Our Policy on combating Corruption and Influence Peddling

GOVERNANCE

Governance of the programme

Operational responsibility for Carmila's anti-corruption programme is held by **the Director of Internal Control, Compliance, Risk and IT**, who reports to Executive Management.

She reports regularly to the Board of Directors' Audit Committee on the application and effectiveness of the Sapin 2 programme.

Compliance Officer → Executive Management → Board Audit Committee

This governance structure guarantees the independence of the whistleblowing system and its anchoring at the highest level of the company.

Carmila's commitment

- Carmila is committed to fostering a **culture of trust and integrity.**
- **Our Ethical Principles** define the reference framework within which every employee must carry out their role on a daily basis.
- **Carmila rejects all forms of corruption** and complies with the applicable **anti-corruption laws.**

What are we talking about?

An act of corruption is the act of offering (active corruption) or of soliciting or accepting (passive corruption), directly or indirectly, for oneself or for others, undue advantages (offers, promises, donations, gifts, etc.) from or towards anyone (public or private official), in order to perform, refrain from performing or delay an act within their role, mission or mandate
or in breach of their duties or obligations.

Influence peddling is the act of making, offering or promising, directly or indirectly, payments or any advantages, to a public official or a
private individual, so that they misuse their real or supposed influence in order to obtain a favourable decision from a public authority or administration.

Any person holding an administrative, legislative, judicial or political position of any kind may be considered a **public official.**

Why it matters for Carmila?

Corruption is a **criminal offence subject to severe penalties**, with very significant financial, legal and **reputational consequences**, for both legal entities and individuals.

The **"Sapin 2"** law, adopted on 9 December 2016, significantly strengthened the French anti-corruption framework by requiring companies to reinforce their prevention systems, while creating the French Anti-Corruption Agency (AFA), responsible for overseeing its implementation.

Why every employee can be concerned

As part of our activities, we are led to be **in contact with multiple stakeholders** for the development **and operation of our sites.** We may therefore face various situations that could expose us to acts of corruption, such as:

- **relations with administrative authorities,** for example to obtain building permits or operating licences**...**
- **relations with retailers and tenants**, for example to secure a particular location or a leasing advantage…
- **relations with service providers and construction companies** that we bring in to work on our sites**.**

Everyone must therefore be aware of and have a good understanding of the risks, and be able to identify warning signs and draw the appropriate conclusions in terms of sharing information before acting**.**

The principles

- Everyone must **refrain from any act of corruption or influence peddling.**
- Every employee must take care to **avoid situations that could place them, directly or indirectly, in a position of obligation** towards third parties seeking to create or maintain business relationships with any Carmila company**.**
- Everyone must **refrain from accepting, for themselves or those close to them**, directly or indirectly, **any advantage** from anyone who has – or is seeking to create or develop – business relationships with any Carmila company**.**

Red flags to watch for

Identifying warning signs helps avoid ambiguous situations, but above all helps to take appropriate action before becoming involved in a corruption scenario.

Here are some **examples of warning signs**:

- Unusually high fees or commissions,
- Repeated and/or disproportionate hospitality (entertainment, dinners, travel),
- Reluctance to formalise the relationship through a contract,
- Unusual payment terms or payments demanded in cash,
- A specific intermediary required or recommended by a public or private contact,
- A promise of unusually fast results,
- Proposals for unusual or complex legal or financial arrangements…

If you know that an action is illegal or unethical,
do not do it or refuse to take part in it!

In all circumstances, use **common sense and discernment**.

Some key principles

A Gifts and invitations

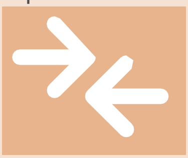
Any gift or invitation must be **occasional and reasonable**,
with a **strictly professional purpose** of promoting Carmila's activities, with the **possibility of reciprocity** and **in compliance with applicable regulations.**

Any **invitation from a third party to an event** that is unique or exceptional due to its rarity or the difficulty of simply obtaining tickets (for example, world or European sporting competitions) must always be subject to prior approval by Carmila's Chief Executive Officer

Gifts and invitations during a negotiation process are strictly prohibited, whether for an acquisition, the signing of a lease, or a tender or procurement process.

B. Conflicts of interest

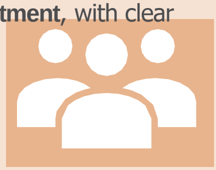
Everyone must avoid finding themselves in a **situation where their personal interests could conflict with those of Carmila** or could harm their **independence of judgement** or professional integrity, as well as Carmila's image or reputation.



Every employee must inform their management of any financial, economic, family or personal ties with Carmila's partners, retailers, tenants, service providers or suppliers

C. Use of intermediaries or consultants

The use of an intermediary is only appropriate where there is a **legitimate need justified and formalised in a contract reviewed by the Legal Department**, with clear objectives, for a **mission that is perfectly defined and limited in scope, location and duration. Compensation must be proportionate to the work carried out**, or the objectives set out in the contract, and **in line with market value**.



