

Sapin II Act: the provisions of the BAYARD Group to combat corruption: Code of Conduct and Whistleblowing Scheme



The so-called Sapin II Act relates to transparency, the fight against corruption and the modernisation of economic life.

This Act, which was enacted on 9 December 2016, marks a new step in the legislature's efforts to enhance transparency in relation to certain economic activities. It came into force on ¹ June 2017.

Article 17 of the Sapin II Act requires 'large' companies – of which Bayard is one – to implement internal anti-corruption measures. Accordingly, in order to define and identify the various types of behaviour to be avoided, a Code of Conduct specific to Bayard has been drawn up. Should any of us fail to comply with the Code of Conduct, Bayard may take disciplinary action against us.

The Sapin II Act also requires us to establish an internal whistleblowing scheme enabling group employees to report any conduct or behaviour that contravenes the Code of Conduct established within Bayard. This system is linked to the implementation of a procedure for collecting reports from whistleblowers, enabling any individual (staff members or external and casual workers) to report incidents constituting an offence, a serious and manifest breach of the law or regulations, etc. (see comprehensive list on p. 30). In accordance with the position of the French Anti-Corruption Agency, a single technical system for collecting these two types of reports has been put in place within Bayard.

CONTENTS

In this document you will find:

Page 3

A summary of the Code of Conduct established for Bayard

Page 6

A summary of the technical system for collecting two types of reports: breaches of the Code of Conduct (internal) and breaches of the law (internal and external)

Page 10

The Bayard Group Code of Conduct

Page 29

The full whistleblowing procedure specific to the Bayard Group

CONTACTS:

Gwenaëlle BOURGE

Data Protection Officer

Benoît KERJEAN

Secretary to the Governing Bodies and Director of Legal Affairs and Compliance



1 – The Code of Conduct

As stated by the French Anti-Corruption Agency, “the code of conduct demonstrates the governing body’s decision to commit the organisation to a process of preventing and detecting acts of corruption”.

The Code of Conduct must therefore be clear, unreserved and unequivocal, and set out the company’s commitments and principles regarding the fight against corruption. It defines and illustrates the various types of behaviour to be prohibited as potentially constituting acts of corruption.

What does the Code contain?

The Code of Conduct is based on the risks identified through the risk mapping exercise carried out within the Group. On this basis, it sets out the situations and behaviours that are prohibited. This description is supported by examples relevant to the organisations concerned.

The Code of Conduct is not limited to a collection of best practices but also sets out prohibitions aimed, in the specific context of the Bayard Group, at practices constituting breaches of integrity.

The Code of Conduct must include provisions relating to gifts and hospitality, facilitation payments, conflicts of interest, lobbying, patronage and sponsorship. It sets out the disciplinary consequences for prohibited behaviour and, more generally, for behaviour that does not comply with the Group’s commitments and principles regarding the prevention and detection of corruption.

In line with the position of the French Anti-Corruption Agency, the **Code of Conduct** implemented within the BAYARD Group in France defines active and passive corruption, conflicts of interest, influence peddling, and the principles applicable to lobbying, patronage and sponsorship.

A ‘gifts’ and ‘invitations’ policy has been established, along with the principles applicable in the sectors identified in the risk mapping as theoretically susceptible to cases of corruption, in particular: procurement, the sale of

advertising space, the writing of press articles,
and the conclusion of major business partnerships.

2 – The Internal Whistleblowing Scheme

> The “Sapin II” Act requires **companies with at least 50 employees to establish an internal whistleblowing scheme.**

This internal reporting mechanism is designed to enable the collection of reports submitted exclusively **by employees** regarding **conduct or behaviour that contravenes the BAYARD Group’s Code of Conduct.**

> **This system must be coordinated with the procedure for collecting reports from whistleblowers.**

This procedure is more broadly open **to whistleblowers**, i.e. individuals (staff members or external and casual workers):

- who act without direct financial gain;
- who act in good faith.

Whistleblowers must be able to report within the BAYARD Group any facts constituting:

- of a crime;
- an offence;
- a threat to or harm caused to the public interest;
- a breach or an attempt to conceal a breach:
 - an international commitment duly ratified or approved by France;
 - a unilateral act by an international organisation taken on the basis of such a com ;
 - European Union law;
 - the law or regulations.

In accordance with the position of the French Anti-Corruption Agency, **a single technical system for collecting both types of reports** has been set up **within the BAYARD Group.**

To submit a report, you can either send an **email to: dispositif.alerte@groupebayard.com**, or send a **registered letter with acknowledgement of receipt** in a double sealed envelope marked ‘personal and

confidential' addressed to the Sapin II Officer (see the whistleblowing procedure on page 29).

Both types of reports will then **be screened** by the designated officers responsible for collecting reports once they have been received via a dedicated email address or sent by registered post with acknowledgement of receipt (please note: only employees of the BAYARD Group may report breaches of the BAYARD Group Code of Conduct).

The Code good conduct of the BAYARD Group



Dear colleagues,

Our publications and our ever-increasing international expansion have enabled the BAYARD Group to develop a unifying editorial vision that brings together readers, subscribers, employees, authors, journalists, creators and partners.

Given the project it is developing and the values it upholds, the BAYARD Group is highly sensitive to ethical issues and wishes to set an example and strengthen its approach to preventing and detecting acts of corruption through the adoption of this Code of Conduct.

