

Code of conduct

inVivo

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Our behaviour is guided by team spirit and enthusiasm.



By 2025, the global food system that we currently know will have changed profoundly. These changes are accelerating and represent challenges that InVivo must be able to plan for and overcome. The ambition of our 2025 *by InVivo* strategic plan is to set out our ambitions relating to economic growth and the promotion of French agriculture and the French agrifood business worldwide.

The success of this plan is based on the trust and interest that our group inspires in its member cooperatives, its customers and its suppliers, its employees and all of its business and institutional partners.

The strategy and initiatives adopted by our group are dictated by values based on humanism, commitment and innovation. Our behaviour is guided by team spirit and enthusiasm.

While it is important for us to achieve our objectives, the manner in which we do so is equally important. France's "Sapin II" anti-corruption act relates to transparency, the prevention of corruption and the modernisation of the economy and legislation in force in France. The code of conduct sets out the principles and rules of conduct that each one of you, whatever your job title or position, undertakes to comply with and implement on a daily basis in the context of your assignments. This code aims to provide you with guidance for those situations in which you may feel the need for reassurance regarding your choices.

While this code cannot possibly cover all of the sensitive situations that you may have to deal with, in such cases, the principles of respect, fairness, transparency and precaution must constitute points of reference to help you determine what to decide and how to act.



I would like this code of conduct to be adopted by all employees of the group. Management is responsible for ensuring its circulation and compliance with the corresponding values. Our group compliance, legal and tax department is, for its part, ready to help employees on any issues concerning the principles covered by this code.

Thierry Blandinières,
Chief executive officer

InVivo, the leading french agricultural cooperative group, combines five business divisions: Bioline by InVivo (agricultural supplies, logistics and grain storage, seeds, plant health, precision agriculture, smart agriculture, biosolutions, agro-environmental consulting and expertise), Neovia (animal nutrition and health), InVivo Retail (distribution to the general public), InVivo Wine and InVivo Food&Tech (innovations incubator). InVivo also operates two investment funds: InVivo Invest and Neovia Venture.

In addition to those values essential to the cooperative DNA (fairness, solidarity, transparency), InVivo's actions are determined by five values critical to its identity:

- Humanism;
- Commitment;
- Innovation;
- Team spirit;
- Enthusiasm.

The code of conduct calls for each employee to comply with the group's values, the principles underlying actions which are vital to our success as a responsible business which shows respect for all of its stakeholders: employees, members, shareholders, suppliers, partners and society as a whole.

InVivo undertakes to comply with the standards and regulations in force in all areas, notably employment law, personal and product safety, health and environmental protection and the prevention of corruption.

The code sets out the principles governing action which must allow each employee to determine what attitude to adopt in any tricky situations in which he may find himself in relations both within the company and outside, in order to make the best decisions under all circumstances. This will therefore enable the group to perform its assignments in full compliance with its values.

A whistle-blowing mechanism has been set up in order to enable the formal notification of any violations of the principles set out in this code of conduct. Each employee is therefore able to contact the compliance officer appointed for the group in complete confidentiality at the following email address:

compliance@invivo-group.com

General introduction

I. Who does this code apply to?



The code of conduct applies to all employees of InVivo in France and in all countries in which the group has a presence. It also applies in exactly the same manner to all members of the Executive Committee, to the senior managers and also to members of the business division management committees set up by each subsidiary worldwide. The code of conduct also applies to the group's corporate officers.

II. Compliance with local laws and customs

The InVivo group has decided to formalise and circulate to all of its employees a code of conduct which, in the context of those policies defined by the various business divisions, sets out to describe the standards to be applied in the conduct of its business worldwide.

Through this code, the group is expressing the importance that it places on compliance with the law on:

- respect for the individual and for privacy;
- the protection of personal data;
- the protection of health and safety;
- the prevention of conflicts of interest;
- the protection of its partners' information and intellectual property rights;
- ethics in relationships with partners;
- the prevention of unlawful payments or money laundering, as well as of the financing of terrorist activities;
- the prevention of corruption;
- preservation of its image;
- securing all financial and non-financial information;
- making a commitment as a responsible stakeholder;
- the protection of the environment;
- freedom of competition.

Each InVivo group employee must ensure that he is carrying out his business in accordance with the social and cultural customs of those communities in which he works, given the group's strong international presence.

