



CODE OF ETHICS
AND BUSINESS CONDUCT

Group compliance



Building a relationship of trust with our stakeholders is critical to our strategy. We want to become the partner of choice in payment markets. In this regard, we are convinced that our ability to inspire confidence rests not only on our technical expertise, but also on impeccable ethics and business conduct practices.

We put honesty and respect of the highest standards of integrity at the core of how we conduct ourselves every day. In particular, we strive to protect internationally recognized Human Rights and to fight fraud and corruption.

Consistency breeds trust. This is why it is crucial that all our stakeholders (employees, shareholders, customers, suppliers...) get involved in our ethics and compliance program.

With this in mind, the Code of Ethics and Business Conduct sets out our commitments as well as our expectations towards our stakeholders. This document serves as a guide for our teams around the world.

By adhering to the principles laid out in this Code, we help promote ethics and compliance within our ecosystem. The entire Ingenico Group will be committed to ethics with the support of everyone.



Nicolas Huss
CEO, Ingenico Group

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1. General Principles & Scope of the Code of Ethics and Business Conduct

1.1 Scope and objectives of the Code of Ethics and Business Conduct

In accordance with the laws and regulations applicable to Ingenico¹, this Code defines a set of common business integrity principles for all Employees².

Ingenico also expects Third Parties³ which have a business relationship with Ingenico to apply ethical standards at least equivalent to those set out in this Code.

In particular, the code;

- aims at ensuring that the Group's business is conducted in a lawful manner and with integrity;
- constitutes a guarantee of minimum rights for all Employees; and
- promotes a common corporate culture benefitting to shareholders, Employees and Third Parties.

This Code has been approved by the Board of Directors of Ingenico Group S.A. It is appended to Ingenico Group S.A.'s Internal Rules (Règlement Intérieur) and incorporates in the form of appendices the Group Alert Policy, the Group Gifts and Hospitality Policy and the Group Anticorruption Policy.

The application of this Code in the conduct of day-to-day business is a priority for Ingenico.

Potential or actual breaches of the Code should be reported in accordance with the Group Alert Policy and Section 1.3 below.

Any breach of the Code by an Employee may lead to disciplinary sanctions including termination of employment.

Ingenico may decide not to enter into a relationship or to terminate an existing relationship with a Third Party not complying with the Code.

1.2 Business Ethics and Integrity

Ingenico requires its Employees and the Third Parties it interacts with to support its efforts to act in an ethical manner and with integrity

1.2.1 RESPONSIBLE AND ETHICAL BUSINESS PRACTICES

Ingenico is committed to following the highest health, environmental and labour conditions and social justice standards in its relationships with all its stakeholders and especially through its supply chain

1.2.2 STRICT PROHIBITION OF PUBLIC AND PRIVATE BRIBERY

Ingenico does not tolerate any form of bribery or corruption, i.e. soliciting, offering or accepting, whether directly or indirectly, anything of value to or from any person, in order to improperly influence actions or decisions of such persons as part of their function, including for the purpose of obtaining any illegal or improper advantage.

Ingenico maintains a dedicated programme to prevent and detect public and private corruption in all its forms.

Ingenico's commitment to reject corruption is specifically emphasized in the Group Anticorruption Policy and the Group Gifts and Hospitality Policy, which are appended to this Code.

1.2.3 MONEY LAUNDERING

Due to its position in the payment value chain, Ingenico has responsibilities to combat money laundering and terrorism financing. In this perspective, employees are required to comply with internal policies and procedures encompassing due diligence rules and processes for reporting unusual or suspicious transactions.

1.2.4 PROTECTION OF INGENICO'S ASSETS

The future and sustainability of Ingenico depends on the protection of its assets. In particular, Ingenico's know-how, information, hardware, tools and intellectual property rights must be used only for conducting Ingenico's business and in accordance with internal policies and standards.

Fraudulent acts or suspicions of such acts must be reported in accordance with the Group Alert Policy or through any other means

¹ Ingenico or Group means Ingenico Group SA and all its affiliates and subsidiaries.

² Employees include, for the purpose of this Code, employees, contractors, consultants, temporary agency personnel or external and occasional collaborators of Ingenico Group.

³ Third Parties include intermediaries, distributors, partners, suppliers, customers including state-owned which have a business relationship with Ingenico.

1.2.5 TAX EVASION

Ingenico is committed to complying with tax laws and to doing business only with Third Parties who do not adopt unlawful tax practices. Ingenico has in place appropriate processes and controls to protect against tax evasion, which are implemented by local finance, tax and legal teams.

1.2.6 FAIR COMPETITION

Ingenico treats its partners with respect and shall not undertake any practices prohibited by competition laws and regulations.

Ingenico expects its Employees and the Third Parties it does business with to comply at all times with applicable anti-competition laws and regulations.

1.2.7 ENVIRONMENT

Ingenico takes the necessary measures to avoid environmental degradation. Its commitment to protect the environment is specifically emphasized in the Group Environmental Policy.

1.3 Group Alert Mechanism

1.3.1 RIGHT TO REPORT AN ALERT

The Group Ethics Line ethics@ingenico.com is open to all Employees and Third Parties wanting to report a breach or potential breach of this Code.

In order to be in a position to prevent and manage any ethics issues, Ingenico encourages Employees and Third Parties to report an alert in accordance with the Group Alert Policy appended to this Code.

Accordingly:

- Employees will not be punished either directly or indirectly for reporting issues in good faith;
- Ingenico will not tolerate any kind of pressure or threats to prevent someone from exercising their right to report.

1.3.2 ALERT SCOPE AND MANAGEMENT

An alert may be raised in order to report:

- Facts of bribery or influence peddling;
- A conflict of interest;
- Human rights violations;
- Accounting and financial crimes, fraud and financial offences;
- Workplace discrimination and harassment;
- Breach of the Code of Ethics and Business Conduct;
- Breach of any internal rules and policies of the Group.

All alerts made in good faith shall be managed in a reasonable time and the confidentiality of the reporter's identity shall be preserved, to the extent legally feasible.

An alert must be based on objectively formulated information. Any intentional misuse of the Ethics Line (for example a malicious or intentional false alert) may expose the reporter to disciplinary sanctions. Any good faith use of the Ethics Line, even if the facts prove to be inaccurate or do not give rise to any further action, will not expose the reporter to any sanctions or prosecution.

The use of the Group Ethics Line is not mandatory, but complementary to the usual methods of transmitting

information and alerts existing within the Group, such as those to the direct line manager, or their manager, or the person designated within a specific entity to deal with ethics alerts or requests for advice.

2. Specific Rights and Duties of Employees

2.1 Employees' Fundamental Rights

Ingenico commits to observing the OECD Guidelines for Multinational Enterprises, implementing the UN Guiding Principles on Business and Human Rights and the Ten Principles of the UN Global Compact, as well as protecting the rights arising under the Universal Declaration of Human Rights and the International Labour Organization conventions.

2.1.1 EQUAL OPPORTUNITIES BASED ON MERIT AND SKILLS

Decisions concerning recruitment, promotion, continued employment, training and salary must be based on the ability, skills and experience required to carry out the relevant work. A person's ability to perform a particular job should not be assessed on the basis of family or personal relations.

Anyone involved in the selection process and who faces a conflict of interests must ask to be excused from taking part in the process.

All management decisions involving an Employee with whom a manager has family or personal relations that might lead to a genuine, potential or apparent conflict of interests must be referred to another manager or to the next managerial level.

2.1.2 PROHIBITION OF DISCRIMINATION AND SEXUAL AND MORAL HARASSMENT

Ingenico is committed to providing and maintaining a working environment that protects the dignity and safety of its Employees. No Employee should suffer any moral, sexual or other form of harassment in the workplace, either by another Employee or by a Third Party.

