



Anti-corruption code of conduct

PREAMBLE

Groupe PSA is committed to ensuring that its activities adhere to the standards outlined in its [Ethics Charter](#) in compliance with all of the relevant legal provisions. Corruption in particular is not only illegal, but is in direct contradiction to the ethical values and principles Groupe PSA has set out to govern its activities.

As a responsible company, Groupe PSA forbids its employees from corrupt activity in any shape or form.

All types of corruption are strictly prohibited: Active or passive corruption, whether direct or indirect, influence peddling, corrupt activity with public or private officials, facilitating payments, favouritism, extortion, collusion with a supplier, customer, or partner, money laundering, misappropriation of funds, gifts or excessive advantages, either given or received, which would affect impartiality towards a supplier, customer, or partner.

While not exhaustive, the present code of conduct aims to clarify the different areas and circumstances in which this principle applies and the appropriate behaviour to prevent any kind of corruption/influence peddling.

The group's employees must strictly comply with these standards in the context of the tasks given to them by the company; a belief that you are acting in the company's interest does not justify any behaviour that contradicts the measures described. Managers must inform their colleagues of the content and issues relating to the code and ensure that the code is observed.

BRIBERY AND CORRUPTION

1. All of the group's employees are forbidden from performing, suggesting, or promising cash payments, services or individual gifts or invitations to civil servants or **public officials** in exchange for an unfair advantage. Performing or allowing such payments, services, or gifts through third parties is also forbidden (see ["How to work with intermediaries"](#)).

2. All of the group's employees must abstain from performing, suggesting, promising, soliciting, or accepting cash payments, services, and gifts or invitations for or from an external partner (individual or B2B customers, distributors, importers, suppliers, subcontractors, and so on) in exchange for an unfair advantage (for example, winning a contract illegitimately). Offering or accepting such things via a third party is also prohibited.

3. All of the group's employees must abstain from accepting or offering cash, gifts, or invitations before/during calls for tenders or any other type of negotiation.

4. All of the group's employees must immediately inform their direct superiors, the Compliance Officer, or the Ethics Committee if they find themselves in such a situation.

FACILITATION PAYMENTS

5. Facilitation payments, whether directly made by PSA or indirectly through an intermediary, are a form of corruption.

They are therefore forbidden, except in the case of *force majeure* where someone's life or health is at risk.

GIFTS AND INVITATIONS

Giving and receiving gifts and invitations may be a simple sign of courtesy and part and parcel of a good relationship with partners. However, this can be interpreted or **seen as an act of passive or active corruption**. Any gifts or invitations must therefore be reasonable, proportional, and comply with the group's values without an expectation of something in return. Transparency is the golden rule.

6. All of the group's employees must refuse to give or accept cash gifts.

7. All of the group's employees must refuse to accept gifts or invitations from suppliers, distributors, importers, or partners unless they are of a clear symbolic value worth less than €50. Possible exceptions to the rule:

- lunch, dinner, and refreshments justified by the time and duration of meetings or seminars

- invitations to seminars or events for professional reasons, including networking. In the latter case, the employee must consult their direct superior and refuse any request to provide accommodation or transport.

If in doubt, or in special cases, the employee should contact the Compliance Officer.

8. Should an employee find themselves in possession of a gift worth a significant amount which they could not refuse in the interest of politeness, they must inform their direct superiors, share the gift with their colleagues, or forward the gift to one of the group's departments for donation to charity.

9. All of the group's employees must ensure that any gifts or invitations they give out are appropriate, proportional, and comply with the group's values. If in doubt, the employee should contact the Compliance Officer.

10. In the context of commercial relationships (suppliers, importers, distributors, partners, etc.), the group's employees must ensure that all parties are aware of PSA's anti-corruption policy regarding gifts and invitations. Similarly, all of the group's employees must be familiar with their partners' policies.

11. Group employees must always declare any gifts they receive in accordance with the standards implemented in their departments.

Q: What exactly is corruption?

A: Corruption is a type of "pact" between a person offering an advantage (money, gifts, services, invitations) in exchange for favourable treatment (which would involve violating regulations or professional obligations).

For example, offering a sum of money to a representative from a customer company in order for them to illegitimately award you a contract or inviting a public decision-maker to a prestigious event for the purpose of using their influence to the company's advantage.

