



GIFTS AND INVITATIONS POLICY

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PREAMBULE

The Gifts and Invitations Policy is in line with the Code of Conduct of the TALAN Group, which sets out the main principles and guidelines of the TALAN Group's ethical and social policy.

Gifts and invitations are ordinary acts of business that help establish and maintain good business relations and do not constitute, as such, acts of corruption. Most of the time, offering and receiving gifts and invitations do not constitute acts of corruption, as they are offered or accepted in a business context, on an occasional basis, as a courtesy or client appreciation.

However, in certain circumstances, offering or accepting gifts or invitations may constitute an act of corruption, especially when they are used to influence a decision or to obtain or grant an undue benefit.

The Gifts and Invitations Policy outlines the essential elements for evaluating the acceptability of

gifts and invitations, and illustrates the specific situations in which employees may find themselves.

Accordingly, this Gifts and Invitations Policy is intended to help the TALAN Group employees make the right decisions when considering to offer or accept a gift or invitation in the course of their activities and to comply with the TALAN Group's ethical and social policies and anti-corruption laws.

The Gifts and Invitations Policy applies to all the TALAN Group managers, employees and agents worldwide, regardless of their status (permanent or occasional), as well as indirectly to their family members and relatives.

All employees are expected to know and comply with this Gifts and Invitations Policy.

This document must be read in conjunction with the TALAN Group Code of Conduct.

1 CORRUPTION RISKS RELATED TO GIFTS AND INVITATIONS

Gifts and invitations can take many forms, for example invitations to a restaurant, trade show, sporting or cultural events, as well as various items, such as chocolate boxes, bottles of wine, etc. They may be offered or received by one of the TALAN Group entities or by one of its employees.

Gifts and invitations are ordinary acts of business and do not constitute, as such, acts of corruption.

Offering or accepting a gift or invitation constitutes an act of corruption when its purpose is to determine the performance or non-performance of an act by a person in disregard of their legal, contractual or professional obligations.

It is important to assess whether the gift or invitation is of reasonable value, to verify its business nature and to be transparent with your manager.

Considering that this practice may, in certain circumstances, constitute an act of corruption, it is a risk that the TALAN Group must identify and manage.

Active corruption is defined as offering a gift or invitation to :

a public official to make them perform or refrain from performing an act of their function, mission or mandate or facilitated by their function, mission or mandate (active corruption of public officials, national or foreign);

a person exercising a private function to make them perform or refrain from performing an act of their activity or function in breach of their legal, contractual or professional obligations (private active corruption).

Acceptance or solicitation of such gifts and invitations, for oneself or for others, by a public official or by a person holding a private function constitutes an act of **passive corruption**.

Furthermore, **active influence peddling** is characterized by offering gifts and invitations to a public official, for themselves or for others, so that they exert their real or supposed influence in order to obtain from a public authority or the administration distinctions, jobs, contracts or any other favorable decision. Acceptance or solicitation of such gifts and invitations by a public official for the same purpose constitutes an act of **passive influence peddling**.

2 THE TALAN GROUP GIFTS AND INVITATIONS POLICY



Offering or receiving gifts and invitations is authorized as long as it does not violate the restrictions set forth below:

THE TALAN GROUP PROHIBITS

- Gifts and invitations offered or received to obtain an undue benefit or to influence a decision;
- All monetary gifts (cash, bank transfer, checks...);
- Gifts and invitations that do not comply with applicable laws and regulations;
- Gifts in the form of services or other benefits in kind (promise of employment);
- Gifts and invitations offered or received outside of a business context;
- Gifts and invitations of an unreasonable value;
- Receiving or offering gifts or invitation too frequently: see the maximum cumulative value of gifts or invitations that can be offered or received by the same third party within the past 6 months in the Gifts and Invitations Limits per Country available on the TALAN Group's SharePoint;
- Receiving or offering gifts and invitations at a strategic time: call for tenders, commercial negotiation period, signing of agreements, etc;
- Concealing gifts or invitations;
- Offering or receiving a gift or invitation from a public official;
- Requesting gifts and invitations from our partners;
- Receiving or offering a gift or invitation with a value that exceeds the maximum amount authorized in your Talan Entity (see the Gifts and Invitations Limits per Country available on the TALAN Group's SharePoint), without the written authorization of your manager or the Group Chief Compliance Officer.

3 KEY ELEMENTS TO EVALUATE GIFTS AND INVITATIONS

In order to evaluate the acceptability of gifts and invitations, all employees must assess their business nature, their value, their frequency and the absence of consideration.

3.1 A BUSINESS NATURE

Business gifts or invitations represent low risk situations. They have a business purpose related to the activity of the beneficiary and are intended to promote the name or activities of the TALAN Group, to encourage the development of business opportunities, or to contribute to the quality of the professional relationship.

