

REXEL

a world of energy

Anti-corruption code of conduct



Contents

3 | Editorial

4 | Why do we need an anti-corruption code of conduct?

5 What is the purpose of this Code?

5 Who is concerned by this Code?

6 Our three key principles

7 Our Anti-corruption compliance programme

9 | Our main principles

10 Fight against corruption and influence peddling

14 Act responsibly concerning gifts and hospitality

16 Prevent and manage conflicts of interest

18 Conduct our charitable, patronage, sponsorship or lobbying activities with vigilance

20 Choose trusted third parties

22 | Use this Code

23 Ask the right questions

25 Report the situation

26 What happens if this Code is breached?

27 | Glossary



Editorial

Dear Employees,

For many years, preventing and fighting against corruption have been key elements of our compliance program.

You are well aware of this as, over 85% of you in recent years believe that integrity plays a central role in how we work. We are very proud of this result.

We have drawn up this code of conduct so that you are not left alone with your questions on the fight against corruption.

It aims to provide a framework and guide our actions in the event of a contentious situation.

The code of conduct applies to each and every one of us, regardless of role or management level.

It is essential that you familiarise yourself with it and that you ask all the questions necessary to understand it properly. Don't hesitate to talk to your manager, the legal or Compliance Team or HR Department about it.

Long-term success requires integrity. This is why we have zero tolerance for corruption, influence peddling and any other forms of non-compliance.

As an ambassador of Rexel's values, I am counting on you to comply with this code both in spirit and in letter.

I would like to thank you for your commitment to making Rexel a model of excellence in matters of compliance, as in all other areas.

Guillaume Texier
CEO of Rexel

01.

**Why do we need
an Anti-corruption
code of conduct?**

What is the purpose of this Code?

This Anti-corruption code of conduct has three goals:

- **Prevent and fight against corruption** and any similar behaviour;
- **Encourage business practices based on integrity, transparency and respect for our values;**
- **Reduce legal, financial and reputational risks** by ensuring that all employees act with integrity and in compliance with applicable local laws.

Who is concerned by this Code?

This Code concerns all employees of the Rexel Group and its subsidiaries worldwide.

It concerns:

- **internal:** employees, apprentices and trainees as well as members of management, corporate officers, members of administrative or supervisory bodies, etc.;
- **occasional and external employees:** temporary employees, seconded consultants, etc.



Our three key principles



Compliance with the law

In addition to complying with this Code, each and every one of us must comply with the law. In the event of conflict between our internal rules and applicable laws, the strictest requirement shall prevail.



Transparency and dialogue

Transparency is the golden rule. If an employee is in any doubt, they should consult the relevant people and discuss the situation freely before taking action.



Zero tolerance for corruption and influence peddling

We do not tolerate corruption and influence peddling in any form. Rexel opposes any bribery or other illicit payments.

Our Anti-corruption compliance program

Rexel Group and its subsidiaries are subject to anti-corruption laws, including the French «Sapin II» law. This law requires the implementation of an anti-corruption system to prevent and fight against corruption and influence peddling.

In this context, Rexel has adopted a Compliance program based on the following pillars:



This Code is part of the Group's overall compliance program which includes the Ethics Guide, and policies established by Rexel Groupe and the compliance codes and policies established by various Rexel Group affiliates.

The Anti-corruption compliance program involves numerous people at every level of Rexel.



Strategic decisions of the Compliance program

- Chief Executive Officer
- General Secretary



Control, audit and assessment of the Compliance program

- Internal control
- Audit



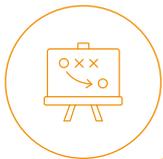
Compliance program definition, steering and monitoring

- General Secretary
- Group Legal & Compliance Department



Sanctions

- Chief Executive Officer and/ or Director of local entities
- Human Resources Department
- Manager



Implementation and rollout of the Compliance program

- Group Legal & Compliance Department
- Directors of entities and establishments
- Local Legal and Compliance Teams
- All Group Departments* and employees



Supervision of the Compliance program

- Board of Administration via the Audit and Risk Committee
- Chief Executive Officer

* In particular:

- The Finance Department for accounting controls;
- The Ethics Committee to collect and process whistleblowing reports via the group Ethics line;
- The Sales, Operations, Legal, Compliance and Finance teams to assess customers or intermediaries;
- The Purchasing and Legal and Compliance teams to assess suppliers and vendors;
- The Finance, M&A and Legal teams to assess acquisition candidates and intermediaries.

02.

