



Policy against corruption and influence-peddling

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1. What are the issues ?

Corruption consists of promising or offering (*active corruption*) or requesting, accepting or receiving (*passive corruption*), directly or indirectly, for oneself or for others, improper benefits (*offers, promises, donations, gifts, etc.*) from or for anyone (*public official or private party*) in order to perform, to abstain from, or to delay an act within the purview of (*or an act facilitated by*) that party's position, duties or office, or in breach of his or her duties or obligations.

Corruption, whether of public officials or of private parties, is prohibited.

Corruption occurs even if the corrupt process is denied or interrupted, or fails to provide the expected effect.

Corruption as defined in this Policy shall include, without limitation, **bribes, facilitating payments, extortion or improper requests**, and the **laundering** of the related proceeds.

Influence-peddling means the making, offer or promise, directly or indirectly, of any payments or benefits to a public official or private party as an incitement to misuse his or her actual or assumed influence in order to obtain a favorable decision by a public authority or agency.

Any person in a governmental, legislative, judicial or political position of any kind whatsoever may be regarded as a **public official**.

2. Why is this important ?

Our success and our reputation depend not only on the achievements of our business model and the service provided to our customers, but also on the manner in which we engage in our business as a retailer.

We need to inspire trust and respect through **exemplary practices** in order to secure for our stakeholders the consistency of our actions with our commitment to ensuring responsible and durable growth.

Corruption is a criminal offense, incurring severe penalties in most countries in the world, on the basis of domestic legislation, international treaties, and long-arm statutes such as the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act (UKBA), and the French Criminal Code.

There have been in recent years a **substantial reinforcement of anti-corruption legislation, and prosecution of numerous cases** on a domestic and international scale, with **heightened investigative and punitive powers for the supervisory authorities**.

Convictions of companies and individuals (officers and employees) have multiplied since 2010 with highly significant **financial, legal and reputational consequences**.

The French "**Sapin 2**" Act passed on 9 December 2016 has substantially reinforced the French anti-corruption schemes.

It requires major businesses to establish corruption-prevention actions and has created a French Anti-Corruption Agency, in charge of reviewing their effective implementation and provided with punitive powers.

Accordingly, preventing corruption and influence-peddling is now **a major issue for all businesses**, and especially those with an international reach such as Carrefour.

3. Carrefour's commitment

Carrefour is committed to **development of a culture of trust and integrity within the Group**.

Our Principles of Ethics define the terms of reference on the basis of which each collaborator is required to perform his or her duties on a daily basis.

Carrefour refuses any form of corruption, and complies with the **applicable anti-corruption laws**.

Our principles of action and behavior are in line with the **Carrefour Group's commitments for the observance and promotion of fundamental principles**, including in particular the OECD Guidelines and the ten principles of the UNO's Global Compact.

Carrefour makes available to its collaborators **suitable guidelines and training** to identify and handle any risks of corruption.

Carrefour is committed to **enabling its collaborators to report any breach of the law on a fully confidential basis**.

4. The purpose and scope of this Policy

The purpose of this Policy is to set Carrefour's **terms of reference** with respect to preventing and fighting corruption through **standards of behavior** that minimize the risks while serving as a **guide as to how to identify and mitigate the risks**.

It is **applicable to all collaborators of the Carrefour Group**, regardless of the country of location, **and to any business or person acting on the Group's behalf**.

In relation to Carrefour's operation, any corruption is likely to occur mainly in connection with business dealings with our suppliers, but also with contacts with public officials, especially in relation to our expansion and development of our locations.

While certain collaborators, owing to their duties, are exposed more frequently than others, **anyone may be subjected at some point to an improper approach**, or at least a dubious situation.

This Policy cannot cover and take account of all the situations and laws applicable where Carrefour operates. **Everyone must accordingly understand the spirit of this Policy** and exercise common sense, sound judgment, and transparency when faced with a situation not dealt with by this Policy.

In certain countries, stricter regulations may apply, and may prevail over this Policy.

5. Responsibilities

Implementation of this Policy shall be coordinated by the Group **Risks & Compliance** Department, under the supervision of the **Group Ethics Committee**.

