

COMEXPOSIUM GROUP STANDARDS

Gifts & Hospitality

Procedure

Perimeter	Applicable to all employees of European subsidiaries controlled by the Comexposium Group + their Partners
Contact .	Legal and Compliance Department Contact: julien.miramand@comexposium.com.
Approver	Chairman – Renaud Hamaide
Effective date	October, the 17th 2022
Version	1
Related documents	Annual Report of Gifts & Hospitality

CONTENTS

1. KEY PRINCIPLES
2. DEFINITIONS
3. SCOPE
4. APPLICABLE RULES
5. REPORTING AND APPROVAL
PROCEDURE FOR GIFTS
6. NON-COMPLIANT GIFTS AND
HOSPITALITY
7. ADDITIONAL INFORMATION
8. ANNEXES

1. KEY PRINCIPLES

In their business and professional relationships, Comexposium's employees may receive and/or offer gifts and hospitality. This common practice in the business world is sometimes necessary to the company's activities or to strengthening business relations. However, it can also engender risks for the company.

This procedure establishes a set of rules and a control mechanism for avoiding gifts and marks of hospitality that could be considered as acts of corruption or as contrary to the rules of business ethics.

In fact, a stakeholder (subcontractor, supplier, client, media, etc.) could perceive gifts and hospitality as giving them an advantage that could influence the business relationship, even if the parties in question did not suspect such an eventuality.

This procedure does not claim to be exhaustive or to cover every possible situation. This is why it is important for Comexposium's employees and partners to exercise good judgement and think about the principles presented in this procedure before they accept or offer a gift or hospitality. Before giving or accepting any advantage, Comexposium's employees should ask themselves this question: if the nature of the business relationship were to receive media coverage, would they feel comfortable answering any queries from an investigator or journalist? If the answer is no, we encourage them to either reconsider the advantage being granted or received within the context of that relationship, or to contact their direct supervisor or the Legal and Compliance Director for formal authorization.

Any situation that violates the applicable laws and regulations or the Group's Code of Business Ethics, of which this procedure is an extension, could give rise to internal whistleblowing.

2. DEFINITIONS

Advantage: Any monetary or non-monetary, tangible or intangible advantage granted. For example, an advantage could be a service rendered, a contract, a loan or a loan guarantee, repayment of an expense or debt, or cash or cash equivalents, but also a discount or rebate, a gift, a system or piece of equipment, entertainment, a meal, transport, housing, confidential information, a job promise, holidays, a promotion, etc.

Gift: A "gift" is an advantage (an item, invitation to an event, etc.) intended for strictly personal use.

Hospitality: "Hospitality" refers to a non-durable advantage like a meal or an invitation to a professional event (including hotel and transport) or an invitation to a concert or a cultural or sporting event within a professional context. Hospitality is conditional upon the achievement of a professional goal that justifies that expense which must be proportional. It can be broken down into several components: transport, accommodation, meals, entertainment, etc. When inviting a client to a form of entertainment (such as a sporting event or concert), that entertainment must remain ancillary to the professional goal to which the hospitality corresponds.

Public officials and similar: The term "public official" includes but is not limited to any person who:

- Holds a legislative, executive, administrative or judicial office, whether he/she was appointed or elected, on a permanent or a temporary basis, remunerated or not, and regardless of his/her level within the hierarchy;
- Performs a public function, including for a public organization or a public corporation, or who provides a public service;
- Performs any activity in the public interest by delegation from a signatory, such as the fulfilment of a task related to a government contract.

For the purposes of this procedure, the concept of a public official includes French and international public officials and their families (parents, spouses, children, siblings and in-laws).

Employees: The term "employee" refers to all company employees, without distinction relating to their function or grade, whether they are permanent or contract employees, trainees, personnel under apprenticeship or work experience contracts, or personnel employed by temp agencies or seconded to the sites.

Partners: The term "partners" refers to all the Group's top-tier stakeholders (in terms of their relationships with Comexposium). This includes external staff (service providers, suppliers, etc.), occasional employees (temp agencies, etc.), agents (business brokers, etc.) and clients.

In case of any doubt, employees can contact the Group Legal and Compliance Director for additional information about the above definitions.