Our main principles

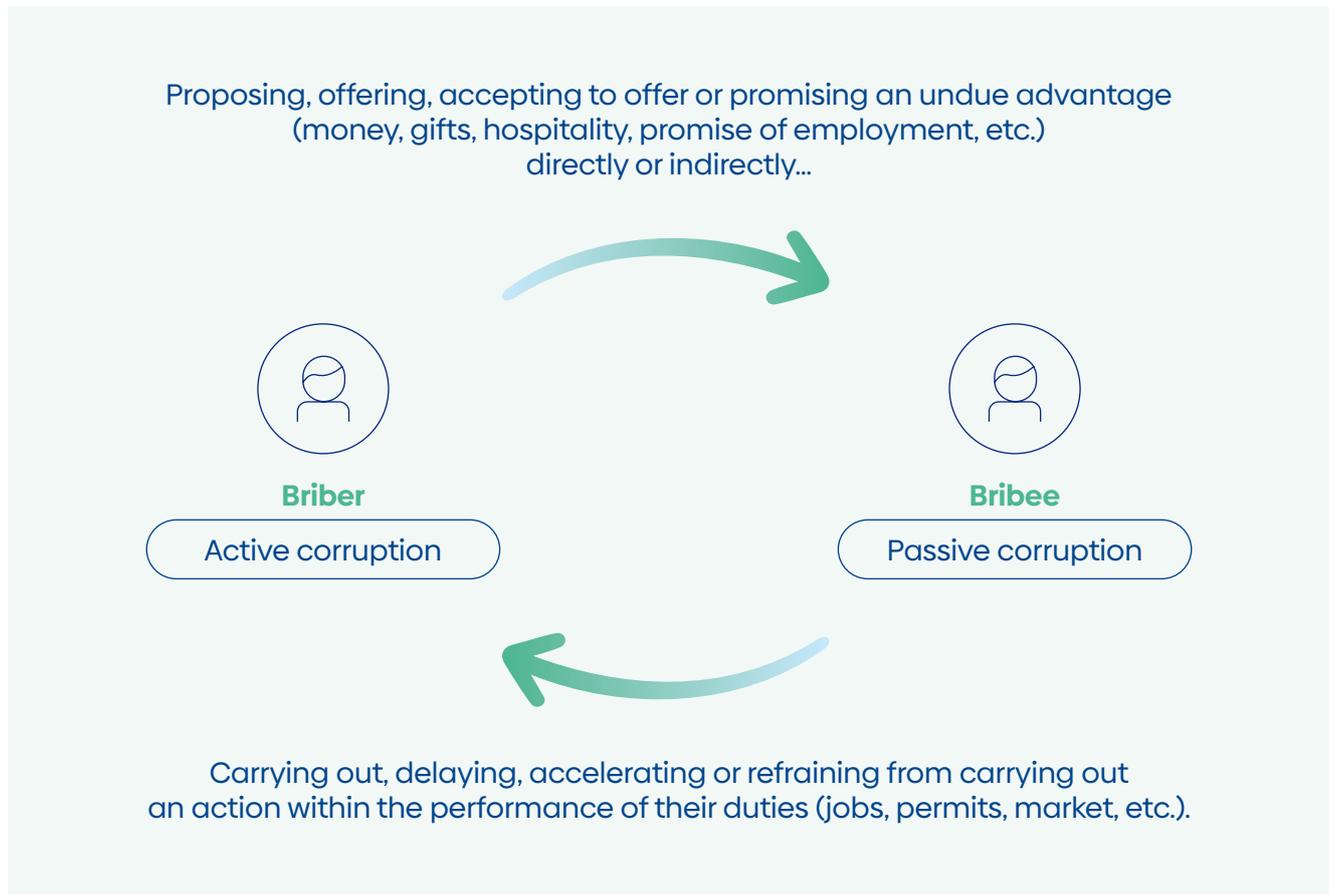
Fight against corruption and influence peddling

Rexel has zero tolerance for corruption and influence peddling in any form.



What is corruption?

Corruption is the act of offering or accepting an undue advantage in exchange for a favourable decision or act.