The group's and subsidiaries' executives and officers must embody and inspire a culture of integrity. They must be exemplary in relation to their collaborators.

Regardless of the commercial or financial stakes involved, every executive or corporate officer shall make a commitment to ensure in particular that the Group's resources and assets are not used for corrupt purposes.

Accordingly, **Executive Managers** shall be responsible and accountable for the implementation of this Policy within their purview.

Each Group entity shall accordingly take any necessary action to inform its collaborators, associates, parties acting in its name, and third parties, of the related obligations and responsibilities, and of the offenses in relation to applicable statutes and regulations.

Any person in a supervisory position shall ensure that this Policy is circulated to his or her team, ensure that it is understood and implemented, and provide the collaborators with the means of achieving the set targets in a fully ethical manner. Each manager, exemplary in the application of this Policy, must also be receptive to information from his or her collaborators as to any situations that might require a decision by the company, and if appropriate, refer them to his or her superiors.

Every collaborator must be aware of this Policy and abide by its principles in the everyday performance of his or her duties. In particular, he or she must develop **sufficient awareness of the legal rules and obligations applicable to his or her professional duties**, and observe them in good faith. Everyone must also be aware and sufficiently informed of the risks, and able to identify warning signs and to draw the related consequences in terms of information-sharing before acting.

Attendance at the training courses offered on this topic shall be mandatory.

Everyone is encouraged to report in good faith any situation inconsistent with these principles, without fear of reprisals.

Our approach with respect to prevention involves a **sharing of this Policy with our suppliers and service providers** pursuant to the Vendor Ethics charters.

The organization and teams in charge of country internal auditing shall take part in risk control by setting up procedures and audits designed to secure compliance with statutes and regulations, application of the instructions and guidelines set by the Executive Management, due operation of the internal processes, and the reliability of financial information.

The Internal Auditing Department shall provide independent assurance of the effectiveness of risk-control processes within the Group. Internal Auditing's work program is based on risks. It shall secure effective application of the instructions issued by the Executive Management and ascertain the due operation of the company's internal processes.

6. Principles

A. General principles

Everyone shall **abstain from any corruption or influence-peddling**.

No personal benefit of any kind whatsoever may be obtained from relations with suppliers or service providers.

Each collaborator shall be **on guard against situations that might place him or her, directly or indirectly, under an obligation** to third parties wishing to establish or maintain business relations with the Group.

Everyone shall **abstain from accepting, personally or for any relatives**, directly or indirectly, **any benefit** from any party having - or seeking to establish or develop - business relations with any group affiliate.

Before entering into an agreement for a new operation, an acquisition or a joint venture, a **specific analysis relating to any risks or past corrupt practices** involving the proposed partner or target should be performed.

Any approach for corrupt purposes by a public official or private party must be reported to the superiors and General Counsel immediately.

For any questions or if in doubt, everyone may approach the Legal Department.

B. Gifts and hospitality

Gifts and business hospitality (*meals, seminars, tickets for shows or sporting events*) can be **acts of courtesy** that may contribute to maintaining and developing **high-quality business relationships**.

They can also, however, be **regarded as improper benefits** and create conflicts between personal interests and professional duties (*or even constitute corruption*). **Carrefour wishes to restrict the number and cost of gifts and hospitality provided or received by its collaborators**.

Any gift or hospitality, received or offered, must be of an **occasional and reasonable nature**, with a **strictly professional purpose** of promoting Carrefour's operations, with a **possibility of reciprocity** and in **compliance with the applicable legislation**.

Everyone must act so that a **neutral observer** could have no doubt as to the honesty, independence, or objectivity of either the donor or the beneficiary.

Supervisors must be informed of any gift or hospitality received or offered by a third party.

Gifts or hospitality **during a listing or tender process** shall be strictly prohibited.

Any **attendance at a seminar as a representative of Carrefour** must be validated by superiors, and involve a majority of working time. The attendance of associates, friends or relatives shall be strictly prohibited.

Third parties' assumption of expenses (*travel, accommodation, etc.*) connected with **attendance at professional seminars** is prohibited, especially when held abroad.