It sets out the types of conduct prohibited within the BAYARD Group, and the procedures to be followed in the event of proven or potential corruption, in accordance with Law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life, known as the 'Sapin II' Law.

Compliance with anti-corruption rules is important to the BAYARD Group, as any breach of these regulations could damage the brand reputation we have built with our readers and subscribers, and expose us to civil and criminal proceedings.

As such, the BAYARD Group expects its employees, partners and managers to comply with this Code of Conduct, in line with the values upheld by our Group.

François MORINIÈRE,
on behalf of the Executive Board

I) Definitions and scope of the Sapin II Act

In accordance with the Sapin II Act, several offences are prohibited within the BAYARD Group.

1. Prohibition of all active or passive corruption

In accordance with the Sapin II Act, the BAYARD Group prohibits all forms of active or passive corruption.

- **Active bribery:** a person is guilty of an act of active bribery if they have offered, promised, proposed or granted, directly or indirectly, a benefit with the intention of unduly influencing the decisions or actions of the recipient or a third party.
- **Passive corruption:** a person is guilty of passive corruption if they have solicited, obtained a promise of, or accepted an undue advantage in return for performing or omitting to perform an act in connection with their duties, where such act is contrary to their duties or depends on their discretion.



Please note:

- The offence of bribery is established where the person offering the advantage knows, or has reasonable grounds to believe, that accepting the advantage would be incompatible with the performance of the recipient's official duties or the activity in question.
- Corruption may be direct or indirect where the act of corruption is committed, for example, through relatives, intermediaries, or related legal or natural persons.

Examples of high-risk situations:

- *An offer of an all-expenses-paid holiday by an advertiser wishing to run an advertisement at a lower cost: the advertiser would be guilty of active bribery, and the BAYARD Group employee who accepted the offer would be guilty of passive bribery.*
- *Offering a ticket to a show to a supplier in order to obtain favourable prices.*

> Any standards stricter than those set out in this Code of Conduct regarding corruption that may exist in certain countries, sectors of activity or in relations with business partners must be complied with.

2. Influence peddling

The BAYARD Group also prohibits active or passive influence peddling.

Active influence peddling: the act of an employee offering proposals, promises, donations, gifts or benefits of any kind, either to a public official or to a private individual, whom they know or believe to have influence over public authorities, with a view to obtaining an advantage or favour from them. The term also refers to a third party who yields to solicitations received, for the same purposes, from a public official or a private individual.

Passive influence-peddling: an act committed either by a public official or by a private individual who, relying on actual or supposed influence, solicits or accepts offers, promises, gifts, presents or benefits (material or immaterial) of any kind with a view to securing for the giver advantages or favours of any sort, which the public authorities are purportedly in a position to grant.

Example of a high-risk situation:

- *Treating a public official to dinner at a Michelin-starred restaurant in order to gain access to their network of contacts.*

3. Conflicts of interest

A conflict of interest arises when a person's personal interests conflict with a collective interest for which they are responsible. Business decisions within the Group must be taken in the interests of the BAYARD Group, and not on the basis of personal interests.

In view of their duty of loyalty to the BAYARD Group, employees of the BAYARD Group must avoid situations of conflict of interest when making professional decisions. In this regard, employees undertake, in particular, not to engage (either directly or indirectly) in any activity that would place them in a situation of conflict of interest.

Any actual or potential conflict of interest must be reported to the line manager.

Examples of high-risk situations:

- *A family member holding a senior management position at a digital content distributor with whom my department is considering entering into a contract.*

4. Prohibition of facilitation payments

Facilitation payments are small sums paid to a public official with a view to speeding up or ensuring the completion of a formality or procedure.

Facilitation payments, insofar as they may constitute a form of corruption, are prohibited within the BAYARD Group.

In exceptional circumstances, facilitation payments may be authorised by a member of the Executive Board to address a particularly serious constraint (e.g. a threat to the right to life or liberty).

Example of a high-risk situation:

- *A request for payment to speed up customs clearance of products due to be launched shortly.*

II) Implementation of the Sapin II Act within the BAYARD Group

In accordance with the definitions set out above, the practical implementation of the Sapin II Law within the BAYARD Group is as follows:

Any agreement with a partner service provider must comply with the rules set out in the BAYARD Group's contractual procedure, which describes the contracts that must be approved by the Legal Department.

Such contracts enable the Legal Department to establish a contractual framework for these relationships and to protect the BAYARD Group against the indirect risk of becoming involved in a corruption scandal.

1) Philanthropy and sponsorship

Philanthropy: donations and contributions to charitable activities and philanthropic initiatives may be authorised provided they genuinely serve a cause of general interest and are in full compliance with all applicable laws and regulations.

> Any decision to engage the BAYARD Group in patronage activities is subject to the prior approval of the Director of the Management Committee for the relevant sector and requires the signing of a contract approved by the Legal Department.

Sponsorship: Sponsorship initiatives may serve the public interest, the interests of the company, or form part of normal business activities. To be authorised, sponsorship initiatives must comply with applicable laws and regulations.

> Any decision to commit the BAYARD Group to a sponsorship initiative is subject to the prior approval of the Director of the Management Committee for the relevant sector and requires the signing of a contract approved by the Legal Department.

