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# CODE OF ETHICS

ETHICS AT THE HEART OF OUR BUSINESS



**silvadec**

Life is composite

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# I. BACKGROUND

This **Code of Ethics** is part of an overall approach to formalising our ethical commitments. The deployment of the CSR approach within the Silvadec Group has revealed the need to define an **ambitious ethics policy** that reflects our values while firmly and systematically condemning corruption and influence peddling.

The purpose of this guide is to clarify our expectations of our employees, business partners and stakeholders in the broadest sense, by defining various types of behaviour that should be avoided because they are likely to amount to corruption and/or trading in influence. It is intended as a tool to help you resolve any questions or dilemmas you may encounter in the course of your duties.

We ask all our employees to read this guide carefully and to follow its instructions.

It is important to stress that this Code of Ethics does not replace existing policies and that you must continue to comply with all the rules and standards defined in your professional environment. This Code of Ethics has been designed to provide a framework for these policies and to enable you to better understand their logic and purpose.

Clearly, no document is capable of foreseeing or anticipating every situation that might arise, especially as ethical dilemmas most often occur in 'grey areas' where the situation is not immediately obvious. Also, whenever you're faced with a problem, it's essential to ask yourself the following questions:

1. Is this **in keeping with** the Silvadec spirit (see pages 6 and 7 of the [CSR Report](#))?
2. Is this **legal**?
3. What **impact** could my actions have on stakeholders and what would their reactions be if they were to recognise them?
4. When in doubt, have I asked for **help**?

When in doubt, **the golden rule is to report it and discuss it openly.**

N.B.: Silvadec reserves the right to change, modify or correct THE CODE OF ETHICS at any time, with or without notice, and to act as it sees fit in each individual situation.

## II. THE SILVADEC SPIRIT

At Silvadec, we firmly believe that professional ethics are the fundamental pillar on which the industrial success of our group rests. The entrepreneurial project born in 2001 is based on a foundation of shared values such as respect for nature and individuals, local roots, the promotion of health and well-being, gender equality, and a responsible approach to consumption and production.

### Our mission

As part of a circular economy, we design and manufacture innovative composite materials that respect the environment and human health, to reinvent outdoor design.

### The “Art de Vivre” as a principle

More than just landscaping products, we offer a way of living and living together. The principle of French Art de vivre and the desire to bring joy and beauty to your outdoors are what guide us every day. Because beauty and elegance go hand in hand with excellence.

### Our values

- **INNOVATION is our driving force:** our history is built on technological daring; we defy established standards and push back the boundaries to meet the challenges of contemporary living. **We don't just imagine the future, we make it.**
- **ADVENTURE is calling us:** since 2014, we have been producing our own main raw material from sawmill waste (Silvadec Fibres); 2017 saw the birth of a new production unit in Germany and, in 2025, we will be integrating the production of recycled plastic (Heuliad Environnement). **We don't avoid obstacles : we turn them into opportunities.**
- **We live and breathe TERRITORY:** our attachment to the region is reflected in our commitment to the local communities where we operate, from our historic Brittany site to our new wood composite production site in Bavaria. **We don't invest in a region: we contribute to its development.**
- **COMMITMENT defines us: producing more efficiently, with less materials: a simple idea that forms the basis of Silvadec's strategy.** Our double ISO 14001-ISO 50001 certification and our Bretagne 26000, Origine France Garantie, PEFC and Bois de France labels are the best proof of our commitment. **We don't believe in progress: we make it happen.**
- **DIVERSITY is our strength:** Silvadec is committed to the value of open-mindedness and will consider all candidates with the same skills. **We don't just advocate diversity: we embody it.**

"At Silvadec we don't avoid obstacles,  
we turn them into opportunities".

