

EUROPCAR MOBILITY GROUP

ANTI-CORRUPTION GUIDE

EXECUTIVE SUMMARY

Europcar Mobility Group is committed to conducting its business in accordance with all applicable laws and regulations, internationally recognized standards of ethical business practices and with the highest level of integrity.

Detection and prevention of bribery and corruption is part of the broader compliance framework developed by Europcar Mobility Group and this program is constantly being reinforced since the enforcement of Sapin II Law (Law no. 2016-1691 of December 9, 2016 on transparency, anti-corruption and economic modernization).

Europcar Mobility Group first deployed its Code of Ethics and Commitments, which it now wishes to supplement with the present Anti-Corruption Guide. The objective of the Anti-Corruption Guide is to set out the principle of **zero tolerance towards bribery and corruption** and to provide you with common definitions as well as with tools and best practice that can help you in your day-to-day activities to identify situations and scenarios that can be qualified as or lead to corrupt practices and avoid them.

Scope of application

This Anti-Corruption Guide applies to all Europcar Mobility Group entities and subsidiaries. It applies to all Europcar Mobility Group employees (wherever located in the world) in all their professional activities, including but not limited to permanent contract, fixed-term and temporary contract employees, seasonal employees, apprentices, trainees, interns, seconded staff, home-workers, casual workers and agency staff, volunteers, etc.

This Guide also applies to third parties working for Europcar Mobility Group, whether intermediaries, franchisees, consultants, contractors, suppliers or any external provider, joint-venture partners, beneficiaries of donations or sponsorships, etc.

In case of a conflict between principles contained in the present Anti-Corruption Guide and local rules, regulations or policies, the most stringent out of two should apply.

If you have any questions regarding the contents of the Anti-Corruption Guide, you can raise them with your local compliance officer or our Group Compliance Officer.

Contents

1. Anti-Corruption: do's and don'ts
2. Dealing with third parties
3. Internal audit and record keeping
4. Violations of the Anti-Corruption Guide
5. Definitions






1. ANTI-CORRUPTION: DO'S AND DON'TS

CORRUPTION

Corruption: the act of misusing a power (public or private) in exchange for an undue advantage.

Difference with other offences

Corruption can be distinguished from other offences, such as money laundering or embezzlement, by its following features:

- 
 • **An undue advantage** – something of value that “a person is not legally entitled to”, such as cash, money/wire transfer, gift, entertainment, gift voucher, an undue employment benefit, etc.;
- 
 • Such undue advantage is offered, or accepted in exchange for an “**abuse of entrusted power**”, public or private;
- 
 • The **simple fact of offering** (but not actually giving) and **agreeing to accept** (but not yet physically accepting) is already illegal and is prosecutable and punishable

Many types of corruption

Corruption comes in **many different forms and types**, such as:

- **Public Corruption**: involving a Public Official;
- **Private Corruption**: involving an employee of a private company;
- **Direct Corruption**: an undue advantage is given or accepted directly;
- **Indirect Corruption**: an undue advantage to a person is given or accepted indirectly (through an external third party, such as for example, a consultant or any other intermediary);
- **Active Corruption**: offering or giving an undue advantage;
- **Passive Corruption**: accepting or receiving an undue advantage.



All forms of
Corruption are strictly
prohibited by the
Group.



DO

- Having obtained necessary approvals from your manager, in accordance with the Europcar Mobility Group policies and procedures, you decide to offer a discount to a client.
- A General Manager of one of your suppliers approaches you and offers to secure a job offer for your relative in his company, in exchange he asks you to select his company as a Europcar Mobility Group exclusive provider. You decline the offer and raise an issue with your local Compliance Officer.



DON'T

- You offer a substantial sum of money in cash to an employee of a public airport in exchange for the awarding of a concession to the Group.
- You give an undue advantage to a local car provider, for it to secure lower prices for the Group.
- An insurance broker, working for the Group, offers a sum of money to an insurance company, to secure preferential terms for Group without you knowing nor accepting this scheme. After having obtained such terms, the broker asks you to “reimburse them” for their endeavors.
- You, as a station agent, are approached by a client, who offers you a sum of money. In exchange, you’re being asked not to charge damages.
- A competitor offers you an undue advantage and asks you not to bid for a project they want to secure for themselves.