2) Lobbying

Lobbying is defined as the provision of useful, objective and non-misleading information that may inform decision-making.

Any lobbying activity undertaken by the BAYARD Group must:

- comply with applicable laws and regulations, and in particular comply with the obligation of transparency and the ethical rules set out in Article 25 of the Sapin II Act;
- be aimed at defending the interests of the BAYARD Group;

- be subject to approval by the BAYARD Group's Executive Board. As such, any mandate to represent the Group in an external body must be subject to the written approval of the BAYARD Group's Executive Board.

3) Acceptance and giving of gifts

The acceptance and giving of gifts are regulated within the BAYARD Group. Only gifts of reasonable and justified value intended to maintain commercial or cordial relations are accepted within the Group, provided that:

- the value of the gift, whether given or received, is not disproportionate and does not exceed the limits of customary business practice in the sector;
 - the gift received or given is directly related to the giver's professional activity;
 - the provision of the gift is not intended to secure or obtain any form of consideration whatsoever;
 - the acceptance or giving of gifts is not a recurring occurrence within the same year;
 - the gift benefits only the recipient concerned or their department;
 - the gift is given in a fully transparent manner (gifts must therefore be sent to the recipient's place of work, and not to their home address).
- If in doubt, or if a gift is worth more than €150, the employee must seek authorisation from their line manager by email.



Please note:

- It is not permitted to give a single recipient several gifts of low value, the combined value of which would be disproportionate and, in any event, exceed the annual amount defined above.
- Gifts must never take the form of the acceptance or granting of a means of payment (e.g. cash, cheques, loans, discounts not in line with market rates).
- It must be verified that the recipient is entitled to accept the gift.

Within the BAYARD Group, the giving and acceptance of gifts are governed by the following guidelines:

AMOUNT	APPLICABLE RULES
Under €60	Gifts not exceeding a total value of €60 are, in principle, permitted within the BAYARD Group.
Between €60 and €150	<p>Gifts worth between €60 and €150 are generally permitted provided they are reasonable and in line with commercial practices.</p> <p>In case of doubt, the employee must seek authorisation from their line manager by email. If no response is received, authorisation is deemed to have been granted.</p> <p>If the line manager refuses, the gift must not be accepted or given; if it has already been received, it must be returned.</p>
Over €150.	<p>Gifts worth more than €150 must be authorised by email by the line manager.</p> <p>If the line manager refuses, the gift may not be accepted or given; if it has already been received, it must be returned.</p> <p>If a gift is accepted, provided it has been authorised by the line manager, the gift must either be:</p> <ul style="list-style-type: none"> - Donated to the BAYARD Group (for internal use, for the benefit of all staff, to organise a raffle, etc.) - Declared by the employee as a benefit in kind

4) Acceptance and granting of invitations

The acceptance and offering of invitations are subject to specific guidelines within the BAYARD Group. Only invitations that are acceptable, reasonable and justified, and which are intended to foster business or friendly relations, are permitted within the Group, provided that:

- the cost of the invitation is not disproportionate and does not exceed the limits of customary business practice in the sector;
- the invitation is directly related to the host's professional activity;
- the invitation is not intended to provide or obtain any form of consideration whatsoever;
- the acceptance or provision of invitations is not too frequent;
- the invitation benefits only the recipient concerned;
- a representative from the host's company must be present if the guest is invited to an event or meal;
- a representative from the guest's company must be present when attending an event or meal.



Please note:

- The host may, in exceptional circumstances, cover travel and accommodation costs, provided that such costs are reasonable and in line with commercial practice.
- It should be verified that the guest is entitled to accept the invitation.

In case of doubt, the employee must seek authorisation from their line manager.

Within the BAYARD Group, the granting or acceptance of invitations is governed by the following guidelines:

AMOUNT	APPLICABLE RULES
Under €60	Invitations not exceeding €60 per person are, in principle, permitted within the BAYARD Group

Between €60 and €150	<p>Invitations costing between €60 and €150 per person are, in principle, permitted, subject to approval by the line manager, exclusively for:</p> <ul style="list-style-type: none">- events designed to promote the products and services of the inviting company;- social or cultural events;- business meals of a reasonable cost and in line with commercial practice. In such cases, the employee must submit a request by email to their line manager. If no response is received, authorisation is deemed to have been granted. If the line manager refuses, the employee must not extend the invitation or accept it.
Over €150	<p>Invitations costing more than €150 per person must be authorised by email by the line manager.</p> <p>If the line manager refuses, the employee must not extend or decline the invitation.</p>

5) Principles applicable to purchases

The BAYARD Group seeks to improve its performance in its dealings with suppliers and is committed to a process of continuous improvement.

The BAYARD Group respects mutual interests and adheres to the professional ethics set out in this Code of Conduct.

With regard to procurement, BAYARD Group employees are specifically required to:

- give priority to the Group's overall interests, without neglecting local specificities;
- adopt a forward-looking approach, particularly in terms of social and environmental responsibility: constantly seek best practices, taking into account the Group's values;
- maintain their critical thinking and ability to question the status quo: "Are my organisation and my supplier still the best?";
- remain curious and open to alternatives (keep an eye on market and technological developments);
- constantly seek to reduce actual costs, including administrative and procurement costs, whilst maintaining the required quality standards;
- view their supplier(s) primarily as a source of knowledge and expertise for the Group, potentially leading to a partnership;
- view their procurement activities from an international perspective.

