



# Anti-bribery and Influence Peddling Code of Conduct



LA COOPERATIVE  
WELCOOP

*Citizens for health and well-being.*

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## **Foreword to the United Nations Convention against Corruption, 2004**

«Corruption is an insidious plague that has a wide range of corrosive effects on societies. It undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organized crime, terrorism and other threats to human security to flourish.»

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## **Editorial by the Chairman of the Management Board**

LA COOPERATIVE WELCOOP and its subsidiaries are committed to a thorough ethical approach, with the aim of ensuring that all of their employees respect the laws applicable to their activities and fight against all forms of corruption.

As «citizens of health and well-being», we must strive to conduct our activities in a spirit of integrity, transparency and respect, with regard to our suppliers, our customers and our member-pharmacists as well as to ourselves.

The purpose of this Code of Conduct is to reaffirm the fundamental principles that must govern our behaviour in a professional setting, both individually and collectively.

This Code applies to each and every one of us, wherever we are and whatever our role.

This Code should be the point of reference that inspires your choices and guides your actions on a daily basis.

Thierry CHAPUSOT  
Chairman of the Management Board



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## Preamble

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LA COOPERATIVE WELCOOP and all of its subsidiaries are committed to the United Nations Convention against Corruption and are committed to fighting all forms of corruption.

The WELCOOP Group has drafted this Code in order to express its convictions on this subject and to share them with its employees and all of the third parties it works with.

This Code sets out the rules and principles prohibiting all forms of corruption, as well as the way in which they are to be applied.

Nevertheless, this document may not answer all questions that may arise and does not preclude the need to exercise judgment and common sense. In case of doubt about the appropriate course of action, the Group has put in place tools for assistance and advice as well as an internal alert system.

Each Group subsidiary that has internal regulations will incorporate this Code into them.



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## Article 1 - Framework and scope

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This Code applies to all employees of LA COOPERATIVE WELCOOP and its subsidiaries, within the framework of their professional activities.

It defines the rules that all Group companies and all employees must observe, both internally and in their professional relations with all external individuals and companies, including networks, lobbying organisations, etc. In the context of their activities within the Group's companies, the behaviour of all employees must be ethical and exemplary and must not contravene the behavioural rules defined in this Code of Conduct.

Any question from an employee concerning the application of the Code of Conduct or its interpretation may be referred to his or her superior or to the Group Human Resources Department.

The WELCOOP Group will ensure that its anti-corruption rules are known to all of the third parties it interacts with.

The present Code takes effect as of 1st May 2020 and must be applied by all subsidiaries of LA COOPERATIVE WELCOOP.



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## Article 2 - Basic rules and applications

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### Definitions

- **Bribery** is behaviour whereby a person (public official or private individual) offers, requests or accepts directly or through an intermediary a gift, offer, promise or benefit of any kind with the intention of delaying or neglecting to perform an act directly or indirectly within the scope of his or her duties in order to obtain or retain a commercial or financial advantage, or to influence a decision. There are two types of corruption:

- Corruption is active when it is the person who corrupts who initiates it.

- Corruption is passive when the corrupt act is initiated by the person who has been corrupted, that is to say the person who performs or does not perform an act in exchange for compensation.

Bribery may assume the guise of common business or social practices, such as invitations, gifts, sponsorships, donations, etc.»

- **Influence peddling** refers to an act by a person monetising his or her position or influence, real or perceived, to influence a decision to be taken by a third party. It involves three actors: the benefactor (the one who provides benefits or gifts), the intermediary (the one who uses the credit he or she possesses owing to his or her position) and the target person or entity with decision-making power (public authority or administration, magistrate, expert, etc.).

### Principles and rules

Employees must not commit acts of bribery and must not use intermediaries such as agents, consultants, advisors, distributors or any other business partner to commit such acts.

Bribery is not tolerated, regardless of the status of the recipient.

It is the business of all employees to ensure that their behaviour is consistent with the principles of conduct set out in the Code.

Great care should be taken to ensure that such practices comply with the requirements of the Code of Conduct.

If you are confronted by one of these practices, you should ask yourself:

- Does it comply with laws and regulations?
- Does it comply with the Code and is it in the Group's interests?
- Is it devoid of personal interest?
- Would I be embarrassed if my decision were communicated?

You can express your doubts in complete confidentiality to your line manager and the Human Resources Department if you are uncertain about the propriety of any decision you are called upon to make in terms of ethics or business conduct.