THE SILVADEC SPIRIT



PARIS DESIGN WEEK, BIBLIOTHÈQUE HISTORIQUE DE LA VILLE DE PARIS IVÈME, 2019

### III. LET'S TALK ABOUT IT TOGETHER

All employees must act in accordance with the SILVADEC SPIRIT and place ethics at the heart of their work. **We encourage all our collaborators and stakeholders to express their views, defend their opinions and report any behaviour or requests deemed unacceptable.**

We are committed to carefully considering any concerns expressed in good faith about potentially inappropriate behaviour by the Company, any of its employees or any business partner, and to taking appropriate action. The expression "in good faith" means that you provided the information honestly and accurately at the time you provided it, even if it is later proven that you were mistaken.

We have set up dedicated whistleblowing channels, which allow anyone to report breaches of the law and/or our internal policies in strict confidence. These ethical and professional whistleblowing systems help to protect our employees and, ultimately, the Silvadec Group itself.

### Reporting a problem - *employees*

You can make a confidential report if you wish. All you have to do is complete the anonymous questionnaire available on the Viva Engage internal communications tool, in the HR community (the [link](#) is on the right-hand side of the page). This questionnaire enables all employees to exercise their right to alert us, whether for ethical reporting or any form of harassment.

### Reporting - *suppliers, partners and customers*

In the same way, we allow our stakeholders to report any problems of corruption. Reports and alerts are sent in writing and handled by the HR department. Please refer to the alert channel on [Silvadec's website](#) .

**We will provide feedback to anyone who has raised such concerns with us**, so long as this is appropriate, and the information can be disclosed without breaching the law or other obligations of confidentiality.

In the event of an investigation, we will ensure that it is conducted in accordance with the principles of adversarial proceedings and the presumption of innocence, among others.

Any information given during an investigation will only be passed on to those who have a legitimate need for it. We guarantee confidentiality and the absence of reprisals to Employees and/or Stakeholders who have informed us, in good faith, of their concerns. **During an investigation, each Employee and/or Stakeholder involved is required to cooperate fully.**

N.B.: Please note that although we do not prohibit anonymity, we do not encourage it. We believe that we offer sufficient guarantees that an employee who wishes to raise a concern with us in good faith can do so without having to conceal his or her identity. Furthermore, it is difficult to conduct a thorough investigation into a situation if it has been reported anonymously.

# IV. GUIDE TO CONDUCT & COMMITMENTS

## A. FUNDAMENTALS

### Product safety and quality

#### Group Culture

The safety and quality of our products have always been the cardinal principles governing Silvadec's industrial production. **The excellence, high performance, quality and safety of our products are the very proof of our respect for consumers.** These are the **essential** elements that enable us to gain their trust, to build the reputation of our company through an irreproachable brand image, which ensures Silvadec's pre-eminence in the field of outdoor design. **Every member of staff must pursue the objective of industrial excellence and guarantee the total quality of the product, from its design to its distribution, even after it has been put on the market.**

#### Reflexes to adopt

Employees involved in development, marketing, manufacturing, sales, purchasing, logistics, QHSEE (quality, health, safety, environment, energy) must:

- 1) Comply with all laws and regulations relating to product development and labelling
- 2) Encourage open and transparent dialogue on product safety issues, so that none are ignored
- 3) Ensuring that appropriate hygiene and quality control standards are implemented at every stage of the production process
- 4) Ensure that all consumer complaints are passed on to Customer Services (ADV/SAV)
- 5) Respond quickly to any problems concerning the safety and quality of our products



## Professional and financial documents

### Group Culture

All employees must ensure that all information in commercials, financial and other documents is accurate. These documents are essential because they guarantee the honest, efficient and lawful nature of our business. In this sense, they are a factor of credibility and therefore one of the keys to Silvadec's success.

### Reflexes to adopt

- 1) Ensure that documents, particularly financial and official documents, are always accurate
- 2) Store these documents securely and comply with archiving instructions
- 3) Cooperate with internal or external auditors
- 4) Refuse all cash transactions. If there are no other options, they must be expressly authorised and properly recorded and documented.
- 5) Not to sell, transfer or assign any property belonging to SILVADEC without the necessary authorisations and documents.