The BAYARD Group's selection of suppliers must be based on several criteria, namely:

- need, quality, safety, performance, sustainability and cost;
- fairness, objectivity and transparency (the rules of the game must be defined in advance and adhered to);
- compliance with environmental and safety standards and international child protection law.

Wherever possible, a competitive tendering process involving potential suppliers must be organised in the form of open calls for tenders (failing which, the line manager must be informed). Unsuccessful suppliers must be informed of the reasons why

they were not selected (without breaching confidentiality obligations).

In their professional dealings with suppliers and subcontractors, BAYARD Group employees must always act in accordance with the Group's interests and legal provisions.

The line manager must be informed in the event of any direct or indirect professional links with a supplier.

Contracts entered into and both internal and external commitments must be honoured.

The necessary quality of personal relationships with suppliers must not compromise the objectivity of decisions or the interests of the BAYARD Group.

No personal financial gain of any kind is permitted. Personal gifts from suppliers and subcontractors, as well as invitations, are permitted only under the conditions set out in points 3 and 4 above.

6) Principles governing journalistic ethics

Since 2017, the BAYARD Group has adopted the 1971 Munich Charter setting out the duties and rights of journalists, with which the Group's journalists are required to comply.

In accordance with the Munich Charter, journalists at the BAYARD Group:

- shall not accept any benefit whatsoever in connection with the publication or omission of information;
- undertake never to confuse the profession of journalism with that of an advertiser or propagandist, and as such shall not accept any instructions, whether direct or indirect, from advertisers.

Journalists at the BAYARD Group shall also refrain from offering any benefit in order to obtain information and/or documents for the purpose of publishing an article.

7) Principles applicable to the sale of

advertising space

The BAYARD Group seeks to regulate the sale of advertising space in order to protect the Group's interests and prevent any risk of corruption.

Activities relating to the marketing of advertising space and the BAYARD Group's actions arising from these activities must be carried out in compliance with the applicable regulatory and legislative framework.

Within the BAYARD Group, any transaction involving the granting of a professional advantage in exchange for a personal benefit is prohibited, and in particular:

- granting exceptional discounts (outside the standard rate) or offering free advertising to an advertiser/partner in exchange for a personal benefit;
- offering more favourable rates or free services when marketing advertising space on digital media, either internally or externally, in exchange for a personal benefit;
- failing to properly value the space provided as part of an exchange and/or failing to monitor how intermediaries value the space, particularly in the case of 'barter' arrangements in return for a personal benefit;
- choosing and/or maintaining relationships with a partner in return for a personal benefit, to the detriment of the BAYARD Group;
- granting space in regional publications to an advertiser free of charge.

The choice of a partner must always take into account the interests of the BAYARD Group.

8) Principles applicable to major business partnerships

The BAYARD Group seeks to establish clear frameworks for its major business partnerships to ensure greater transparency and security.

In order to safeguard the interests of the BAYARD Group, prior to the implementation of any major business partnership, regardless of its form (equity investments, joint ventures, partnerships, acquisitions of companies or business assets), analyses and financial and contractual audits (in the case of acquisitions) must be carried out.

In accordance with the BAYARD Group's contractual procedures, as outlined in the preamble, these major business partnerships are governed by contracts under which the partners undertake, in particular, to comply with the applicable anti-corruption rules. Where necessary, these obligations may be incorporated into shareholder agreements binding on both parties.

In order to monitor our partners' compliance with anti-corruption rules, the presence of directors/representatives of the Group is provided for on the board of directors or any other governing body of the partner or the joint venture established.

9) Principles applicable to relations with public officials

Relations with public officials are governed within the BAYARD Group. The term 'public officials' refers to:

- Civil servants, employees of semi-public bodies, members of public administrations,
- Members of the government and senior government officials,
- Judges,
- Members of international public organisations,
- Persons who effectively influence the awarding of contracts,
- Members of royal families who have a stake or interests in state-owned sectors or state-controlled companies,
- Ambassadors and foreign public officials,
- Members of ministries and representatives of the legislature,

- Police and gendarmerie officers,
- International, national or local elected representatives, as well as members of political parties or candidates for elected office.

The granting of any benefit to a public official is prohibited within the BAYARD Group; only modest gifts that comply with the law and customary practice are permitted.

Invitations may be extended to public officials, provided that:

- the public official attends the event in their capacity as a public representative, or where it is necessary for the public official to exchange information with one of the Group's companies;
- travel and accommodation costs are not borne by the BAYARD Group, except in exceptional circumstances to ensure the success of the event or function serving a commercially legitimate purpose;
- the invitation is extended solely to the public official (accompanying persons being invited and admitted only to social or cultural events);
- whether the public official is entitled to accept it (which should be verified).