Any **third-party invitation to events** that are **unique or special** because of their rarity or difficulty in obtaining tickets (*e.g. European or world sporting events*) shall require prior validation by the Country Executive Manager on a mandatory basis.

Any **gift or hospitality for a public official** shall require prior validation by the Country Legal Manager or Country Executive Manager.

Any attendance as a third party's guest at **reasonably-priced cultural or sporting events** shall require prior consent from superiors.

Low-priced **seasonal symbolic gifts** must be pooled and redistributed, e.g., by means of a raffle.

C. Conflicts of interest

Everyone shall avoid **situations where his or her personal interests might conflict with those of the company or Group**, or might harm his or her **independent judgment** or professional integrity, or the Group's image or reputation.

The **mere appearance of a conflict of interest** may interfere with third parties' perception of our professional integrity, and harm the Group's image or reputation.

Although not all possible forms of conflict of interest can be defined in advance, **illustrations include** in particular a collaborator or collaborator's relative holding significant stock or a corporate office in a competing company or in a business/agency dealing or seeking to develop relations with Carrefour.

Business relations with former colleagues should be conducted with permanent concern for the Carrefour Group's interest, on a fully objective basis, and in particular as regards the selection of suppliers and service providers.

In particular, everyone must **evaluate personally whether his or her position is liable to create a conflict of interest**.

When a collaborator is faced with a potential conflict of interest, he or she should, in a spirit of transparency:

- report any potential conflict of interest to superiors immediately;
- abstain from any involvement in Carrefour's dealings with the third party concerned, until a solution has been found;
- abide by and implement the decisions made to handle any conflicts of interest; and
- report any material change in his or her situation.

D. Use of intermediaries or consultants

Carrefour may make use of intermediaries or consultants, in connection with its development or governmental processes in particular.

The use of an intermediary may be contemplated only if there is a **genuine need** for the services provided, **substantiated** and formalized in a **contract reviewed by the Legal Department**, with clear-cut **objectives**, and for an **assignment fully defined and limited** in terms of purpose, location and duration.

Any use of a consultant who might be in touch with public officials and/or initiate governmental processes on Carrefour's behalf shall require prior validation by the Country Executive Manager and/or Country Legal Department.

The use of any intermediaries or consultants requires **special due diligence** before they are retained/begin any assignment, in order to ascertain their integrity. This due diligence shall take account in particular of their reputation, business, technical and financial references, absence of criminal convictions and professionalism.

The **compensation must be** proportionate with the work performed or the aims specified in the contract, and **consistent with market values**.

Payment to intermediaries or consultants shall be made upon submission of invoices, in accordance with the terms of the contract validated pursuant to the delegations of authority and retaining procedures.

Working with intermediaries or consultants whose past activities, reputation or references create legitimate suspicion of dubious or unethical business practices shall be strictly prohibited.

Any contract with intermediaries, service providers or consultants shall contain suitable ethical terms, especially with respect to preventing corruption.

E. Dealings with public officials

No benefit of any kind whatsoever may be offered or granted to any person exercising public authority with a view to influencing him or her in order to obtain a favorable decision.

As an illustration, you may not grant any payment or other benefit to government officials in order to avoid an inspection, to influence the outcome of an inspection or to avoid a fine.

Gifts and hospitality granted to public officials shall be prohibited, subject to prior permission from the Legal Department.

"Facilitating" payments that might secure or expedite routine governmental legal actions (*permits, licenses, visas, customs clearance, etc.*) **shall be strictly prohibited**, even if their value is low.

Regular facilitating payments are liable to encourage improper approaches and misuse of power.

This rule shall also apply in cases where local laws permit payments of this kind.

F. Involvement in public affairs

Carrefour wishes to retain a **politically neutral stance** and **shall not be involved in the financing of political affairs**.

The Group respects the commitments of its collaborators who, as citizens, take part in public or political affairs, it being understood that when so doing, they do not represent the company.

Everyone may accordingly exercise his or her **freedom of opinion and political activity** outside the contract of employment, at his or her own expense and on a strictly personal basis.

