPONSORSHIP/DONATIONS

Patronage, sponsorship and donations, be they initiated by a Group company and its employees or at the request of a third party, must never constitute consideration for a commercial advantage or be used as a means of exerting influence.

EXAMPLE OF A RISK SITUATION THAT MAY CONSTITUTE PUBLIC SECTOR ACTIVE CORRUPTION OR INFLUENCE PEDDLING:

- › A regional councillor requesting a donation to fund an association of which he is the president in exchange for his support in securing a building permit for the expansion of the Oney Group's headquarters.

REMINDER

Employees must decline any requests for patronage, sponsorship or donations from third parties with whom they are currently in negotiations, and must refrain from initiating or facilitating such arrangements, where they know that the beneficiary is in a position to influence a business decision involving a Group company.

4. USE OF INTERMEDIARIES AND SERVICE PROVIDERS

A Group company may be held liable or be exposed to legal or reputational risk as a result of misconduct or improper practices by its agents or intermediaries (*business introducers, distributors, sales agents and lobbyists, etc.*), whether engaged directly or indirectly, and where applicable by certain service providers (*lawyers, debt collection companies, etc.*).

EXAMPLES OF RISK SITUATIONS:

- › Using an intermediary at the request of a public decision-maker, even though the intermediary's involvement in the planned transaction does not appear to be economically justified, or where his remuneration is unusually high in relation to the services provided, or paid under unusual terms, or where the public sector decision-maker is directly or indirectly controlling the intermediary.
- › Entering into or renewing a partnership with a real estate intermediary despite well-known questionable practices, in exchange for a rebate on commissions generated by customers referred by that intermediary.
- › Engaging a debt collection company that employs individuals who are subject to legal proceedings for bribery of public finance officials.
- › A business referral agreement with a company whose partner is closely related to an employee.

REMINDER

The entity must refuse to work with intermediaries or service providers who are unable to commit to conducting their activities in compliance with the anti-corruption laws the entity is required to observe.

Employees must also ensure that, prior to selecting an intermediary or service provider (*or when renewing a contract*), its role and remuneration are economically justified and that the terms of payment are transparent. The existence of a conflict of interest between a supplier or intermediary and the procurement employee constitutes a risk factor.



5. PARTNERSHIPS AND EXTERNAL GROWTH OPERATIONS

Any Group company may be held liable for the actions of its partners within partnerships, or incur liability in the context of mergers and acquisitions under successor liability rules.

EXAMPLE OF A RISK SITUATION:

- › Acquisition of shares in a company that has previously allowed to develop corrupt practices in order to grow its business.

REMINDER

Employees responsible for handling external growth transactions must ensure that appropriate pre-acquisition due diligence has been carried out to verify the integrity of the target's business practices.

6. HIRING REQUESTS

Hiring decisions within a Group company must be based on objective criteria of qualifications and skills relevant to the position to be filled and must under no circumstances be intended to reward the award of a contract, agreement or any other benefit obtained by the company, nor to act as an incentive for such an award. Similarly, they must not be based solely on the fact that the candidate is related to or close to a company employee.

EXAMPLE OF A RISK SITUATION:

- › At the request of a major customer or an employee of the company, hiring a person from his close circle where there is no apparent need for an additional employee, where the remuneration is high in relation to his skills, or where it is paid under atypical arrangements.

REMINDER

Employees must refrain from recommending, whether outside or within the recruitment process, any candidate whom they know to have links with decision-makers or executives of a third party with which the company is currently in negotiations.

7. LOBBYING ACTIVITIES

Lobbying activities refer to direct or indirect interactions initiated by a company with public decision-makers defined by decree (e.g., government members, parliament members or their staff, local elected officials, individuals appointed by the government, senior civil servants or heads of public institutions, etc.), carried out with the intention of influencing a public decision.

Group companies in which an employee engages in regular lobbying activities must be registered with the HATVP¹, and his activities, where eligible under the Sapin 2 Law, must be duly reported.

These activities must be carried out in accordance with the applicable legal framework.

Any breach of these rules may constitute an act of corruption or influence peddling.