## Confidentiality

### Group Culture

Unauthorised disclosure of confidential information may be detrimental to SILVADEC. In this context, each employee must ensure that all non-public information remains strictly confidential. It is important to note that employees who have access to confidential information relating to our business partners and other key stakeholders have the same obligation to protect it from disclosure.

### Reflexes to adopt

- 1) Limit confidential disclosure to those who have a legitimate need to know, in the interests of the company. In addition, where appropriate, we recommend the use of confidentiality agreements (NDA - Non-Disclosure Agreement) to govern the distribution of confidential information.
- 2) To prevent any disclosure of confidential information to persons outside SILVADEC (including members of employees' families)
- 3) Avoid discussing or working on confidential information in public places where conversations can be overheard, and data security compromised.
- 4) To ensure the total security of confidential customer and supplier data, whether in paper or electronic format. If in doubt, please contact the company's DPO or send an email to [dpo@silvadec.com](mailto:dpo@silvadec.com). Not divulge confidential information relating to a previous employer
- 5) Return all confidential information (including all copies) if SILVADEC leaves.



## Representing the company

### Group Culture

Each one of us contributes to building Silvadec's reputation. As guarantors of the group's brand image, we must be particularly vigilant in our behaviour.

### Reflexes to adopt

- 1) To act responsibly, with a sense of team spirit, bearing in mind the interests of the SILVADEC Group.
- 2) To embody SILVADEC's values in the exercise of its professional activity
- 3) Do not speak or write on behalf of SILVADEC unless authorised to do so.
- 4) Avoid speaking or writing on subjects outside your field of expertise
- 5) Ensure that there is no confusion between its opinions or personal interests and those of SILVADEC.

## Use of company assets

### Group rule

Silvadec's resources are intended to support employees in achieving the company's business objectives. Consequently, any misuse or waste of these resources is detrimental to the team and compromises the group's performance, both financially and operationally.

### Reflexes to adopt

- 1) Avoid, with certain exceptions, any personal use of the Company's resources. Personal use of communication tools such as e-mail, telephone, the Internet, etc. is not permitted. Such use may be tolerated if it is limited, does not entail unreasonable costs and does not interfere with the employee's professional activity. Always bear in mind that all the Company's assets and documents belong to Silvadec.
- 2) Avoiding inappropriate use of information systems, e-mail and the Internet
- 3) Preserve and protect the Company's resources and prevent them from being lost, damaged, misused, wasted, loaned, transferred or given away without authorisation.
- 4) Ensure that there is no confusion between its opinions or personal interests and those of SILVADEC.

## B. SOCIAL & HUMAN RIGHTS

### Social dialogue

We want to establish an open and respectful spirit of collaboration within the Silvadec Group. This is essential if we are to build a corporate culture based on values such as loyalty, trust and solidarity.

We need to recognise the ideas and contributions of others. Teamwork is strongly encouraged, and it is important to share both successes and failures. We must show empathy in our exchanges and share information freely, while respecting the Group's rules of confidentiality. Finally, denigrating our colleagues is totally at odds with SILVADEC's values.

Groupe SILVADEC attaches a great deal of importance to the organisation of opportunities for collective exchange, such as "coms groupe" (quarterly information meetings attended by all employees) or CSR workshops (bringing together employees to reflect on the actions to be implemented within the Group to improve our performance in areas that are closely or remotely related to CSR).

### Child labour

SILVADEC operates in France and Germany, and the cardinal rule, both as a company and as an individual, is to comply with the laws and regulations of the countries in which SILVADEC operates.

This is why Silvadec attaches particular importance, in spirit and in letter, to respect for Human Rights and the conventions of [the International Labour Organisation](#), which includes the following principles and laws:

- Prohibition of child and forced labour
- Compliance with anti-discrimination laws
- Regulations governing working hours and pay
- Laws governing collective employee representation

### Diversity, equity and inclusion

Studies prove it: more diversity within a company means better economic performance! At Silvadec, we firmly believe that difference is an essential corporate asset. Differences stimulate creativity and give us a better understanding of consumers, enabling us to be as close as possible to their expectations.

