

Ricoh Industrie France

**Anti-bribery
&
influence peddling
code of conduct**



**to the attention of
the employees
&
other stakeholders of
Ricoh Industrie France**

CONTENTS

PURPOSE OF THE ANTI-BRIBERY CODE OF CONDUCT	3
ARTICLE 1 - DEFINITIONS	5
ARTICLE 2 – RULES TO BE FOLLOWED AND CONDUCT TO BE PROHIBITED	7
2.1 Obligation to ban bribery and influence peddling	7
2.2 Gifts and invitations	7
2.3 Facilitation payments	9
2.4 Conflicts of interest	10
2.5 Recruitment.....	11
2.6 Business partners.....	11
2.7 Lobbying.....	13
2.8 Donations, patronage and sponsorship.....	14
2.9 Political contributions	15
ARTICLE 3 – COMPLIANCE WITH THE CODE AND APPLICABLE PENALTIES	18
3.1 Interpretation and application of the Code	18
3.2 Whistleblowers.....	18
3.3 Consequences of breach of the Code	19

PURPOSE OF THE ANTI-BRIBERY CODE OF CONDUCT

Ricoh Industrie France attaches great importance to respecting the values that it upholds, such as ethics, integrity and transparency, as set forth in our Code of Conduct and Business Ethics.

The commission of an act of bribery or influence peddling is a serious matter that may result in significant legal and financial consequences for Ricoh Industrie France and cause long-term damage to its reputation.

Thus, Ricoh Industrie France considers that, in all business practices, the principle of integrity, including more specifically the fight against bribery, is fundamental, and the company is firmly committed to a policy of zero tolerance of inappropriate behaviour.

Thus, in keeping with our principles of action, we are determined to ensure that our activities are conducted in accordance with the highest business and ethical standards and in full compliance with all applicable legal requirements.

Due to the strengthening of the French legislation, and more specifically due to the entry into force of Law no. 2016-1691 of 9 December 2016 on Transparency, the Fight Against Bribery and the Modernisation of the Economy known as the Sapin II Law, the Company is developing and setting up a compliance programme specific to the prevention and detection of bribery, of which this Code is an integral part.

This Code is integrated into the Company's Internal Rules and Regulations, and as such, it is binding.

More specifically, this Code was created so everyone can become familiar with the basic principles of the fight against bribery and be reminded of the rules to be followed and the conduct to be prohibited.

This Code applies to all of our managers, salaried employees and temporary workers (hereinafter referred to as “employees”) and specifies the precautions to be taken with respect to our business partners (intermediaries, distributors, suppliers, consultants, subcontractors, clients, etc.).

It is available for reference in the discussion database of Ricoh Industrie France and is provided by various means to the employees before they begin working at the company.

All of our business partners (distributors, suppliers, consultants, subcontractors, clients, etc.) are expected to comply with the principles of this Code or apply standards at least equivalent to it, but they are also expected to promote the principles of this Code to their own partners.

This Code constitutes the foundation of the system that guides our employees on a daily basis.

It is not intended to be exhaustive or to cover every situation in which the employees may find themselves. It outlines the rules that must govern their decisions. It is thus up to each individual to carefully read and understand the rules set out in this Code and to exercise good judgement and common sense when dealing with the various situations that may arise.

When in doubt as to how to proceed, employees should refrain from taking action and instead ask the CSR Management to indicate if the principle of the action or if the gift to be given or received is authorised.

ARTICLE 1 - DEFINITIONS

The generic term of “bribery” refers both to bribery and influence peddling.

The offence of bribery is set out in Articles 432-11 et seq. and 445-1 et seq of the French Criminal Code.

It is an action whereby a person holding a given position, whether public or private, solicits/offers or accepts/gives a donation, an offer or a promise, in order to perform, delay or omit performance of an act directly or indirectly falling under the scope of his or her duties.

The offence of influence peddling is set out in Article 432-11 et seq. of the French Criminal Code.

Influence peddling is the act of offering, requesting, accepting or providing any advantage to a person so that he or she will abuse his or her actual or supposed influence, in order to obtain from a public authority or administration awards, jobs, contracts or any other favourable decisions.

It involves three parties:

- the one who provides the advantages or donations
- the one who uses the credit he or she possesses as a result of his or her position
- the one who holds the decision-making power (public authority or administration, judge, etc.).

Bribery is termed “public” when it involves persons holding a public office (hereinafter referred to as a “public official”) and “private” when the offence of bribery involves only legal entities or individuals in the private sector.