For example, the following are business gifts and invitations:

regular and occasional meals with a business partner

invitations to trade shows or conferences

promotional items of low or symbolic value

invitations to cultural or sporting events
(if a TALAN Group representative is also present or represented at the event, etc.)

Conversely, gifts or invitations offered to a close relative of the person with whom a business relationship is being considered, as well as those offered prior to a decision concerning the award or renewal of a contract, are situations that present high risks of corruption.

3.2 REASONABLE VALUE

In determining whether the gift or invitation is of reasonable value, it is necessary to consider the following:

local practices

the specificities of the activities

the nature of the duties of the giver or beneficiary

the country's environment and culture

reciprocity: possibility of offering an equivalent gift or invitation in return

the cumulative value of gifts and invitations received or offered by the same third party in the past 6 months.

Please see the Gifts and Invitations Limits per Country that sets out the maximum value of gifts and invitations authorized in your Talan Entity.

3.3 NO CONSIDERATION

No consideration should be expected: any gift or invitation offered in exchange for business items, benefits, services or confidential or sensitive information should be declined.

3.4 ON AN OCCASIONAL BASIS

It is important not to give or accept several gifts or invitation from the same third party within the past 6 months.

When gifts and invitations are offered or received by the same third party within the past 6 months, **the cumulative value** of the gifts and invitations per person should be considered.

EXAMPLE

If an employee receives a first gift of 100 euros from a third party and a month later a second gift of 100 euros from the same third party, the cumulative value of 200 euros will be taken into account and the second gift may be refused because the cumulative value might exceed the maximum cumulative value of gifts or invitations that can be offered or received by the same third party within the past 6 months (see the Gifts and Invitations Limits per Country).

4 SCENARIOS

At the end of the year, a long-term client offers me a box of chocolates.

May I accept this gift?

YES, because it is a one-time gift, of a reasonable value, with no consideration and it is not able to influence a decision.

A supplier offers a bottle of wine to the IT department for the third time in the last 6 months.

May the IT department accept this gift?

This is the third gift offered by the same third party in the last 6 months, so it is best to refuse this gift.

A client invites me to a seminar and offers to extend the trip by inviting my family.

May I accept this invitation?

NO, because invitations to trips and seminars must be strictly business-related.

In the course of a project with a client, I am invited to a business lunch.

May I accept this invitation?

YES, as long as the value of the invitation is reasonable.

If the value of the invitation exceeds the threshold set in the Gifts and Invitations Limits per Country, I must decline the invitation by referring to this Policy.

I am in business negotiations with a third party and he invites me to an art opening.
May I accept the invitation?

NO, because it is forbidden to receive or give gifts and invitations in a strategic time: call for tenders, commercial negotiation period, signing of agreements, etc.

I plan to invite a regular client to go to a soccer game in the TALAN Group box.
May I go forward with this invitation?

In view of the supposed value of the invitation, permission should be sought from my manager or the Group Chief Compliance Officer.

My manager and GCCO will consider the frequency of other gifts and invitations offered to that client in the last 6 months.

During an exchange with a foreign authority in order to obtain visas for certain employees of the TALAN Group, I am asked to pay a sum of money to speed up the process.
May I go forward with this payment?

NO, for three reasons: it is a monetary gift, the recipient is a public official, and the payment will influence a decision.

To celebrate the conclusion of a contract with a new client, I would like to invite him to a restaurant.
May I?

YES, if the amount is reasonable (check the Gifts and Invitations Limits per Country), because this invitation is of a business nature and is taking place after the conclusion of the contract.

5 IN PRACTICE

I HAVE RECEIVED OR WILL RECEIVE A GIFT OR AN INVITATION AND/OR I HAVE OFFERED OR WILL OFFER A GIFT OR INVITATION. WHAT SHOULD I DO?

STEP 1

AM I IN ONE OF THE SITUATIONS PROHIBITED BY THE TALAN GROUP?

I look at the list of restrictions: strategic time, solicitation, monetary gift, in exchange for an undue benefit, the purpose of which is to influence a decision, etc.

I use the key elements to assess the acceptability of gifts and invitations: business nature, reasonable value, frequency, no consideration.

I ask myself the following questions that help me assess the acceptability of the gift or invitation:

What is the approximate value of the item?

Have other gifts or invitations been offered by the same person or organization within the past 6 months?

Is the gift or invitation likely to affect the performance of my duties or damage the reputation of the Group?

When were they offered?

Would I be embarrassed if my professional network learned that I had received it?

Are laws and regulations being followed?