3. SCOPE

This procedure applies to all of Comexposium's employees, but also to its partners who must ensure that they are in compliance with these rules whenever they want to offer a gift or hospitality to a Comexposium employee.

It applies to all the subsidiaries controlled by the Group, but can be adapted by country or by geographic region, subject to the approval of the Group Legal and Compliance Director.

4. APPLICABLE RULES

4.1. General prohibitions

Only gifts and hospitality of a reasonable value or that are courtesies can be accepted or offered by Comexposium's employees. As a result, employees are strictly prohibited from:

- Accepting or receiving gifts from the same stakeholder (even a partner) worth more than €200 including VAT, with it being specified that this threshold should be understood as the cumulative value of all the gifts which Comexposium's employees may receive, per stakeholder and per financial year;
- Offering or receiving cash or cash equivalents (e.g. pre-paid cards, gift cards, gift certificates, etc.);
- Soliciting or offering gifts or hospitality in exchange for a professional service, a favour or exclusive, confidential or sensitive information concerning Comexposium or its business partners or anything else in return;
- Offering gifts in addition to hospitality (with the exception of low-value promotional or advertising items);
- Receiving a gift or a mark of hospitality worth more than the limits defined by the partner's internal rules.

Special case of public officials and similar people

Any gift offered to or received from a public official, whether directly or indirectly, is strictly prohibited. As a result, Comexposium's employees are not authorized to:

- Receive any gift from a public official, regardless of its value;
- Offer a gift to a public official, regardless of its value, with the exception of passes (VIP or other) to enter the events organized by the Group.

In the event of receipt of a gift from a public official, the Group Legal and Compliance Director must be notified so that the Director can formalize and document its return in order to protect Comexposium and its employees in the event of an investigation by the authorities. In exceptional cases, the Group's Legal and Compliance Director may accept the gift in Comexposium's name and redistribute it via a lottery or to a charitable public interest organization after explaining this to the public official.

Example:

When negotiating for space at a show organized by Comexposium in France, a Comexposium employee invites a potential exhibitor to join him for a match at the French Open. In the hopes of making the exhibitor more receptive to his business proposals, he also invites the latter's wife and children. They love to play tennis, so they will be thrilled. So everyone will get something out of it, because the client is a strategic one for the company.

Although the Comexposium employee wanted to honour the potential client with some special attention, the invitation falls outside a strictly professional framework. The fact is, the presence of the wife and children is inappropriate. Additionally, the business relationship is at a critical point: in the middle of contractual negotiations. This situation presents a risk of corruption and could incur Comexposium's liability and undoubtedly that of the employee.

Comexposium is about to respond to an invitation to tender for the organization of a show in Dubai. A Comexposium employee knows one of the decision-makers for the tender process very well, having worked with him on numerous occasions in the past. He decides to have a bottle of champagne worth €250 delivered to him, as a sign of his regards.

In addition to the fact that a gift worth more than €200 is prohibited under this procedure, the situation presents another problem: because the tender process is under way, the gift could be interpreted as an incentive for the decision-maker to award the contract to Comexposium, i.e. an attempt at corruption. Employees must be extremely careful when offering gifts during a period that is close to signature of a contract.

4.2. Special rules for gifts and hospitality

Under very strict, one-off circumstances, gifts and hospitality may be considered to be appropriate. In those cases, they must meet the following conditions:

4.2.1. Authorized monetary value

4.2.1.1. Rules for gifts

Only gifts with a **maximum value of €200** including VAT may be offered or received. They must be reported and, in some cases, approved, as per the procedure outlined below. By way of an exception, Comexposium's employees may accept gifts in excess of the threshold of €200 including VAT, on the twofold condition that (i) they inform the stakeholder offering the gift that the employee is accepting it in the name of and on behalf of Comexposium and that (ii) the gift will be redistributed within Comexposium or to a charitable public interest organization.

4.2.1.2. Rules for hospitality

Employees can refer to Annexe 1 of this policy for the schedule of authorized amounts.

The hospitality offered by Comexposium during business meeting events which it organizes or as part of buyer programmes for the events which it organizes are excluded from the perimeter of this procedure.