EXAMPLE OF A RISK SITUATION:

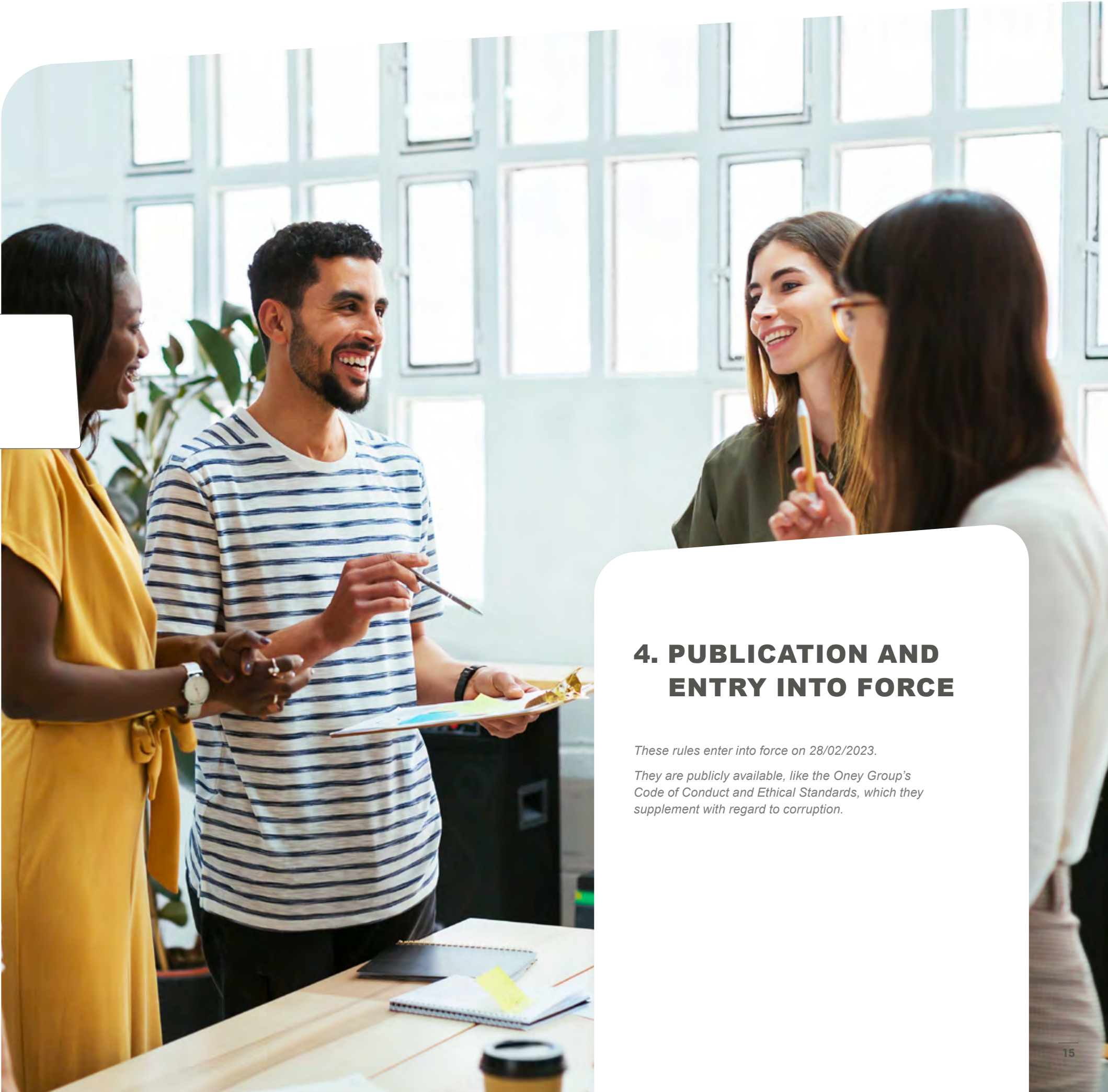
- › Inviting a public official to events in the context of a change in the regulations, including at local level (e.g. revision of the local urban plan), with the intention of persuading him to use his influence with public authorities to promote the bank's interests.

REMINDER

Employees engaged in lobbying activities must conduct them with probity and integrity, in full compliance with the applicable regulations and ethical standards that apply to the public officials that they engage with.

In particular, public officials must not be paid for taking part in an event organised by the company.

Moreover, any Oney Group representative involved in industry bodies or national or international professional associations must also comply with his internal rules and codes of ethics.



4. PUBLICATION AND ENTRY INTO FORCE

These rules enter into force on 28/02/2023.

They are publicly available, like the Oney Group's Code of Conduct and Ethical Standards, which they supplement with regard to corruption.

¹ High Authority for Transparency in Public Life

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*Oney Bank - Public limited company (SA) with share capital of €71,801,205
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