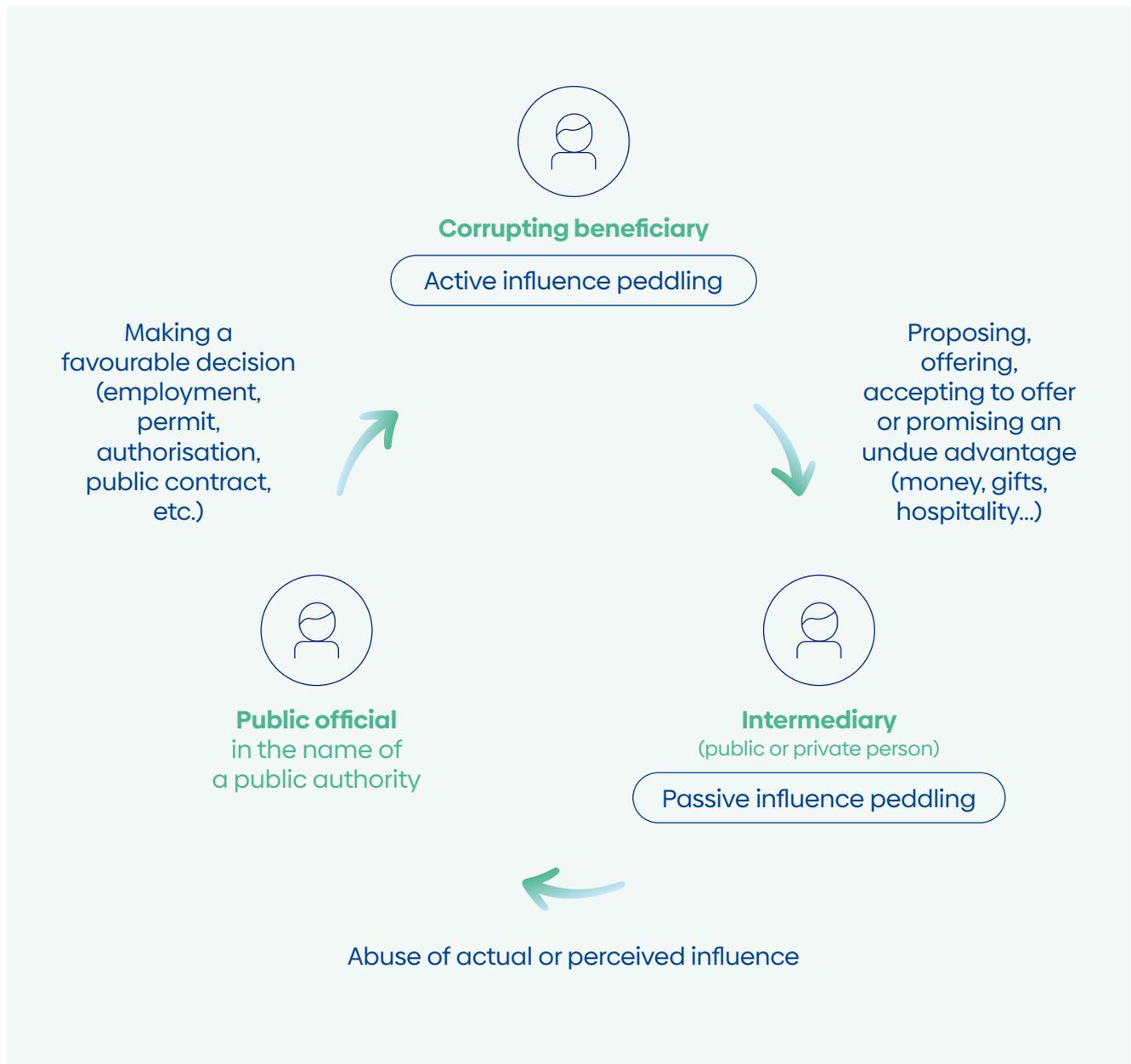
Active corruption is when a person (the briber):

- offers, proposes, promises or gives;
- directly or indirectly;
- an **undue advantage** (financial or not, gifts, invitations, promise of employment, refund of expenses, donation to a charity or a third party, etc.);
- so that a person (the bribee), **whether public or private**, carries out, refrains from carrying out, delays or accelerates the carrying out;
- of an **action within the performance of their duties or likely to be facilitated by them** in breach of their duties (legal, contractual or professional obligations).

Passive corruption is when a person holding a public or private position (the bribee):

- solicits or accepts;
- an **undue advantage** (financial or not, gifts, invitations, promise of employment, refund of expenses, donation to a charity or a third party, etc.) **for themselves or another party**;
- in exchange for carrying out or refraining from carrying out an **action within the performance of their duties or facilitated by them** in breach of their duties (legal, contractual or professional obligations).

What is influence peddling?



Influence peddling is an offence similar to corruption. It necessarily involves an **intermediary** and aims to obtain an act from a **public official**. It can also be active or passive.

A **public official** is someone who holds a public office. They may be employed by a public authority, entrusted with a public service mission or hold a public elective office. They are, for example, mayors of communes, employees in a government ministry, customs officers, etc.

What to do

- Immediately report suspicious behavior or potential violations of anti-corruption laws to your manager, your local Legal or Compliance Team or the group Compliance Officer.
- Understand the identity, role and interests of the person or business who you are dealing with.
- Keep detailed records of any incident, including dates, names, and any relevant documents or communications.
- Gain pre-approval in accordance with your local country thresholds before offering or giving anything of value, or for sponsorships and donations.

What not to do

- Offer, promise, give, or approve anything of value of any kind to a public official or those close to him to influence official action.
- Offer, promise or give cash to anyone.
- Divide payments into smaller amounts to avoid approval thresholds, or hide activity which would otherwise need pre-approval.
- Enter into a business relationship with a third party if you are concerned they will engage in corrupt or improper conduct on our behalf.