EUROPCAR PROPRIETARY

This document may not be copied by any third party, through any means possible, without the written authorization from Europcar Information Services, signed by a person entitled to grant such authorization.

Sometimes, corrupt proposals can be accompanied by extortion (a physical and imminent threat or danger to your health, life, or safety). In such a case, make the payment and once you are in safe, raise an incident with your manager, your Local Compliance officer, or our Group Compliance officer. This is necessary to make sure that the matter is investigated, the necessary financial documents kept, and suitable action taken.

A zero-tolerance policy

Europcar Mobility Group affirms its **“zero tolerance policy”** towards all forms of Corruption in all countries where it conducts business, either directly or through external third parties.



A practical tip:

When encountered with a dubious offer or request, ask yourself: “Would I feel comfortable talking about this publicly”? If the answer is “No”, it is highly probable that this offer is unethical/illegal.

How to react if you encounter potential corruption?

If in your everyday activities, you encounter a situation in relation to which you **have doubts**, always raise the issue, and contact your Local Compliance Officers or our Group Compliance Officer.

INFLUENCE PEDDLING

Influence peddling: the act of offering or giving an undue advantage to someone, in return for them influencing a public authority to obtain a favorable decision for you.

Influence peddling is strictly prohibited.



A high risk for Europcar Mobility Group

The Group represents its interests with **European or local national parliamentary authorities, the European Commission, and local national governments**, through the Group's Public Affairs department.

A strict control

Such representation of the Group's interests is **strictly controlled** and can only be exercised by:

- The Group's Public Affairs Department;
- The Chief Executive Officers of each of the subsidiaries in coordination with the Group's Public Affairs department;
- The members of the management team, under the coordination of the Group's Public Affairs Department.

Any need for an action, direct or indirect, must be systematically reported and coordinated by the authorized persons mentioned above and **cannot under any circumstances be exercised by a person** who does not have this status within the Group.

Any company providing services in this context will be selected by the Public Affairs department in compliance with the Group's rules.

**DO**

- A company approaches you and introduces itself as the most prominent lobbyist in the territory, with necessary connections within local public administration. The company offers to represent your interests for “reasonable fees”. You thank them for their offer and refer to the Group's Public Affairs Department, without accepting their proposition.
- A lawyer approaches you and offers to “talk to one of their friends” in the legislative body. They say this friend can “pull some strings” and make sure the law that would benefit Group’s activities in the country is enacted. You decline their offer and raise the issue with your Local Compliance Officer.

**DON'T**

- A lobbying group, engaged by the Group, tells you that they will offer an undue advantage to a Public Official. In exchange, the Public Official will talk to their colleague in charge of the selection of car rental suppliers for that public administration and convince him to select the Group as the preferred supplier. You accept this proposal from the lobbying group.
- You, as member of the marketing team, approach a Public Official. In exchange for a sum of money, you ask them to influence the local council, so the council gives better advertising opportunities to the Group.

Facilitation Payments

Facilitation payments:

a small amount of money offered to a Public Official to facilitate or accelerate a routine administrative procedure.

The most common examples of facilitation payments are small amounts of money paid to accelerate the issuance of a visa or customs clearance.

Strictly forbidden

Facilitation payments

are strictly prohibited by the Group.



DO

- You are applying for a visa for your business trip. An officer of a consulate informs you that, if you pay a small additional fee, the review of your application can be accelerated. You ask the officer to show you the relevant part of the consulate's internal regulation that permits this, and the officer does so. You receive a receipt that states paid fees and contains a mention "for an accelerated review".
- A local customs officer offers to accelerate the clearance of a newly purchased vehicle, for a small amount of money. You politely decline this and raise this issue to our Group Compliance Officer.