D Relations with public officials

No advantage of any kind must be offered or given to any person holding public authority in order to influence them to obtain a favourable decision.

For example, you must not make any payment or provide any other advantage to government officials in order to obtain or expedite the issuance of an authorisation, avoid an inspection, influence the findings of an inspection, or avoid a fine.

OUR PROGRAMME

Corruption risk mapping

Carmila establishes and updates annually a corruption risk map covering all of its operations in France, Spain and Italy.

This risk map identifies risks by function, by country and by type of interaction:

- Business partners
- Administrative authorities
- Suppliers
- Tenants

It is validated by Executive Management and presented to the Board of Directors' Audit Committee.

OUR PROGRAMME

Anti-corruption audit and control program

100 %

of operations covered
by the audit programme,
over an annual cycle

Sapin 2 control audits are designed to verify the effectiveness and actual implementation of our anti-corruption program.

Led by Internal Control, reinforced by Internal Audit missions, and complemented by reviews from our External Auditors, these controls specifically assess the following pillars:

- Risk Assessment
- Third-party due diligence
- Training programs
- Code of Ethics
- Whistleblowing system
- Disciplinary system
- Accounting controls

Governance & Follow-up

The findings of these Sapin 2 control audits, as well as the follow-up on the resulting action plans, are regularly presented to the Audit Committee of the Board.

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NOTRE DISPOSITIF

Third-party assessment and monitoring

Prior to entering into any business relationship, Carmila assesses the anti-corruption risk level of its commercial partners through a formalised procedure centralised in a dedicated tool:

1. **Collection & Integrity Questionnaire:** Gathering key compliance and identification information from the business partner.
2. **Level 1 Assessment (Screening & Initial Due Diligence):** International sanctions list screening, Politically Exposed Persons (PEPs) detection, and risk indicator analysis (country, typology).
3. **Level 2 Assessment (In-Depth Due Diligence):** Enhanced investigation for partners presenting a moderate or high risk (Ultimate Beneficial Owner / UBO identification, adverse media screening, and litigation checks)..
4. **Risk Classification:** Assignment of a risk level guiding the decision to approve or reject the business relationship.
5. **Mandatory Contractual Clauses:** Systematic inclusion of anti-corruption clauses in all contracts.

⚠ Enhanced Measures
Business partners identified as high risk are subject to approval by Executive Management, targeted audits, and enhanced monitoring.

How to respond to a complex and/or sensitive situation?

If you are uncertain about how to approach a situation, **never make a decision alone, in haste or under pressure.**

Before acting, take the time to think it through and ask yourself the right questions, using **common sense and discernment:**

- Is it lawful? Is it honest?
- Is it consistent with Carmila's values and Ethical Principles?
- Do I feel comfortable with this decision?
- Am I aware that my decision may involve other Carmila employees?
- What would my colleagues think? My family and friends?
- And what if it were reported by the media?

If you know that an action is illegal or unethical, do not do it or refuse to take part in it!

Every employee is encouraged to report any practice or action they consider contrary to or incompatible with one of the stated principles,

- your line manager;
- your human resources contact;
- Management
- the Group's ethics helpline.

Every employee can therefore contact the Group's **whistleblowing chanel**, available 24 hours a day, 7 days a week, online or by phone, in all the languages used within the Group. International phone numbers are free of charge and available on the website.

Whistleblowing chanel at ethique.carrefour.com

Phone number at +33 9 48 19 41 38

Anonymity and confidentiality of information are guaranteed at every stage of the reporting process.

No employee will suffer demotion, sanctions or other negative consequences for having refused to pay or receive bribes, even if the refusal may result in a lost opportunity for Carmila.

No sanction may be taken against an employee who has reported, in good faith, a breach of these principles.

Everyone must avoid spreading false information that could harm their colleagues or the company.

OUR PROGRAMME

Sanctions

Employees are exposed to disciplinary measures and sanctions, which may go as far as dismissal, accompanied where appropriate by legal proceedings.

These measures and sanctions are appropriate and proportionate to the seriousness of the breach observed, in accordance with the provisions of the Code of Ethics and internal regulations (or any equivalent document) of the employing company, and with applicable laws and regulations.

Illustrations / Questions & Answers

The examples below illustrate, in question-and-answer form, **various types of behaviour to be avoided** as they could constitute acts of corruption or influence peddling.

1 **The Real Estate Manager of a major clothing retailer present in our shopping centres offers to send me discount vouchers worth 30%,** valid across all of the chain's stores. May I accept?