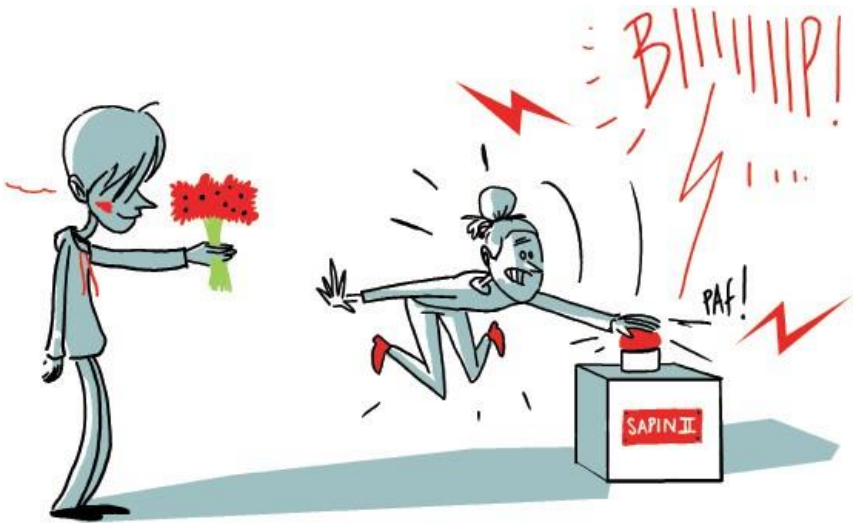
If the value of the invitation exceeds €100, authorisation from a line manager is required.

10) Breach of the Code of Conduct

All employees must be made aware of this Code of Conduct and must familiarise themselves with it. It is appended to the various internal regulations of the French companies within the BAYARD Group.

If an employee fails to comply with the Code of Conduct, the employer may impose disciplinary measures.

Whistleblowing procedure of the BAYARD Group on the fight against corruption and for whistleblowers



Introduction

The so-called ‘Sapin II’ Act of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life requires companies with at least 50 employees to establish **an internal whistleblowing scheme**, enabling employees to report conduct or behaviour that contravenes the ‘Code of Conduct’ established within their company.

This internal whistleblowing scheme must be integrated with the **procedure for receiving reports from whistleblowers**, enabling a person to report facts constituting:

- a crime;
- an offence;
- a threat or serious harm to the public interest;
- a breach or an attempt to conceal a breach of:
 - an international commitment duly ratified or approved by France;
 - a unilateral act by an international organisation taken on the basis of such a commitment;
 - European Union law;
 - under the law or regulations.

The protection afforded to whistleblowers was strengthened by Law No. 2022-401 of 21 March 2022.

In this context, the BAYARD Group has opted to implement a **single technical system** for collecting both types of reports.

The purpose of this Internal Whistleblowing Procedure is to set out the procedures for the system for collecting reports made by an authorised person.

This procedure enables the BAYARD Group to maintain and develop internal practices that comply with the Group’s Code of Conduct. It also enables the BAYARD Group to protect itself and ensure that its values are upheld by being made aware of any incidents and potential irregularities that may affect it.

BAYARD, both in its own name and on behalf of its French subsidiaries, is responsible for the Internal Whistleblowing Procedure adopted within the BAYARD Group.

In case of doubt regarding the application of the Internal Whistleblowing Procedure, any employee may consult their line manager Legal and Compliance Department

I) General Provisions

1. Objectives of the BAYARD Group's Internal Whistleblowing Procedure

BAYARD is committed to combating unlawful and/or prohibited behaviour within the BAYARD Group.

The Internal Whistleblowing Procedure is a complementary and optional mechanism which is not intended to replace traditional internal communication channels, such as the line management structure and employee representative bodies.

→ As such, failure to use the Internal Whistleblowing Procedure is not likely to expose an employee to disciplinary action.

2. The whistleblower

Any person acting as a whistleblower may report information of which they have **personally** become **aware**.

However, the Internal Whistleblowing Procedure is also open to certain individuals who have not personally become aware of the information being reported, provided they believe that the breach can be effectively addressed through this channel, provided that:

- The information has been obtained in the course of their professional duties;
- The information relates to events that have occurred or are likely to have occurred within the Bayard Group.

In the latter case, the report may be made by:

- staff members; persons whose employment relationship has ended, where the information was obtained in the course of

that relationship; and persons who have applied for a job within the entity concerned, where the information was obtained in the course of that application;

- shareholders, partners and holders of voting rights at the general meeting of the relevant Bayard Group entity;
- members of the Management Board or the Supervisory Board;
- external and casual staff;
- the Bayard Group's contracting parties, its subcontractors or, in the case of legal entities, the members of the administrative, management or supervisory bodies of such contracting parties and subcontractors, as well as their staff.

3. Absence of financial consideration and the duty to act in good faith

The whistleblower acts **without direct financial consideration and in good faith**.

Good faith will be deemed to exist, in particular, where the report is made **without malice or any intention to cause harm**.

The use in good faith of the BAYARD Group's Whistleblowing Procedure is not likely to expose an employee to disciplinary action, even if the facts reported subsequently prove to be inaccurate or if they do not lead to any further action.