In practice

A supplier promises you a job in exchange for obtaining or retaining a contract with Rexel.

→ **This is private corruption.**

A public official asks you to pay for them and their family to spend a weekend in a four-star hotel in exchange for the award of a public contract.

→ **This is public corruption.**

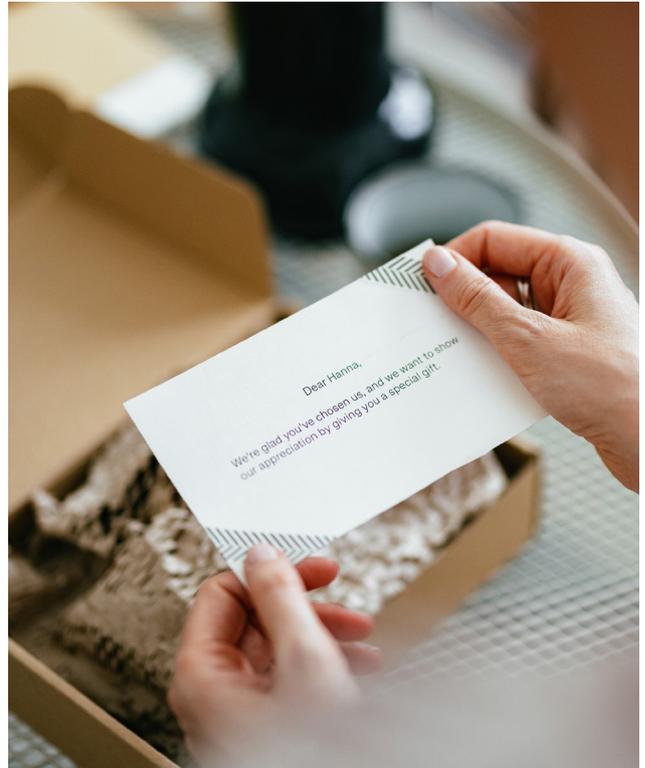
In the context of a call for tenders for a public hospital, a hospital employee offers to use their influence on the committee responsible for the call for tenders in exchange for a luxury watch.

→ **This is influence peddling.**

In these situations:

- Refuse and explain Rexel's rules;
- Keep detailed records of any incident, including dates, names, and any relevant documents or communications;
- Always report and seek assistance from the appropriate channel, such as your manager and the Legal or Compliance team;
- Do not ignore any signs or suspicions of corruption.

Act responsibly concerning gifts and hospitality



We are particularly vigilant towards gifts and hospitality. We are careful to ensure that they remain reasonable and are offered or received without any expectation of consideration.

Offering gifts or hospitality can be common practice in the world of business. However, it may mask an act of corruption. We therefore have to be **vigilant**.

A gift is any handing over of a material object. This could be a bottle of alcohol, a luxury item, computer equipment, etc.

Hospitality refers to any offer of accommodation, meals or events, whether professional or otherwise. This may be a meal in a restaurant, a sports or cultural event, a business seminar, travel costs such as plane tickets, etc.



For more information

Consult the local guidelines on gifts and hospitality.

What to do

- Comply with **local legislation** and our **internal policies and guidelines** when offering or receiving gifts and hospitality.
- Ensure that they are:
 - occasional;
 - of a reasonable value;
 - offered or received in good faith, without any expectation of consideration;
 - offered or received within the business framework.
- Prefer gifts of **symbolic value** (such as promotional items with a logo) offered in recognition of a business relationship.
- Keep a **precise written record** of the gift or hospitality and its justification.
- Inform your manager or your local Legal or Compliance Team in accordance with locally applicable policies and guidelines.

What not to do

- Ask for gifts or hospitality.
- Offer or receive gifts and hospitality:
 - during business negotiation periods,
 - to influence a business decision,
 - that would benefit people close to the employee or recipient (notably children, spouse, parents, friends).
- Offer cash or equivalents (gift vouchers).
- Accept or offer a gift or hospitality to/from a public official without the agreement of the local Legal or Compliance Team.

In practice

A supplier offers you a luxury bag in exchange for better contract terms.