In particular, discrimination on grounds of national or ethnic origin, colour, religion, political opinions, age, gender, sexual orientation, marital status or disability will not be tolerated. Drawing a distinction between people on the basis of actual job requirements is not deemed to constitute discrimination.

Refusing to enter into or pursue a business relationship with someone in order to comply with the rules set out in this Code will not be deemed to constitute discrimination.

2.1.3 REMUNERATION AND WORKING HOURS

Ingenico is committed to observing applicable laws relating to working conditions, including in particular working hours and weekly rest periods. It respects the right of workers to receive

fair remuneration and is committed to ensuring that every Employee receives at least the minimum wage and any benefits legally required.

2.1.4 HEALTH AND SAFETY

Ingenico is committed to preserving Employees' physical and mental health and safety. It commits in particular to actively fighting all forms of intimidation and harassment, ensuring compliance with all applicable regulations, and promoting training on working methods, instructions and safety procedures, using security equipment.

2.1.5 FREEDOM OF EXPRESSION AND REPRESENTATION RIGHTS

Ingenico recognises and respects the right of its Employees to express themselves freely, in a respectful and professional manner, to set up or join a union, and to be represented by representative bodies in communications between the management and Employees.

Employees are free to have their own political opinions and to join a political party of their choice. However, no contributions may be made on behalf of Ingenico to government officials, candidates or political parties.

2.1.6 PROHIBITION ON CHILD LABOUR

Ingenico will not overlook the employment of children that is likely to harm their rights to have access to education or their physical and mental well-being, or that may prevent their development or deprive them of their right to childhood and to respect.

In particular:

- Ingenico refuses to employ anyone under the minimum legal age applicable in the relevant countries where it operates. In any event, the minimum age for employment must be at least the age stipulated in the International Labour Organization's conventions 138 and 182, i.e. 15, or 18 for hazardous or difficult work;
- Children aged between 15 and 18 may only be employed on the condition that their employment does not prevent them from receiving an education.

2.1.7 PROHIBITION OF FORCED OR COMPULSORY LABOUR OR ANY FORM OF MODERN SLAVERY OR HUMAN TRAFFICKING

Ingenico will not tolerate any form of modern slavery, including servitude, forced or compulsory labour or human trafficking, including for example workers employed by coercion, force or blackmail.

Ingenico is committed to ensuring transparency in its own business and in its approach to tackling modern slavery throughout its supply chains and commits to publishing on its website an annual statement detailing the measures implemented to prevent modern slavery from taking place anywhere in the business or in any of Ingenico's supply chains.

2.2 Employees' Duties

2.2.1 CONFLICT OF INTERESTS

Any situation where an Employee's personal relations or external activities might affect or appear to affect the Employee's impartiality, judgement or ability to act in the best interests of the Group is deemed a conflict of interests.

Employees must avoid all conflicts of interests and ensure that their actions and decisions are not influenced by interests that might reasonably appear to conflict with those of the Group, and always act in a manner benefitting Ingenico.

Accordingly:

- Employees must avoid acquiring interests and taking part in any activity that might affect their judgement or their ability to act in the best interests of the Group;
- Owning stakes in a competitor shared capital, engaging in a business that is complementary to that of Ingenico or holding a direct or indirect financial, professional or personal interest in such a company, may create or appear to create a conflict of interests.
- Employees must disclose any actual or potential conflict of interest by completing the relevant declaration form so that the appropriate mitigation measures can be implemented.

2.2.2 PROTECTION OF CONFIDENTIAL, PERSONAL AND INSIDE INFORMATION

Employees and Third Parties must protect the confidential information owned by Ingenico or held by it in the context of its business operations.

Employees must exercise good judgement and act in good faith, including in particular by not jeopardising Ingenico's competitiveness or reputation.

Employees must comply with internal rules relating to data protection principles (fairness, lawfulness and transparency), the management of personal data and integrity and confidentiality of such data, including protection of personal data against unauthorised access, alteration, loss or accidental disclosure by using the appropriate level of physical and IT protection, the use of IT and communication devices, software licences and copyright.

Moreover, in order to ensure that there is a fair and open market in Ingenico Group SA's shares, Ingenico has implemented specific mechanisms and rules in relation to stock trading and the use or disclosure of information that is not public and which, if it were made public, may have a material effect on Ingenico Group SA's share price.

These mechanisms and rules must be applied by all Ingenico Employees who have access to inside information as a result of their work and their involvement in preparing and executing a financial transaction.

Employees must refrain from using or disclosing such information when directly or indirectly purchasing or selling or attempting to purchase or sell for their own benefit or for the

benefit of a third party, financial instruments to which such information relates or to which such instruments are related.

The definition and examples of "inside information" and the sanctions for the disclosure are detailed in the Code of Ethics for Trading, available in English and French on Ingenico's internal website.

2.2.3 GIFTS

Employees must comply with the Group Gifts and Hospitality Policy, as may be supplemented by local rules.

2.2.4 MANDATORY TRAINING

Employees are expected to develop and keep their professional knowledge up-to-date, including in particular regarding ethics and compliance.

They must complete any training indicated as mandatory by the Group or its management. Any failure to do so may lead to a lower performance appraisal and/or disciplinary actions.





APPENDIX

Group Alert Policy

Appendix to the Code of Ethics and Business Conduct

CPL-POL-002.V2

Public

Group Compliance

19/11/2019

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1 DOCUMENT INFORMATION

1_1 Document evolution

Revision	Type of modification	Author	Date
V1.0	Creation of the document	Group Compliance	2018/09/27
V2.0	Modification of the Document	Group Compliance	2019/11/19

1_2 Document validity

	Function	Date
Document Owner	Chief Group Compliance Officer	2018/09/27
Verified by	Group Head of Human Resources	2018/09/30
Document Authority Approval	Group Executive Committee	2019/12/05
Document Authority Approval	Audit Committee of the Board of Directors	2019/12/11
Periodicity updates	Every three years	2022/12/11

1_3 References

Reference	Title
	Code of Ethics and Business Conduct
	Ethics Line
CPL-POL-004	Group Anti-Corruption Policy
CPL-POL-003.V3.1	Group Gifts and Hospitality Policy
CPL-POL-005	Conflict of Interest Policy
	Local internal policies

2 CONTEXT AND PURPOSES

In order to limit the risks that Ingenico Group and its employees may face in the event of breach of the rules set out in its Code of Ethics and Business Conduct, Ingenico's specific alert system (the "Ethics Line") can be used to report a number of concerns or issues as outlined in Section 4 below ("Alerts").

The Ethics Line can be used by Group employees and/or External and occasional collaborators⁴ of Ingenico Group and Third parties as defined in section 4 below.

Nevertheless, the nature of the Alert that can be issued differs according to the quality of its author⁵.

The data controller of the Ethics Line is Ingenico Group SA.

The Ethics Line is administered by the Chief Executive Officer of Ingenico Group SA or the Group Chief Compliance Officer⁶. It can be accessed by e-mail: ethics@ingenico.com. **The use of the Ethics Line and the processing of these Alerts are governed by the rules defined below. Any Alert via the Ethics Line that does not comply with these rules cannot be taken into consideration.**

3 MAIN PRINCIPLES

The Ethics Line can be used **by Group employee, Thirds parties and/or External and occasional collaborators of the Group**⁷.

The use of the Ethics Line is strictly limited to Alerts relating to facts likely to characterise a breach of the rules applicable in the areas listed in section 3 below.

The Ethics Line does not encourage anonymity. You will be asked to identify yourself, but your identity will be treated in strict confidentiality by the Chief Executive Officer of Ingenico SA, the Group Chief Compliance Officer, or their delegates in their absences. The Alert of a person who wishes to remain anonymous may only be treated as an exception, when the seriousness of the facts mentioned is established and the facts are sufficiently detailed, and according to specific precautions.