DON'T

- During a business trip, you are waiting in a long queue at border crossing. A local officer asks you for a "not so small" amount of money compared to the local living standards. In exchange, they promise you to check your documents ahead of peoples waiting before you. You are late for a client meeting, so you accept it.

GIFTS AND INVITATIONS



A gift is an advantage offered or received in a business setting.



An invitation to an event is an invitation offered as a show of courtesy, offered, or received in a business setting.

Gifts and invitations are acceptable under certain circumstances.

Gifts and invitations constitute an internationally acceptable and recognized business practice. They can help to establish or foster business relationships. As such, gifts and invitation are not prohibited. But they should be offered and received in compliance with local laws and the Group's rules, particularly this Anti-Corruption Guide and the Gifts and Invitation Policy.

When can I accept a gift or an invitation?

Before offering or accepting a gift or invitation, consider the following:

- Value (Does it seem reasonable to you?);
- Frequency and timing;
- Proportionality:
 - The gift or invitation should be directly linked with the promotion of the Group's activities;
 - Who the providers and offerees are;
- Conditions they are subject to (Is there or can it create a reciprocity obligation?);
- Consistency with the Group's rules. To guide you, the Group has drafted a Gifts and Invitation Policy. It sets out monetary limits regarding gifts and invitations. If you believe that a gift or an invitation will exceed these limits, **before accepting or offering it**, you should consult with your Local Compliance Officer or our Group compliance officer.

A practical tip:

What is reasonable?

Take a step back and analyze the situation from a perspective of an ordinary person. Should an ordinary person perceive this situation to be in a good faith, then it is likely to be legal/ethical. Otherwise, an offer is likely to be inappropriate and should be declined or not offered.



Prohibited gifts and invitations

Gifts and invitations are strictly prohibited when:

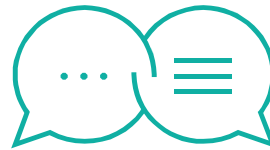
- They violate the Group's Gifts and Invitation Policy, any other rules of the Group, or applicable laws;
- They violate external third parties (customers, suppliers, providers, franchises, joint venture and other commercial partners, etc.) internal rules;
- They are offered or accepted during ongoing negotiations or tenders and during other sensitive points during a business relationship;
- They create or may create any suspicion of undue practices or reciprocity;
- They are in cash or cash equivalents, such as for example, gift certificates or vouchers, lottery tickets, loans, shares, or any other equivalent that can be cashed out;
- They are solicited, home delivered or involve persons other than the offeree (members of the family, friends, etc.);
- They are Illicit (such as for example, sex, drugs, or alcohol in certain countries).

Do not hesitate to ask for help or guidance!

In many cases, unlike corruption, **gifts and invitations, may be motivated by genuine intentions** of forging business relationships. However, a **genuine intention does not make them legal.**

If you find yourself in a situation when you have to refuse a gift or an invitation, you should do so politely and refer to the Group's rules.

If you are not sure as to how to value a gift or invitation, or do not know how to turn it down, discuss this with your line manager, your Local Compliance Officer or our Group Compliance Officer **before offering or accepting the gift or invitation.**





DO

- During an international conference, a representative of one of your car suppliers offers you their company's goodies, the price of which is 20 EUR.
- A prospective vehicle buyer offers to pay for a two-day get-away vacation for you and your family. In exchange, they ask you to secure for them the sale of a significant part of Europcar's fleet at discounted price. They ask you to indicate the sold vehicles are damaged, when in reality they are not. You politely decline this offer and raise this issue with your line manager.



DON'T

- A franchisee, whose agreement is being terminated, offers you high-value branded watches. In exchange, they ask you to make sure that their agreement is not terminated, and they stay within the Group's network.
- You intend to invite a representative of a potential customer to a restaurant. You know that the bill is likely to turn out overly expensive. In order not to jeopardize the business opportunity, you do not ask for a prior opinion from your Local Compliance Officer nor raise the issue after the dinner.
- A foreign government official asks you to provide a free vehicle to him and his family during their holidays. In exchange, they offer you a redeemable gift certificate.

SPONSORSHIPS AND DONATIONS



- **Sponsorship** is a material support given to an event, person, product or organization **with an expectation of a direct benefit from it**. In exchange for sponsorship, a sponsor might expect to attract additional investors or to interest new customers in their products.;



- **Donation** is a material support given to a person or a cause, **without expecting a direct consideration from the recipient**. The activities are undertaken solely in the name of public interest (such as for example, volunteering or local community partnerships).

Through sponsorships and donations, the Group participates in the increasing of social welfare and in improving the conditions of local communities. They also help to forge and promote the corporate image of the Group.

The decision to offer sponsorship or donations **is a Group decision**. It is discussed on a case by cases basis, and the decision is made at the appropriate level of Group management. **A single employee cannot decide to sponsor or make a donation on behalf of the Group.**

Always refer your requests to your line manager and compliance officer.

If you come across a person, event, organization, etc., whose activities are in line with the Group's corporate principals, and would like the Group to support them, first discuss this with your line manager, your local compliance officer or our Group Compliance Officer.

If a decision is made by the Group to engage in sponsorship or to make a donation, the appropriate functions within the Group will provide the necessary approvals and appropriately formalize a sponsorship or a donation through a written contract.

**DO**

- You are on a business trip in a country, where the Group wishes to develop its activities. A local charity helping isolated elderly people asks you for a donation on the Group's behalf. You tell them that you first need to discuss this with your line manager.
- You learn of an important sporting event in the region you are visiting. The Group is looking for potential investors in this region. You are told by your local acquaintances that this event gathers representatives of local business communities. You talk to your line manager regarding the possibility of sponsoring this event.

**DON'T**

- You are preparing a bid for the provision of a fleet of vehicles to a local company. You learn that all participants to the tender are required by the general manager of the local company to make donations to a charitable organization. This charity is owned by one of his partners. You understand that unless this donation is made, the offer will not be accepted for the tender. You pay the required sum of money to secure the bid.

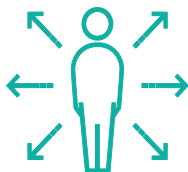
Conflicts of interest

Conflicts of interest: a situation, where you have a personal interest that can influence the performance of your activities with the Group

Our lives are multi-dimensional and outside of our professional activities, we have interests and commitments, personal and otherwise, that can sometimes conflict with our professional commitments.

Within the professional settings of the Group's activities, **you are expected to act in the best interests of the Europcar Mobility Group** and in accordance with your employment agreement.

Conflicts of interest should be declared and addressed as soon as possible. This helps to avoid potential problems in the future.



Strictly prohibited



The Group strictly prohibits the following:

- Letting your personal activities impact your professional choices;
- Deriving a personal advantage for yourself, relatives or friends from the business or assets of the Group.

Do not hesitate to ask for help

In case of doubt, you can speak to your manager, your Local Compliance Officer or our Group Compliance Officer. In most cases, alternative solutions to raised issues can be found, that benefit all parties.



**DO**

- The Group announces a RFP. Amongst the participants, you see a company owned by one of your family members. The company meets all qualifications for the tender. Before making a final decision, you discuss this with your line manager to propose your withdrawal from the selection process.

**DON'T**

- An owner of a long-standing franchisee of the Group, with whom you have developed a good relationship outside of your business relationship, asks you to convince your management to reduce the fees they pay to the Group without any reasonable justification for such a reduction.



2. DEALING WITH THIRD PARTIES

A third party is someone who is external to the Group, such as a customer, supplier, provider, franchisee, agent, consultant, representative, joint-venture partner and other commercial partner.

The Group **has adopted and constantly enforces a process of selection for third parties**. This is done to make sure that our commercial partners share our business integrity principles and values.

However, **making informed choices regarding third party' selection is not always enough**. An **ongoing vigilance is needed**. For that the Group counts on you, as you are at the forefront of the Group's interactions with our business contacts.

Through your everyday interactions with your business contacts, you should make sure that our third parties are aware of business integrity values of the Group. That is why **you must always share with your contacts the Group's Code of Ethics and Commitments and the present Guide** and ensure that your contacts act in compliance with them during your whole relationship. In addition, before the Group engages in any activities with third parties, they will be asked to sign an undertaking of compliance with the Group's anti-corruption rules.

If you find an offer made by your business contact to be illegal or unethical, you should decline it. To do so, you can refer to the Group's anti-corruption rules.

REMEMBER:
*THE EARLIER RISKY
 SITUATIONS ARE ADRESSED,
 THE EASIER IT WILL BE TO
 MANAGE THEM AND TO
 PRESERVE BUSINESS
 OPPORTUNITY AND GROUP'S
 REPUTATION*

If your **business contact does something that you find concerning, you should refer this matter to and discuss it with** either your line manager or your local or our Group Compliance Officer.



3. INTERNAL AUDIT AND RECORD KEEPING REQUIREMENTS

The Group is legally required to maintain accurate accounting records. Failure to do so can expose the Group to significant **risks of legal investigation and impact our brand.** Compliance with these requirements is an additional way to detect and avoid corruption.

General principles relating to internal audit and record keeping

Some of general principles relating to internal audit and records keeping requirements include:

- Transactions carried out on the Group's behalf must always be:
 - Proceeded in accordance with the Group's rules and applicable laws;
 - Recorded accurately, fully, and immediately;
 - Based on valid and truthful documents;
- All payments should be properly reflected in the financial entries;
- It is strictly prohibited to:
 - Use the funds or assets of the Group for illicit or inappropriate purposes, including for corruption;
 - Conceal a transaction, asset, liability or any other financial information;
 - Keep non-registered cash.

Ask for help if needed

In case of any doubts, you can always contact the Finance Department, your local compliance officer, or our Group Compliance Officer.



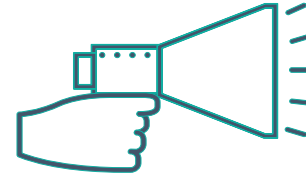
4. VIOLATION OF THE ANTI-CORRUPTION GUIDE

How to raise concerns?

If you face a situation, that you consider to be in violation of the **Anti-Corruption Guide** or other rules of the **Group**, you can raise this through the Whistleblowing Procedure. It details who can raise concerns and under which circumstances.

In a nutshell, you can raise concerns by:

- Informing your local manager or supervisor;
- Informing your local compliance officer;
- Informing our Group Compliance Officer;
- Making a direct report using a dedicated platform, Whispli: <https://app.whispli.com/Ethics-Europcar>.



If a concern is **raised in good faith**, even if it later turns out not to create any risks of corruption, **a person raising such an alert will not be subject to any disciplinary or other detrimental measures**. The Group is legally required to make sure that no measures are taken against such a person.

The identities of those raising issues will be kept confidential. The alerts will be treated in a timely manner and in confidentiality.

Consequences of violation

Violation of the principles of this Guide can expose an employee to a range of disciplinary measures, including the termination of his or her employment. Any violation will be subject to a full assessment of the circumstances and any decision on the application of a disciplinary measure will be taken on a case-by-case.

In addition, **an employee can face legal proceedings**, that may result in civil or criminal penalties, including imprisonment.





5. DEFINITIONS

Anti-Corruption Guide

shall mean the present document in its latest updated version;

Corruption

shall mean the act of misusing a power (public or private) in exchange for an undue advantage;

Conflict of interest

shall mean a situation, where you have a personal interest that can influence the performance of your activities for the Group;

Group Compliance Officer

shall mean a person appointed by the Group, on a corporate level, in charge of the development and deployment of the Group's compliance program; Its correspondents at local level are called Local Compliance Officer.

Facilitation Payment

shall mean a small amount of money offered to a Public Official to facilitate or accelerate a routine administrative procedure;

Influence Peddling

shall mean the act of offering or giving an undue advantage to someone, in return for them influencing a public authority to obtain for you a favorable decision;

Public Official

shall mean a person entrusted with public functions (executive, legislative, judiciary, administrative), as well as key employees, managers and members of the Board of Directors or other governing bodies of government-owned or government-controlled companies and facilities.