Any collaborator shall abstain, in particular, from making any moral or financial commitment for the Group or any of its entities in connection with his or her activities relating to community or political matters.

Any collaborator taking part, in connection with his or her political or elective activities, in the decisions of a State, public agency or local authority shall abstain from involvement in any decision affecting the Group or any of its entities (*e.g., the award of a permit, license or contract, etc.*).

Dialog and mutual trust are the basis of durable institutional relations. Carrefour is committed in particular to providing all public authorities with intelligible, comprehensive and reliable information.

G. Philanthropy and sponsorship

Carrefour and its subsidiaries sponsor sporting, community and cultural activities and events, and further take part in solidarity or philanthropic activities in the form of support for humanitarian, charitable, scientific or artistic works or operations.

Any charitable or sponsorship activity as an incentive or reward for inappropriate behavior may be construed as corruption.

Sponsorship may never be used (*or perceived to be used*) in order to obtain or reward an **undue business advantage**.

Gifts, donations and sponsorship activities may **never be granted to individuals**.

The collaborators concerned must ensure that all actions initiated in connection with sponsorship, non-profit and philanthropic activities:

- do in fact match the stated targets;
- comply with the domestic or local legislation, and with Carrefour's internal rules;
- do not create any conflict of interest; and
- contribute to the Group's good reputation.

Prior to any commitment, analysis is required to evaluate the relevance and integrity of the beneficiary entity and its representatives, with regard in particular to the counterparties' reputation, technical and financial references, absence of criminal convictions and professionalism.

A formal contract enables the determination, for a specific duration, of the respective commitments of each party, and includes information about the financial resources allocated and the terms of quality evaluation for the actions conducted.

The design, cost and implementation of such actions shall be **referred to the supervisors for approval**.

It is also essential to **carry out a posteriori control of the effectiveness of the use made of the sums perceived** as sponsorship or philanthropy.

H. Reliable, fair and transparent financial disclosures

Carrefour is committed to providing **reliable and fair reporting** to its stakeholders, and its shareholders in particular.

In order to avoid corruption, it is important for **all transactions to be transparent, fully documented and booked** in accounts accurately reflecting their genuine nature.

The **use of the Company's funds or other assets for unlawful or inappropriate purposes**, as well as retaining secret or unrecorded cash funds, **shall be strictly prohibited**.

Erroneous, incomplete or misleading entries, and unrecorded bank accounts, regardless of cause, whether relating to sales, acquisitions or other activities of the company, shall be strictly prohibited.

No account may be managed on a "parallel" basis in order to facilitate or conceal inappropriate payments.

No transaction, asset, liability or other financial information may be concealed from the management or from Carrefour's in-house or external auditors.

All accounts, invoices and other documents and records connected with dealings with third parties, including without limitation suppliers, service providers and other business contacts, shall be prepared and kept with the greatest accuracy and comprehensiveness.

The use of expense accounts to cover unlawful action or payments shall be strictly prohibited.

All transactions shall be performed and validated at the appropriate reporting levels, in accordance with the procedures and rules relating to internal auditing.

7. How to recognize corruption - Danger signs

In addition to direct approaches, there are many situations which, in connection with offers, contracts or agreements of any kind, may constitute corruption.

The identification of red flags assists in the avoidance of dubious situations but above all in taking appropriate action before becoming involved in a corruption scenario.

The following are a few **examples of red flags**:

- unreasonably or abnormally high fees, costs, compensation or commissions;
- undocumented or insufficiently documented substantiation for a service;
- repeated and/or disproportionate entertainment (leisure, meals, travel);
- a third party connected with a public official or person exercising public authority;
- reluctance to set out the relationship in a formal contract;
- unusual terms of payment, or payment demanded in cash;
- a specific intermediary required or recommended by a public or private counterparty;
- third parties about whom very little information is available;
- seeming lack of qualification or experience for the assignment;
- a promise of unusually fast results.