The Group guarantees strict confidentiality not only of the author of the Alert ("the Author"), but also of the facts that are the subject of the Alert and the persons concerned. This information is only communicated to the recipients defined in section 5 below and to the extent that this communication is necessary for the sole purposes of verifying or processing the Alert.

Furthermore, any information that may lead to identifying the Author cannot be disclosed, except to the judicial authorities, without the Author's consent. Likewise, the information likely to identify the person targeted by an Alert cannot be disclosed, except to the judicial authorities, before the merits of the Alert have been established.

⁴See the definition in section 3.

⁵ See section 3.

⁶The Ethics Line is implemented in compliance with the provisions of the Single Authorisation No. AU-004 adopted by the National Commission for Information Technology and Liberties (CNIL): deliberation No. 2005-305 of 8 December 2005 relating to authorisation of automated processing of personal data implemented within the framework of professional warning devices as modified by the deliberation No. 2017-191 of 22 June 2017.

⁷ See section 3.

The Ethics Line must be used in good faith and without any vested interest. An Alert must also be based on objectively formulated information. Any misuse of the Ethics Line (for example a malicious or false Alert) may expose the Author to disciplinary sanctions and/or legal proceedings. On the other hand, any good faith use of the Ethics Line, even if the facts prove to be inaccurate or do not give rise to any further action, cannot expose the Author to any sanctions or prosecution.

The use of the Ethics Line is not mandatory, but complementary to the usual methods of transmitting information and Alerts existing within the Group, such as those to your direct line manager, or their manager, or the person designated within your entity to deal with these Alerts or requests for advice.

No sanctions will be taken against a Group employee or an External and occasional collaborator for not using the Ethics Line.

4 SCOPE OF THE POLICY AND QUALITY OF THE AUTHOR

The scope of the Alert varies according to the quality of the Author, whether they are a Group employee or whether they are a Third party, an External and occasional collaborator of the Group.

An External and occasional collaborator is a person who is contributing to the activities of Ingenico Group within a professional framework. They will normally include a consultant, a subcontractor, a supplier or a temporary worker.

The term **Third party(ies)** includes any intermediaries, distributors, partners, suppliers, customers which have a business relationship with Ingenico.

Group employees can use the Ethics Line to issue an Alert relating to:

- a) cases of conduct or situations contrary to Ingenico's Code of Ethics and Business Conduct regarding corruption or influence peddling;
- b) the obligations defined by European regulations and by the monetary or financial code or the general regulation of the French Financial Market Authority (Autorité des marchés financiers), which is ensured and monitored by the French Financial Market Authority and the Prudential Supervisory and Resolution Authority (Autorité de contrôle prudentiel et de résolution).

In addition, Group employees as well as Third party, or External and occasional collaborators may, in a disinterested manner and in good faith, use the Ethics Line to issue any Alert relating to:

- a) a crime or offence;
- b) a serious and manifest violation of an international commitment regularly ratified and approved by France;
- c) a serious and manifest violation of a unilateral act of an international organisation taken on the basis of an international commitment regularly ratified or approved by France;
- d) a serious and manifest violation of laws or regulations, in particular those relating to moral or sexual harassment;
- e) a threat or serious harm to the general interest of which the Author of the Alert is personally aware.

The Alert cannot, however, relate to matters covered by secrecy relating to national defence, medical confidentiality or the secrecy of lawyer - client relationship (solicitor-client privilege).

5 MODUS OPERANDI

- **CATEGORIES OF PERSONAL DATA PROCESSED**

Only the following categories of data will be processed:

- a) identity, position and contact details of the Author of the Alert;
- b) identity, position and contact details of the persons who are the subject of an alert;
- c) the identity, position and contact details of the person(s) involved in the collection or in the processing of the Alert;
- d) the reported issues;
- e) findings gathered for the purpose of confirming the reported issues;
- f) report on the verification operations;
- g) Follow-up to the Alert.

Regarding the Alert, only information formulated objectively and directly received or obtained by the Author of the Alert, for example, dates, names and internal position of the persons involved and directly related to the scope of the Ethics Line and which are strictly necessary to verifying the alleged issues, will be taken into account. The description of the issues mentioned in the Alert must remain measured and must highlight the fact that they are only just presumptions, the accuracy and veracity of which may need to be checked by further investigations.

- **Recipient of personal data**

The recipients of all or part of the data are the Chief Executive Officer of Ingenico SA and the Group Chief Compliance Officer.

- **Retention period of personal data**

The data relating to an Alert under consideration which does not come within the scope of the Ethics Line, when collected, is destroyed or archived, without delay, in accordance with the rules applicable to data protection.

The data processed by the Chief Executive Officer of Ingenico SA and the Group Chief Compliance Officer is destroyed or archived: (i) within two months of the conclusion of the verification operations when the Alert is not followed by disciplinary or legal proceedings; or (ii) at the end of these proceedings when disciplinary action or legal proceedings are initiated against the person targeted by the Alert or against the Author of an abusive Alert.

The Group informs not only the Author of the Alert but also the persons targeted by it of the closure of all the admissibility or verification operations when the Alert is not followed by any disciplinary or judicial actions.

- **Information of the person subject of the Alert**

The person who is the subject of the Alert will be informed by the Chief Executive Officer of Ingenico SA or the Group Chief Compliance Officer as soon as the data is recorded.

However, when precautionary measures are necessary, in particular to prevent the destruction of evidence relating to the Alert, informing this person may occur after the adoption of these measures in accordance with the applicable legal rules.

This person is also informed of the alleged issues, the possible departments who will receive the Alert, the procedures for exercising their rights of access and rectification, and that Ingenico Group SA is responsible for this system. Acknowledgement of receipt of the Alert does not constitute admissibility of the Alert.

- **Information of the Author of the Alert**

The Author will be informed without delay of the receipt of their Alert by the Chief Executive Officer of Ingenico SA or the Group Chief Compliance Officer, as well as of the reasonable and foreseeable time required to examine its admissibility and the terms according to which they will be informed of the outcome of their Alert.

- **Management of the Alert**

The Alert will be reviewed promptly by the Recipients, who will undertake all necessary actions, including reviewing documents and interviews conducting in order to establish the facts related to the allegations contained in the Alert.

The review will be conducted in an independent and neutral manner. The Author of the Alert will be kept informed to the extent possible during the review.

The outcome of the review will be communicated without delay to the Author of the Alert and relevant internal stakeholders so that these persons can implement the recommendations made if any, can be implemented.

6 RIGHT OF ACCESS AND RECTIFICATION

Any person identified in the Ethics Line has the right to access, rectify and delete data relating to them when this data is inaccurate or obsolete, in accordance with the data protection rules applicable in France.

The request must be sent by mail to Ingenico Group SA, Group Chief Compliance Officer, at the following address: 28/32 boulevard de Grenelle 75015 Paris – France, or by e-mail at ethics@ingenico.com.

Under no circumstances can a person concerned by an Alert obtain, on the basis of their right of access, information concerning the identity of the Author of this Alert.

Group Gifts and Hospitality Policy

Appendix to the Code of Ethics and Business Conduct

CPL-POL-003.V3.1

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Document Administration

/ Revision History

Function	Date	Changes
EVP, Risk and Compliance	July 2014	Initial document (Creation)
Group Chief Compliance Officer	March 2016	Modification
Group Chief Compliance Officer	October 2018, October 2019	Modification

/ Document Properties

Date created	July 2014
Policy Owner	Group Compliance
Updates periodicity	Every three years
Document name	Group Gifts and Hospitality Policy

/ References

Reference	Title
	Code of Ethics and Business Conduct
	Ethics Line
CPL-POL-004	Group Anti-Corruption Policy
CPL-POL-003.V3.1	Group Gifts and Hospitality Policy
CPL-POL-005	Conflict of Interest Policy
	Local internal policies

Effective date: February 1st 2019

Distribution: all Ingenico Employees.