4.2.1.3. Methods of evaluation

Each employee will need to make a reasonable evaluation of all gifts and hospitality and retain all the associated documentation. In case of doubt, the actual value including VAT plus postage (for gifts offered by a Comexposium employee) will be taken into consideration.

Employees must also pay attention to how often gifts and hospitality are offered or received. A report of the values of the gifts and hospitality offered and received during the same financial year must be produced to ensure their compliance.

By way of an example, if multiple gifts and/or hospitality invitations were offered to a client over the same financial year (such as a bottle of wine at New Year's, a box of luxury chocolates for a birthday, and an invitation to a business meal), they should be added together and reported to the employee's Business Unit Director / Regional Manager so they can assess the materiality of all of the advantages given or received.

4.2.2. Assessment of reasonableness

All gifts and hospitality offered and received must be reasonable in nature. In other words, they must be proportional and not luxurious, extravagant or excessive. These principles will apply along with all of those explained above concerning the maximum monetary value allowed (cf. section 4.2.1).

Reasonableness is assessed in particular in consideration of the geographic area (in view of the standing of living in the country or of the recipient) and of standard practices in the business sector:

- For invitations to professional events, the choice of event location must be consistent with the countries of the invited guests. The event should be organized in the geographic area where most of the people are located;
- Invitations to hotels must adhere to the schedule of authorized amounts in Annexe 1. Invitations to luxury hotels are prohibited;
- Business meals (breakfasts, lunches or dinners) are allowed on condition that they meet Comexposium's schedule of authorized amounts in Annexe 1. They must be proposed in a reasonable way;
- Inviting a client to a meeting or conference, including travel and accommodation, must be justified by the fact that the client could not participate remotely and that his/her physical presence was necessary.

4.2.3. Appropriateness of the circumstances surrounding the advantage

Gifts and hospitality must not under any circumstances engender a situation that could influence any professional behaviour. Some situations pose a particularly significant risk. The circumstances must be analysed in view of the following in particular:

- Development of the business relationship

Offering or receiving a gift or hospitality must not occur at a strategic moment, such as while negotiating an invitation to tender or where the circumstances under which offering or receiving the gift and/or hospitality could be reasonably considered as influencing the stakeholders involved in the business relationship (signature or renegotiation of a contract, vote, agreement, etc.).

- The recipient's position

Special care must be taken when a gift or hospitality is offered or comes from a person who is particularly exposed to the risk of corruption. These are people whose position means they are able to award a contract or approve permits, certificates or payments. Employees are asked to use common sense and discernment.

Similarly, employees must be attentive to the standard of living resulting from the person's profession and to the monetary value of the gift or hospitality, which can make a person more or less subject to outside influence.

Recipients of advantages are strictly limited to employees who are directly involved in a business relationship including Comexposium. No gift or advantage should directly benefit the outside parties of an employee. Spouses, children and other family and friends of a Comexposium employee or of a Comexposium partner may not be invited to events or receive gifts in their names.

- Applicable local practices, customs and laws

When gifts and hospitality are offered as per a country's customs and practices, employees are asked to consider their timeliness. Although cultural habits may contribute to the legitimacy of a gift or hospitality, under no circumstances can they justify bending the rules established by this procedure.

- The conditions under which the advantage was given

If the employee was unable to open the offered gift to estimate its value or if he/she was unable to ask the stakeholder for its value in time to be able to decline it, and if he/she later realizes that the value of the gift exceeds the authorized threshold, the employee will need to either return the gift to the giver or inform the giver that he/she is accepting the gift in the name of and on behalf of Comexposium and that the gift will be redistributed internally within his/her division or department by means of a lottery.

In addition, gifts and hospitality should always be in line with local regulation and legislation.

A client invites a Comexposium employee to a star-rated restaurant in Paris. The client wants to discuss a few projects that she hopes to develop. It is a known fact that, in her business relations, this client tends to invite people to luxury restaurants. Moreover, Comexposium is about to sign a contract with her.

Even if the restaurant bill may satisfy the requirements of the procedure, the business relationship is at a critical point, in the middle of a tender process. That state of affairs alone should alert the employee and encourage him to either postpone the meeting or split the bill.