In connection with dealings with intermediaries, consultants or suppliers, **certain common statements should also be warning signs**, such as:

- *"Let me deal with it, the less you know the better"*
- *"We do things differently here"*
- *"Never challenge my fees, just let me help you get the deal"*
- *"I know the right people..."*
- *"The intermediary I deal with must be paid through a bank located in another country"*
- *"These civil servants deal only with their own intermediaries"*
- *"Don't worry, I always get what I want"*
- *"We always deal with the same service provider".*

8. How to stay safe

- Know and comply strictly with the legislation and internal rules, especially those relating to your position.
- Keep informed of the obligations, documents and time required.
- Be exemplary in compliance with the Ethical Principles, and receptive to comments from your collaborators and/or colleagues.
- Perform due diligence with respect to partners and service providers.
- Anticipate problems by allocating sufficient time and resources to the performance of projects or assignments.
- Make sure that processes are not delayed through a lack of vigilance or of responsiveness.
- Establish good relations with the authorities and ensure that any inspection is prepared in order not to give the inspector any cause for complaint.
- Develop solid knowledge of the regulatory agency's structure in order to be able to call on a higher-ranking public official in order to resolve any difficulty.
- Promote the company's anti-corruption approach.
- Work with other companies in the industry towards the application of uniform standards of ethics.

9. **How to respond when faced with a complex and/or tricky situation**

If you are uncertain about the approach to be taken to deal with a situation, you must **never make a decision alone, in haste or under pressure**.

Before acting, you should **think carefully and ask the right questions**, applying **common sense and sound judgment**:

- Is this compliant with the law ? Is it honest ?
- Is it consistent with the group's values and Ethical Principles ?
- Do I feel comfortable with this decision ?
- Am I aware that my decision may affect other people in the group ?
- What would my colleagues think of it ? Or my relatives ?
- What if the media reported it ?

If you know an action to be unlawful or unethical, do not act, or refuse to take part !

All collaborators are invited to report any practice or action that they regard as inconsistent or incompatible with any of the stated principles:

- to their direct or indirect supervisors;
- to the Legal Department or Human Resources Department;
- to the members of the Ethics Committee in the relevant country.

In accordance with French Decree N° 2017-564 dated 19 April 2017 relating to the procedures for collecting reports by whistleblowers, Carrefour has appointed as **referee** the Chief Risks and Compliance Officer and set out a formal **procedure for the collection of reports**.

Accordingly, every collaborator can contact the Group's **ethics reporting line**, available 24/7, online or by telephone using the contact details below :

ethique.carrefour.com

Country	Telephone number
Argentina	0800-444-4744
Belgium	0-800-100-10
Brazil	0800-892-0708
China	4006013652
France	0800-90-8562
Italy	800-783210
Poland	00-800-151-0163
Romania	800400836
Spain	900-814-793
Taiwan	00-801-102-880

Anonymous reporting is possible, but not recommended.

The **confidentiality of information** is guaranteed throughout all stages of the reporting procedure.

Carrefour shall secure **appropriate communication** in order to provide its collaborators and outside and occasional collaborators with sufficient awareness of the whistleblowing scheme.

No collaborator shall be subjected to downgrading, sanctions or other detrimental consequences for having refused to pay or take bribes, even if the refusal is liable to result in a loss of opportunity for Carrefour.

No sanction may be taken against a collaborator having reported in good faith a breach of these principles.

Everyone should **avoid disseminating untrue information** that could be detrimental to colleagues or to the business.

In the event of doubt, or difficulty in evaluation, understanding or application, the supervisors or Legal Department should be consulted. Their opinions or decisions should be observed.

10. Consequences of failure to comply with this Policy

Any collaborator or third party breaching the relevant anti-corruption laws incurs severe criminal and civil personal sanctions, including in particular terms of imprisonment and substantial fines, which shall not be assumed by Carrefour.

As an illustration, under French law:

- if you are found guilty of influence-peddling, or of corruption of a French public official (*Arts. 432-11 and 433-1 of the Criminal Code*) or a foreign public official (*Arts. 435-1 and 435-3 of the Criminal Code*), you incur a sentence of up to ten years' imprisonment and a fine of EUR 1,000,000, the amount of which may be increased to twice the amount of proceeds from the offense;
- in the case of private corruption, you incur a sentence of up to five years' imprisonment and a fine of EUR 500,000, the amount of which may be raised to twice the amount of proceeds from the offense (*Arts. 445-1 and 2 of the Criminal Code*);
- the maximum amount of the fine applicable to legal entities is five times the amount provided for individuals under the law punishing the offense (*Art. 131-38 of the Criminal Code*).