(Active) corruption consists of offering, promising, or conferring an advantage. Soliciting or accepting such an advantage also constitutes a corrupt act (passive).

Favourable treatment can take the form of a contract, commercial relationship, job, or facility.

NB: Even proposing an advantage is already corruption, even if it was never acted upon.

Q: Why do public officials and public corruption draw particular attention?

A: Corruption amongst public officials (civil servants, elected officials, members of public companies, members of the civil service, judges, representatives from hospitals, the police, regional authorities, etc.) is being particularly pursued and cracked down on. This type of corruption is subject to greater fines because it represents an abuse of delegated state powers for private ends and the potential misappropriation of public funds. Employees must be particularly vigilant in their interactions with public officials to avoid any behaviour that could constitute or be interpreted as corruption or influence peddling.

Q: What is a facilitating payment?

A: A payment made to a public official to execute or speed up certain administrative formalities such as permit requests, customs clearance for goods, granting visas, administrative licences, or any other type of official document, scheduled inspections, and/or the provision of various administrative services. Facilitating payments are strictly prohibited.

Q: What are the consequences of committing corruption?

A: Corruption can entail several offences punishable by law and may result in heavy sanctions – fines or prison sentences – for the company, management, and the employee(s) involved.

Corruption can severely damage a company: damage to the brand's image, commercial sanctions, and particularly exclusion from public contracts and funding.

Q: In Groupe PSA's commercial subsidiary located in country X at the edge of Europe, we have an excellent relationship with the vehicle fleet buyer at the country's Department of Agriculture. Aside from vehicle launch agreements, we regularly invite them to Roland Garros and rent long-term vehicles to them at a greatly reduced price. Is this a problem?

A: Yes, a very serious one. As your contact is a public official, the code must be applied especially strictly, particularly if it's a long-term commercial relationship. Invitations must have a work-related purpose and must be issued equally amongst all customers. Transport and accommodation are the responsibility of the guests themselves. According to specific conditions, rentals must relate strictly to work-related purposes (testing out a car) and cannot in any way benefit an individual. Be wary of what could look like corruption.

Q: I'm in charge of putting together a very small trade delegation in a country the group is setting up in. The local authorities have requested a small bonus for installing our phone lines. Should I pay?

A: PSA never pays tips or bonuses to local authorities for performing official duties, no matter how small the amount. If the payment requested does not correspond to a legitimate installation fee, you should not pay.

Q: What should I do if someone offers me an expensive gift?

A: Insofar as possible you should politely refuse, citing Groupe PSA's Ethics Charter and code of conduct, and, if required, refer to point 8 and 11 in the current code.

Q: What should I do if someone sends me a gift with more than symbolic value in the post?

A: - If it's an expensive gift, return to the sender, thank them, and politely indicate that you cannot accept the gift due to the group's policy. You should then declare the gift to your direct superior and discuss with them, if required, how you could contribute to PSA's decision-making process regarding the sender's company

- If it's of modest value, thank the person who sent you the gift and indicate for future reference that you cannot accept such gifts again. Share the gift with your colleagues or send it on to another department for donation to charity

Q: A supplier has privately offered me a one-off 25% discount on obsolete products. Can I accept?

A: You can only accept if the same discount is offered to all of the group's employees.

Q: Can I offer a customer a ticket to Roland Garros for a match I can't attend?

A: Only if a PSA employee involved in the commercial relationship must be present at the event for professional reasons. The same rule applies when a supplier offers you an invitation. You can only accept such an invitation if it is reasonable, and not unusual in the context of your work, and if the supplier is also attending.

Q: I have been contacted by the administrative services of the Department for Health, who would like to purchase a specific model from the group for a fleet of ambulances. They want my help to draw up the specifications in the call for tenders. Can I accept?

A: You should never contribute to specifications for public procurement, but you can send on the relevant manufacturer's documentation available.



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CONFLICT OF INTEREST

Conflict of interest exists when an employee's personal interests could be in conflict with Groupe PSA's interests. Conflict of interest can create ambiguous relations that could lead to questions about the independence of those involved and the objectivity of decision-making.

12. All of the group's employees must identify potential conflicts of interest and declare them to their superiors and/or the HR department in order to find the appropriate solution. They cannot participate in the decision concerned.

13. Group employees must refrain from acquiring any form of interest in a commercial entity controlled by PSA's competitors, suppliers, or customers without prior written authorisation from their superiors or the Ethics Committee.