4. Protection of the whistleblower

The whistleblower is hereby informed that Article 10-1 of the so-called 'Sapin II' Act of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life provides for the protection of whistleblowers against any reprisals, threats or attempts to resort to such measures in the following forms:

- Suspension, dismissal or equivalent measures;
 - demotion or refusal of promotion;
- Transfer of duties, change of place of work, reduction in pay, change to working hours;
- Suspension of training;
- Negative performance appraisal or reference;
- Disciplinary measures imposed or administered,

- reprimands or other sanctions, including financial penalties;
 - Coercion, intimidation, harassment or ostracism;
 - Discrimination, unfavourable or unfair treatment;
 - Failure to convert a fixed-term or temporary employment contract into a permanent contract, where the worker could legitimately expect to be offered permanent employment;
 - Non-renewal or early termination of a fixed-term or temporary employment contract;
 - Harm, including damage to a person’s reputation, particularly on a public online communication service, or financial loss, including loss of business and loss of income;
 - Blacklisting on the basis of a formal or informal agreement at sectoral or industry level, which may mean that the person will be unable to find employment in that sector or industry in the future;
 - Early termination or cancellation of a contract for goods or services;
 - Cancellation of a licence or permit;
 - Unjustified referral for psychiatric or medical treatment.

As such, a whistleblower may not be disciplined, dismissed or discriminated against in any way for reporting matters in accordance with the BAYARD Group’s internal whistleblowing procedure.

Article L.1132-1 of the Labour Code, introduced by the so-called ‘Sapin II’ Act, provides that

*“No person may be excluded from a recruitment or appointment process or from access to a work placement or in-company training programme; no employee may be disciplined, dismissed or subjected to any direct or indirect discriminatory measure, as defined in Article 1 of Law No. 2008-496 of 27 May 2008 on various provisions adapting to Community law in the field of combating discrimination, in particular with regard to remuneration, within the meaning of Article L. 3221-3, profit-sharing or share-option schemes, training, redeployment, assignment, qualification, classification, career progression, **working hours, performance appraisal**, transfer or contract renewal on the grounds of their origin, sex, lifestyle, sexual orientation, gender identity or gender, age, family status or pregnancy, genetic characteristics, particular vulnerability resulting from their economic situation, whether apparent or known to the perpetrator, their membership or non-membership,*

*whether real or supposed, of an ethnic group, a nation or a so-called race, their political opinions, their trade union or mutual society activities, their holding of an elected office, her religious beliefs, her physical appearance, her surname, her place of residence or her bank account details, or on the grounds of her state of health, her loss of autonomy or her disability, her ability to express herself in a language other than French, **her status as a whistleblower, a facilitator or a person associated with a whistleblower**".*

Whistleblowers are also exempt from criminal liability, including in cases where they misappropriate or conceal documents or media containing the information that is the subject of the report, provided they obtained such information lawfully.



- **Please** note, conversely, that any person who:
 - knowingly or through gross negligence makes **false statements** in full knowledge of the facts;
 - discloses **misleading information**;
 - acts in **bad faith** or in **an abusive manner**.

- **The protection afforded to whistleblowers also applies, where applicable, to:**
 - natural or legal persons governed by private law and operating on a non-profit basis who assist a whistleblower in making a report or disclosure;
 - individuals associated with a whistleblower (such as relatives) who may be subject to retaliatory measures as provided for in paragraph II of Article 10-1 of the ‘Sapin II’ Act (suspension, lay-off, dismissal, discrimination, etc.);
 - legal entities controlled by a whistleblower, which may, in particular, be subject to reprisals.

II) Description of the Internal Whistleblowing Procedure

1. Matters that may be reported

The matters reported may fall into two categories:
- a breach of the Code of Conduct; - a whistleblower report within the meaning of the so-called Sapin II Act.

1-1 Any employee of the BAYARD Group may report a breach of the BAYARD Group's Code of Conduct, or any other matters as referred to in Article 1.2 below.

Such a breach must be substantiated and relate to one of the principles of the Group's Code of Conduct, the non-compliance with which constitutes an act of corruption, influence peddling, a conflict of interest or an unauthorised facilitation payment.

It must also be reported by the whistleblower within a maximum of six (6) months from the discovery of the facts and within a maximum of twelve (12) months after the commission of the acts reported as constituting a breach of the Code of Conduct.

These time limits are intended to ensure a fair and equitable procedure for the person concerned and to enable a diligent and effective investigation.

1-2 Any whistleblower may report facts constituting:

- a criminal offence;
- a criminal offence;
- a threat to or harm caused to the public interest;
- a breach or an attempt to conceal a breach:
 - an international commitment duly ratified or approved by France;
 - a unilateral act by an international organisation taken on the basis of such a commitment;
 - European Union law;
 - of the law or regulations.

However, facts, information or documents whose disclosure is prohibited by provisions relating to national defence secrecy, medical confidentiality, the confidentiality of judicial proceedings, the confidentiality of judicial investigations or inquiries, or solicitors' professional privilege, may not be reported.

→ **The whistleblower may also report externally any facts** of which they have personal knowledge to:

- the competent authorities designated by Decree No. 2022-1284 of 3 October 2022 on procedures for receiving and processing reports made by whistleblowers, such as:
 - the DGCCRF,
 - the CNIL,
 - the AMF,
 - etc.

– the Defender of Rights;

– the judicial authority;

– an institution, body or agency of the European Union responsible for collecting information on breaches of Union law, in accordance with Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019.

The processing time for the competent authorities is, in principle, three (3) months from the date of acknowledgement of receipt of the report or, in the absence of such acknowledgement, three (3) months from the expiry of a period of seven (7) working days following the report.

This may be extended to six (6) months if the circumstances of the case require further investigation, subject to justification by

the competent authority.