Any breach of this Policy or of any procedure established to implement it shall be regarded as a **breach of the contract of employment**.

Any collaborator breaching the principles laid down in this Policy or having engaged in inappropriate behavior shall incur **disciplinary action**, up to and including termination of the contract of employment.

Any collaborator of Carrefour making a false entry, or breaching his or her duty of disclosure with respect to payments or assets, shall also incur immediate disciplinary action.

11. Illustrations/Q&A

The following illustrations set out, in Q&A form, **various kinds of behavior that should be banned** for being liable to constitute corruption or influence-peddling.

-- One of my suppliers or service providers is offering to give me tickets to attend a forthcoming **sporting event**. May I accept those tickets ?

No. Any invitation received from a supplier or service provider should be grounds for caution. The supplier's action is a business approach intended to obtain a favorable influence over the relationship, and indirectly over the ability to judge. Invitations to prestigious high-priced sporting events are not acceptable, unless permitted by the Country Executive Manager. In order to be certain of dealing equally with all your suppliers and making objective decisions not subject to influence, you should not accept the tickets for that event. With a concern for transparency, you ought also to inform your supervisors of that offer.

-- I work in-store, and a representative for one of my suppliers has offered to provide me with **gift vouchers** on condition that I ensure that their products are put forward and available at all times and throughout the forthcoming promotional campaign. May I accept such gift vouchers ?

No. Accepting those gift vouchers would force you to pay greater attention to that promotional campaign than to procurement and availability of all products regardless of producer. Accordingly, this is not permitted. You must refuse any gift or invitation by suppliers involving consideration or resulting in influencing your judgment or your actions.

-- In connection with a **tender offer**, a bidding supplier is offering me to **visit his plants**, thereby enabling me to discover his products and improve my understanding of his strategy. May I accept this offer ?

No. Any tendering process must be held in compliance with the rules of competition and ethics. Every supplier must be afforded equal treatment. Accordingly, accepting during a tender process any gift or invitation that might influence your ability to judge shall be prohibited. Tender periods are sensitive times and even though the offers may be interesting and in pleasurable surroundings, they should be refused. It is also important to inform the supervisors appropriately.

-- A supplier or service provider with whom I have been dealing for several years is offering me to make a contribution at a **seminar** held abroad. All the expenses will be assumed by the supplier. May I attend it ?

No, not on those terms. The development of constructive relationships with our suppliers and service providers is important to Carrefour. Any invitation by a supplier must be considered with regard to its desirability for Carrefour. In this case, the supervisors should be informed and the seminar's program be put in perspective in relation to professional time, and likewise the topic of the presentation that may involve issues of confidentiality. In all cases, all expenses must be borne by Carrefour.

-- A supplier has invited me, all expenses paid, to an **international trade fair** at which it has a stall. May I accept ?

No, not on those terms. Seeking innovations for our customers is an important matter for Carrefour. In the present case, it may be desirable for Carrefour to take part in trade fairs where the most innovative products are displayed. However, in order to retain independent judgment, it is important that all the travel and accommodation expenses are borne by Carrefour and not paid by a supplier. Subject to consent from your supervisors regarding the desirability of this travel and its usefulness for Carrefour, you should reply to the supplier that you will attend the fair and visit its stall, but that you will deal with all the logistical aspects and that Carrefour will assume all your expenses.

-- The companies qualified to take part in a tender in which I am involved include one employing a **close relative of mine**. Is this problematic ?

No, subject to certain conditions. Every situation of this kind should be approached by considering the issue of Carrefour's interests and the respective roles of the various parties involved. In all cases, no information about that tender offer may be exchanged, as it might involve a breach of competition law. In the event of a conflict of interest, you should stand aside from any negotiation and not influence selection of the company. The supervisors must be informed.