Finally, a star-rated restaurant could easily be considered to be a sumptuous or luxurious setting. If that meeting should become public at a time when the company is in the middle of a tender, Comexposium's reputation could easily be damaged. By applying common sense to the matter, the invitation could be postponed to a later date.

Comexposium is organizing a show in Hong Kong, and its Chinese partners are being very generous. To give Comexposium's employees a warm welcome, they are arranging a number of events: a meal followed by karaoke and a play in box seats at the theatre. They are very enthusiastic about sharing their culture with Comexposium's employees. They have also provided small gift boxes for each employee, containing a pen and a baseball cap with the company's logo.

Although offering gifts and hospitality is part of the local culture in some countries, that does not mean that every present should be accepted. The employees should politely refuse the gifts when these are inappropriate.

Although gifts offered in conjunction with hospitality are prohibited, they are tolerated in the case of "advertising" gifts of little value, bearing the company's logo.

Comexposium's employees should consider each entertainment option and decline the invitation if it does not meet this procedure's criteria:

- An invitation to an expensive box seat for a performance, with no business purpose, should be declined;
- A business meal followed by karaoke might meet Comexposium's standards because, in this case, the entertainment is ancillary to the professional purpose.

A Comexposium employee receives a gift from an exhibitor at an event in China right before getting into a taxi to the airport to fly home to Paris. The giver did not want to tell him/her what was in the package, simply saying that it was a gesture of courtesy. The employee was in a hurry and so did not have time to open the package. Once on the aeroplane, the employee discovers that the package contains an Apple Watch.

A gift worth more than €200 is prohibited under this procedure. The employee must report it to the Group Legal and Compliance Director who will decide whether the gift should be returned to the giver or whether the employee must inform the giver that he/she is accepting the gift in the name of Comexposium and that it will be redistributed internally via a lottery or to a charitable public interest organization.

5. REPORTING AND APPROVAL PROCEDURE FOR GIFTS

Gifts			
< €50*	€50 to €100*	€100 to €200*	> €200*
No need to report	Must be reported	Must be approved	Prohibited
	Occasional checks by survey	Systematic checks	

* Cumulative value, per stakeholder and per financial year

5.1. Reporting procedure

Gifts worth less than €50 including VAT do not require any special reporting, although the employee must be able to prove their compliance with the procedure if asked by their management or by the Group Legal and Compliance Director. Likewise, advertising and promotional gifts of low value (such as pens stamped with the company's logo, etc.) do not need to be reported and do not require any prior authorization.

However, any gift worth more than €50 must be reported. In other words, the employee must notify his/her Business Unit Director / Regional Manager by email of the gift offered or received. Each Business Unit Director / Regional Manager has an Annual Report of Gifts and Hospitality (hereinafter referred to as "the form") in which he/she enters all gifts offered and received by his/her employees.

Depending on the threshold, the Business Unit Directors / Regional Managers verify the following in particular:

- the appropriateness of the gift and/or hospitality in view of the department's and/or the region's development strategy;
- the appropriateness of the gift and/or hospitality in view of the principles set out in the said procedure.

This form contains the following information in particular:

- The names of the giver and the recipient, as well as their positions and the entities to which they are attached;
- The date on which the document was transmitted to the Group Legal and Compliance Director;
- The date on which the gift or hospitality was received;
- An indication of whether it was a gift or hospitality;
- A description of the gift or hospitality, including its nature and the circumstances under which it was offered or received;
- The (total) amount of all other gifts and hospitality received by the recipient during the financial year in progress;
- The responsible Business Unit Director / Regional Manager;
- The estimated value of the gift or hospitality.

5.2. Approval procedure

Any hospitality whose value requires approval according to the schedule in Annexe 1 and any gift worth more than €100 including VAT will require prior approval. The employee submits the request to his/her Business Unit Director / Regional Manager by email for agreement.

The Business Unit Director / Regional Manager responds by email, either approving or rejecting the request.

The Business Unit Director / Regional Manager enters the request on the form, along with all the useful information and the details of the response (date of the response and identity of the person who approved or rejected the request, if necessary). He/she then signs it. The Business Unit Director / Regional Manager keeps all the emails containing proof of the decision in a centralized location.