With this in mind, we are committed to promoting and facilitating the professional recruitment of profiles requiring special attention: young workers, senior citizens, disadvantaged people, people with mental health problems and people with disabilities.

We must all ensure that we do not discriminate in any way, particularly based on:

- Sex

- Disability
- Family situation
- Sexual preferences
- Age
- Political and philosophical opinions
- Trade union activity
- Religious convictions
- Racial, social and cultural origins

This applies at every stage of working life: not only at the time of recruitment, but also to decisions relating to promotion, training, job retention and working conditions in general.

Reflexes to adopt

- 1) To support and promote SILVADEC's commitment to diversity.
- 2) Ensuring that our stakeholders (suppliers, customers and business partners) are aware of Silvadec's diversity policy.

As a reminder, any shortcomings or doubts can be reported to the HR team or via the questionnaire available to employees on the Viva Engage internal communications tool.

## C. ANTI-CORRUPTION

Scope of application

The anti-corruption policy applies to all employees of all Silvadec Group companies and subsidiaries, regardless of where they carry out their activities, as well as to all those who work alongside us, in the name of or on behalf of Silvadec.

This Guide must be complied with in all countries where Silvadec operates, including where these provisions are stricter than applicable local anti-corruption laws. However, applicable anti-corruption laws must be complied with where they are more stringent than this Guide.

This Code may be amended or updated occasionally.

Definition

According to the French Anti-Corruption Agency, corruption is "an old offence (already referred to in the Criminal Code of 1810), which for a long time was unique in the category of breaches of the duty of probity, before the addition of trading in influence at the end of the 19th century.

**It refers to behaviour whereby offers, promises, gifts or presents are solicited, accepted or received with a view to performing or refraining from an act, or to obtaining favours or advantages.**


Over the years, the scope of the offence has been constantly extended: civil servants, foreign public officials, elected representatives, but also people working in the private sector.

**Active bribery and passive bribery are two complementary but autonomous offences.** The actions of the briber (*active bribery*) and those of the bribe-taker (*passive bribery*) can be prosecuted and judged separately, and the punishment of one is in no way subordinate to the punishment of the other.

The bribe-taker accepts promises, gifts and donations and may even solicit them, whereas the briber offers gifts and donations, makes promises and even yields to the bribe-taker's solicitations by handing over the object of the bribery".<sup>1</sup>

**In other words, bribery is the offering, giving or agreeing to give, directly or indirectly, any undue advantage (or expectation of advantage) to a person, for him or herself or for another person, in order that he or she should perform or refrain from performing (or because he or she has performed or refrained from performing) any act in the exercise of his or her functions.**

Corruption can be:

- 
- **Public:** concerns one or more public officials  
**Private:** concerns **private** individuals
  - **Direct**  
**Indirect:** via agents, intermediaries, subcontractors or simple third parties
  - **Active:** offering/giving an undue advantage done by the briber  
**Passive:** accepting/soliciting an undue advantage: by the corrupt party
  - **Realized**  
**Offered:** the simple offer, promise or solicitation is punishable in the same way as the granting of the advantage itself, and abstention from an act is sufficient to establish the offence of bribery.

What is influence peddling?

Corruption and influence peddling are related offences under French criminal law. Influence peddling is the act of offering, granting, agreeing to grant - or soliciting or accepting - directly or indirectly, any advantage

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<sup>1</sup> See [AFA website](#)

whatsoever to a person so that he or she abuses his or her influence, real or supposed, to obtain a favourable decision from a public administration.

It necessarily involves at least three players:

1. A **beneficiary, who is** the person wishing to benefit from a favourable decision and who provides the advantage
2. An **intermediary**, who is the person who uses the credit he or she has by virtue of his or her position with a target person and who receives the benefit.
3. A **target person** with decision-making power (public official, public authority, public administration, etc.).

