

Société Foncière Lyonnaise Anti Bribery and Corruption Charter

1. Introduction

In accordance with the **Group Ethics Code of Conduct**, SFL's corporate officers and employees are required to act with integrity at all times in order to prevent all forms of bribery and corruption.

SFL rejects all forms of bribery, corruption and fraud. This corporate value derives directly from the **Group's commitment** to promoting and achieving the Sustainable Development Goals (SDGs), in particular the goal of promoting peace, justice and strong institutions (SDG 16) and significantly reducing all forms of bribery and corruption by 2030.

This **anti bribery and corruption charter** (the "Charter") has been submitted to SFL's Social and Economic Committee (CSE) for comment, as a tool to **prevent any behaviour that may contravene the law or the Group's business principles**.

The Charter has also been presented to SFL's Board of Directors.

2. Scope of application

2.1 Relevant persons

This Charter shall apply to all SFL Group employees and directors (**the “Relevant Persons”**).

Implementation of this Charter shall be based on the development of a **training** and/or **awareness programme for the Relevant Persons**, to ensure that they are aware of and understand its provisions and to **promote a culture built around ethical practices, integrity and regulatory compliance**.

2.2 Other concerned persons

Other concerned persons are natural or legal persons with whom SFL has a business relationship, including, but not limited to: (i) external advisers, (ii) natural or legal persons responsible for the supply of goods or the provision of services and (iii) persons that provide services through temporary employment agencies or agreements with universities (**“Other Concerned Persons”**).

The Other Concerned Persons shall take all necessary or appropriate measures to **ensure fair competition and behaviour on the market**.

Any commitments made by the Group to any Other Concerned Person shall meet objective criteria.

3. General principles underpinning the Charter



The general principles underpinning this Charter are as follows:

- Participation in any form of bribery or corruption related to the Group's commercial activities, whether in the public or private sector, shall **not be tolerated**.
- Actions that are illegal or breach the applicable regulations or this Charter are **strictly prohibited**, based on the principle that the action is carried out for the benefit of the company, regardless of any resulting financial gains.
- **A culture of prevention shall be promoted** throughout the organisation, based on the principle of zero tolerance of all forms of bribery and corruption, supported by promotion of the Group's Ethics Code of Conduct and promotion of responsible conduct on the part of all Relevant Persons.
- **A transparent environment shall be promoted** through internal channels designed to help the Relevant Persons to report any facts brought to their attention that contravene the provisions of this Charter.

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4.1 Extortion, bribery, influence peddling and facilitation payments

Any behaviour likely to be qualified as corruption between private individuals, any behaviour that may be qualified as extortion in any of its possible forms and any behaviour likely to constitute bribery or attempted bribery of authorities, civil servants, private individuals or companies, either directly or indirectly through an intermediary, are **strictly prohibited**. Consequently, **no gifts, cash, assets, rights or any other goods or services shall be provided in exchange for the performance or non-performance** by authorities, civil servants, private individuals or companies, of an action that they are required to perform or of any other illegal action.

Soliciting or accepting commissions, other payments or undue advantages from third parties are also **prohibited**.

In addition, the following are **prohibited**: (i) **any type of activity that may constitute influence peddling** and (ii) **any facilitation payment** whatever the format or method.

Any action suspected of contravening these principles shall be reported immediately to SFL's ethics officers, as provided for in the whistleblowing procedure, through SFL's whistleblowing channel.

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4.2 Gifts

No direct or indirect gifts may be accepted if their purpose is to induce the person concerned to directly or indirectly increase the chances of a contract for the supply of goods or services being awarded to the person or organisation making the gift.

Gifts with a value of up to €350 may be accepted in the following circumstances:

- (i) Customary gifts, e.g., at end-of-year celebrations,
- (ii) Courtesy or hospitality gifts.

Exceptionally, gifts that are valued at more than €350 and/or do not comply with the above criteria may be authorised by an ethics officer if the circumstances justify their acceptance.

The acceptance of gifts in any of the following circumstances is expressly prohibited:

- (i) Gifts offered by administrative authorities or civil servants,
- (ii) Gifts offered by individuals or companies involved in a call for tenders issued by an SFL Group company, where the intended recipient is involved in the tender process or is in a position to influence its outcome,
- (iii) Gifts in cash or an equivalent form, regardless of the amount.

Invitations to events organised by suppliers or third parties must be proportionate to the circumstances and in line with industry standards; under no circumstances should it be possible to infer that the invitation rewards a service other than the one concerned by the event.

SFL may only offer gifts that are socially acceptable and comply with industry standards, as a kind gesture or courtesy.

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4.3 Relations with political and official institutions

In all circumstances, SFL shall **comply strictly with national legislation on the financing of political parties**. Donations to political parties and related foundations are therefore prohibited.

SFL operates its business model **without interfering or participating in the political processes of its host countries and communities**. All relations between SFL and governments, authorities, institutions and political parties shall be based on the principles of legality and political neutrality.

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4.4 Sponsorship

The term **sponsorship** means any arrangement whereby SFL provides financial (or other) assistance to an organisation, company or specific initiative in exchange for the SFL Group's name being directly or indirectly promoted as a sponsor of the organisation, company or initiative concerned.

The Group shall deploy its best efforts to **ensure that its sponsorship activities are aligned with its corporate strategy** and that appropriate procedures are implemented to this end.

The Chairman of the Board of Directors or the Chief Executive Officer shall be responsible for authorising sponsorship activities and deciding the amounts involved.

An annual report shall be submitted to the Board of Directors on any sponsorship activities conducted during the financial year.

4.5 Donations

A donation is any monetary or non-monetary **voluntary contribution** made by the SFL Group to an organisation or company, **with nothing in return**, for the sole purpose of participating in and contributing to the activities of the recipient, i.e. without expecting any benefit whatsoever.

Donations shall **comply with the commitments** in SFL's Ethics Code of Conduct and/or its ESG commitments.

The Chairman of the Board of Directors and/or the Chief Executive Officer shall be responsible for authorising donations and deciding the amounts involved.

An annual report shall be presented to the Board of Directors on any donations made during the financial year.

5. Whistleblowing channel

To facilitate compliance with the applicable laws and regulations and the Ethics Code of Conduct, the Group has set up a **confidential whistleblowing channel** which can be used to question their interpretation or practical application, and to report any infringement.

The **whistleblowing channel can be accessed by all persons mentioned in the whistleblowing procedure.**

Whistleblowing reports shall be dealt with through a **rigorous, transparent and objective procedure, and under no circumstances shall the whistleblower's identity be disclosed.** SFL will not tolerate any reprisals against anyone who reports in good faith any facts, situations or circumstances that may constitute conduct prohibited by SFL's Ethics Code of Conduct or by this Charter.

To this end, the Group will constantly seek to align its whistleblowing channels with best practices.



6. Charter monitoring

The General Secretary, in cooperation with the Internal Auditor, shall report to the Audit and Control Committee at least once a year, to enable the Committee to assess **the application and implementation of this Charter.**

Failure to comply with the provisions of this Charter by the Relevant Persons may **lead to disciplinary measures** by the competent internal bodies.

7. Period of validity and communication

This Charter is **applicable indefinitely** and will remain in force until it is amended by the competent bodies.

This Charter has been **published on the SFL website** and can therefore be accessed by the Relevant Persons and all the Other Concerned Persons.

It is also **appended to SFL's internal rules.**