

COMEXPOSIUM GROUP STANDARDS

Gifts & Hospitality Procedure

EMEA

<i>Scope</i>	<i>Applicable to all employees of European subsidiaries controlled by the Comexposium Group + their Partners</i>
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<i>Attached files</i>	<i>Comexposium - Annual Report of Gifts & Hospitality.xlsx</i>

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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. Therefore, 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 Head of Legal and Compliance for formal authorization.

Any situation that violates the applicable laws and regulations or the Group 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 Head of Legal and Compliance for additional information about the above definitions.

3. Scope

This procedure applies to all Comexposium's employees, but also to its partners who must ensure that they are following 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 Head of Legal and Compliance.

The third-party involved in an exchange, such as a client, may be subject to more restrictive gifts, entertainment, and hospitality policies than those of Comexposium. If you have any questions in this regard or believe that you are dealing with a third party with particularly complex policies, please contact your manager or the Legal & Compliance Department for interpretation and guidance.

Anti-corruption laws cover donations or gifts of goods and services as well as cash. For more information on bribery and anti-corruption, employees can consult the Group Code of business ethics.

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, unless authorized by the Group CEO, 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 favor 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, except for 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 Head of Legal and Compliance 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 Head of Legal and Compliance 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.

Examples of good practice:

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 honor 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 Paris. 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, if authorized by the Group CEO, or 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 Appendix 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 programs 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 / General 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 Appendix 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 Appendix 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.

When assessing what is not acceptable, employees may find it helpful to follow the guidance of a three-part "Traffic light" in Appendix 2.

Value is not the only consideration. Employees must also consider the need to avoid anything that could be seen as an undue influence even if the gift is of low value. In addition, Employees need to consider the frequency and cumulative value of exchanges with the same recipient. It is not acceptable to keep offering gifts & hospitality to the same recipient or receive repeated gifts & hospitality from the same donor, even if each individual gift is of low value.

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 behavior. Some situations pose a particularly significant risk. The circumstances must be analyzed 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 regulations 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.

A Comexposium employee receives a gift from an exhibitor at an event in France 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 airplane, 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 Head of Legal and Compliance 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 for gifts

Gifts			
< €50*	€50 to €100*	€100 to €200*	> €200*
No need to report	Must be reported	Must be approved	Prohibited unless authorized by Group CEO

	Occasional checks by survey	Systematic checks	
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** Cumulative value, per stakeholder and per financial year including VAT.*

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 Head of Legal and Compliance. 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 / General Manager by email of the gift offered or received. Each Business Unit Director / General 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 / General 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 regarding the principles set out in this 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 Head of Legal and Compliance;
- 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 / General Manager;
- The estimated value of the gift or hospitality.

5.2. Approval procedure

Any hospitality whose value requires approval according to the schedule in Appendix 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 / General Manager by email for agreement.

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

The Business Unit Director / General 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 / General Manager keeps all the emails containing proof of the decision in a centralized location.

The Group Head of Legal and Compliance 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 Head of Legal and Compliance must systematically be consulted.

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

Offering or receiving hospitality must have a professional purpose, formalized in the 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 Chairman.

For the Chairman, prior approval is given by the Group CFO, and a summary is sent to the Audit Committee 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 despite 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 Head of Legal and Compliance.

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

8. Appendix 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 or General Manager + check with the Group Head of Legal and Compliance when in doubt)	> €1000
Hotel (per night)	< €100	€100 to €250	€250 to €400 (BU Director or General Manager + check with the Group Head of Legal and Compliance when in doubt)	> €500
Lunch	< €80	€80 to €200 (BU Director + check with the Group Head of Legal and Compliance when in doubt)		> €200 (unless authorized by Group CEO)
Dinner				
Aeroplane tickets	N/A	Economy / Premium	Business (BU Director or General Manager + check with the Group Head of Legal and Compliance when in doubt)	1 st class
Train tickets	N/A	All categories	-	-

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 / General Manager by email for agreement.

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

The Business Unit Director / General 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 / General Manager keeps all the emails containing proof of the decision in a centralized location.


The Group Head of Legal and Compliance 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 Head of Legal and Compliance must systematically be consulted.

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

Offering or receiving hospitality must have a professional purpose, formalized in the 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 Chairman.

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Annual Report of Gifts & Hospitality	 Annual Report of Gifts & Hospitality
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8.2 – Appendix 2 – Checking the “Red Light”

UNACCEPTABLE

The following examples are never acceptable:

- Discuss, offer, or receive any gifts or hospitality activity involving **public officials or their family members** without prior clearance from their Business Unit Director / General Manager.
Example: Employee offers the gift or hospitality to a public official in order to influence his decisions or to obtain operating permits and licenses for the event.
- Offer or accept any gifts or hospitality, or any other favors which are intended or might be seen to **influence business decisions** or create an obligation to do something in return.
Example: Employee offers the gift or hospitality to a supplier in order to obtain a competitive price for access to an exhibition center. An employee offers the gift or hospitality to an important exhibitor to ensure their presence during an event.
- Offer or accept any gifts that are **in cash or a cash equivalent**, such as lottery tickets, gift certificates, vouchers, loans, guarantees or any other granting of credit, shares or options.
- Offer or accept any hospitality involving **overnight stays or foreign travel** without prior written clearance from their Business Unit Director / General Manager.
- Offer or accept any hospitality that is not consistent with the Code of business ethics, Dignity and Fair Treatment, or may cause offense under local norms and customs.

NEEDS SPECIAL CONSIDERATION

The following examples may be acceptable, but require special consideration, and must be authorized.

- Travel expenses of third parties involving flights and overnight stays.
- The inclusion of partners at corporate hospitality events.

- Invitations to particularly expensive cultural or sporting events, such as World Cup finals.
- Gifts on special occasions, such as births and weddings.

NORMALLY ACCEPTABLE

The following are normally accepted when **given** to private third parties:

- Token seasonal gifts, where such gifts are a common cultural feature, and the value of the modest gift is within the Company's financial limits;
- Modest, occasional meals with a business partner that fall within the Company's financial limits;
- Small corporate, promotional gifts, for example, pens marked with the company logo and similar items;
- Occasional attendance at ordinary sporting or cultural events such as theatre performances or concerts;