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1 INTRODUCTION

Ingenico complies with the laws, regulations and international standards applicable to the conduct of business in all its operating countries. In particular, Ingenico complies with the following anti-bribery laws and regulations (the “Standards”):

- the OECD Anti-Bribery Convention as ratified in national applicable laws;
 - the French Act « Loi Sapin 2 », which applies to Ingenico Group S.A. and its affiliates worldwide (“Ingenico” or the “Group”);
 - the US Foreign Corrupt Practices Act (FCPA), including the guidance of the ‘Resource Guide to the US Foreign Corrupt Practices Act’;
 - the UK Bribery Act 2010; and
 - the voluntary standards of the International Chamber of Commerce (ICC).
- Ingenico’s Group Code of Ethics and Business Conduct (the “Code”) aims at providing a set of common principles for all Employees (as hereunder defined), in all its operating countries, in accordance with all applicable laws and regulations. The Code describes the proper conduct that each Employee should adopt in their day-to-day work.
- The Code is integrated in Ingenico Group S.A.’s internal rules. As a consequence thereof, this gifts and hospitality policy (the “Gifts and Hospitality Policy” or the “Policy”), being an annex to the Code, is included in Ingenico Group S.A.’s internal rules.

This Policy complements the rules contained in the Code and aims at implementing essential principles emanating from the Standards.

It should be supplemented by specific local internal guidelines to be defined by the management and human resources locally in relation to the applicable value threshold referred to in sections 2 and 3 hereafter.

1_1 Scope

This Gifts and Hospitality Policy applies to:

- all Group entities and all employees worldwide, i.e.:
 - Ingenico Group S.A. and each of its direct and indirect subsidiaries;
 - all Employees (as hereunder defined).
- all business activities operated by the Group both:
 - internally; and
 - with its business partners of any nature, including customers, consultants, suppliers or others (the “Business Partners”).

This Policy applies to Gift or Hospitality (as defined in Section 1_3 below), whether directly or indirectly offered to or received by Business Partners.

This Policy may be provided to Business Partners or any other third party when necessary.

1_2 Enforcement Date

This Policy enters into force at the date of its issuance, as set out on the first page (the “Effective date”).

1_3 Definitions

“Employee/Employees” means all Ingenico employees, contractors, directors, consultants and temporary agency personnel (including trainees).

“Employee Discount Schemes” means a **scheme created or agreed by Ingenico providing employees with a discount for its goods, products or services. The advantage can also be in the form of a cashback or discount price on the goods, products and services of a variety of other companies.**

“Gift” means *a present or something that is given* including items such as:

- goods and equipment;
- vouchers, personal discounts and commissions;
- cash, service charges, payments, loans, advances or cash equivalents such as gift certificates, gift vouchers and store cards;
- shares and equities;
- free services such as insurance, school fees, repair or improvement works; and
- any form of preferential treatment.

Note: advantage provided through Employee Discount Schemes* is excluded from this definition.

“Hospitality” means *food, drink, entertainment, etc. that an organization provides for guests or business partners*, including items such as:

- meals;
- hotel accommodation;
- travels and trips;
- seminars and conventions; as well as
- invitations to sporting, cultural or social events.

Note : the definitions of Gift and Hospitality of this Policy do not cover private gifts between colleagues: employees may offer gifts to their colleagues provided those are reasonable, appropriate, paid by the Employee and not expensed to Ingenico in any way.

1_4 Purpose and implementation

The giving or receiving of gifts and hospitality may sometimes be a customary way of improving business relationships and may be a lawful business practice when performed in an ethical environment.

However, offering gifts and hospitality may constitute or appear to constitute an act of corruption or bribery. If a person accepts or offers a gift or hospitality with a view to potentially receiving favourable or preferential treatment, either personally or for their company (such as better prices, terms and conditions of sale or procurement), this may create a conflict of interest and jeopardise the professional independence of the Employees and companies involved.

Ingenico's reputation and integrity are built on compliance with strong values such as compliance with laws and regulations applicable in all its operating countries. As a consequence, Ingenico fights against any practice that may be perceived as corruption or bribery.

In order to protect Ingenico against reputational (integrity), regulatory and legal risks, Ingenico requires each Employee to comply with the terms of this Policy in relation to receiving or offering Gifts or Hospitality.

1_5 Sanctions

Any breach of this Policy by Ingenico Employees may result in:

- . disciplinary sanctions, up to and including termination of employment in accordance with Ingenico's internal rules; and
- . legal or regulatory sanctions.

Any breach of this Policy by any Business Partner may result in:

- . the termination of the commercial relationship with Ingenico; and
- . legal or regulatory sanctions.

2 RULES REGARDING GIFTS AND HOSPITALITY

2_1 General Prohibitions

Employees should avoid any type of situation which may constitute or appear to constitute an act of corruption or bribery, or may give rise to a conflict of interest, as described in Section 1_4 of this Policy.

Under no circumstances are spouses, relatives, friends or any other intermediaries permitted to accept or receive Gift and/or Hospitality in place of or on behalf Ingenico Employees to whom this Policy applies.

Employees are prohibited from directly or indirectly receiving or offering the following types of Gifts or Hospitality:

- cash, payments, loans or advances, or cash equivalents such as gift certificates, gift vouchers, store cards, equities or shares;
- commissions or other types of reward;
- free services such as insurance, school fees, repair or improvement works or preferential treatment;
- holiday or leisure packages;
- sex-related activities or any activities in breach of the fair treatment of human beings;
- gambling activities; or
- any prohibited goods or illegal items.

Employees are also prohibited from:

- receiving or offering Gifts or Hospitality to Business Partners that have implemented and previously notified their no-gift policy to Ingenico. The Employee intending to give a Gift or Hospitality should confirm the absence of such policy by their Business Partner.
- receiving Gifts or Hospitality applying to or encompassing their relatives;
- directly or indirectly offering Gifts or Hospitality to relatives of a Business Partner;
- directly or indirectly receiving or offering the following types of Gifts or Hospitality:
 - personal discounts;
 - invitations to expensive events such as sporting or cultural events, subject to any waiver as defined in section 3_1;
 - **Gift or Hospitality with a net value that exceeds the amount of EUR 50 (fifty) or other value defined in the applicable local internal guidelines, subject to any waiver as defined in section 3_1.**

Employees who receive a Gift or Hospitality of a ceremonial nature that might not be appropriate under this Policy but is impractical or offensive to refuse, may accept the gift and then promptly report it to their line manager. The line manager and the Employee shall agree on an appropriate response to the invitation and shall submit a declaration in the form of Annex 1 of this Policy on Skyway (<https://skyway.ingenico.com/central/OurGroup/Pages/Pages/giftdeclarations.aspx>).

2_2 Prohibitions applying to public officials

Employees are prohibited from directly or indirectly offering to and receiving Gifts or Hospitality to and from public officials.

Public officials include, but are not limited to:

- public and government officials, agents, employees and representatives;
- any political party and political party officials;
- candidates for a public or political office;
- members of public assemblies;
- officials and employees of international organizations;
- judges and officials of courts;
- employees of government bodies and state-owned companies and
- relatives (spouses, friends, children, etc) of all the above listed individuals.

2_3 Authorised gifts and hospitality

Subject to the provisions of Sections 2_1 and 2_2 of this Policy, Employees may receive or offer a low value Gift or Hospitality, provided that such Gift or Hospitality:

- a) has a net value that does not exceed the amount of EUR 50 (fifty) or the other value defined in the applicable local internal guidelines; and
- b) is not offered in breach of any applicable laws, and:
 - cannot reasonably be construed as a bribe, payoff, kickback, reward or other form of undue payment;
 - is offered in the context of commonly accepted business practice;
 - can be subsequently disclosed to the public, without being a source of embarrassment to the Group or to such Gift or Hospitality recipients;
 - related costs are booked appropriately; and
 - is offered in accordance with generally recognised ethical practices.