-- As a buyer, I have business dealings with a supplier in foodstuffs. My correspondent informs me that his company is seeking an agricultural consultant. May I **recommend my partner's son**, who is currently seeking employment ?

No. If your partner's son were hired pursuant to your recommendation, that might jeopardize or taint your independent judgment in your dealings with that supplier, or put you under an obligation. In general, everything should be done to ensure that business dealings are handled impartially, transparently and fairly, and do not create the appearance of a conflict of interest. You may naturally inform your partner's son that a position is available in that company, without getting involved in the relationship.

-- My wife has been **seeking employment** for some time. She has just been approached by one of our main competitors for a position in a major subsidiary. Is this a problem ?

No, but it would be better to inform your supervisors. It all depends also on the position you hold and the position your wife will hold. In all cases, it is important to take into account the confidentiality of certain information about Carrefour's operation, and equally for your spouse on a reciprocal basis. When a relative of the collaborator is a shareholder, officer or employee of a competing entity, Carrefour recommends that its collaborators inform their supervisors of the situation.

-- My **cousin's company** has just responded to a tender offer issued by the Group. While not involved in the decision-making process, I am aware of information that might be of use to both parties to the negotiation. Does my **duty of loyalty** to Carrefour require me to disclose the information at my disposal about my cousin's company ?

No, but it would seem preferable to inform your supervisor of the situation in order to avoid any rumor or misleading appearance. You should also abstain from any interference in the business dealings between Carrefour and that company.

Carrefour wishes to develop impartial, transparent and honest business practices, in strict compliance with the legislation with respect to competition. When a collaborator's relative is a shareholder, officer or employee of an entity having or liable to have business dealings with Carrefour, Carrefour requires its collaborators to inform their supervisors of the situation, and they will determine whether or not there is a conflict of interest and act accordingly.

-- One of my **neighbors**, who is also a sales manager of a company having business dealings with the Group, has invited me to a dinner with friends. Is this permitted ?

YES but you should avoid discussing the topic of the dealings between Carrefour and your neighbor's company. Communicating confidential information about Carrefour's operation or organization that might provide a competitive edge to that company in relation to its competitors is strictly prohibited. If your relationship with your neighbor were mentioned in connection with the latter's customary relationship with Carrefour, that might result in influencing the other party's judgment and might cause you difficulties.

-- May I **create and manage my own company** in parallel to my work within the Group ?

YES, subject to certain conditions. Engaging in a second professional operation is frequently subject to statutory rules that may differ between countries.

Accordingly, you must inform your supervisors and/or the Legal and Human Resources Department in order to ascertain that the two activities are compatible, in operational as well as legal terms.

Provided that it is permitted and that your supervisors are informed, you may create a parallel activity, subject to a condition that it does not result in any conflict of interest with your work for Carrefour, and that your working time and Carrefour's resources are not used by your company. Your company's operation may not be in a competitive situation and you may not use your position within Carrefour to procure a benefit. It is important also to ensure that your company's operation does not harm the image of Carrefour, of which you are a representative in your capacity as its collaborator.

-- A consultant has approached me with an **offer to perform certain governmental processes on Carrefour's behalf**. May I make use of his services ?

YES, with great care and subject to certain conditions. Any relationship with public officials, directly or through intermediaries, requires special vigilance. The purpose of the assignment must be clearly and formally stated, and likewise the means of performing it. Any use of the services of a consultant or intermediary in order to facilitate dealing with government agencies or to obtain improper benefits shall be strictly prohibited.

*The desirability of retaining a consultant who may be in touch with public officials and/or initiate governmental processes on behalf of Carrefour shall require prior validation by the Country Executive Manager and/or Country Legal Department, after **thorough due diligence regarding the contemplated consultant**. This due diligence should allow an evaluation of the consultant's integrity and professional reputation in order to prevent that relationship and his or her actions from harming Carrefour's reputation.*

-- A person has approached me with an offer to **expedite certain governmental proceedings** relating to extension of a store or an application for standards-compliance work.