## D. RULES SPECIFIC TO CERTAIN RISKS

### Facilitation payments

Facilitation payments are small sums of money or advantages of little value, paid or granted secretly (i.e. without a receipt) to a public official to speed up an administrative procedure leading to a decision to which the applicant is otherwise entitled.

France, like many other countries, prohibits this type of payment, which is an act of corruption. The penalties applicable are therefore identical to those applicable to acts of corruption.

#### Group rule

The Silvadec Group strictly prohibits the payment of facilitation payments, even where they are permitted by local law.

#### Reflexes to adopt

All employees must courteously refuse any request for facilitation payments based on this Guide and must keep a record of their refusal.

### Gifts and invitations

A gift is an object given free of charge, an accommodation or catering service, an invitation to an event or any other advantage enjoyed free of charge by the recipient, and which has a monetary value.

Gifts may be given to external third-party partners, whether customers, suppliers or service providers, but may also be received by employees of Group companies.

#### Why can gifts and invitations represent a risk of corruption?

Accepting or offering a gift or invitation can be a legitimate way of building and maintaining a business relationship. However, depending on the circumstances, gifts, entertainment and other benefits (meals, travel, accommodation, etc.) may be tantamount to attempts to influence a third party's decision to obtain improper consideration (a contract, confidential information, advantageous contractual terms, etc.). The penalties applicable are the same as those for bribery and trading in influence.

#### Group rule

- Gifts and entertainment are not unlawful in themselves when they are given or received without expectation of consideration. These gifts and invitations must be exceptional or linked to occasions that justify them and must have a professional purpose (they must not be offered to the family or friends of the person to whom they are offered).
- The Group has set the maximum value at €150 per gift or invitation per person. Beyond this amount, prior authorisation from management will be required.

#### Reflexes to adopt

- 1) The gift must be lawful, justified by a professional purpose, given or received in full transparency, and in compliance with the value thresholds imposed by each Group company.
- 2) Gifts and invitations are prohibited during the tender period.
- 3) Gifts should never take the form of cash.
- 4) Offering or receiving a gift or invitation that would cause embarrassment if revealed publicly.

**The case of wine:** a member of staff has just launched an invitation to tender for the purchase of forklift trucks for the next three years. During the sales negotiations with one of the suppliers, the latter offered him a case of wine.

**FORBIDDEN.** This is a critical moment when the supplier hopes to win the tender. It will therefore be presumed that the purpose of the gift is to obtain an undue advantage (i.e. to be the selected supplier). As such, any gift must be refused, even if it is of low value.

**A box of chocolates:** as the end of the year approaches, the Purchasing department would like to thank Silvadec's suppliers by offering them an assortment of chocolates from a popular brand.

**AUTHORIZED.** On condition that the Silvadec Group is not in the process of commercial negotiations with the recipients of the gift.

## Donations, sponsorship and patronage

Donations are a way of giving a sum of money, goods or services for charitable purposes, without expecting any direct consideration from the beneficiary or compensation from advertising. Donations are generally made to non-profit organisations.

Patronage is financial, skills or material support provided by a company, without seeking direct financial return, to a non-profit organisation. This financial support is provided to support an activity of general interest.

Sponsorship is a communication technique in which a company makes a financial and/or material contribution to a social, cultural or sporting event with a view to deriving a direct benefit in the form of greater visibility for the company's values and increased brand awareness.

To what extent can donations or sponsorship cause problems?

Donations, sponsorship and patronage can be used to conceal an undue advantage and, in some cases, be treated as direct or indirect corruption, regardless of their value. This risk is heightened where the beneficiary events or activities have direct or indirect links with public officials.

Group rule

- These donations and sponsorships must be made in good faith, i.e. without seeking any specific advantages other than promoting the company's image.
- They must comply with all applicable legislation and regulations.
- Any donation, sponsorship or patronage must be approved by management and duly registered.