What is a public official?

The concept of a public official must be interpreted broadly. It refers to any person vested with public authority, entrusted with a public service obligation or holding elected public office, for him or herself or for someone else.

Any person considered as a public official under the national legislation of a country must be characterised as such as well.

The offence of bribery occurs simply through the promise of an improper advantage, even if this advantage is not ultimately granted.

In practice, the following behaviours may be considered as bribery:

- granting or offering a personal advantage of any kind, such as gifts, vouchers or discounts, etc., to a person in charge of buying at a customer's company, so that he or she will increase the volume of purchases.
- giving a trip to a city councillor so that the mayor of his or her town will grant a building permit.
- granting an advantage, for example, a training period for one of their relatives or invitations to events, etc., to the members of a trading group or a public servant to obtain confidential information on a competitive bidding procedure or on the positioning of one's competitors.
- receiving any personal gift or advantage from a supplier or service provider of Ricoh Industrie France in order for that supplier or service provider to be selected, or in exchange for new contracts.

The commission of the offence of bribery or influence peddling can result in very heavy penalties for Ricoh Industrie France and for the employees involved, both in France and abroad.

In France the **penalties** are as follows:

- Individuals: 5 to 10 years of imprisonment and 500,000 to 1,000,000 euros in fines or the equivalent of double the proceeds of the offence.
- Legal entity: 2,500,000 to 5,000,000 euros or the equivalent of double the proceeds of the offence, plus additional penalties.

ARTICLE 2 – RULES TO BE FOLLOWED AND CONDUCT TO BE PROHIBITED

This document provides the information required to understand and implement the rules to be followed and the conduct to be prohibited by the employees in their activities in order to prevent and fight bribery.

2.1 Obligation to ban bribery and influence peddling

Any conduct liable to be considered bribery, influence peddling or favouritism, before a transaction is completed, during its execution as well as after its completion, is strictly forbidden by Ricoh Industrie France.

Rules to be followed:

- The employees undertake to comply with the public procurement regulations and to be especially vigilant in their relations with public officials.
- The employees undertake to be especially vigilant in their business relations with business partners (entering into a contract in a country where the bribery Perceptions Index is high, unclearly defined duties of a business partner, etc.).

2.2 Gifts and invitations

Giving gifts and invitations is often considered as an act of courtesy aimed at strengthening business relations. The nature of these practices varies considerably from country to country, depending on local customs, the company, the business relationship, etc.

However, the rules governing the fight against corruption prohibit the giving of gifts, invitations and other things of value to a third party with the aim of obtaining an improper advantage or unfairly exercising any influence on any official action.

Thus, giving or accepting gifts or invitations may be considered as one of the manifest forms of bribery, especially in the context of a business transaction or a request for an authorisation or permit from a public official.

Rules to be followed:

In any event, the following conduct is strictly prohibited:

- Paying or offering to pay money, giving a gift or an invitation with the aim of obtaining undue consideration (a contract for Ricoh Industrie France, etc.).
- Requesting or accepting money, a gift or an invitation as consideration, a reward or motivation to grant a contract to a business partner of Ricoh Industrie France.

■ **General rules on gifts and invitations given to or received by an employee**

- Gifts and invitations cannot be received or given unless they are not prohibited by local law. When authorised, giving or accepting a gift or invitation must remain an exceptional occurrence.
- In any event, gifts and invitations given to or received by a public official are prohibited without the prior authorisation of the CSR Manager of Ricoh Industrie France.
- Gifts and invitations must not be given or received for the purpose of obtaining an improper advantage or influencing any action whatsoever.
- Regardless of their value, giving or accepting gifts in cash is prohibited.
- Gifts and invitations are strictly professional. They may only concern the employee or business partner, not the family or other relations of theirs.
- Gifts and invitations must not be given or received at a time when an important decision is being made. Therefore, gifts or invitations must not be given or received during a competitive bidding or contract negotiation process.
- Gifts and invitations may be received and given if they are in keeping with professional practices and they are appropriate for the situation and occasion that motivate them (in connection with the promotion of the products or services of Ricoh Industrie France, etc.) and if they are of a reasonable value (a bottle of wine for Christmas, an invitation to a sports event, a concert, etc.).

- If an employee would like to give a gift or invitation not in keeping with the rules of this article, he or she must obtain prior authorisation from the Ricoh Industrie France CSR Manager.