The time limit is always extended to six (6) months where the report is made to:

- The Defender of Rights;
 - The judicial authority;
 - An institution, body or agency of the European Union competent to gather information on breaches of Union law, in accordance with Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019.
- A whistleblower may also **publicly** report facts of which they have personal knowledge:
- After making an external report, whether or not preceded by an internal report, if no appropriate action has been taken in response to that report by the end of the prescribed processing time limits;
 - In the event of serious and imminent danger;
 - Or where referring the matter to one of the competent authorities would expose them to a risk of reprisal or would not effectively address the subject of the disclosure, due to the specific circumstances of the case, in particular if evidence may be concealed or destroyed, or if there are serious grounds for believing that the authority may have a conflict of interest, be colluding with the perpetrator or be implicated in the acts.

2. Identity of the contact person responsible for receiving reports

The Executive Board has decided to create the role of Sapin II Law Officer, responsible for receiving reports and alerts within the BAYARD Group. To ensure that alerts are handled as effectively as possible, it has been decided to appoint two Sapin II Law Officers. These Officers must have the authority and autonomy to ensure that the internal whistleblowing procedure complies with the Sapin II Law and the Group's Code of Conduct. They are appointed for a two-year term, which may be renewed.

The role of the designated contact person responsible for receiving reports is currently held by **the Secretary to the Governing Bodies and Director of Legal Affairs and Compliance** at the BAYARD Group,

and by the **Data Protection Officer (DPO)**.

3. Confidentiality of the Internal Whistleblowing Procedure

The Whistleblowing Procedure ensures the integrity and confidentiality of reports.

To ensure the confidentiality of the identity of the person making the report, the facts reported, and the individuals named or mentioned in the report, the BAYARD Group has:

- set up a secure email account accessible only to the Designated Representatives;
- implemented a process for regularly changing the passwords used to access the secure email account.

With the exception of the judicial authorities, details that could identify the person making the report may only be disclosed with their consent. If it is necessary to pass on details of the report to the judicial authorities, the person making the report will be duly informed in writing by the BAYARD Group, unless such information risks compromising the legal proceedings.

4. Procedures for submitting reports

Anyone wishing to report unlawful and/or prohibited behaviour within the BAYARD Group may:

1. **Either send an email from their work email account, or from an email address that does not allow the reporter to be identified, to the following address: dispositif.alerte@groupebayard.com**

For reasons of confidentiality, the details of the reported incidents and the identities of the individuals concerned must not be included in the body of the message, but must be set out in a Word document attached to the email and must be password-protected.

This password must be communicated to the Designated Officers by telephone only, and it is the responsibility of the person

making the report to specify in their report whether they wish to call the Designated Officers or be called by them, stating, where applicable, which Designated Officer they wish to speak to.

To protect a Word document with a password, follow these steps: click on 'Tools – Protect Document – Set a password to open this document'. The password you choose must be 10 characters long and contain lower-case and upper-case letters, at least one number and one punctuation mark.

This email will be received directly in the secure inbox set up for this purpose and will be handled directly by the BAYARD Group's designated representatives.

Upon receipt of the email in the secure inbox, and no later than seven (7) working days after receipt, an acknowledgement of receipt will be sent to confirm that the report will be processed within a reasonable timeframe, and in any event within a maximum of one (1) month.

2. Alternatively, send your report by post, by registered post with acknowledgement of receipt in a double sealed envelope.

The outer envelope, containing the sealed inner envelope, must be addressed to the Designated Officers – or, where applicable, to the one of your choice – at the following address: 15, boulevard Gabriel Péri, 92240 Malakoff. Both the inner and outer envelopes addressed to the Designated Officers – or, where applicable, to the one of your choice – must be marked 'strictly personal and confidential'. The person making the report may provide a PO box address that does not allow for their direct identification.

The email or registered letter containing the report must be accompanied by all the information and documents necessary to support the report.

The whistleblower is required to provide only the information necessary to verify the accuracy of their report. The information provided by the whistleblower:

- must remain factual and be directly relevant to the

subject of the report;

— must not be subject to national defence secrecy, medical confidentiality, the secrecy of judicial proceedings, the secrecy of judicial investigations or inquiries, or legal professional privilege.

The Referral Officers may ask the individual, on an ad hoc basis, to provide any information necessary to verify that they do indeed belong to a category authorised to use the BAYARD Group's Whistleblowing Procedure .

For security and confidentiality purposes, all communication with the Point of Contact following the report must be conducted via email using the secure mailbox.

In accordance with the amended French Data Protection Act of 6 January 1978 and the European General Data Protection Regulation, any person identified in connection with the BAYARD Group's internal whistleblowing procedure has the right to access, restrict, rectify and erase their personal data by sending a request by email to the following address: dpo@groupe-bayard.com.

5. Information for persons subject to the report

As set out in the Group's Code of Conduct, the BAYARD Group, given the nature of its business and the values it upholds, is highly sensitive to ethical issues and is committed to setting an example and strengthening its approach to preventing and detecting acts of corruption.

The BAYARD Group also makes respect for the key principles of the rule of law a cornerstone of its operations. In this regard, respect for the presumption of innocence is a fundamental principle under French law. The BAYARD Group intends for this principle to be upheld at every stage of this procedure, as well as the other guiding principles that stem from it:

- A reasonable duration of the proceedings,
- Respect for the rights of the defence, in particular the adversarial principle,
- Proportionality of coercive measures to the seriousness of the allegation and to the strict necessities of assessing the situation that is the subject of the report,
- The need to prevent and limit any damage to the reputatio of the person concerned.

