



Corporate Gift Policy

01 Context

Giving gifts of any kind (gifts, meals, travel, hobbies, etc.) or performing various services in a personal capacity are often considered an act of courtesy. These practices are common in many countries. These actions can conceal a legal and ethical risk to the company. Anti-corruption laws prohibit the provision of gifts, services and other items of value to a third party for the purpose of obtaining an undue advantage or unjustifiably exerting any influence over any official action.

In addition, the acceptance of gifts or services is specifically regulated in many countries, as it is considered one of the most overt forms of corruption, especially in the context of a business transaction or a regulatory approval process. In general, spending on government officials is particularly risky. The legislation of some countries is even stricter than the rules adopted by UPERGY.

In the event of a conflict, the strictest rule applies. Your line manager or Compliance Officer can advise you if you are faced with this situation.

This policy is addressed to all UPERGY's employees, customers, suppliers and external service providers and promulgates our company rules regarding gifts given and received.

02 The 4 Upergy's commandements

When we decide to accept or give a gift or entertainment on a personal basis, we must use common sense by first making sure that it complies with the local law in force and that it meets the following 4 UPERGY commandments:

- The offer is not intended to obtain an undue advantage or to influence official action;
- Its value is reasonable and appropriate to the recipient's circumstances, circumstances and opportunity. The circumstances and value of the gift or service are not such as to give rise to suspicions of bad faith or inadequacy and cannot reasonably be interpreted by the recipient or others as an act of corruption, even a posteriori;
- The frequency with which gifts or services are offered to the same beneficiary is not inappropriate and remains exceptional;
- It is recorded clearly and precisely in the bid tracking register.

03 Gifts and Meals

A. Gifts

Giving small personal gifts is often part of the local culture. A non-monetary gift may be given without prior authorization if:

- The 4 UPERGY commandments are respected;
- Gifts and entertainment are not given for the wrong reasons and are not solicited;
- Gifts and entertainment are of an appropriate nature.

Never accept or offer:

- A gift or entertainment with the intention of creating an obligation, influencing or rewarding a business decision, or what could be perceived as a bribe;
- A cash gift or cash equivalent (such as a gift card or gift certificate) and never give or accept a personal loan. Gifts and entertainment should never cause potential embarrassment to the Company;
- Gifts or entertainment that are offensive or sexual in nature or that in any way contravene your commitment to treat others with dignity, decency, and respect.

B. Meals

Negotiating business over a meal is a common practice around the world. A meal may be offered to a third party, without prior authorization, if all of the following conditions are met:

- The meal is organised as part of the professional activity (it takes place on a meeting day or on another occasion and is intended to allow participants to discuss things professionally);
- The value is that of an ordinary business meal according to local standards (prestigious wines and haute cuisine must be excluded). If the guest has the power to influence a state or professional decision, only modest meals justified by a specific meeting or activity may be offered;
- Business meals are not for the spouse or other people the guest wishes to invite.

Prior written authorization from your supervisor will be required if the meal:

- Represents a higher value than that of an ordinary professional meal according to applicable and local standards;
- Also concerns the spouse or other persons whom the guest wishes to invite;

- Is not directly related to the professional activity.

It is important to note that the same rules apply to gifts, entertainment or other benefits offered to family members.