Reflexes to adopt

- 1) Ensure the authenticity of the organization receiving the donations, sponsorships and/or patronage actions
- 2) Ensure that the beneficiary organisation is not linked directly or indirectly to one of your business partners and/or a Politically Exposed Person (PEP).
- 3) Select organisations that share Silvadec's values and causes
- 4) Keep detailed accounts of donations, sponsorship and patronage, showing their true nature

## Conflicts of interest

A person is in a situation of conflict of interest when direct or indirect personal interests in his private sphere are or may conflict with the interests of the Silvadec Group. This situation may therefore be detrimental to the impartial performance of his or her duties.

Conflicts may involve the personal interests of an employee, but also those of people close to him or her (spouse, family, acquaintances over whom he or she has influence or who have influence over him or her). Conflicts may also arise from extra-professional links with the Group's customers, suppliers, partners or competitors, or any other player in economic or public life.

Corruption risks

Conflicts of interest are not illegal in themselves, but all cases of conflict of interest must be reported to the HR Department or to Silvadec Group Management. Such situations are likely to undermine the objectivity,

neutrality and impartiality of a decision, thus creating a context that encourages acts of corruption, influence peddling, illegal interest-taking or favouritism.

#### Group rule

To avoid any risk, conflicts of interest must be identified, reported and, where necessary, remedied in conjunction with management. This should be done as soon as they arise, even before any commercial activity has begun.

#### Reflexes to adopt

If an employee finds him/herself, or is likely to find him/herself, in a situation that could lead to a conflict of interest, he/she must declare this and keep a record of this declaration as well as any remedial measures implemented.

## Risk assessment in our relations with third parties in general

Third parties include all persons and companies with which Silvadec Group companies have dealings to carry out their activities: customers, suppliers, subcontractors, consultants (lawyers, various advisers), intermediaries, professional associations, public authorities, etc.

#### Corruption risks

The Silvadec Group may be held liable if a third party is guilty of an act of corruption on behalf of the Silvadec Group or if Silvadec knowingly benefits from (or could not reasonably have been unaware of) an act of corruption committed by a third party.

#### Group rule

The risk of corruption presented by third parties must be systematically assessed before any agreement is concluded with them. Similarly, if a suspicion arises during the relationship, a new, more in-depth assessment of the third party must be carried out. Certain third parties and certain situations inherently present a higher level of risk. This is why:

- Agents and intermediaries as well as beneficiaries of sponsorship, donations or sponsorships are subject to specific due diligence.
- Interactions with public officials (including in the context of interest representation and lobbying) and calls for tenders (both public and private) present increased risk profiles requiring vigilance.

#### Reflexes to adopt

Group employees must contact Management if they detect the slightest suspicious element that could influence the level of risk of corruption of a third party.



## Relations with commercial agents and intermediaries

A commercial intermediary is a person or company involved in a commercial relationship between a Silvadec Group company and a customer or supplier. It may be a commercial agent, business introducer, trader or consultant. It should be noted that in certain cases, distributors may be commercial intermediaries and therefore this Policy applies to them.

### Corruption risks

In most cases of corruption, studies show that, in those cases that resulted in a conviction, an intermediary was involved. This is because using this type of third party makes it easier to commit an act of corruption (no trace in the company's accounts) and because these third parties also have an interest in committing such acts (they are often paid on commission). It does not matter what the status of the intermediary is (agent, consultant, etc.): as soon as the act of corruption directly or indirectly benefits Silvadec, the Group and the employees involved may be held criminally liable.

### Group rule

Relations with sales intermediaries are strictly regulated. They are subject to specific rules that follow the following approach:

- Preliminary checks when selecting the intermediary with Management: using an intermediary implies carrying out preliminary checks on the intermediary's integrity and reputation, as well as its financial and technical ability to perform the services expected (due diligence).
- Formalise the relationship in a written contract signed by the parties, with clauses and annexes detailing the services expected their remuneration and the Group's requirements in terms of the fight against corruption.
- Monitoring in accordance with applicable procedures, with regular interviews and updating of information when contracts are renewed: Silvadec must be able to audit the intermediary's activities.