Any person who is the subject of a report will therefore be

informed by the Referents, during an interview, of the existence of a reporting procedure against them.

This information will be communicated to them as soon as possible after the internal whistleblowing procedure has been initiated.

However, if and only if precautionary measures are necessary, in particular to prevent the destruction of evidence, the person who is the subject of the report will only be informed of the existence of proceedings against them after these exceptional precautionary measures have been implemented; these measures must be taken as soon as possible after the internal alert procedure has been initiated.

Information capable of identifying a person subject to an alert may not be disclosed, except to the judicial authorities, until the validity of the alert has been established.

Any person covered by an alert may, in accordance with the regulations on personal data, object to the retention of data concerning them (subject to the investigation and/or any proceedings).

6. Handling of reports

The Designated Officers responsible for collecting reports carry out an initial assessment to determine whether the report falls within the scope of the BAYARD Group's Whistleblowing Scheme .

If the report is deemed admissible, it will then be processed and assessed collectively by the 'Sapin II Committee', which is responsible for overseeing the internal whistleblowing procedure.

The "Sapin II Committee", appointed by the BAYARD Executive Board, is currently composed of:

- The Secretary to the governing bodies and Director of Legal Affairs and Compliance;
- The Group Data Protection Officer;
- The Director of Customer Experience;
- The Press Director for Bayard Jeunesse and Milan.

This committee will be renewed by a quarter each year and must include the current Representatives.

Under this procedure, members of the Sapin II Committee and Sapin II Representatives are bound by the strictest confidentiality regarding the information gathered, in accordance with Article 9 of the so-called Sapin II Act, and, as such, are subject to the penalties provided for in that article.

The 'Sapin II Committee' first and simultaneously interviews both the whistleblower and the person against whom the report has been made, in order to take statements from each party and gather evidence and documents in support of the report and/or the defence.

It analyses the case and may request further information and/or, if necessary, initiate an investigation involving specialist third parties bound by the strictest confidentiality (e.g. IT, legal, financial or accounting experts, etc.).

If the allegations raised in the report are found to be inaccurate, unfounded or without merit, the Sapin II Committee will close the case.

At the conclusion of the investigation, if the allegations in the report are found to be substantiated, a full file will be forwarded to the Executive Board, which will decide on the appropriate course of action, the measures to be taken to put an end to the reported incidents, and, if necessary, request that the file be forwarded to the judicial authorities.

If the designated officers and the "Sapin II Committee" fail to take action within three months of acknowledging receipt of the report, the whistleblower may refer the matter directly to the relevant external authority.

As part of their audit duties, the BAYARD Group's statutory auditors may, in complete confidence, access the "Sapin II Committee's" reports and investigation files once every six months during their audit engagement.

7. Closure of the Internal Whistleblowing Procedure

- Anyone who has reported a breach of the Code of Conduct will be notified that the case has been processed and that the procedure has been closed via an email sent from the secure email account managed by the Designated Officers.
- Any person acting as a whistleblower will be informed of the action taken in response to their report and of the closure of the internal reporting procedure by email sent from the secure mailbox by the designated officers. If the allegations made in the report are substantiated, the whistleblower will also be informed, within a reasonable timeframe not exceeding three (3) months from the date of acknowledgement of receipt of their report, of the measures envisaged or taken by the BAYARD Group to assess the accuracy of the report and, where appropriate, to remedy the reported issues.
- Any person who is the subject of a report under this procedure will be informed by the designated officers, during a meeting, that the internal whistleblowing procedure has been closed.

III. Personal data

1. Retention of personal data

- If the report does not fall within the scope of the internal

reporting procedure, all data submitted in connection with the report shall be destroyed immediately;

- If no action is taken on the report, the data submitted as part of the report shall be destroyed within two months of the closure of the procedure;
- If disciplinary or legal proceedings are initiated, the data provided as part of a report will be destroyed once the proceedings have concluded.

Data relating to the report may, however, be retained beyond the specified periods if they do not contain any data enabling the identification of a natural person.

2. Rights of individuals identified under the Alert Mechanism

In accordance with the amended French Data Protection Act of 6 January 1978 and the European General Data Protection Regulation, any person identified in connection with the

BAYARD Group's internal whistleblowing procedure has the right to access, restrict, rectify and erase their personal data by sending a request by email to the following address: dpo@groupe-bayard.com; as well as the right to lodge a complaint with the competent authority (in France, this is the Commission nationale de l'Informatique et des Libertés, whose contact details can be found at: <https://www.cnil.fr/fr/saisir-la-cnil/nous-contacter>).

• **For any enquiries:**

Gwenaëlle BOURGE

Group Data Protection Officer gwenaelle.bourge@groupebayard.com

Benoît KERJEAN

Secretary to the Governance Bodies and Director of
Legal Affairs and Compliance
benoit.kerjean@groupebayard.com

• **To report any concerns:**

dispositif.alerte@groupebayard.com

or send a registered letter to one of the Group's two
Sapin II Contact Persons of your choice: Benoît
KERJEAN or Gwenaëlle BOURGE

*

*

*