→ **This is an attempt at bribery.**

In this situation:

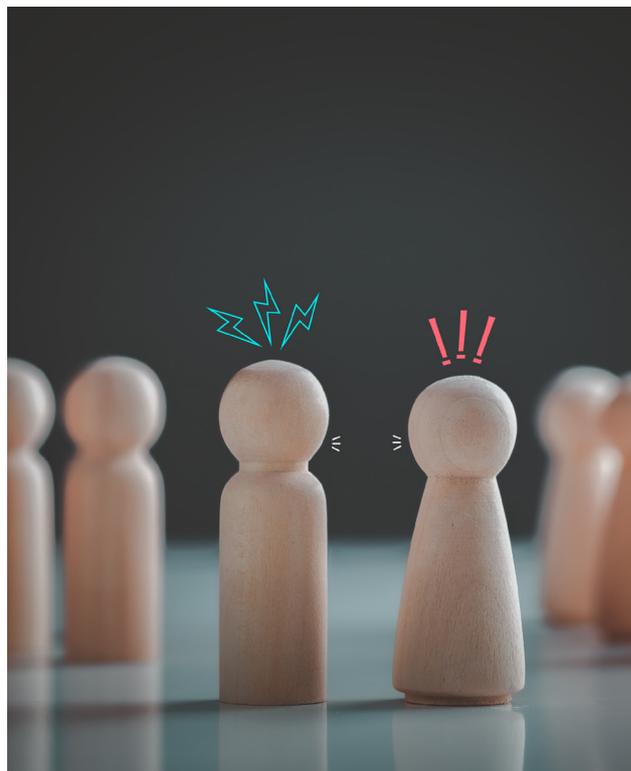
- Refuse;
- Explain Rexel's rules on the subject;
- Inform your manager;
- Report the situation to your Legal or Compliance Team, or to the Group Legal & Compliance Department by e-mail or via the online whistleblowing system;
- Stop all contact with this person.

An employee has just launched a call for tenders for the purchase of forklift trucks for the next three years. During the business negotiation with one of the suppliers in the running, the supplier in question offers the employee a case of wine.

→ **This is forbidden.**

This is a critical moment when the supplier hopes to win the call for tenders. It will therefore be presumed that the gift aims to obtain an undue advantage (in this case, to be the selected supplier). All gifts must be refused, even when the value is low.

Prevent and manage conflicts of interest



We act transparently by declaring any conflicts of interest.

A conflict of interest is when your **personal interests or activities** influence, may influence or seem to influence your **professional decisions**. This generates a risk for you and for Rexel.

This could include but is not limited to:

- Awarding, negotiating, or maintaining contracts with a company where a relative works or has an interest;
- Holding outside jobs or affiliations, including directorships;

- Holding investments in businesses that are suppliers/competitors to Rexel or which Rexel has or may invest in.

A conflict of interest is not unlawful in itself. However, it is a situation that may encourage acts of corruption or influence peddling.

We are therefore particularly vigilant about such situations.



For more information

Consult the local guidelines on conflicts of interest.

What to do

- Ask the right questions:

01. Do I have a personal link or interest with a business partner or a potential partner of Rexel?
02. Do I feel a sense of obligation because of this relationship?
03. Could this situation affect my judgement or my objectivity?
04. Could this situation appear to affect the decisions I make in Rexel's name?
05. Would I feel uncomfortable if my colleagues found out about this link to my interests?

- Be **transparent** and **report** all conflict-of-interest situations to:
 - your line manager;
 - the Human Resources Department;
 - your local Legal or Compliance Team.
- Follow the **applicable guidelines** concerning conflicts of interest, which may include the submission of conflicts of interest disclosure forms.
- Ensure that the best provider or supplier is selected **based on objective criteria** (price, quality, time).

What not to do

- Be influenced by your personal links.
- Conceal a link to your interests.
- Take part in decisions where your objectivity may be or could appear to be compromised.

In practice

You are in charge of purchasing smart lighting for Rexel and you receive several estimates, including one from your cousin who works for a lighting supplier.

You are friends with your town's mayor. You realise that he is using this relationship to get preferential treatment for the construction of a municipal swimming pool.

→ Both are situations of **conflict of interest**.

In this situation:

- Comply with the applicable procedure on conflicts of interest;
- Report this conflict of interest to your line manager, the Human Resources Department, your local Legal or Compliance Team or the Rexel Group Legal & Compliance Department;
- Follow the measures prescribed by these people.

Conduct our charitable, patronage, sponsorship or lobbying activities with vigilance

We conduct charitable, patronage, sponsorship or lobbying actions with integrity and transparency. We check that the beneficiaries of these actions have the same ethics standards as we do.

Patronage is making a donation to an organisation of general interest, such as an association, without expectation of equivalent consideration.

Sponsorship is providing financial, material or in-kind support to an event (cultural, sports, etc.), a person or an organisation, in exchange for advertising.

Lobbying aims to promote the interests of Rexel to public authorities and officials.

These activities may expose Rexel to a risk of corruption or influence peddling.

Political funding

Rexel remains neutral towards political parties or personalities. It is forbidden to make donations to them or to offer them advantages.

Every employee can take part in political activities in their private life, as long as this is clearly separate from the Rexel name or their professional duties.



For more information

Consult the local guidelines on Patronage & Sponsorship.