■ **Rules applying to gifts received by or given to an employee**

- Employees shall not divide up a gift in order to decrease its value to an acceptable value.
- Employees shall not repeatedly (over a short period) give or receive gifts in a relationship with any particular business partner.

■ **Rules applying to invitations received by or given to an employee**

- Employees shall not repeatedly (over a short period) give or accept invitations to meals, tickets for sports events, shows or receptions in a relationship with any particular business partner.
- Employees must pay close attention to invitations of high value, such as official receptions, trips or stays, including, for example, sports events or shows outside of France.

Illustration:

An employee of Ricoh Industrie France may give one of his clients a box of chocolates for the year-end holidays, provided that it is a gift of a reasonable value given in a period during which gifts of this type are traditionally given. Indeed, it is highly unlikely that a box of chocolates will influence the volume of a client's future orders.

An employee must not give or accept tickets for the Football World Cup in Russia, because it is a gift of high value, not adapted to the profession or its practices.

2.3 Facilitation payments

Facilitation payments are sums of money, often small, solicited by public officials to obtain or accelerate the performance of certain administrative acts, such as the processing of state documents or the issuance of authorisations or permits, etc.

These payments are prohibited in most countries.

Rules to be followed:

- Ricoh Industrie France prohibits facilitation payments, even if they are allowed by local law.

2.4 Conflicts of interest

A conflict of interest is any situation in which the personal interests of an employee (or those of a legal entity or an individual to whom he or she is close) conflict with the interests of Ricoh Industrie France.

“Personal interest” means the interests that may influence or seem to influence the way the employee performs the duties and meets the responsibilities entrusted to him by Ricoh Industrie France.

Such a situation could occur, for example, if an employee:

- negotiates in the name of Ricoh Industrie France a contract in which he has a current or future personal interest, either directly or through an intermediary
- has a financial interest in a client, supplier, service provider, partner or competitor of Ricoh Industrie France
- performs a paid activity on behalf of that third party, for example, as a salaried employee, consultant, agent, broker, etc.

Insofar as a conflict of interest may hide an act of bribery, it is crucial for employees to be vigilant regarding the occurrence of conflicts of interest.

Rules to be followed:

- Employees must always prioritise the interests of Ricoh Industrie France and refrain from prioritising any personal, financial or family interests that may cast doubt on their integrity.
- In the event of potential or proven conflicts of interest, employees must inform their immediate superiors as soon as possible and refrain from participating in the tasks and responsibilities that have been entrusted to

Illustration:

It could be acceptable for Ricoh Industrie France, upon the request of one of its sales employees, to consider organising its annual convention in a hotel belonging to an important client, who also happens to be a friend of the sales employee. Ricoh Industrie France would consider this plan due to the hotel's competitive pricing and popularity.

However, in this scenario, the relevant employee must differentiate between his personal and professional interests in order to avoid a conflict of interest that may hide an act of corruption.

Indeed, if the employee is given a week's stay at this hotel with all expenses paid for him and his family in exchange for organising the convention at the hotel, an act of bribery is hidden behind the conflict of interest.

In that case, the employee would have to declare this situation to his immediate superior and refrain from participating in the process of choosing the service provider.

2.5 Recruitment

The recruitment of a new employee by Ricoh Industrie France may potentially result in an act of corruption if the company is granted an improper advantage by a third party in exchange for hiring a specific candidate; particularly in order to derive an advantage from it for a future contract or to influence an administrative decision.

Rule to be followed:

- Any improper advantage (personal or work-related) granted by a third party in exchange for recruiting an employee is prohibited.

Illustration:

An employee must deny the request of one of its clients to take his nephew on as a paid trainee in exchange for future orders.

However, the employee may offer his client the possibility of forwarding the nephew's CV to the head of recruitment, specifying that he has no decision-making power in the matter.

2.6 Business partners

The risk of bribery exists whenever Ricoh Industrie France has a business relationship with various business partners within the context of its professional activities.

Indeed, under certain circumstances, a company may be held legally liable for acts of bribery committed by its business partners.

As part of their activities, the employees of Ricoh Industrie France have relationships with numerous business partners, such as distributors, intermediaries, suppliers, clients, etc.

In this context, they act in accordance with the internal procedures of Ricoh Industrie France.