The following types of Gifts or Hospitality may be offered or received occasionally, and should be reciprocated if possible on another occasion:

- low value gifts bearing the logo of Ingenico or a Business Partner for example;
- reasonable business meals: breakfast or lunch. Reasonable dinners may be offered or accepted if dinner-time is the only available time for a business intercourse;
- invitations to receptions or events must be offered in the context of a promotional campaign or public relations initiative organised by Ingenico. Travel costs to the reception or event may not be offered;
- invitations to professional seminars may be accepted if based on a clear business reason and validated in writing by the line manager of the Employee. Travel costs to the seminar may not be accepted.

2_4 Accounting

All accounts, receipts, invoices and other documents and records relating to Gifts or Hospitality must be prepared and maintained with strict accuracy and completeness. The accounting of Gifts and Hospitality is subject to Ingenico's accounting approval processes and accounting standards. No account may be kept inaccurately or off-the-record to facilitate or conceal improper payments.

In addition, subject to local specifications, the receipt or offer of Gifts and/or Hospitality may have to be declared in the form of Annex 1 or any other equivalent declaration form available on Skyway or otherwise. Please check whether a Gift or Hospitality received or offered should be declared.

3 WAIVERS AND CONTROLS

3_1 Waivers to prohibited activities

Employees are allowed to offer invitations to expensive events such as sporting or cultural events not organized by Ingenico when all the following requirements are met:

- The invitations are offered in the context of a marketing campaign or equivalent, and are not targeted at only one individual or Business Partner;
- A written authorization is obtained from a member of the Executive Committee of Ingenico Group S.A.;
- Such invitations are reported individually by the means of the form provided in Annex 1 or any other equivalent declaration form available on Skyway (<https://skyway.ingenico.com/central/OurGroup/Pages/Pages/giftdeclarations.aspx>) which must be sent to Compliance for record keeping.

Unless otherwise qualified, waivers are valid only for the specific case and time for which they have been requested.

Gifts or Hospitality of a value that exceeds the amount of EUR 50 (fifty) or other value applicable in the local internal guidelines, may be accepted if based on a clear business reason, provided that:

- they meet the conditions set out in section 2_3 b);
- the Employee's line manager has granted him/her with a prior written approval;
- Compliance has been notified accordingly, for record keeping purposes, by completing the declaration form on Skyway or, if not accessible to you on Skyway (<https://skyway.ingenico.com/central/OurGroup/Pages/Pages/giftdeclarations.aspx>), by submitting a declaration in the form of Annex 1 duly completed.

3_2 Reporting of breach or potential breach

If you identify a breach or potential breach of this Policy, please report it to your line manager, to ethics@ingenico.com or through any other reporting procedures dedicated to receiving Employees' alerts relating to situations infringing the Code of Ethics and Business Conduct.

Appendix to the Code of Ethics and Business Conduct

Annex 1 - Gifts and Hospitality Declaration Form

– Corporate template

This form is an Ingenico corporate template. Stricter local declaration requirements may apply.

Please refer to any applicable local internal guidelines and to your local Compliance, Legal or HR business partners regarding the declaration threshold for Gifts or a Hospitality received or offered.

If this form is accessible to you on Skyway (<https://skyway.ingenico.com/central/OurGroup/Pages/Pages/giftdeclarations.aspx>), please complete it directly online. If not, please use the following template.

You should complete this form to declare

- (1) **Gifts or Hospitality of a value exceeding EUR 50** or any other value determined in the applicable local internal guidelines, received or offered by you in the context of your employment at Ingenico; and*
- (2) If you **apply for a waiver to any Prohibited Gift/Hospitality** as set out in the Group Gifts and Hospitality Policy.*

You may receive or offer a low value Gift or Hospitality without having to complete this form, provided that:

- a. such Gift or Hospitality has **a net value that does not exceed the amount of EUR 50** (fifty) or any other value determined in the applicable local internal guidelines; and*
- b. The Gift or Hospitality **is not offered in breach of any applicable laws**, and:

 - cannot reasonably be construed as a bribe, payoff, kickback, reward or other form of undue payment;*
 - is offered in the context of commonly accepted business practice;*
 - can be subsequently disclosed to the public, without being a source of embarrassment to Ingenico or the recipient;*
 - is offered in accordance with generally recognised ethical practices;*
 - related costs are booked appropriately;*
 - is not offered by or received from public officials; and*
 - does not violate contractual regulations with customers, suppliers or other contractual partners.**

Moreover, you do not need to complete this form regarding the following gifts or hospitality:

- Employee Scheme Discount as defined in the Group Gifts and Hospitality Policy;*
- Personal gift or hospitality offered to or received by you from a colleague, provided those are not charged to Ingenico.*

Appendix to the Code of Ethics and Business Conduct

ACKNOWLEDGMENT

By submitting this form, I declare that I comply with the Gifts and Hospitality Policy of Ingenico and that the information provided below is accurate and complete.

I. Employee details:

First name: _____ Surname: _____

Ingenico entity (full legal name): _____

Function: _____ Manager: _____

II. This declaration relates to [please tick the relevant box (es)]:

Waiver to prohibited gift or hospitality

Value exceeds EUR 50

Value is unknown

Non-monetary gift Monetary gift Entertainment activity Donation Other advantage

Received by the Employee To be received by the Employee To be offered by the Employee

III. Description

Please provide an accurate description of the gift/hospitality/advantage received/to be received/to be offered.

In accordance with the Group Gifts and Hospitality Policy, please attach a written approval of your line manager or of the relevant local Executive director.

IV. Sender or recipient

Existing business partner <input type="checkbox"/>	Existing service provider <input type="checkbox"/>	Existing client <input type="checkbox"/>
Prospective business partner <input type="checkbox"/>	Prospective service provider <input type="checkbox"/>	Prospective client <input type="checkbox"/>

Other, please describe: _____

Company name: _____

Address: _____

Contact person:

First name: _____ Surname: _____

Function: _____

V. Place of receipt:

Reception desk <input type="checkbox"/>	by e-mail/mail* <input type="checkbox"/>	at home <input type="checkbox"/>
---	--	----------------------------------

Other please describe: _____

**please enclose a copy of the relevant e-mail(s)/mail(s)*

VI. Context:

- Have you given to or received from the same person/company any gift, hospitality or other advantage within the last twelve months (apart from the one being declared in this form)?

Yes No
- Are you likely to give or receive in a near future, any gift, hospitality or other advantage to/from the same person/company?

Yes No

Employee signature

Date: ____ (dd) / ____ (mm) / ____ (yyyy)

Place: _____

After completion and for record keeping purposes, please send the declaration form and annex(es) per email to your local Compliance department or to your local HR Business Partner (applicable to entities without Compliance Dpt.)

Group Anti-Corruption Policy

Appendix to the Code of Ethics and Business Conduct

CPL-POL-004

Public

Group Compliance

19/11/2019

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GROUP ANTI-CORRUPTION STANDARDS

(The Group Anti-Corruption Standards also exist in the form of a charter)

The commitment to doing business with integrity is one of the pillars of Ingenico's Code of Ethics and Business Conduct.

These Standards supplement the Code and formalise Ingenico's engagement to prevent corruption.

Ingenico is committed to acting against corruption in all its forms and to abide with applicable anti-corruption laws and regulations.

These Standards apply to all employees, officers and directors, members of the Group's Executive and Management Committees and subsidiaries worldwide, as well as to Third Parties with whom Ingenico does business.

Ingenico applies a zero-tolerance policy on corruption and influence peddling.