What to do

- **Ensure that these actions comply** with applicable regulations, internal policies and rules specific to the authorities involved in these operations.
- **Act transparently:**
 - request authorisation from your line manager, and if necessary, the Legal or Compliance Team before carrying out the operation;
 - document and keep documentation concerning the operation in view of a possible audit;
 - ensure there are no conflicts of interest between Rexel Group subsidiaries and the beneficiary of the patronage or sponsorship.
- **Supervise the relationship with the beneficiary:**
 - check that they actually exist;
 - follow the third-party assessment procedure;
 - formalise the operation with a contract or in writing, specifying what can be expected by each party (object, amount, etc.);
 - monitor and document the operation with all the supporting documents throughout the entire operation.
- Ensure that the project funded has actually been carried out **in line with the contract terms**.

What not to do

- Generate a conflict-of-interest situation within the framework of a lobbying operation without reporting it.
- Conduct an operation that enables, or appears to enable an undue advantage.
- Pay the amount in cash.
- Use an operation to fund a political party or activity.

In practice

An employee of Rexel has been involved in business negotiations with a large construction group for several weeks. The customer makes the awarding of the contract conditional on a donation to his foundation or a foundation where his wife works.

→ **This is forbidden.**

A donation cannot be granted when the aim is to influence a decision in favour of the Group.

A supplier asks you to sponsor a sports club of which they are a member in exchange for negotiated prices for their products.

→ **This is forbidden.**

In this situation:

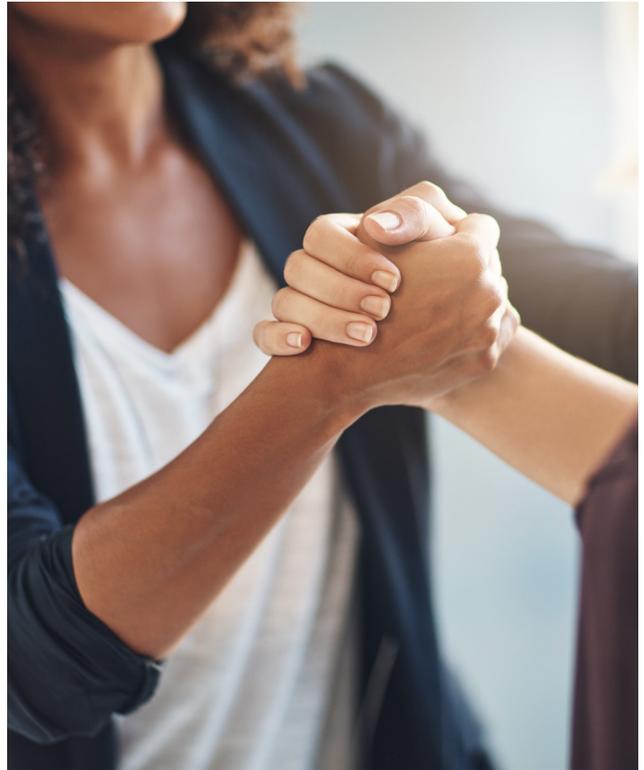
- Refuse this proposal;
- Inform your manager;
- Report the situation to your local Legal or Compliance Team or the Group Legal & Compliance Department by e-mail or via the online whistleblowing system;
- Stop all contact with this person.

You want to use a sponsorship operation (Tour de France, golf tournament, handball club, etc.) to promote Rexel's activity.

→ **This is entirely possible.**

To carry out this project, request permission and refer to the rules above.

Choose trusted third parties



We establish business relationships with third parties that comply with the law and share our ethics standards. We remain vigilant throughout our relationship.

The third parties we work with have an influence on our activity and reputation. We therefore establish business relationships with third parties that comply with the law and our ethics rules.

The term «**third party**» refers to any person or organisation with which Rexel has a contractual relationship (provider, customer, beneficiary of a donation or sponsorship, etc.). These third parties may expose the Group to risks of corruption or influence peddling.

Using **intermediaries**, to which Rexel has entrusted a role of representation or assistance to partners, presents an additional risk. Such intermediaries act in our name. The Group can therefore be held liable for their actions.

Special measures are applied when selecting and working with intermediaries. They aim to verify that these intermediaries comply with our rules of integrity.

We all have to remain vigilant when we enter into a relationship with a third party, and throughout this relationship.



For more information

Consult the Third-Party Due-Diligence guidelines.



«Red flags» relating to third parties

We have to be vigilant to warning signs or red flags that may challenge the third-party's integrity.