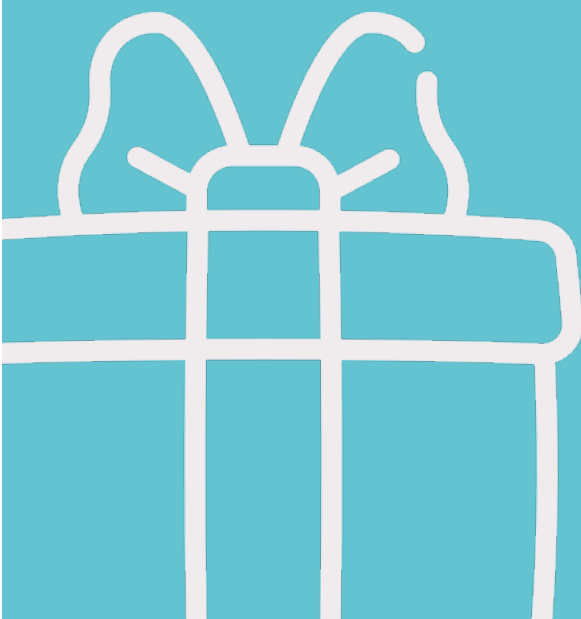
Does this comply with internal procedures and the interests of the TALAN Group?

Are gifts and invitations offered or received as a courtesy or client appreciation and not for consideration?

Do I feel comfortable discussing this gift or invitation with my colleagues?

Would I make the same decision if I did not accept the gift or invitation?

Is the value reasonable?



STEP 2

IF I FIND MYSELF IN A SITUATION PROHIBITED BY THIS POLICY, WHAT SHOULD I DO?

I refuse or refuse to offer the gift or invitation by transparently referring to this Policy. (e.g., if the gift or invitation exceeds the threshold set in the Gifts and Invitations Limits per Country).

If, for specific reasons, I intend to offer or accept a gift or invitation with a value that exceeds the threshold, I request the written authorization from my manager or the Group Chief Compliance Officer.

If I am unable to refuse or refuse to offer a gift or invitation that does not comply with this Policy, I immediately notify my manager and the Legal Department.

STEP 3

IF MY SITUATION IS NOT PROHIBITED BY THIS POLICY, WHAT SHOULD I DO?

I may accept or offer the gift or invitation.

In case of doubt, notably concerning the value of the gift or invitation, I do not hesitate to ask my manager or the Group Chief Compliance Officer for advice.



6 IMPLEMENTATION

6.1 COMMUNICATION AND TRAINING

The Gifts and Invitations Policy is distributed to all TALAN Group entities, given to each new employee and available on the TALAN Group website.

All TALAN Group employees are required to read this Gifts and Invitations Policy and to participate in the awareness and training activities organized within the TALAN Group.

6.2 INTERNAL WHISTLEBLOWING SYSTEM

All employees of the TALAN Group or third party in a business relationship with the TALAN Group may use the Internal Whistleblowing System. **In order to report a breach falling within the scope of the Internal Whistleblowing System, the whistleblower may:**

Submit their whistleblowing report by post- registered mail with acknowledgement of receipt in a sealed double envelope.

The outer envelope must be addressed to the Whistleblowing Officers, at the following address: 21 rue Dumont d'Urville 75116 Paris. The envelopes (inner and outer) addressed to the Whistleblowing Officers must be marked: "strictly personal and confidential".

Submit their whistleblowing report by email to the following address:

compliance@talan.com

Only the Whistleblowing Officers have access to this secure mailbox.sécurisée.

Any whistleblowing report received outside of these two channels must be forwarded without delay to the Whistleblowing Officers in accordance with the procedure described above.

Before submitting a whistleblowing report, employees may contact their manager or the contacts mentioned in page 13 for guidance or advice, unless the latter are involved in the alleged facts.

The Internal Whistleblowing System guarantees the protection of personal data as well as the strict confidentiality of the whistleblower's identity, the facts of the report and the persons concerned by the report.

More information on the Internal Whistleblowing System, submitting the whistleblowing report, confidentiality, data protection, the processing of the whistleblowing report, and the follow-up procedure can be found in the TALAN Group's Internal Whistleblowing System, which is available on the TALAN Group's website.



6.3 SANCTIONS

The violation of the TALAN Code of Conduct by an employee constitutes misconduct of such a nature as to justify the application of disciplinary sanctions, without prejudice to any proceedings that may be initiated by the TALAN Group.

In addition, any violation of applicable anti-corruption laws and regulations may result in criminal penalties for the perpetrator as well as for the employer.



CONTACTS

If in doubt, do not hesitate to ask for advice from one of the following persons:



Direct manager

Human Resources

The Group
Legal
Department

The Group Chief
Compliance
Officer and/
or the Deputy
Group Chief
Compliance
Officer



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