All employees and Third Parties dealing with Ingenico must seek transparency in their business dealings, through vigilance, awareness and a principled approach, and through strict adherence to the Code and all Ingenico's policies and procedures applicable to them.

We communicate our commitment to preventing corruption to our business partners and favour those who share them.

We require Third Parties with whom Ingenico has business relationships such as intermediaries, distributors, partners, suppliers and customers including state-owned, to comply with our commitments on preventing corruption and influence peddling.

We carry out detailed corruption risks due diligence before any acquisition or joint venture.

We do not allow any contributions to political parties or political party officials.

We forbid giving or accepting gifts and/or entertainment that might unduly influence or be perceived as unduly influencing a business relationship in accordance with the Group Gifts and Hospitality Policy.

1 DOCUMENT INFORMATION

1_1 Document evolution

Version	Change	Author	Date
V1.0	Creation of the document	Group Compliance	2019/10/22

1_2 Document validity

	Function	Date
Document Owner	Chief Group Compliance Officer	2019/10/22
Verified by	EVP, Audit, Risk and Compliance	2019/11/20
Document Approval Authority	Group Executive Committee	2019/12/05
Document Approval Authority	Audit Committee of the Board of Directors	2019/12/11
Updates Periodicity	Every three years	2022/12/11

1_3 Introduction

- Corruption and influence peddling have significant economic, political and social consequences. They are also generally recognised as serious offences and sanctioned by national laws.
- The commission of acts of corruption or influence peddling is also likely to seriously damage a company's reputation and may have serious legal and financial consequences if the company is found guilty.
- Preventing corruption and influence peddling is therefore essential to preserving Ingenico's integrity, reputation and sustainability. Ingenico Group is committed to conducting its business ethically and in compliance with the anti-corruption laws applicable in all the countries in which it operates. The Group has a zero-tolerance policy towards corruption and influence peddling.
- All Ingenico's entities, employees and third parties with whom they interact must be aware of the risks of corruption and influence peddling to which they may be exposed.
- The present policy supplements the Code of Ethics and Business Conduct, by defining and providing examples of situations likely to characterise corruption or influence peddling as well as the conduct to adopt in order to prevent these situations.
- Local management and members of the Group Executive Committee are responsible for ensuring proper deployment and compliance with this policy in their respective scope.

1_4 Objectives

- To know and identify the different forms of corruption;
- To prevent the risk of corruption; and
- To ensure the reporting of actual or potential acts of corruption.

1_5 Scope

The Anti-Corruption Policy applies to:

- Ingenico Group SA, and to each of its subsidiaries,
- all Employees (which include employees, contractors, consultants, temporary agency personnel of external and occasional collaborators of Ingenico Group),
- Third Parties, i.e. intermediaries, distributors, partners, suppliers, customers including state-owned which have a business relationship with Ingenico.

1_6 References

Reference	Title
	Code of Ethics and Business Conduct
CPL-POL-002.V2	Group Alert Policy
	Ethics Line
CPL-POL-003.V3.1	Group Gifts and Hospitality Policy
CPL-POL-005	Group Conflict of Interest Policy
	Local applicable policies

2 DIFFERENT FORMS OF CORRUPTION

2_1 Corruption and influence peddling

1. Corruption

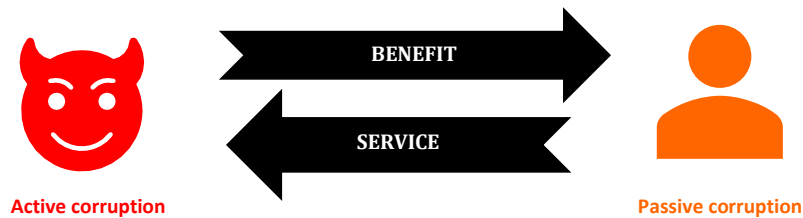
Corruption is the act, for a person, whether public or private, to promise, solicit, or agree to perform an act, directly or indirectly, in exchange for a personal benefit.

This benefit can:

- be intended for a particular person but also for their company or their relatives (e.g. family, friends, spouse, partners).
- take various forms: cash, gift voucher, price reduction, gift, invitation, free service, facilitation of obtaining certificates or licenses, preferential treatment, employment.

In return for this benefit, the person may be required to perform, delay or refrain from performing an act, directly or indirectly, in the performance of their duties.

- Corruption is said to be **active** when the person offers the benefit.
- Corruption is said to be **passive** when the person agrees to receive the benefit.
- Corruption is said to be **public** when a member of a public service is involved.



Corruption

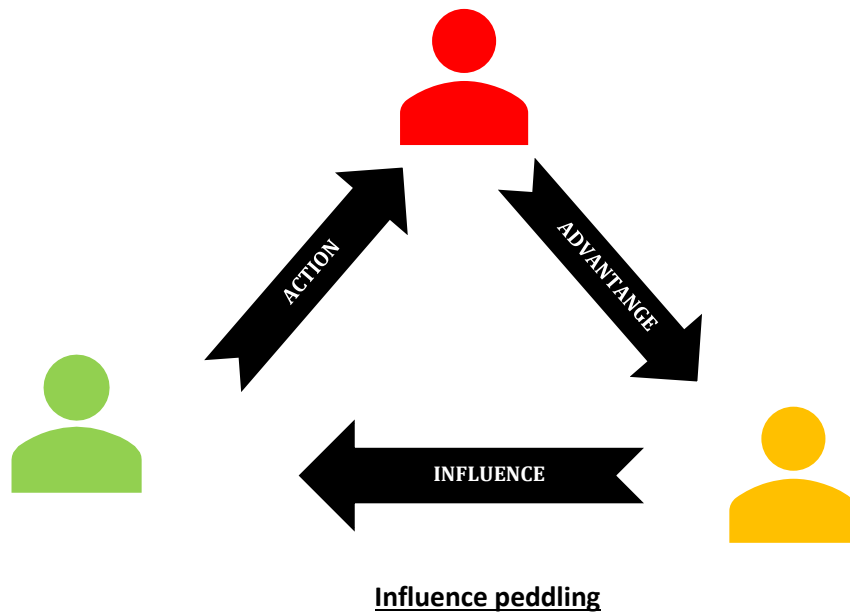
All of the aforementioned forms of corruption are subject to serious legal sanctions and concern both legal entities (companies, organisations, etc.) and individuals.

2. Influence peddling

Influence peddling is a particular form of corruption.

It involves a person accepting to receive or solicit, directly or indirectly, an advantage for themselves or for others.

In exchange for this advantage, the person will agree to abuse their influence, real or presumed, in order to obtain awards, jobs, contracts or any other favourable decision from an authority or public administration.



All of the aforementioned forms of corruption are subject to serious legal sanctions and concern both legal entities (companies, organisations, etc.) and individuals.

3. Examples

IN PRACTICE...

- An Ingenico executive suggests taking on a bank director's son for a six-month internship "to maximise our chances of winning the tender".

Offering an internship to influence a third party to act in a way that is favourable to the interests of Ingenico is likely to characterise an act of corruption. The fact that the intern was not selected according to the usual recruitment process is an aggravating factor.

- You are a local Ingenico sales manager. A customer's representative explains that to win a tender you will have to "be a little generous" with the customer's manager.

It is important that you never give personal benefit to the customer's manager (e.g. money, gifts, travel). You must immediately alert your manager and the local person in charge of compliance.

2_2 Gifts and Hospitality

1. Definitions

1.1 Gifts

A gift may take the form of anything of value including but not limited to presents, discounts, gift cards, favours, subsidies, loans, merchandise, equipment or services, discount vouchers, vacations, shares, free services.

1.2 Hospitality

Hospitality may take the form of meals, travel, accommodation expenses or entertainment activities such as cultural and sports events.