### Reflexes to adopt

1. Before payment, ensure that the contract has been fulfilled on presentation of accounting or technical supporting documents
2. Justify and declare the use of a third party
3. Including an anti-corruption clause in contracts
4. Comply with the Group Procedure - CSR Supplier Evaluation Grid - Responsible Purchasing.

## Lobbying

Interest representation, more commonly known as lobbying, is defined as the activity of influencing, directly or indirectly, a public decision, in particular the content of a law or regulatory act, by entering communication with one or more public decision-makers. The purpose of the lobbyist, also known as an interest representative, is to make the activities of Silvadec and/or its subsidiaries known to public decision-makers to provide them with technical expertise on a subject related to Silvadec's expertise.

It should be noted that the representation of interests is strictly regulated by a series of local laws.

#### Corruption risks

Representation of interests is a lawful activity that is useful for the proper functioning of institutions insofar as it enables public authorities, when deciding, to be aware of the various interests involved and thus to make an informed decision. Interest representation differs from influence peddling in that the means used to influence a public decision are legitimate and based on economic, political, commercial or technical arguments. It may be unlawful if the interest representative has no added value (which may derive from expertise in the field concerned, strength of conviction or access to a third party with that expertise) and if his only contribution consists of his friendship with a public decision-maker.

#### Group rule

At Silvadec, lobbying is mainly carried out by the trade associations to which the Group's companies belong. At central level, they are led by General Management, the Technical Department, the R&D Department and the CSR Department.

#### Reflexes to adopt

Persons representing interests on behalf of or in the interest of Silvadec must comply with the following rules:

- 1) Carry out their activities in compliance with national regulations and good practice, registering with the authorities where necessary.
- 2) To act with professionalism, rigour and probity, by providing reliable and accurate information and avoiding any conflict of interest.
- 3) Under no circumstances to promote Silvadec's interests with public decision-makers by directly granting any undue advantage.
- 4) Above all, do not undertake any lobbying without obtaining prior approval.
- 5) Never offer a gift, an undue invitation or any other advantage with the aim of influencing a decision-maker.

## Mergers and acquisitions or disposals / creation of joint ventures

The Silvadec Group may acquire new companies and/or various assets, as well as creating or disposing of a joint venture [the BPI defines a joint venture as a collaboration contract between two or more companies with the aim of pooling a strategy (sharing costs and risks)].

#### Corruption risks

Mergers, acquisitions and disposals are likely to present specific risks in terms of corruption. Silvadec may be held liable for any misconduct or acts of corruption committed by entities acquired as part of this type of transaction. The Group runs a high risk of being found liable in the following cases:

- Silvadec would not have carried out a corruption risk check prior to such a transaction
- Silvadec maintained existing corrupt practices following an acquisition

Finally, the sale of a Silvadec Group company or entity to a third party convicted of corruption or influence peddling is likely to have a strong and negative impact on the Group's reputation.

### Group rule

At Silvadec, to prevent corruption, we systematically carry out a series of checks called "due diligence" before any merger, acquisition or sale. Due diligence is a set of checks carried out by a potential buyer with a view to a transaction.

### Reflexes to adopt

1. Carry out exhaustive due diligence on the company/entity concerned
2. Carrying out a full compliance audit
3. Negotiating a balanced contract - including guarantees in the final contract

## Human resources - recruitment, jobs or traineeships of convenience

The recruitment stage presents a specific risk in the field of Human Resources. Employment of convenience means recruiting a candidate for any type of job based on his or her personal (family, friendly or emotional) relationship with a customer, supplier or public authority, in exchange for something in return, such as maintaining a commercial relationship.