Rules to be followed:

- Before entering into a business relationship with a business partner, due diligence investigations must be conducted, in particular with respect to the partner's integrity, consistent with and in proportion to the specific situation of the business partner. Areas to be covered include the business partner's reputation and any pending or previous lawsuits, their skills or resources in the relevant field, any current or previous contractual relations with a public official, etc.
- More specifically, regarding intermediaries, any suspicious indicators must result in an in-depth analysis of the intermediary's situation. In particular, this concerns situations in which the intermediary:
 - ✓ seems incompetent or lacks personnel
 - ✓ is appointed or recommended by a public official
 - ✓ requests to remain anonymous or lacks transparency
 - ✓ requests to be paid in cash, to be paid in advance, or to be paid in a country other than the place of residence or of business
 - ✓ requests abnormally high remuneration in comparison with the value of the services provided
 - ✓ requests reimbursements for abnormally high or undocumented expenses.
- No contract must be entered into with the intermediary until all of the elements that cast doubt have been cleared up.
- The work actually performed by the intermediaries must be monitored on a regular basis.
- Any business relationship with a business partner must be established by means of a signed written document. This document must contain express provisions certifying that the contracting party complies with the rules and laws against bribery, and it must provide for the termination of the contract in the event of breach of these rules.

- Payments to a business partner must always be lawful, in compliance with the terms of the contract, corresponding to appropriate, proportionate remuneration for the service provided. Particular vigilance is required regarding payments made to foreign bank accounts.
- No payments should be made in cash or without a duly approved contractual agreement.
- These payments must be made after submission of a duly validated invoice, preferably by bank transfer to the bank account of the business partner, after verification of the beneficiary's banking details, for the amount indicated on the invoice, pursuant to the contractual provisions.
- All documents specific to a business partner's activity must be kept for the duration of the business relationship, including contracts, proof of service, invoices, payments, etc., in order to facilitate later verifications.

Illustration:

In the event that one of the potential suppliers of an employee refuses to participate in the process of due diligence investigations put in place by Ricoh Industrie France, the employee must explain to his partner that this process is part of a legal obligation to fight bribery and that their reticence could result in Ricoh Industrie France not entering into a business relationship with them.

2.7 Lobbying

Lobbying consists of any activity designed to influence the decisions or directives of a government or institution in favour of a given cause or an expected result. More specifically, it is a constructive, transparent contribution to the development of public policy on subjects relevant to the business activities of a company or group of companies. This contribution aims to inform the decision-making process of the public officials making the decisions.

However, the line between lobbying and bribery can, at times, be thin. Indeed, although lobbying is possible in principle, it becomes improper and constitutes bribery when the lobbyist offers or proposes an advantage to a public official in order to get him or her to support legislation or activities that would be favourable to the lobbyist.

Rules to be followed:

- Demonstrate integrity, intellectual honesty and transparency in all relations with public officials, regardless of the situation or interest being defended.
- Provide reliable, objective information, without seeking to obtain information or decisions by exerting any pressure whatsoever.
- Not seek to obtain an improper political or regulatory advantage.
- Ensure that the lobbyists work in compliance with this Code and the applicable regulations.

Illustration:

An employee in charge of lobbying activities at Ricoh Industrie France is prohibited from giving a case of champagne, even for the year-end holiday season, to the president of a parliamentary commission in charge of considering a draft law that is directly relevant to the interests of Ricoh Industrie France.

Indeed, the employee could be accused of influencing the Member of Parliament to take a position favourable to Ricoh Industrie France, insofar as these actions amount to bribery.

2.8 Donations, patronage and sponsorship

Ricoh Industrie France makes donations, particularly to associations, and may also act as a patron and sponsor.

In these cases, it is always important to pay close attention to the quality and reputation of the charity or sponsored organisation.

These donations, patronage and sponsorship can, in certain circumstances, be carried out with the aim of obtaining or granting an improper advantage; such practices may be characterised as bribery in these cases.

Rules to be followed:

- Donations, patronage and sponsorship are authorised, subject to compliance with the applicable laws and regulations, within the framework of the applicable procedures in place at Ricoh Industrie France.
- More specifically, donations that are received or made must be pre-approved by the CSR Manager of Ricoh Industrie France.
- Donations, patronage and sponsorship must not be made or carried out for the purpose of obtaining or granting an improper advantage or improperly influencing a decision.
- Donations must never be made to an individual or be paid in cash.

2.9 Political contributions

The term “political contributions” means any direct or indirect contribution made for the purpose of providing support to a political party, candidate or elected official.

This contribution may consist of a payment or any other advantage, such as gifts or services, advertising or any other partisan activity.