No. Using that person's services in order to achieve a favorable outcome in proceedings initiated by or against Carrefour appears to be influence-peddling, which is strictly prohibited. The use of consultants must be based on legitimate and substantiated needs, in strict compliance with the applicable legislation.

-- In connection with the opening of a new location, a representative of a local authority is asking me for a **little "gratuity" to facilitate access to the power supply**. Should I pay ?

No. Payment of money in order to facilitate governmental processes or access to certain services provided by public agencies shall be strictly prohibited. Any approach of this kind should be reported to supervisors and the Legal Department in the country, who will determine the action best suited to dealing with the situation, in particular in the case of institutional relationships developed upstream with local or higher authorities.

-- A local authority is due to attend the **inauguration of a new store**. Afterwards, the store manager wishes to invite him and his party to a local restaurant, and to make a present of a few Carrefour products. Is this permitted ?

YES, subject to certain conditions. Maintaining good relations with local authorities is important to Carrefour's development and its good integration in the territories where we operate. The restaurant chosen should, however, be reasonable and of moderate cost. Any valuable gift is strictly prohibited. If in doubt, the Legal Department should be consulted, and its opinion observed.

-- A health and sanitation inspector has just arrived in a store for an **inspection**. May I offer him some of our products ?

No. Offering products to a public official in connection with an inspection could be construed as a bribe in an attempt to influence the opinion to be delivered by the authority.

-- In an election period, the mayor of the town where my store is located has asked me to contribute to the **financing of a public event** at which he will announce that he is standing for the next election. Is that contribution allowed ?

No. Against the background of an election campaign, the funding of an event initiated by a mayor standing for re-election could appear as support by Carrefour for his campaign, and therefore as influence-peddling.

-- I am involved in my local community, and have just been **elected to the town council**. Is this a problem ?

No, subject to certain conditions, insofar as you abstain from taking part in any decision involving the Group or any of its entities. Otherwise, it might be claimed that you are using your elected office to serve the interests of Carrefour and not those of the inhabitants of the town who elected you. While the Group encourages its collaborators to get involved in their local communities, it also seeks to ensure

that any non-professional activity does not interfere with its operation and does not create the appearance of a conflict of interest. Any collaborator holding elected office is required to inform his or her supervisor and if appropriate the Legal Department in order to determine whether or not there is a conflict of interest, and to act accordingly.

-- I am a **volunteer for a local candidate** whose values I regard as very similar to Carrefour's. May I use the office or store photocopier to print a few leaflets ?

No. Carrefour respects the commitments of its collaborators who, as citizens, take part in public or political affairs, it being understood that when doing so, they do not represent the company. Everyone may exercise his or her freedom of opinion and political activity, outside working hours and the contract of employment, at his or her own expense and on a strictly personal basis. No resource of the company may be used to support any political activity whatsoever.

-- May I make a **donation to a candidate to an election** on Carrefour's behalf ?

No. Carrefour wishes to retain a politically neutral stance and shall not be involved in the financing of political affairs. Support, whether financial or in any other form, for political parties or candidates in Carrefour's name is strictly prohibited.

-- May I approach a supplier for a **donation to a charitable event** organized by a non-profit entity in which one of my relatives is involved ?

No. Carrefour respects its collaborators' commitment provided that it does not interfere with the conduct of its business. Asking a Carrefour supplier to make a financial contribution to an event unrelated to Carrefour is equivalent to asking him for a favor that might be treated as corruption insofar as it would impact the relationship with that supplier and you. Approaching Carrefour suppliers for events or activities of a personal nature is strictly prohibited.

-- A supplier is offering me to finance a **team-building seminar** with my team. May I accept ?

No. Accepting a supplier's financing of an internal seminar would be equivalent to a gift liable to influence independent judgment in relation to that supplier, and would put you under an obligation towards him.

-- A collaborator holding municipal electoral office is **asking the Group for financing** to develop sporting activities for the local youth. Is this allowed ?

No. Carrefour wishes to retain a politically neutral stance and shall not be involved in the financing of political affairs. Agreeing to finance sporting activities could create a suspicion of corruption, conceal political financing and create the appearance of a conflict of interest involving that collaborator.