### Group rule

To manage recruitment as effectively as possible and minimise the risk of direct or indirect corruption, job applications are examined according to a strict procedure that guarantees objectivity and complies with two major guiding principles:

- All new employees must be recruited based on objective criteria to ensure a match between the job description and the skills of the candidates.
- Every recruitment decision must be validated by either the N+1, N+2 or management, regardless of the position and the candidate.

Each candidate is interviewed by several people within the company, including the recruiter, the manager, future colleagues or counterparts, with the aim of preventing any form of discrimination, whether positive or negative.

### Reflexes to adopt

Any candidate who has a relationship with an employee, customer, supplier or other stakeholder should not be systematically rejected. However, it is essential to ensure that they are recruited in accordance with a normal procedure and that they are not likely to constitute a favour in exchange for which the Group hopes or expects an undue advantage.

## Competition

### Group rule

Silvadec respects all the stakeholders in its business environment, including our competitors. As the European leader in the wood composite market, we have a **duty to set an example**. It is in our interest to work in a sector where business practices enjoy a good reputation. This helps to maintain a favourable image of the sector and strengthens our credibility with our customers.

## Reflexes to adopt

- 1) Deal with competitors in the same way we would like them to deal with us
- 2) Under no circumstances share confidential information with our competitors
- 3) To avoid, as far as possible, encouraging our network of customers/suppliers to break any contracts they may have with competitors
- 4) Refrain from any deliberately harmful behaviour towards competitors
- 5) Refrain from disparaging our competitors based on false statements about their products and services

**Forced sponsorship:** a Silvadec group employee has been in commercial negotiations with a recycled plastic supplier for several weeks. The supplier made the award of the contract conditional on the payment of a donation to the foundation where his wife works.

**FORBIDDEN.** A donation in the name of the Silvadec Group may not be granted when the objective pursued is the satisfaction of a personal objective.

**Sponsor the development of a coastal path:** a Groupe Silvadec employee was introduced by an acquaintance to a project to develop part of the customs officers' path in the Bay of Saint-Brieuc. This project requires sponsorship, and the association responsible for the project is looking for support.

**AUTHORISED.** On condition that the Silvadec Group is not in the process of commercial negotiations with the recipients of the donation.

## V. POLICY MANAGEMENT

General Management [CODIR] is responsible for the Ethics and Anti-Corruption Policy. It has delegated its design to the CSR department, and its deployment to the HR, Purchasing and Sales departments, depending on the subject.

They are responsible for :

- Ensure that it is strictly applied and optimally deployed
- Keeping it up to date
- Define training and awareness programs to prevent and combat corruption and influence peddling

The HR Department is the main point of contact for any theoretical or practical questions Group employees may have concerning situations likely to be linked to acts of corruption or trading in influence, whether from a preventive or corrective perspective. It provides advice, support and operational recommendations to employees on how to implement the policy in force.

## Periodic updates

The Anti-Bribery Policy is the joint responsibility of the HR, Purchasing and/or Sales departments. Any changes to this policy can only be made with their mutual agreement. It will be periodically reviewed by the HR, Purchasing and/or Sales departments to take account of contextual and regulatory changes, as well as any incidents detected.

## Roles and responsibilities

All employees, whatever their hierarchical level or function, are required to respect and apply the rules set out in this Policy. It is **crucial to stress to managers the importance of their role in promoting, disseminating and maintaining a culture of compliance within the Silvadec Group.**

## Disciplinary sanctions

Failure to comply with the provisions of this Anti-Corruption Policy may result in disciplinary action being taken against any employee, ranging from a simple warning (or equivalent) to dismissal, depending on the seriousness of the offence. It is important to emphasize that the Silvadec Group adopts a zero-tolerance policy towards any act of corruption or influence peddling.

Appropriate sanctions will be determined in accordance with the law applicable to the employee concerned and will be applied in compliance with the legal procedures in force, guaranteeing the rights and protection of the employee concerned.

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TO YOUR OUTDOOR SPACES



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