These red flags must result in **an in-depth analysis of the third-party**. They may be, for example:

01. the poor reputation of the third party or local business environment (risky country and/or business sector);
02. a lack of transparency (e.g. unwillingness to communicate certain information);
03. the actual or apparent existence of conflicts of interest;
04. targeted and insistent recommendations by a third party;
05. use of unusual means of payment (e.g. request for payment in cash or an unusual currency);
06. use of unusual payment terms (e.g. request for a bank transfer to a third country or to an account not mentioned in the contract, etc.);
07. a request for payment of costs with little or no documentation;
08. gifts or hospitality of a high value;
09. gifts or hospitality offered/requested in exchange for a consideration;
10. links with public authorities;
11. a request for a donation to be paid to a charity.



What to do

- Inform the third party of our compliance program and our ethics commitments, send them the Responsible Supplier Charter and ask them to sign it.
- Apply the «Third-party Due-Diligence guidelines» and conduct an assessment of the third party if necessary. Compliance with purchasing rules.
- Ensure that the third party has the necessary experience, qualifications and skills to carry out their assignment.
- Set up a service monitoring system.



What not to do

- Make payments to a third party without prior verification, contrary to the terms of the contract or without a valid invoice.

In practice

Rexel wants to set up in a new country and uses an intermediary. The intermediary tells you they will speed things up with the authorities (for an additional fee).

→ **This is influence peddling.**

In this situation:

- Refuse this proposal;
- Inform your manager;
- Report the situation to your Legal or Compliance Team or the Group Legal & Compliance Department by e-mail or via the online whistleblowing system;
- Stop all contact with this person.

03.

Use this Code

Ask the right questions

The Code of conduct helps employees build honest business relationships. It defines and illustrates sensitive practices and provides everyday guidance. However, it cannot cover every case of corruption, therefore we count on you to use your judgement.

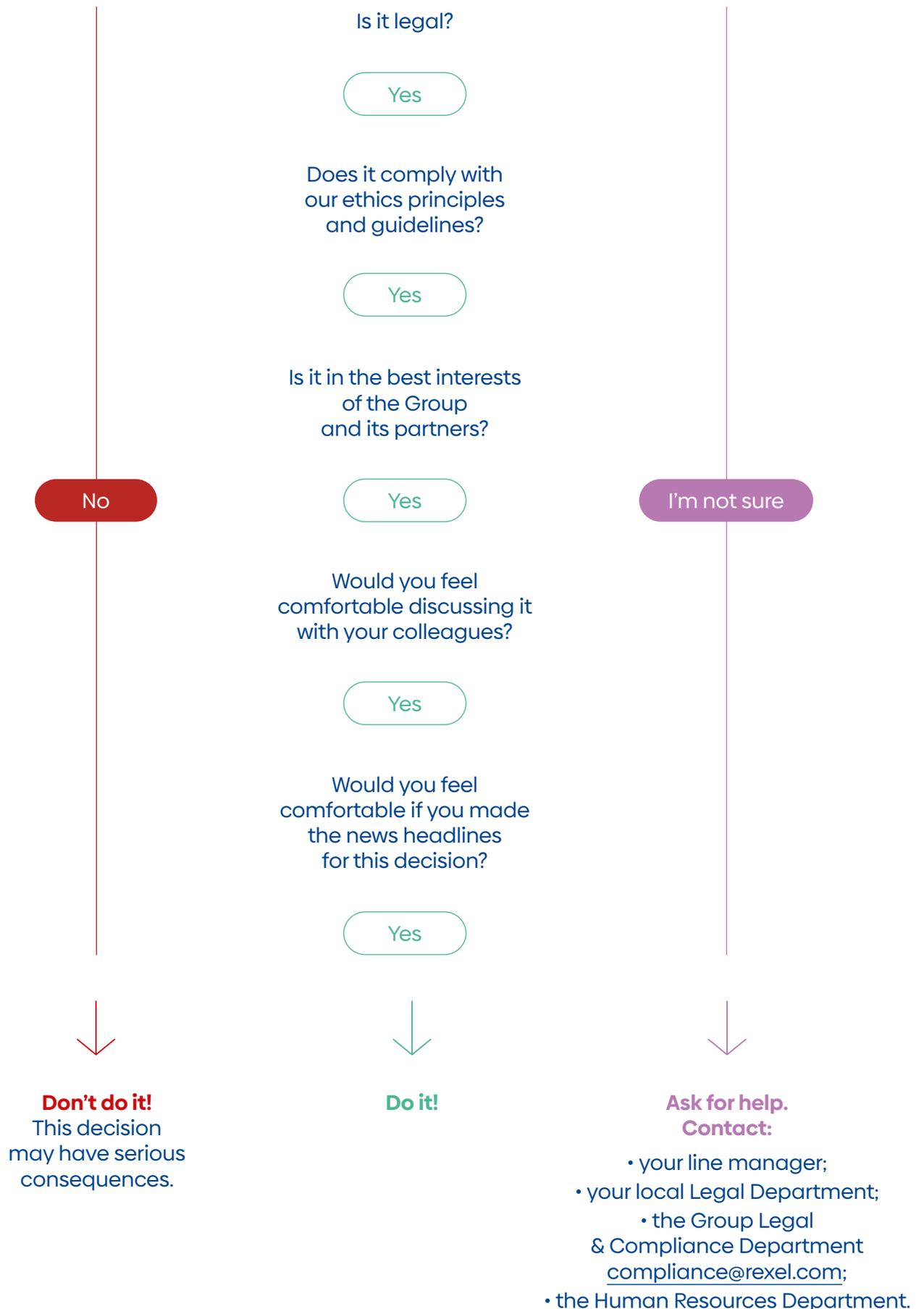
If you have any doubts or need help, remember that you are not alone!