Political contributions can be used to hide an improper advantage in order to obtain or maintain a transaction or a business relationship. In other words, political contributions can be considered or interpreted as direct or indirect bribery.

However, Ricoh Industrie France respects the right of its employees to be personally involved in politics and local civic life. Nonetheless, this participation must remain personal, on the employee's time and at the employee's cost.

Rules to be followed:

- Financial, in-kind, direct or indirect contributions of any type made by Ricoh Industrie France, or by any of its employees in its name, to political organisations, parties or figures is prohibited.
- Employees must keep their personal political activities separate from their jobs at Ricoh Industrie France, in order to avoid any situations potentially causing conflicts of interest.

2.10 Acquisitions, shareholdings and joint ventures

Regarding the acquisition of companies, entire businesses or shareholdings, or the implementation of mergers or joint ventures, due care must be exercised to ensure that the target or partner does not act or has not acted inappropriately with respect to the applicable anti-bribery laws, and that it complies with the applicable legislation in this area.

Indeed, in the aforementioned transactions, Ricoh Industrie France could be held civilly or criminally liable, and significant business, financial and reputational repercussions could result.

Rules to be followed:

- Include an anti-bribery component in the preliminary audit processes (due diligence investigations) regarding acquisitions of companies or of shareholdings or the setting-up of joint ventures.
- Ensure that the target or partner complies with the applicable anti-bribery legislation.

2.11 Maintenance of accurate books and records

In this Code, books and records refer to all accounting, financial and commercial records. These include all financial statements, correspondence, summaries, books and other documents associated with the areas of accounting, finance and business.

As part of the fight against bribery, it is crucial for all transactions to be transparent, exhaustively documented and allocated to accounts that reflect the type of transaction accurately.

Rules to be followed:

- No entries in the books and records of Ricoh Industrie France may be groundless, erroneous, falsified or fictitious.
Therefore, it is forbidden to hide or attempt to hide payments made or issued on behalf of Ricoh Industrie France or to attempt to recharacterize or disguise payments in any manner whatsoever.
- The books and records of Ricoh Industrie France must be true and accurate reflections of the transactions performed and be prepared in compliance with the applicable accounting standards and requirements.
- All audit and approval procedures put in place at Ricoh Industrie France must be applied.
- Therefore, the documentation demonstrating the appropriate character of the relevant services and corresponding payments must be kept.

All financial transactions authorised by the immediate superior must comply with the internal auditing procedures.

ARTICLE 3 – COMPLIANCE WITH THE CODE AND APPLICABLE PENALTIES

3.1 Interpretation and application of the Code

All employees of Ricoh Industrie France must read, understand and comply with this Code.

The CSR management of Ricoh Industrie France will, in particular, ensure that it is distributed to and complied with by the employees.

Any employee who needs help with any subjects covered by this Code, and particularly in the event of difficulties of interpretation of its application to a given situation, may reach out to his or her immediate superior, who will provide assistance.

Indeed, the immediate superior is responsible for helping employees deal with any difficulties they may encounter.

Employees may also reach out to the Human Resources Department or the CSR management of the company.

3.2 Whistleblowers

Employees may use the whistleblower system set up within the Ricoh Group in order to **act in good faith and in a disinterested manner to report the existence of conduct or situations contrary to this Code, of which they have first-hand knowledge, provided that the conduct or situation may constitute bribery or influence peddling.**

Although employees can go through the chain of command, the whistleblower system offers them stronger guarantees of protection when reporting wrongdoing.

However, use of the whistleblowing system is optional.

No punitive measures will be taken against an employee who has acted in good faith and in a disinterested manner to report a breach of the rules contained in this Code.

3.3 Consequences of breach of the Code

Failing to follow the rules set forth in this Code could have serious consequences, not only for Ricoh Industrie France, but also for its employees.

For Ricoh Industrie France, any conduct against the rules set out in this Code could not only have a negative effect on its reputation and business activities, but it could also expose the company to the risk of having to compensate for any damage caused, and, further, expose it to criminal prosecution.

It is reiterated that this Code is an integral part of Ricoh Industrie France's Internal Rules and Regulations. Failing to comply with the Code may result in disciplinary action in accordance with Article 11 of said Internal Rules and Regulations.

Therefore, when employees breach the rules governing the fight against bribery contained in this Code, if called for by the circumstances, they may be subject to disciplinary measures potentially going as far as termination of the employment contract under the conditions provided for in the Internal Rules and Regulations, as well as personal liability and criminal and/or civil prosecution.