The Group Legal and Compliance Director can be asked for an advisory opinion at any time. In the case of a difference of opinion, the Ethics Committee can be asked to make a final decision. For hospitality in the form of invitations to sporting or

cultural events or concerts with a professional purpose, the Group Legal and Compliance Director must systematically be consulted.

The form is sent each quarter to the Group Legal and Compliance Director so that he/she can ensure that the procedure has been followed. The Group Legal and Compliance Director presents a summary of that information to the Ethics Committee twice annually.

Offering or receiving hospitality must have a professional purpose, formalized in documentation that can be provided on request for verification (training materials, client meeting minutes, etc.).

For members of the Executive Committee, prior approval is given by the CEO.

For members of the Executive Committee, prior approval is given by the Chairman.

For the Chairman, prior approval is given by the Group CFO, and a summary is sent to the Audit Committee twice annually.

6. NON-COMPLIANT GIFTS AND HOSPITALITY

If an employee has received an inappropriate gift or hospitality, Comexposium reserves the right to demand that the employee either (i) return the gift or hospitality or (ii) inform the giver that he/she is accepting the gift in the name of and on behalf of Comexposium and that the gift will be redistributed within Comexposium by means of a lottery or to a charitable public interest organization.

All inappropriate gifts and hospitality offered by an employee (such as without prior authorization or in spite of refusal by Comexposium) violate the Group's internal rules, particularly its Code of Business Ethics. The employee will then be exposed to the sanctions set out in the Rules & Regulation, up to and including dismissal.

7. ADDITIONAL INFORMATION

To request additional information about the internal rules, how to report or request approval for a gift or hospitality, or for any other information relating to Comexposium's Gifts and Hospitality Procedure, employees may contact the Group Legal and Compliance Director.

That request for information will not constitute either a report or a request for approval of a gift or hospitality.

8. ANNEXES

ANNEXE 1 Schedule for hospitality

Category	No reporting required*	Must be reported*	Must be approved and then reported*	Prohibited*
Invitation (with a business purpose) to a cultural or sporting event or to a concert	< €100	€100 to €300	€300 to €1000 (BU Director + if needed, check with the Legal Director)	> €1000
Hotel (per night)	< €100	€100 to €250	€250 to €400 (BU Director + if needed, check with the Legal Director)	> €400
Lunch	< €40	€40 to €70	€70 to €150 (BU Director + if needed, check with the Legal Director)	> €150
Dinner	< €50	€50 to €100	€100 to €200 (BU Director + if needed, check with the Legal Director)	> €200
Aeroplane tickets	N/A	Economy / Premium	Business (BU Director + if needed, check with the Legal Director)	1 st class
Train tickets	N/A	All categories	-	-

* Cumulative value, per stakeholder and per financial year

For all hospitality requiring approval and in accordance with section 5.2 of this procedure, the employee must submit the request to his/her Business Unit Director / Regional Manager by email for agreement.

The Business Unit Director / Regional Manager responds by email, either approving or rejecting the request.

The Business Unit Director / Regional Manager enters the request on the form, along with all the useful information and the details of the response (date of the response and identity of the person who approved or rejected the request, if necessary). He/she then signs it. The Business Unit Director / Regional Manager keeps all the emails containing proof of the decision in a centralized location.

The Group Legal Director can be asked for an advisory opinion at any time. In the case of a difference of opinion, the Ethics Committee can be asked to make a final decision. For hospitality in the form of invitations to sporting or cultural events or concerts with a professional purpose, the Group Legal and Compliance Director must systematically be consulted.

The form is sent each quarter to the Group Legal and Compliance Director so that he/she can ensure that the procedure has been followed. The Group Legal and Compliance Director presents a summary of that information to the Ethics Committee twice annually.

Offering or receiving hospitality must have a professional purpose, formalized in documentation that can be provided on request for verification (training materials, client meeting minutes, etc.).

For members of the Executive Committee, prior approval is given by the CEO.

For members of the Executive Committee, prior approval is given by the Chairman.

For the Chairman, prior approval is given by the Group CFO, and a summary is sent to the Audit Committee twice annually.