Everyone must refrain from accepting, for themselves, any advantage from anyone in a business relationship with Carmila. *Indeed, even if the retailer's approach is spontaneous and is not intended to directly influence an ongoing negotiation, receiving this advantage while this retailer is in a contractual relationship with our company could place the employee in a position of obligation towards this retailer and negatively influence them in the event of a future request (rent reduction, more favourable contractual terms, non-continuation of rent payments, etc.)*

2 Following a meeting at the town hall to prepare the filing of our building permit, **I offer to invite the general secretary and the technical manager of the town hall to lunch.** Is this allowed?

Gifts and invitations to public officials are strictly prohibited, without exception. Inviting town hall representatives to lunch, even for a modest amount, amounts to offering them an advantage while we are precisely in a position of requesting something from a public authority (filing our building permit), which exposes us to a charge of corruption. The invitation should be politely declined.

3

A residents' association near the shopping centre is threatening to file an appeal against our building permit. In an attempt to convince the association's chairman, who is known to be a tennis fan, not to file this appeal, I suggest inviting him to discuss it while watching a match at Roland Garros. Is this allowed?

Even though the invitation is not made conditional on withdrawing the appeal against the building permit, ***this approach could nonetheless be treated as an attempted act of corruption.***

And regardless of any criminal aspect, such an approach goes against Carmila's ethical principles and could harm its reputation

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A service provider we work with asks for my personal address in order to send me a case of wine directly.
May I accept?

Every employee must avoid situations that could place them in a position of obligation towards a service provider*, and no personal advantage may be gained from this relationship.*

You must therefore refuse to give your address and tell the person that they can send their gift directly to the head office address, explaining that our ethical principles require us to decline gifts of value.
As a reminder, gifts of low value may be accepted but must be shared fairly among members of the relevant management team by the recipient or their manager.

5 **One of my suppliers or service providers offers to give me tickets to an upcoming sporting event.** May I accept these tickets?

NO

Any invitation received from a supplier or service provider should prompt caution. The supplier's approach is a commercial one aimed at positively influencing the relationship and, indirectly, the ability to exercise judgement. ***Invitations to prestigious events involving high costs are not acceptable****, except with authorisation from Carmila's Chief Executive Officer.*

To ensure that you treat all your suppliers equally and make objective, unbiased decisions, you must not accept the tickets for this event. In the interest of transparency, you must also inform your management of this offer.

6 **Among the companies shortlisted to respond to a tender I am involved in is one where a close family member works.** Is this a problem?

NO

yes, but under certain conditions. Each situation of this type must be considered by asking what is in Carmila's interest and what the respective roles of the various parties involved are.

In all cases, no information relating to this tender may be shared, at the risk of hindering fair competition. In the event of a conflict of interest, you should withdraw from any negotiation and not influence the choice of company. Management must be kept informed.

7 Can I set up and run my own company alongside my job at Carmila?

YES

yes, but under certain conditions. Having a second professional activity is often governed by legal provisions that may vary from country to country.
It is therefore necessary to inform your management and/or the Legal and Human Resources Departments in order to ensure the compatibility of both activities, from both an operational and legal standpoint.

Provided this is authorised and your management is informed, you may set up a business on the side, on condition that it does not create a conflict of interest with your work at Carmila, and that your working time and Carmila's resources are not used for your company.
Your company's activity must not be in competition with Carmila, and you must not take advantage of your position at Carmila.
It is also important to ensure that your company's activity does not harm Carmila's image, of which you are a representative as an employee.

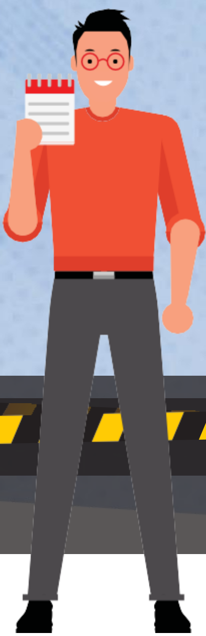
8 As part of the opening of a new site, a representative of a local authority asks me for a small "gratuity" to facilitate access to electricity services. Should I pay?

NO

It is strictly prohibited to pay sums of money to facilitate administrative procedures or access to certain services provided by public authorities. Any such request must be reported to management and the Legal Department, who will determine the most appropriate way to handle the situation, in particular within the framework of institutional relationships developed beforehand with local or higher authorities.

The principles

- **Everyone must refrain from any act of corruption or influence peddling.**
- **Before acting, take the time to think it through and ask yourself the right questions, using common sense and discernment:**
- **If you know that an action is illegal or unethical, do not do it or refuse to take part in it!**



RESULTS

Carmila anti-corruption indicators — 2025

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ethics alert received

0

confirmed incident of corruption

98%

of exposed employees trained on ethical risks (250/255)

100%

of employees have signed the independence declaration (299/299)