You may also put your questions directly to the «ethics officers», who have been appointed for their knowledge of laws and regulations and of the companies that make up the WELCOOP Group, by e-mail to the following address: [ethicofficers@lacooperativewelcoop.com](mailto:ethicofficers@lacooperativewelcoop.com).

Finally, you can report any matters of serious concern to you through the dedicated alert procedure, by e-mail to the following address: [alerte-ethique@lacooperativewelcoop.com](mailto:alerte-ethique@lacooperativewelcoop.com).

## 2.1 - Gifts, courtesy and hospitality, entertainment

### Definitions

- **Gifts** are advantages of any kind, given by someone as a sign of gratitude or friendship, with no expectation of anything in return.

- **Hospitality** typically includes refreshments, meals and accommodation.

- **Entertainment** typically includes attending shows, concerts or sporting events.

### Principles and rules

Particular attention should be paid to gifts, gestures of courtesy and hospitality (received or given), in addition to entertainment, that contribute to good relations but may be perceived as a means of influencing a decision or of favouring a company or a person.

If gifts are received or given, the following rules must be scrupulously respected:

- They should never be of high monetary value;
- They should never be of a financial nature: loans, cash or cash equivalents (e.g. vouchers);
- They should not give rise to any compensation ;
- They should be fully disclosed to the giver's/recipient's hierarchy.

Should you have any doubts about the value or appropriateness of a gift, refer it to your hierarchy or to the «ethics officers».

## Specific case of health professionals

Reference should be made to the specific provisions of legislation in force (e.g., anti-gift law in France) and to the company's internal rules.

## 2.2 - Specific rules for public officials

### Definitions

The term «public official» is interpreted broadly by the authorities and includes :

- Any elected or appointed official or employee of a government or departmental ministry, government agency or corporation owned, even partially, by a government.
- Any elected or appointed official or employee of a public international organisation, such as the United Nations.
- Any person acting officially for, or on behalf of, a government or a government department, government agency, or public international organisation.
- Politicians and candidates for public office.
- Any other person considered to be a public official under applicable laws and industry codes.

### Principles and rules

Any relationship with a public official must comply with the regulations governing it (i.e., the regulations that apply in the specific country of the public official or that are imposed on him/her by his/her employer). Any benefit passed on to a public official must be fully transparent, properly documented and justified.

In all cases, we must:

- Act honestly, fairly and transparently;
- Never offer anything to a public official that would constitute a personal advantage without prior authorisation from his/her employer.

Bribery of public officials is subject to severer penalties



## 2.3 - Donations to charitable or political organisations

### Definitions

- **Gifts and donations** are advantages given in the form of money and/or contributions in kind. They are allocated for a specific purpose: research, training, the environment (sustainable development) and charitable or humanitarian causes.

- **Political contributions** are contributions—monetary or non-monetary—to support political parties, officials or initiatives.

### Principles and rules

Donations and gifts may only be made if the company receives no tangible compensation in return.

Requests for donations and gifts should be carefully considered, particularly those from persons in a position to influence the company's activities or who could benefit personally if the gift is granted.

Requests for donations must be approved by a supervisor.

## 2.4 - Patronage, sponsorship

### Definitions

Through **patronage or sponsorship**, the company seeks to communicate and promote its values by providing financial or material support for works or for social, cultural or sporting initiatives .

### Principles and rules

Patronage and sponsorship must be undertaken without seeking any direct advantages from the beneficiary other than the promotion of the company's image.

## 2.5 - Facilitation payments

### Definitions

Facilitation payments are unofficial payments (as opposed to legitimate and official duties and taxes) that are made to facilitate or expedite administrative and other formalities, such as applications for permits, visas or customs clearance.

### Principles and rules

The Group rejects «facilitation payments» as a matter of principle, whether or not local laws permit them. These may only be made with the agreement of the Ethics Committee, in very exceptional circumstances, in the event of a threat to the health and safety of an employee. The facts pertaining in such cases must be fully documented and archived .

## 2.6 - Commitment to third-party monitoring

### Definitions

A third party is a natural or legal person with whom the company interacts and whose activities are such that it presents a particular high level of risk with regard to corruption.

Subsidiaries and employees are not considered to be third parties in this Code.