2. The principle

When doing business, courtesies such as gifts or hospitality are generally accepted. However, a gift or hospitality if it is undue or unreasonable may be considered as an attempt to bribe.

Despite the best of intentions, some gifts and invitations perceived as normal in one country may be considered to be illegal in others.

It is therefore important to consult the **Group Gifts and Hospitality Policy** before offering or receiving a gift or hospitality.

3. Best practices for Ingenico’s employees

DO	DON'T
<ul style="list-style-type: none">  Make sure that the gift and/or hospitality is permitted under local law, regulations or culture.  Refer to the Group Gifts and Hospitality Policy to ensure that the gift or hospitality is acceptable according to Ingenico’s rules.  Ensure that the gift and/or hospitality is infrequent, of a reasonable and proportionate value and related to your professional activity.  Ensure that the gift and/or hospitality is offered or received in a transparent manner. It must not have an improper underlying purpose or affect the impartiality of one of the parties’ decision-making.  Complete the Gifts and Hospitality Declaration Form to: <ul style="list-style-type: none"> (i) declare any gift and/or hospitality received or offered of a value exceeding 50 euros or any other value established in the applicable internal policies or; (ii) request a waiver for a gift or hospitality not authorised by the Group Gifts and Hospitality Policy.  Inform your manager and the local person in charge of compliance of any potential violation of the Group Gifts and Hospitality Policy. 	<ul style="list-style-type: none">  Offer or accept, directly or indirectly, any gift or hospitality not authorised by local law, regulation or culture.  Offer or accept, directly or indirectly, any gift or hospitality not authorised by the rules established by your business partner, if any.  Offer or accept, directly or indirectly, any gift or hospitality not authorised by the Group Gifts and Hospitality Policy.  Offer or accept, directly or indirectly, any gift or hospitality that may affect your reputation or that of Ingenico.

4. Examples

IN PRACTICE...

- A customer that Ingenico would like to invite to visit the Ingenico R&D centre in France asks you to cover the cost of his stay for 3 additional days at Disneyland Paris.

You must refuse to cover the costs of the 3 additional days by explaining that this is prohibited by the Group Gifts and Hospitality Policy.

- In order to discuss a new project that he wants to propose, one of your business partners invites you and your spouse to an extended weekend in Spain.

Such an invitation cannot be accepted; there is no justification for the business discussion to take place during the weekend abroad at the expense of the partner (unless it is a specific commercial event open to other companies). Regardless of the situation, your spouse should not be invited to the event.

2_3 Facilitation Payments

1. Definition of facilitation payment

Facilitation payments are payments, often of a small amount, sought by government officials to obtain or expedite the execution of certain administrative procedures to which the payer is entitled.

This may include, for example, the clearance of goods, the issuance of permits or visas, or obtaining a licence.

2. The principle

In some countries, facilitation payments are common, and may be instrumental in securing an agreement or official document.

However, Ingenico Group prohibits facilitation payments, which are forbidden and severely punishable under applicable anti-corruption laws of most countries.

3. Best practices for Ingenico's employees



Learn about the local administrative requirements and anticipate the administrative steps to avoid being faced with a situation where facilitation payments may be involved.



If you are asked for such payments, refuse and immediately inform your manager and the local person in charge of compliance.

4. Examples

IN PRACTICE...

- In order to operate in a given country, Ingenico must obtain a licence issued by a national authority of that country. Your agent in that country informs you that "a small payment" would speed up the process. What do you do?

You should not pay because this constitutes a facilitation payment. You must immediately inform your manager and the local person in charge of compliance.

- A customer asks you to pay the costs of processing your file as part of obtaining an authorisation required to carry out the Group's business in a foreign country. This request for payment is formalised in an official document issued by the administration in charge of issuing such approvals. What do you do?

The fees seem legitimate since they are formalised in an official document issued by the foreign authority. However, in case of doubt, you must immediately inform your manager and the local person in charge of compliance.

2_4 Conflicts of interest

1. Definition of conflict of interest

A conflict of interest is a situation where the private interests of an employee interfere with those of Ingenico. In a conflict of interest, the private interests of the employee may influence or appear to influence the impartial and objective exercise of the employee's duties or judgement.







Employees private interests include their financial, professional, family and personal interests.

A situation of conflict of interest, even if the conflict of interest has not been substantiated, may be problematic. Identifying and declaring situations of conflict of interest, actual or potential, is essential to preventing corruption.

Employees must declare their conflict of interest by completing the declaration form available on Ingenico's intranet or upon request from their HR business partner

For more information, please read the Ingenico **Group Conflict of Interest Policy**.

2. Best practices for Ingenico’s employees

DO	DON'T
<p> When establishing a business relationship with a third party, ask yourself if personal interests affect your decision-making. It may, in some cases, be sufficient to refrain from taking part in the decision-making to prevent or resolve the conflict of interest.</p> <p> Inform your manager of any actual or potential conflict of interest situation, including by completing the relevant conflict of interest declaration forms as required in the Group Conflict of Interest Policy.</p> <p> Inform your manager of any additional professional activity or financial interest likely to influence or appear to influence the independent, impartial and objective exercise of your duties, in accordance with the Group Conflict of Interest Policy.</p>	<p> Holding a significant interest and/or exercising, directly or indirectly, functions in a competing company, supplier, customer or any existing or potential business partner of Ingenico Group without notifying your manager and without taking steps to remedy any conflict of interest in the course of your duties.</p> <p> Using confidential Ingenico Group information for your own personal benefit or that of your relatives.</p> <p> Bypassing the recruitment rules of Ingenico by influencing the hiring of a relative/friend.</p>

3. Examples

IN PRACTICE...

- **Ingenico Group wants to upgrade its computer equipment. You are the head of Ingenico's IT department. Your spouse is a partner in a computer company and tells you that this company can provide you with everything you need. What do you do?**

You must not influence the supplier selection process based on your personal interests. This is a risk of conflict of interest; you must inform your manager and fill out a conflict of interest declaration form.
- **You are the person responsible for selecting certain suppliers for your company. In a call for tenders involving several catering companies for a customer event, one of the bidding companies offers to arrange your next birthday free of charge. What do you do?**

You must refuse the proposal and inform your manager and the local person in charge of compliance.

2_5 Dealing with Third Parties











1. The principle




As part of its activities, Ingenico Group regularly interacts with third parties (e.g. business introducer, agents, distributors, suppliers, subcontractors, partners in the framework of strategic alliances), including where the risk of corruption is potentially high.

The actions of suppliers, subcontractors and intermediaries may expose Ingenico Group to liability and damage its reputation. A prudent approach must therefore be adopted to anticipate, control and mitigate the risks associated with the choice of a supplier or an intermediary.

As such, each employee undertakes to be diligent in selecting suppliers and intermediaries to ensure that they share the values and commitments undertaken by Ingenico, and to comply with applicable internal policies such as the Anti-Corruption Third Party Management Policy.

2. Best practices for Ingenico’s employees

DO	DON'T
<ul style="list-style-type: none">  In case of doubts or questions, contact your manager, the local person in charge of compliance or the local legal department. <u>When establishing new business relationships:</u>  Ensure that the use of third party is necessary.  Ensure that third party has the necessary skills.  Ensure compliance with applicable internal procedures.  Comply with the Anti-Corruption Third Party Management Policy ("ACTPM Policy") in coordination with the local person in charge of compliance.  Collect information on third party by following the due diligence procedure as described in the Anti-Corruption Third Party Management Procedure ("ACTPM Procedure").  Provide a framework for your business relationships with a contract, ensuring that compliance and audit clauses are included. 	<ul style="list-style-type: none">  Establish a business relationship with third party when you have identified elements likely to generate a risk of corruption (e.g. bad reputation, request for unreported remuneration, lack of transparency, intermediary imposed by the customer, etc.).  Continue to work with third party that does not meet Ingenico Group's ethical expectations and requirements.  Pay third party when the latter has not provided a service, or when the amount is above the average price generally required for the performance of such a service.

