

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

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

In accordance with the laws and regulations applicable to Ingenico<sup>1</sup>, this Code defines a set of common business integrity principles for all Employees<sup>2</sup>.

Ingenico also expects Third Parties<sup>3</sup> 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

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<sup>1</sup> Ingenico or Group means Ingenico Group SA and all its affiliates and subsidiaries.

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

<sup>3</sup> 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](mailto: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.

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## 2. Specific Rights and Duties of Employees

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### 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.