14. Employees are forbidden from engaging in professional activities outside the group without prior written authorisation from their superiors or the Ethics Committee.

INTERMEDIARIES, AGENTS, AND CONSULTING FIRMS

Calling upon the services of [intermediaries](#) offering their services (for payment or otherwise) in order to facilitate or accelerate applications, negotiations, or transactions with public or private bodies can prove useful in the business world. In this case:

15. Each employee must consult and apply the ["How to work with intermediaries"](#) document.

16. Each employee must confirm in advance that any intermediaries are reputable.

17. Employees must sign written contracts specifying the intermediary's fee/commission and payment methods.

18. Employees must ensure that the services on offer are genuine.

DONATIONS AND SUBSIDIES FOR POLITICAL OR CHARITY CAUSES

19. Groupe PSA strictly forbids any donations or subsidies for political purposes and/or political parties.

20. Any organisation within the group that wishes to make a donation for charity or educational purposes must ensure that such a donation or subsidy is legally and ethically sound in relation to the group's Ethics Charter and the rules and practices in force in the country concerned.

SANCTIONS

21. Any breaches of the code may lead, in accordance with the severity or frequency of such a breach, to disciplinary sanctions up to and including dismissal.

WARNING SIGNS

Employees must demonstrate particular vigilance and, if in doubt, flag issues to their direct superior:

- **Any unusual payment methods:** requests for bank transfers to a third legal or natural person or to an intermediary country, requests to change payment methods without prior written agreement
- Any hints of a bad **reputation** associated with the legal or moral person they are interacting with, e.g. mixed up in corruption cases
- **Any lack of transparency in transactions,** spending, transaction records, requests to cover costs in cash and/or with insufficient documentation, payments without reference to an invoice or order
- Any request to go through an **intermediary** for no obvious reason or explanation
- If a company's employee or the public official appears to be acting alone outside their structure/organisation

Q: When does conflict of interest occur?

A: An employee may find themselves faced with conflict of interest:

- if they're negotiating a contract on behalf of the group from which they or someone close to them would gain a personal advantage
- if they are in direct or indirect competition with PSA
- if they use a business opportunity open to PSA for their own personal gain

Q: What are the most risky situations?

A: Particular vigilance is required:

- if a family member or close associate has a position of responsibility at a customer company, supplier, subcontractor, or one of PSA's commercial partners or competitors. It is not illegal in itself to have such a relationship, but it could become so if the PSA employee or their close associate acts against the interests of their own employer.
- if a PSA employee, member of their family, or close associate has a close relationship with a public official with supervisory or regulatory authority over PSA and if this relationship could be exploited to obtain some form of favour or facility.

Q: In the context of the transfer abroad of regional commercial department offices, I use the services of a local consultant to help me obtain the required administrative permits. I gave them a significant advance they can use to speed up the process. Is this compliant?

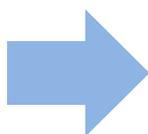
A: You should never give advance payments to intermediaries before you're made sure they are not going to make any illicit payments and that the services offered are genuine.

Q: In order to conclude a contract, I've been asked to give advance permission for a donation to a charitable organisation in the company's name. Is this allowed?

A: No, you shouldn't take part in such practices. Donations are not allowed if the goal is to influence a decision made by a public authority or action by the civil service.

Employees must demonstrate particular vigilance and, if in doubt, talk to their direct superior if any employee at a company or a public official:

- Offers an advantage and/or requests a cash gift or gift in kind in order to perform a service
- Provides **forged invoices or other documentation**
- Refuses to provide written proof that they respect the legal anti-corruption provisions
- Suggests **cash payment** in order to win a procurement contract
- Requests a side letter to set down remuneration and payment methods, refusing to include such information in contracts and other documentation officially agreed between the parties
- Requests **commission/fees/compensation greater** than the going market rate with no objective justification
- Requests a **job for a friend/family member** outside the company's official recruitment process
- Requests a donation to a **charity** in exchange for concluding a contract



If in doubt, contact:

- Your direct superior
- PSA's Anti-Corruption Compliance Officer
- The legal department

Reference documents, required details, managers, links to training to be undertaken, etc., can all be found on [Live'In](#).

The present code was approved by the company's central committee on 26 June 2017