<p> Report any anomalies to your manager and to the local person in charge of compliance.</p> <p><u>During the business relationship:</u></p> <p> Verify the reality of the service provided.</p> <p> Ensure that contractual provisions concerning compliance are duly enforced and report any suspicious situation to the local compliance officer.</p>	
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3. Examples

IN PRACTICE...

- **As part of the process to set up an Ingenico Group subsidiary in a developing country, your local business introducer informs you that the time required to issue an administrative authorisation is lengthy. The official in charge of issuing this authorisation suggests that you hire a particular consultant who could help get the authorisation issued. What do you do?**

This is a high-risk operation because there is a risk that the consultant will give a portion of his remuneration to the official who recommended him. The necessary checks and due diligence must be carried out in coordination with the local person in charge of the compliance before establishing any relationship with the proposed consultant.

- **One of Ingenico's foreign agents requires that his remuneration be paid in a country other than the country where his head office is located and the country where the performance takes place. What do you do?**

This operation may conceal an attempted bribery, money laundering or tax fraud. Your manager and the local person in charge of compliance should be promptly notified.

2_6 Dealing with public agents







1. The principle

Ingenico Group sometimes has to deal with state-owned customers or customers controlled by a state (e.g. national postal companies, transport companies, airports, companies owned at least 20% by a State) or directly with a government.

These customers may present a high risk of corruption or influence peddling.

A prudent approach must therefore be adopted to anticipate, control and mitigate the risks associated with the choice of and dealing with these customers

2. Best practices for Ingenico's employees

DO	DON'T
<ul style="list-style-type: none">  Comply with the Anti-Corruption Third Party Management Policy before entering into and during the relationship with a person in the public sector.  Provide a framework for your business relationship with a contract, ensuring that compliance and audit clauses are included.  Ensure that employees who are in contact with public officials have received the appropriate training. 	<ul style="list-style-type: none">  Establish a business relationship with a customer that is owned or controlled by a state or government when you have identified elements that may generate a risk of corruption (e.g. lack of transparency, demand for advance payments or any benefits, etc.).  Continue to work with a customer owned or controlled by a state or government that does not meet Ingenico Group's ethical expectations or requirements.  Offer gifts or hospitality directly or indirectly to a public official (or their relative).

3. Examples

IN PRACTICE...

- The persons in charge of a call for tenders for a public bank tell you that, to win, it is advisable to enter into a consulting contract with a predetermined company. What do you do? Does this pose a problem?

This is a very high-risk situation. Using the services of a third party when these services are not necessary, even more so when this is a third party imposed by officials of a public entity is a typical corruption red flag. You must refuse and immediately contact your manager and the local person in charge of compliance.

- Ingenico Groupe wants to establish one of its subsidiaries in a new country. A regional manager offered to take the son of a representative of a public bank on a fixed term contract 1 year, because he knows the local mayor. Is there a risk of sanction being imposed for influence peddling?

Offering a job in order to unduly influence a decision by a third party to intercede with a foreign official to make a favourable decision for Ingenico is likely to characterise influence peddling. The fact that the intern was not selected according to the usual recruitment process is an aggravating factor.

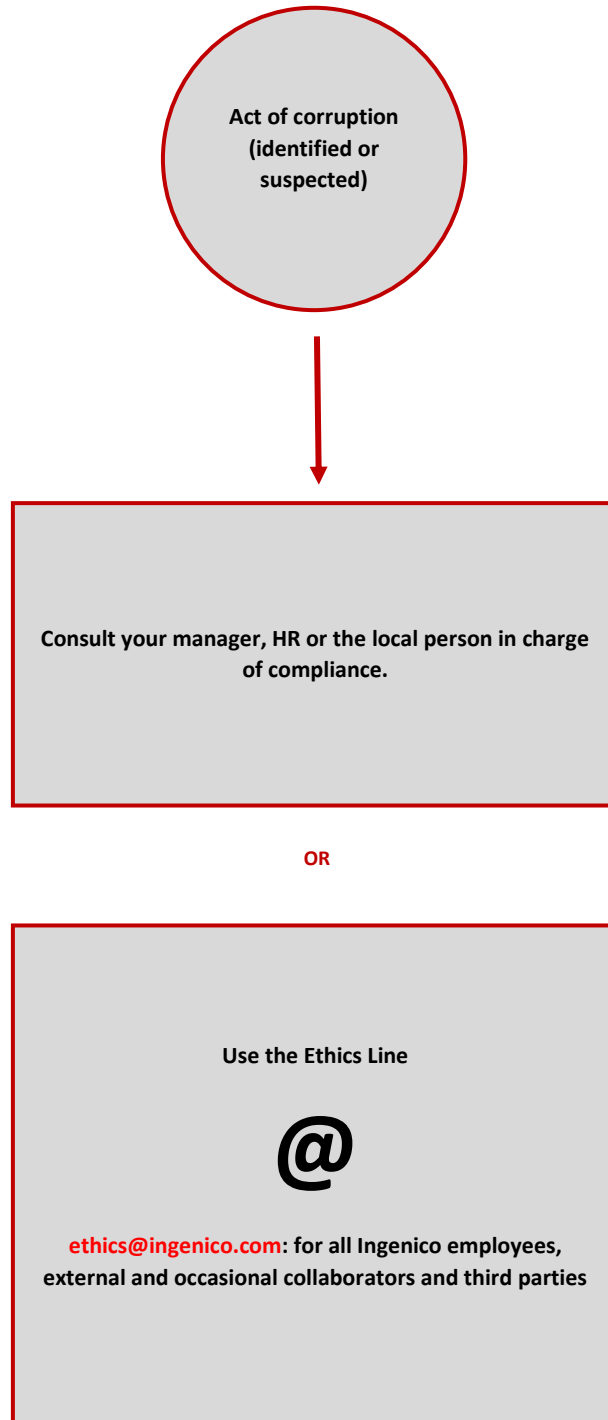
2_7 Other situations presenting a risk of corruption: how do you recognise them?

This policy was created to address the most common situations, but other circumstances not specifically described herein may put Ingenico at risk. If a situation is not described in this policy, the following questions should be asked:

- Is the decision I must make legal?
- Does it comply with the values of Ingenico Group?
- What impact would it have for Ingenico?
- Would I be comfortable if this decision were made public (e.g. in the press)?

If one of the answers to these questions is NO or if in doubt, employees should consult your manager or the local person in charge of compliance.

3 REPORT A POTENTIAL OR ACTUAL ACT OF CORRUPTION



3_1 Local reporting

If you witness an act of corruption or if you are in doubt about a situation, talk to your manager, HR or the local person in charge of compliance within your entity, where applicable.

Your entity may have its own alert system to report such incidents or concerns. In this case, we encourage you to use this system first.

3_2 The Ethics Line

The Group Ethics Line (ethics@ingenico.com) is a mechanism that allows Ingenico's employees and partners to confidentially report acts of corruption.

This system is complementary to those available within local entities.

Any alert made using this system must:

- be serious, be made in a disinterested manner and in good faith;
- describe the facts personally witnessed as objectively and accurately as possible;
- be made in accordance with the Group Alert Policy.

For more information on how the Ethics Line works, consult the Group Alert Policy.

4 KEY CONTROLS

In order to ensure the efficiency of this Policy, procedures promoting good practices are implemented by Ingenico within key functions such as Human Resources, Purchasing or Sales, among others.

Example: where relevant, the purchasing RFP process requires the selection of at least three suppliers in order to choose the best suited for Ingenico's needs and to avoid any collusion with a supplier.

Key controls are setup to verify the application of procedures and the implementation of good practices.