Consult:

- your line manager;
- your local Legal or Compliance Team;
- the Human Resources Department;
- The Rexel Group Legal & Compliance Department.



Before making a decision, ask yourself these questions:



Report the situation

If you suspect or have knowledge of an act that goes against this Code or the law, report it!



Who can raise an alert?
All Group employees can use the whistleblowing line. It is also accessible to **third parties**.



When to raise an alert?
 When you know about or suspect a **breach of law or of our ethics principles**.

- This may be:
- acts of corruption;
 - human rights violation;
 - bullying or discrimination;
 - fraud, etc.



- How to raise an alert?**
1. Use the ethics whistleblowing line (weblink in the box below)
 - accessible 24h/24 et 7j/7;
 - available in all the Group's languages.
 2. Use the warning system set up locally.
 3. Contact someone.



Is it confidential?
 Yes, and you can also send an **anonymous** report.



Who processes this alert?
 For the ethics alert line:
 Ethics Committee.
 For the local system:
 see local procedure.



Am I protected?
 You should raise an alert in good faith and without any direct financial consideration.
 In this case, you are protected.



For more information
 Go to:
<https://www.rexel.com/en/ethical-alert>

What happens if this Code is breached?

Non-compliance with this Code, and more generally applicable laws, exposes each of us and Group companies to sanctions.

Laws in force make attempts and proven acts of corruption, influence peddling and infractions related to integrity liable to prosecution and sanctions. The sanctions, such as fines or prison sentences, may concern Rexel and its employees.

Employees risk disciplinary sanctions that may go as far as dismissal, legal proceedings, fines and additional penalties.

Rexel Group companies risk fines, legal proceedings, including criminal proceedings, and additional penalties (exclusion from public contracts).

In addition to the legal risks, corruption may harm the image of Rexel and destabilise its organisation.

Each employee plays a key role in preventing corruption. We count on you to respect and promote our standards of integrity in your everyday activities and your business relations.



Glossary

Public official

A person:

- Employed by a national, local or international public administration, authority, agency or organisation, or a company owned or controlled by the State;
- Carrying out a public service activity or a political, legal or administrative function;
- Holding or standing for election to a public office or a person employed by a political party.

Whistleblowing

An alert made to the contacts identified in part «2. Whistleblowing» to report a breach of the law or of our ethics principles. Whistleblowing is a way for every employee to take responsibility for the Group's integrity.

Concussion

When a public official abuses his or her position to demand undue sums. For example, a representative of the territorial community demands undue payment to process your permit application, claiming that these are normal administrative fees.

Corruption

The act of requesting or accepting, directly or indirectly, an undue advantage (money, gifts, promise, etc.) for oneself or for a third party, in order to carry out or refrain from carrying out an act related to their function.

Favoritism

When a public official gives or attempts to give an advantage to another person in accessing public contracts. For example, a member of your family is a member of the commission for a call for tenders to which Rexel responds and communicates your competitors' prices to you.

Fraud

When a person acts dishonestly to gain an advantage. For example, declaring fictitious expense claims.

Lobbying

An act that aims to establish a dialogue with the regulatory authorities that may influence Rexel's activity, in order to defend its interests.

Patronage

The act by a company or an individual of providing financial or material support for an action, association or activity of general interest (culture, research, humanitarian, etc.), without any expectation of consideration.

Facilitation Payment

The act of offering, accepting to offer or promising an undue advantage to a public official in order to facilitate or accelerate administrative procedures. Facilitation payments are generally in the form of a sum of money or gifts of modest value.

Sponsorship

The act of providing financial or material support for an event, person or organisation in exchange for various forms of visibility.

Third Party

Any person or organisation in a contractual relationship with Rexel. Third parties may be suppliers, sub-contractors, consultants, agents, intermediaries, beneficiaries of sponsorship or patronage actions, etc.

Influence Peddling

The act of proposing an undue advantage to an intermediary in order for them to use their real or perceived influence on a public official. This is done so that the public official carries out or refrains from carrying out an action or makes a favourable decision.



a world of energy

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December 2024
Creation:

