



# TDF Group Code of Ethics



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Since 2013, we have established a Code of Ethics so that all TDF Group employees are fully aware of the standards to follow in their daily jobs and when dealing with outside people.

Ongoing changes in our business environment, regulations and also society at large, notably the rise of social media, prompt us to revise the Code from time to time and you will find the latest copy below.

We aim to minimize all doubt about ways to behave, while also giving all outside parties dealing with the Company an insight into our underlying values.

This exercise in responsibility in our daily jobs ranging from the most banal to the most challenging, all form part of our Ethics that I would like to briefly touch upon.

Our Code of Ethics represents an opportunity to set guidelines, a moral compass that influences how we behave in our complex dealings with both Company people and outsiders.

In the world of countless regulatory hurdles that TDF Group has to cope with, it is up to everyone to take responsibility for deciding between sometimes contradictory objectives.

The Executive Committee and I look to each and every one of you to follow the Code of Ethics in our operations. It would not exist without you and it is imperative that everyone undertakes to apply it in practice and promote it among our own and outside people.

A handwritten signature in black ink, consisting of a stylized 'O' followed by a series of loops and a long horizontal stroke extending to the right.

Olivier Huart  
Chairman & CEO

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**Benoît Mérel**  
Deputy CEO & COO

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**Cyril Gasc**  
MD of Fibre Business Unit

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**Franck Langrand**  
MD of Broadcast Business Unit

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**Roland Chedlivili**  
Co-MD of Telecom Business Unit

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**Jean-Louis Mounier**  
Co-MD of Telecom Business Unit

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**Arnaud Lucaussy**  
Secretary General

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**H el ene Kayanakis**  
CFO

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**Christophe Maximilien**  
Human Resources Director

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**Tatiana Bergamo**  
Head of Field Operation Dept

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# 1 Purpose and Scope

The Code of Ethics of TDF Group (including Tivana France Holdings and all the controlled affiliates, subsequently called 'the Group') sets forth the general principles that apply to the exercise of its activities in view of its compliance with ethical standards and applicable law. It is a set of rules that governs the conduct of all Group employees. This Code defines founding principles about the Group's global ethics. The Environmental, Social & Governance (ESG) Accountability Policy is based on these principles. The [Group Anti-Bribery & Corruption Procedure](#) is also inspired from this Code.

Since 2014, the Group has become a member of the United Nations Global Compact. This voluntary initiative aims to support the universal principles on human rights, labour and environment international standards, as well as anti-corruption.

The purpose of this Code is not to provide an exhaustive and detailed list of all of the rules governing the Group businesses and employees in the various countries in which the Group operates. The Group intent is rather to establish guidelines in order to ensure that all of the companies within the Group and their employees have a common vision of the Ethics that applies to the exercise of their businesses. This Code first and foremost appeals to everyone's responsibility to exercise their own judgment and common sense. In case employees have questions on how to implement the Code of Ethics, they can ask their managers, the Human Resources department, or the Group Audit and Internal Control department.

If local rules and regulations are stricter than those specified in this Code, affiliates have to comply with this local legal framework.

Any violation of the Code provisions may bring about disciplinary sanctions in compliance with the provisions of the company's internal rules and regulations, but also civil and/or criminal proceedings in accordance with the regulations enforceable in the various countries where the Group operates.

The policies and principles presented in this document apply to:

- All the executive managers and administrators of the Group's various companies,
- All employees of the Group, whatever their status,
- All occasional employees (trainees, temps, service providers),

Hereafter referred to as 'employee(s)'.

Besides, by contractual means (when they do not prevail by the sole effect of the Law), the policies and principles presented in this document apply to suppliers, intermediaries and clients of the Group. Specific contract clauses are available on the [internal ABC web site](#).

# 2 Group values

The Group culture is based on the principles of honesty, loyalty and integrity as well as compliance with and demonstration of our common values:

- Keep it simple,
- Mind the customer,
- Act as a team,
- Make it happen,
- Drive for change.

These principles and values guide our actions and behaviour in our relations with our shareholders, our clients, our suppliers, our colleagues and our teams. We bring them to life on a daily basis in

the exercise of our activities at every level of our organization, in order to better serve the interests of the Group and its individual companies.

### 3 Group relations with its employees

#### 3.1 Fundamental Rights, Respect for the human person, Discrimination and Harassment

The Group complies with applicable laws and regulations pertaining to the respect of privacy, the protection of personal information and employment everywhere that it operates, in particular those that require the recognition of fundamental and union rights, the prohibition of forced or child labour, in accordance with the rules established by the International Labour Organisation.

The Group notably refrains from using any form of harassment as well as any form of discrimination based on the race, customs, age, gender, political or religious opinions, marital status, ancestry, sexual orientation, national origin, union membership or handicaps of individuals.

The Group must provide each of its employees with a work environment in which the human person is respected, through a method of management that encourages taking responsibility and initiative.

#### 3.2 Working Conditions

The Group hopes to foster teamwork, which is one of the key components of its corporate culture. The Group must provide a safe and clean working environment to each of its employees by complying with applicable law, notably with respect to health and safety.

All employees have obligations regarding working conditions which are specified in the [Company Internal Rules](#).

#### 3.3 Training, Professional Development and Equality

The Group considers the development of professional skills to be essential to its success.

The Group is particularly interested in:

- equal opportunity and fair treatment, based on the recognition of merit and good performance,
- the professional growth of its employees, in particular through training, internal mobility, and promotions.

#### 3.4 Confidentiality

The confidential information made available to Group employees within the context of their professional activities must remain confidential for as long as it is not publicly disclosed by the Group. Therefore, employees (and former employees) may not use or circulate this information outside of the Group unless expressly authorized to do so by the Group or if they are required to do so by law. However, the Group recognizes the freedom of expression of its employees with respect to their families.

The following information is considered to be confidential: confidential memos, notes, lists, records and any other documents in hard or soft copy, information relating to intellectual property, Group financial information, marketing and commercial plans, the data bases, and information relating to employees. Each employee is expected to keep this information confidential, even after they leave their position within the Group, and delivered to the Group as soon as their employment ceases or at Group's request.

#### 3.5 Protection of the Company Documents

It is critical that the employees help preserve Group business records, follow the guidelines set forth in any document retention policies and comply with related legal and regulatory requirements. If an employee is notified that his/her documents are relevant to an anticipated or

pending litigation, investigation or audit, he/she must follow the guidance set forth in the notification received from legal counsel.

During the course of their employment, employees may be involved in the creation, development or invention of intellectual property such as concepts, methods, processes, inventions, confidential information and trade secrets, works of authorship, trademarks, service marks and designs. All such intellectual property and the rights therein, such as copyrights and patents, will be owned by the company and the employees' moral rights to such intellectual property will be waived. Employees are responsible for cooperating with the company and providing all necessary assistance to ensure that all intellectual property and related rights become the exclusive property of the company.

### 3.6 Use of the Company's various Forms of Communication

The Group has defined guidance on the use of its digital resources, which is set forth in the Charter for the use of digital resources. Employees must follow this guidance. The Charter is available on [internal IT website](#).

### 3.7 Joining the Board of Directors or Similar Body of another entity

Before accepting an appointment to the board or a committee of any non-Group entity, employees must receive approval from the Chairman of their Board and the company's internal legal department. Prior approval is not required to serve on boards of charities or non-profit organisations or small, private family holding companies that have no relation to the company.

### 3.8 Corporate Opportunities vs Personal Opportunities

Employees are prohibited from taking personal advantage of a business or investment opportunity that they become aware of through their work at the Group. Employees owe a duty to the company to advance its interests when the opportunity arises, and they must not compete with the company in any way.

### 3.9 Fraud Prevention

Each Group company is expected to prevent fraud and must assume this responsibility in the daily exercise of its business within its own operational structure and in accordance with local regulatory requirements. Audit and Internal Control Department is systematically informed when a fraud or attempted fraud is identified. A Group Policy regarding fraud prevention has been defined and is available on [internal Audit website](#).

## 4 Group relations with its outside partners

Group relations with its outside partners (clients, prospects, suppliers, intermediaries, competitors, local authorities, regulators, governmental bodies, ...) must be based on mutual respect in order to facilitate dialogue and foster team spirit. It is up to each employee to act with honesty and integrity towards Group outside partners, and to maintain a relationship of trust, in compliance with laws and regulations. The Group also expects its outside partners to adhere to these principles.

### 4.1 Honesty of Commercial Practices

The Group intends its success to be based on the quality of its products and services, using honest and legal methods. It is up to Group employees to become familiar with and comply with national and European regulations, and more generally, the laws that apply in the countries where they exercise their activities. Particular attention is paid to compliance with legal and regulatory provisions relating to competition law.

## 4.2 Seeking Client Satisfaction

Client satisfaction is one of the Group's priorities, particularly as it ensures its continued existence. This satisfaction depends on consistently seeking excellence while maintaining solid relationships. To win the confidence of its clients, the Group is committed to providing them with high quality products and services that are adapted to their needs, and to respect its commitments towards such clients, within the framework of the quality control policies implemented within each Group company.

## 4.3 Stock Trading Conduct

An employee may have access to or become aware of material non-public information, either about the Group, a client of the Group or an unrelated publicly-traded entity. The employee must not use this information to gain a financial advantage for himself / herself or others, either by way of making a trade for himself / herself, "tipping" others on the information, or otherwise. Doing so is not only a violation of the Code that will result in immediate termination for cause but is also a serious violation of securities laws and will expose any individuals involved to potential civil and criminal prosecution.

## 4.4 Corruption & Influence Peddling

The Group is particularly sensitive to compliance with the fundamental principles of preventing corruption and adheres to the guidelines established by the OECD. In particular, the Group refrains from offering, promising, granting or soliciting illegal payments or other undue advantages in order to obtain or retain a market or other advantage.

Corruption is against the Law and against everything we stand for. The Group does not tolerate any bribery or corruption act (**zero tolerance policy**). No business deal in any country can ever justify putting the reputation of the Group, its affiliates, its shareholders and its employees at risk. In its relations with governments and administrations (notably in connection with those of its businesses that require authorizations), its clients and suppliers, the Group condemns all fraudulent practices and all active or passive acts of corruption of any nature whatsoever.

The Group also forbids any kind of influence peddling, including donations or other undue advantages offered notably to public officials or intermediaries in order for the latter to abuse their real or supposed influence with a view to obtaining from an administration or public authority some distinctions, jobs, business contracts or any other favourable decision.

The violation of these principles may result in the application of civil and criminal sanctions provided for under enforceable law.

On the other hand, no disciplinary sanctions will be imposed on an employee who refuses to take part in corrupt practices.

## 4.5 Conflicts of Interest

Each employee is likely to be faced with situations in which his or her personal interest or that of the individuals or legal entities with which he or she is associated or with whom he or she is close may conflict with the Group interest.

One way to judge whether there is a conflict of interest is for an employee to ask oneself if a well-informed person would reasonably conclude that his/her interest in a matter could in any way influence his/her decision or performance in carrying out a duty on behalf of the company.

Each employee must be vigilant to avoid conflicts of interest that may arise in certain situations despite every effort being made to avoid them. If an employee cannot avoid a situation where there is a conflict of interest, it is up to that individual to bring the matter to the attention of his or her hierarchical superior and make an informed decision, taking into account his or her duty of loyalty and integrity towards the Group.

## 4.6 Lobbying

Lobbying refers to any action carried out by one of the Group's interest representatives, aimed at directly or indirectly exercising influence over public authorities or providing them with information, with a view to guiding a political decision. The purpose of lobbying is to defend the Group's interests and provide public decision-makers with proposals and technical expertise regarding the consequences and practical scope of legislation in force or under consideration, without leading public authorities and decision-makers to expect any form of payment or undue advantage.

The Group has defined in its [Ethical Lobbying Charter](#) its engagements to conduct, with probity and integrity, the Group's lobbying activities and relations with the public sector. People carrying out lobbying activities or having relations with the public sector must comply with the rules included in the Charter.

## 4.7 Gifts and Other Benefits

Extract of [Gifts and Hospitality Policy in Private and Public Sector Corporations and Non-Profits](#), document published by French Anticorruption Agency:

"By making a gift of a good or service, with no expectation of anything in return, an organisation may show its attachment to certain values and traditions. Gifts and hospitality may also be part of its promotional strategy. Such gifts and hospitality are part of the normal way of doing business.

This generosity, in itself, is neither illegal nor immoral, but, under certain circumstances, may give rise to suspicions about hidden advantages received in return that could expose the organisation to the risk of criminal charges. When given or received with a view to creating an obligation and leading the recipient to betray the interests under their responsibility, such gifts constitute bribery or influence peddling."

Every Group employee has a duty of integrity and refrains from soliciting gifts or other benefits from third parties. Indeed, an employee who accepts a gift may raise doubts as to his or her integrity with respect to the partner who grants it, particularly in the context of commercial negotiations.

In such cases, a gift or a benefit may be accepted by an employee, provided that it is legal, of modest value (for example less than about €150 in France) and is of an exceptional nature. Gifts must be sent or received at the business address of the targeted person. If the amount of sent or received gifts or invitations, cumulated over a year, exceeds the €150 threshold, the employee must obtain the written approval by her / his manager prior to offering or accepting it (an e-mail is sufficient).

Gifts and invitations are however prohibited over phases of answers to calls for tenders, granting of authorisations or negotiations, and should not be misunderstood by a third party (competitor, media, justice, public, ...) as a bribe.

Also, offering or receiving money in cash, or by wire on a personal bank account, is forbidden.

An employee must systematically inform his or her hierarchical superior if he or she offers or receives any gift or benefit.

## 4.8 Outside Intermediaries

The use of outside intermediaries paid by the Group for their particular skills is justified provided that services are actually rendered and are in compliance with applicable laws and regulations. The intervention of an outside intermediary must occur pursuant to a formal contract mentioning the service content, the deadlines and the exact compensation for the service. The amount of this compensation must be commensurate with the service rendered and consistent with common business practices.

## 4.9 Protection of Confidential Information

It is up to Group companies to implement provisions that protect confidential information of any nature (including relating to privacy) relating to their outside partners, so that such information may not be used illegally or inappropriately.

## 4.10 Cautious Use of Social Media

The use of social media should be conducted in compliance with the applicable rules (laws, regulations, codes of conduct, agreements), the commitment to loyalty and the rules of precaution, safety and good conduct.

Employees should be cautious in their use of social networks (Facebook, Wikis, chat rooms, blogs, discussion groups, etc.) since their content can be accessed by anyone, indefinitely. It is critical that employees should use these tools in a sensible and respectful way, by moderating their comments, even in private circumstances.

Employees who form part of social networks should particularly ensure that the confidential information they possess and identified as such, related to the Group, its employees or its outside partners, is protected. They should also ensure that they do not harm their reputation.

Each employee should be conscious that the publication of content which disparages the Group on information sharing websites, the spreading of defamatory comments against colleagues, shareholders or outside partners in some discussion groups or blogs, and the non-authorized share of confidential information regarding the Group are forbidden and can lead to sanctions, which will be proportionate to the seriousness of the acts involved.

Only the communication department and some duly authorized employees are allowed to communicate on behalf of the Group.

Employees should be aware that the inappropriate use of social media can generate harmful consequences on its security, its operational efficiency, and its image. The comments, photos, publications and posts published in the social media can indeed have an impact on the Group, its employees, its shareholders or its outside partners.

## 4.11 Speaking to the Public on behalf of the Company

Employees should not make public statements on The Group's behalf unless they have been designated to do so by the company, particularly towards people who seek information on the Group. If a financial analyst, member of the media or other third-party contacts an employee to request information, even if the request is informal, the employee must not respond to it unless he / she is authorized to do so. In this event, the employee should refer the request to his / her supervisor or forward the request to the Head of Financing and Treasury, in charge of investor relations, or the Head of Communications.

Additionally, during their employment or directorship at the Group, employees may be contacted by governmental authorities (e.g. law enforcement, securities regulators, etc.) who are seeking information from them regarding matters relating to the Group. In this situation, they must contact the company's internal legal Dept. who can assist them to find the right answer to their request.

# 5 Group relations with the Shareholders and the Financial Community

The Group acts respectfully towards its shareholders in order to earn their confidence.

## 5.1 Asset Valuation and Financial Performance

The Group seeks to attain a high level of asset appreciation and provides itself with the means necessary to preserve the value of its assets.

Group employees are responsible for the maintenance and the efficient use of Group assets in connection with their duties. They should take all necessary measures to preserve Group assets.

Optimal financial performance is an essential objective for all of Group employees.

## 5.2 Transparency of Financial Information

The Group, while protecting its own interests, is determined to provide its shareholders and the financial community, particularly its lenders, accurate and reliable information.

Employees cooperate with the Statutory Auditors.

Those employees involved in the preparation of the reports or information to be circulated, or that communicate information concerning the Group to the press, shareholders, lenders, analysts and any potential investor, must be satisfied beyond reasonable doubt that the reports or information being prepared and divulged are complete and fair and comply with all applicable regulations.

## 6 Group relations with Civil Society

### 6.1 Compliance with the Law

Each Group employee is responsible for ensuring that the Group businesses under his or her control are exercised in conformity with the laws and regulations that apply locally, and in accordance with the principles described in this Code of Ethics.

### 6.2 Environmental Protection

The Group is very concerned about the effects of its activities on the environment and intends to limit the environmental impact of its activities by managing them in a sustainable manner in accordance with applicable local law.

### 6.3 Sponsoring, Patronage and Charitable Donations

The Group favours sponsoring and sustaining cultural and charitable activities the choice of recipients of which is left up to the General Managers of the Group companies.

Donations to a charity are authorised only if:

- The Group clearly posts its commitment in this charity,
  - This donation does not aim to influence some official action or gain an undue advantage.
- In case an employee is being asked to contribute to a charity, he/she needs to ask for the former approval of the Group's executive management, after the legal department has given its advice.

### 6.4 Political Contributions

The Group refrains from directly or indirectly financing political parties or the campaigns of candidates for elected positions.

### 6.5 Personal Data Protection

The Group commits to complying with the general data protection laws and regulations regarding personal data that may be kept or processed (related to employees, outside partners, our customers' customers, ...).

All employees must ensure that the personal data they process are managed in compliance with legal obligations.

### 6.6 Fight against Money Laundering and Terrorism

The Group is strongly committed to preventing the use of its operations for money laundering or any activity that facilitates money laundering, the financing of terrorism, or other criminal activities.

## 7 Compliance with Group ethical rules

### 7.1 Internal Contacts

While at work, an employee can ask oneself questions about how to apply the principles defined in the current Code of Ethics. In this case, the employee can ask his manager, the HR function of his/her entity or Group Internal Audit and Control dept in order to seek their opinion.

### 7.2 Reporting Hotline

The Group has defined the principles of a reporting hotline which can be used by the Group employees and external or occasional associates.

This hotline is complementary to the other existing reporting channels (HR, management, trade unions, Health Safety and Working Conditions Committee, ...). Its use is optional.

The reporting hotline enables employees of the Group, when they have personal knowledge of it, to report:

- Any serious breach of:
  - the present Code of Ethics,
  - the Group's [anti-bribery and corruption procedure](#),
  - any domestic and international regulation in force, including any crime or offence.
- Any threat or serious harm to the public interest.

Reports cannot deal with classified elements related to national defence, doctor-patient confidentiality, or secrecy of the relationship between a lawyer and his/her client.

Reports are to be made in a disinterested manner and in good faith, i.e. the employee needs to be convinced that his/her report is accurate.

The identity of the whistleblower and the facts reported will be confidentially dealt with in compliance with applicable regulations.

The whistleblower will be protected from potential sanctions.

Finally, an error in good faith will not result in any disciplinary action. However, wilfully abusive denunciations or denunciations intending to cause harm will be subject to sanctions.

Employees can use the hotline either by calling a telephone number or accessing a dedicated website. The hotline (telephone and web) is managed by an external company.

A [hotline user guide](#) is available to all employees.

## 8 Amendments to the Group Code of Ethics

The Audit and Internal Control Department is responsible for the Code's content and its changes.

The Board of Directors of the Group examines and approves the Code of Ethics at least once a year.

The Board is responsible for verifying that the Code is correctly applied.

## 9 How to conduct oneself in potential corruption situations

This chapter serves as a practical and educational guide with case studies and guidance on how to implement the Code of Ethics. It does not intend to list in a detailed and exhaustive way all the possible corruption scenarios: it appeals first and foremost to everyone's responsibility to exercise their own judgment and common sense. Concrete corruption scenarios, adapted to the different employee profiles, and how to react in this situation are also presented during anti-corruption training sessions. They are all illustrated by sentenced real cases (see [internal ABC web site](#)).

In case of doubt about what to do in a specific encountered situation, you can contact:

- your manager,
- the Sapin 2 referent of your department / entity (see [internal ABC web site](#)),
- the Group Audit and Internal Control Department.

### 9.1 Corruption, influence peddling and interventions by paid intermediaries

These case studies refer to Chapters 4.4 and 4.8 of the Code.

#### 9.1.1 Case Study: Facilitation Payment

Facilitation payments are small amounts payed to public agents to facilitate or speed up routine administrative actions like issuing authorisations, licenses, permits, or clearing goods.

The Group prohibits facilitation payments as they are considered as a form of bribery. Such payments are also forbidden by the Sapin 2 Bill, whatever the country.

**Scenario:** in a foreign country, an employee is to receive some equipment sent from your country. The equipment is withheld in customs. A customs official suggests to the employee to speed up customs clearance by handing over a small amount of cash.

**Guidance:** you must refuse to pay the customs official and explain to him that you would have to inform your management and give his/her name. To avoid clearance delays, the best is to include the standard time needed to clear the goods in your lead times and anticipate the shipment.

You must also inform your Sapin 2 referent about this facilitation payment request.

**Comment:** Each time you are being asked to make a cash payment, to ensure this is not a disguised facilitation payment, ask the official for a receipt. This is actually the only way for you to be reimbursed afterwards by the company.

If this facilitation payment is carried out by one of our suppliers on behalf of the Group, the Group remains fully accountable.

#### 9.1.2 Case Study: Selection of a Supplier at Risk

**Scenario:** during a call for tenders to order external services, an employee chooses a company on the sole basis of its compliance with the specifications and its price.

**Beware:** the Sapin 2 Bill requires that the integrity of first rank partners (direct suppliers, direct customers, middlemen, lobbyists, ...) be assessed.

**Guidance:** before awarding the contract, the various RFQ candidates have to be assessed in terms of corruption risks by Purchasing. In case the assessment shows that some supplier is at risk, it can be decided to exclude it from the selection process. You should at least implement risk-proportionate preventive measures to ensure that this service provider will not have corrupt practices.

Also, during contract execution, this corruption risk assessment should be regularly updated to ensure that the risk level has not increased.

Sources: the [anti-bribery and corruption procedure](#) includes a specific questionnaire which will help you assess the corruption risks of a supplier.

### 9.1.3 Case Study: Influence Peddling

**Scenario:** a sales employee is responsible for preparing a bid, on behalf of the Group, for a French ministry. A person contacts this employee to offer his/her services as he/she has been working at this ministry in the past and has a network of contacts. This person claims to be able to make you win the bid.

**Beware:** working with a business introducer is not in itself an issue as long as the introducer's behaviour is ethical. The risk is if some part of the introducer's fees is used to bribe the Group's customer.

**Real-life Examples:** <https://carto.transparency-france.org/acts/57679cd6> ,  
<https://carto.transparency-france.org/acts/6362c6b5>

**Guidance:** you must ensure that the services provided by the business introducer are precisely defined (deliverables, deadlines, ...), and that the price is in line with the real cost (calling several business introducers for competition is highly recommended). Besides, if you choose to offer a commission (variable fees), this commission must be capped so that the business introducer is not encouraged to have corrupt practices.

Comment: there is corruption even if the influence peddling scenario has not been efficient.

## 9.2 Conflict of interest

These case studies refer to Chapter 4.5.

### 9.2.1 Case Study: call for tenders implying a close relation

**Scenario:** During a Group call for tenders regarding service provision, the employee in charge of the specifications realises that one of the competing service providers is the company where his wife works.

**Beware:** this employee could be blamed for distorting the call for competition, either by communicating privileged information to his wife or even by lacking objectivity in the service provider's selection process.

**Example:** <https://carto.transparency-france.org/acts/14d99384>

**Guidance:** you have to inform your manager and must not take part in the selection process. Your manager must find another employee to deal with this call for tenders.

### 9.2.2 Case Study: indulgence towards a supplier

**Scenario:** a supplier is delivering spare parts. They are inspected by an employee who is actually a close relation of the supplier's sales manager. The latter finds it hard to achieve his annual sales objectives. The employee notices that some parts are faulty. The supplier explains that they have had a production issue but that it will not happen again. He asks the employee to accept the delivery and consider it as compliant. The employee accepts due to his family relation with the supplier and also to prevent him from being in a difficult position towards his management.

**Beware:** this employee could be blamed for having been too indulgent, for having put his personal interests ahead of those of his employer.

**Guidance:** each time you feel conflicted between your personal and professional interests, you should inform your management and get out of the decision-making process.

## 9.3 Gifts, invitations and other in-kind benefits

These case studies refer to Chapter 4.7.

### 9.3.1 Case Study: a client solicits an invitation

**Scenario:** during an important bid process, a client solicits from a Group sales employee an invitation for two days to a prestigious international sports competition.

**Beware:** the value of the invitation solicited by the client is disproportionate. Offering such an invitation could be perceived as a form of corruption, even if there is no such intention from the sales employee. More specifically, if the Group were to win the bid, a competitor could use this practice against the Group to cancel the deal.

**Example:** <https://carto.transparency-france.org/acts/a4821ee9>

**Guidance:** refrain from offering any exceptional invitation and explain to your client that he puts himself at risk by soliciting or merely accepting this kind of invitations.

### 9.3.2 Case Study: invitation by a supplier as an acknowledgement

**Scenario:** a supplier has delivered network equipment to an employee who keeps good relationships with this supplier. While receiving and checking the equipment, faults are detected which could occasionally generate malfunctioning. The supplier asks the employee to turn a blind eye to these faults and validate the delivery as is so that he can be paid, although he mentions orally that he will handle the faults: the employee is happy with this solution as his management has asked him to capitalize the equipment as quickly as possible. In return, to thank the employee for his partnership-based mindset, the supplier invites the employee with his wife to a renowned restaurant for a good meal.

**Beware:** the first risk is that the network rolled out may not be operational with the expected quality of service and generate additional running costs. Secondly, from the moment the supplier has been paid and has not made any written commitments according to an agreed deadline, the Group can no longer compel him to keep his word.

After review, the project team could blame the employee for having incorrectly validated the equipment and concealed some malfunctions. Because of its substantial cost, the invitation will be perceived as inaccurate in the context of usual professional relations. As an aggravating factor, a close relation has been invited and this contributes to perceiving this invitation as even less professional.

**Guidance:** liaise with the buyer, refuse to validate the equipment delivered or accept the delivery with reservations, and ask the supplier for an action plan. Validate the delivery only when all the major faults have been solved.

Refuse any unusual invitation to a professional meal, refuse to associate a close relation. Don't forget to inform your manager when you are invited.

## 9.4 Sponsorship, patronage and donations to charities

These case studies refer to Chapter 6.3.

### 9.4.1 Case Study: donation to an association in parallel to a pending administrative decision

**Scenario:** in the context of a planning application (request for building permit, construction preliminary declaration) or road authorisation, a town hall public agent advises to make a donation to a local association for a cultural, charity, or sports purpose.

**Beware:** associations are fragile entities which cannot be controlled for using the donations properly.

**Example:** [https://www.lemonde.fr/politique/article/2018/03/30/le-maire-du-kremlin-bicetre-mis-en-examen-pour-avoir-detourne-des-fonds-afin-de-jouer-au-pmu\\_5278701\\_823448.html](https://www.lemonde.fr/politique/article/2018/03/30/le-maire-du-kremlin-bicetre-mis-en-examen-pour-avoir-detourne-des-fonds-afin-de-jouer-au-pmu_5278701_823448.html)

**Guidance:** explain to the town hall public agent that the company cannot answer his request favourably because there is a risk that this could be interpreted as a corrupt practice (give money in exchange of a public decision). Also, the refusal will protect this civil servant against possible charges by someone who is opposed to the building of the site or against the municipal majority.

#### 9.4.2 Case Study: administrative authorisation depending on the financial contribution to an event

**Scenario:** to build a broadcasting infrastructure in a developing country, you are asked to subsidise a local event. The person you are in contact with clearly mentions that your answer will condition the development of your business in the country.

**Beware:** the funds handed over could remunerate a public decision maker who is key to the achievement of your project. They can also be perceived as a kind of compensation if the roll out is lagging behind and likely to generate penalties.

**Example:** <https://carto.transparency-france.org/acts/e6f4a740>

**Guidance:** to reduce your direct exposure, you can ask your management to justify the company's refusal to subsidise the event. You can also hand the Group's Code of Ethics over to the person as it is a public document.

**Source:** [Anti-Bribery and Corruption procedure](#), including red flags for associations.

#### 9.4.3 Case Study: donation of equipment to an association

**Scenario:** an employee is an active member of an association, and he would like the Group to make a donation or lend some IT equipment to the association.

**Guidance:** TDF Group agrees to support cultural, sports or humanitarian associations (« [Jury Aide](#) », for example, is a service dedicated to employees working at TDF and its French affiliates). But you cannot in any way commit to donate directly on behalf of the Group, nor use or lend equipment to your association without former approval.



As a transparent and impartial operator, TDF helps digital firms in mainland France and French overseas territories meet their strategic transmission goals. For radio and DTT broadcasting, mobile ultra high-speed broadband coverage and rolling out optical fibre, TDF, market leader with 13,900 sites, brings customers in-depth operational expertise, a mix of unique and ground-breaking technology and an exceptionally widespread local presence. In an ever more connected world, over the last four decades or more TDF has enabled telecoms and media companies to connect the French regions and people everywhere and faster.