### Principles and rules

Each Group entity is committed to ensuring that its commercial partners (suppliers, service providers, agents, customers, etc.) and intermediaries are aware of and respect our principles and values (e.g., through the implementation of a specific clause in the contract).

## 2.7 - Conflicts of interest

### Definitions

Conflicts of interest arise from any situation or arrangement in which employees' personal activities or business interests conflict with their duties or responsibilities.

### Principles and rules

When conducting activities on behalf of a Group company, employees must avoid conflicts of interest. If circumstances give rise to a potential or actual conflict of interest, employees must disclose the conflict of interest to their hierarchy and/or an

## 2.8 - Internal records/audits

### Definitions

The books and archives include, in particular, accounts, invoices, correspondence, papers, records, memos and all other media.

### Principles and rules

It is the responsibility of the company to prepare and maintain accounting records that describe all of its transactions and the use that has been made of its assets accurately and precisely.

«Off-the-books» accounts and the inclusion of misleading information in the books of the business are strictly prohibited. All financial transactions must be documented, regularly reviewed and justified in the accounting records.

All relevant financial controls and approval procedures must be followed. Company records must be maintained and filed in accordance with company procedures as well as tax rules and other applicable laws and regulations.



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## Article 3 - Enforcement

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### 3.1 - Training

Employees are required to familiarize themselves with this Code and to participate in the training sessions that will be organised. New employees will be made aware of the fight against corruption as soon as they take up their duties.

### 3.2 - Assistance/warning of non-compliant practices and protection against retaliation

Any employee who reports in good faith, i.e. with a sincere belief that his or her statement is accurate, a potential violation of the Code to his or her hierarchy or to the Human Resources Department will be protected against all forms of retaliation.

Each employee must report any doubts and/or questions:

- If he or she is confronted with a potential case of corruption;
- If he or she believes in good faith that a violation of the Group's Code of Conduct has been or is being or may be committed;
- If he or she discovers that someone has been subject to retaliation for having raised an issue in good faith.

Your direct manager and the Human Resources Department are the right people to contact if you have any doubts and/or questions.

Managers must ensure that employees who approach them receive all the help and advice they need to comply with the Group's Code of Conduct.

If you are uncertain about discussing a problem with your direct manager, talk to the Human Resources Department.

You can also use the **Group's procedure for collecting reports from whistleblowers** by sending your report via the dedicated e-mail address: [alerte-ethique@lacooperativewelcoop.com](mailto:alerte-ethique@lacooperativewelcoop.com).

The information communicated within the framework of this procedure, which is accessible, in particular, on the website of LA COOPERATIVE WELCOOP, must be formulated in an objective manner and be sufficiently precise to enable the alleged facts to be verified.

The identity of the whistleblower will be treated confidentially and anonymity will be respected upon request.

Furthermore, an error made in good faith will not result in disciplinary action. On the other hand, any whistleblower who makes deliberately abusive or malicious accusations may face disciplinary action.

## 3.3 - Professional warning systems and protection of personal data

The ethics alert system is implemented by the Group in its capacity as data controller.

In accordance with the regulations that apply to data protection in most of the countries in which the Group is present and, in particular, within the European Union, any person identified in the context of an ethics alert procedure, whether the issuer of the alert or the subject of the alert, may exercise their right of access to data concerning themselves by using the procedure defined by the company.

They may also request the correction or deletion of any data that are inaccurate, incomplete, ambiguous or out-of-date.

## 3.4 - Sanctions in case of violation of the present Code

An employee accused of violating the Code is presumed innocent (to have acted in accordance with it) until such time as evidence gathered during the investigation reasonably demonstrates non-compliance with it.

The company is fully committed to:

- Taking all reports seriously;
- Investigating reports effectively and in a timely manner;
- Evaluating the facts objectively and impartially;
- Taking appropriate corrective action and applying disciplinary sanctions when a report is substantiated.

Any violation of the Code will result in disciplinary action up to and including termination of employment.

Failure to comply with the rules engages the personal responsibility of the employee and exposes him/her to criminal prosecution in accordance with legislation in force.

## 3.5 - Implementation: responsibility and monitoring

This Code is subject to revision to include any necessary adjustments.

Periodic audits may be undertaken by management to verify the compliance of practices within LA COOPERATIVE WELCOOP and its subsidiaries.

It is the responsibility of each employee to implement the Code of Conduct within the framework of the responsibilities relating to his/her role.

The Group's governing bodies will regularly review the implementation and investigation of alerts.



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