The InVivo group also wishes to share these principles with its commercial partners and to ensure that these partners are compliant with the same laws and regulations.

Nevertheless, the content of this code may not exactly match the laws and customs in force in those countries in which the InVivo group is seeking to develop commercial agreements or in which a subsidiary of the group is established.

In this case, when standards stricter than those defined herein are imposed by local legislation, it is the latter that shall apply. Finally, if this code sets out more restrictive rules, these must take precedence.

III. The whistle-blower mechanism

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Each InVivo group subsidiary must enforce this code of conduct in order to ensure its application and compliance therewith, based on the specific details of the business line or geographical location in question.

If an employee considers that a law or one of the principles set out in this code of conduct has been breached or if he notes any anomaly, irregularity or practice that he considers to be contrary to the principles as stated, the natural and legitimate way of notifying these is to inform his line manager or operations manager who is responsible for helping his staff resolve any difficulties that they may face.

However, if the employee considers that sharing information with management could cause difficulties or does not seem to lead to the appropriate follow-up or if the employee's concerns cannot be handled via the normal channels, he must use the group's professional whistle-blowing mechanism.

Under these conditions, the employee may contact the compliance officer in complete confidentiality at the following address:

compliance@invivo-group.com

The compliance officer will then carry out investigations, in accordance with local legislation and the principles of confidentiality, the adversarial principle, good faith and the presumption of innocence.

In this context, each individual must cooperate fully by providing all information necessary.

Depending on the topic (human resources, finance, etc.), the compliance officer may, at his request, call upon the skills available in-house within the group in order to add greater depth to the investigations while ensuring that the full independence and neutrality of those individuals asked to work on the issue is guaranteed.

The content of these exchanges and/or of the meeting remains confidential and is processed in accordance with the regulations in force (French Data Protection Authority (CNIL) and the GDPR Regulation - EU 2016/679 of the European Parliament and of the Council of 27 April 2016).

On the basis of the information disclosed to him, the compliance officer draws up a detailed report to be submitted, if necessary, to the head of human resources for the business line in question who will then decide what action to take on the basis of any violations potentially acknowledged, such as a disciplinary sanction, and will inform the accused individual directly.

No disciplinary measure can be imposed on an employee who has reported a violation of this code in good faith. However, slanderous accusations or accusations made in bad faith may lead to sanctions.

The group compliance officer gives an account, once per year, to the InVivo group ethics committee tasked notably with ensuring compliance with the rules of ethics within the group, of changes to the application of the code of conduct within the group and, more generally, will present a practical overview of the compliance tools put in place.

He also reports on his activities, once per year, to the executive committee as well as to the board of directors of the InVivo Union.



Commitments made to individuals

The InVivo group considers the commitment of its employees to be a crucial factor in ensuring the performance of the business: the group works hard to create a working environment that motivates men and women to make their best efforts on a day-to-day basis.

Therefore, the InVivo group makes a commitment to show respect for each employee, his private life and personal data, while guaranteeing him working conditions within an environment in which his health and safety are taken into consideration in order for the employee to be able to make a full and complete commitment to the success of the business.

Respect for the individual and for privacy

Encourage diversity and protect what is personal, promote innovation and open-mindedness, sources of creation and sharing of values.
Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions as well as all international treaties on the subject of human rights and employment rights;
- > **places great importance** on promoting diversity among its employees and partners;
- > **promotes** equal opportunities for each employee or applicant;
- > **prevents** any form of discrimination linked to individuals and their private lives;
- > **prohibits** any behaviour that could cause harm to respect for the individual;
- > **develops** a healthy working environment that encourages personal fulfilment.

Each employee must take care to ensure that his words and deeds are not likely to violate the rights or harm the dignity of his colleagues, to cause damage to their physical or mental health or to compromise their professional prospects. Team managers must act in a manner that is beyond reproach and have team members work in a healthy environment that encourages the personal fulfilment of all.

And in practice?



A manager, surrounded by his colleagues, is talking about recruiting someone to replace one of his team members who has just retired and he speaks very frankly: « Personally, I'm not hiring women for my team because I've had a few cases of them being absent a lot and then there's always the risk of maternity leave, so, no thanks, I'm only hiring men ».

I think these comments are shocking and inappropriate. What should I do?



My manager is in the habit of calling me late at night, when I'm back home, to talk to me about things that he wasn't able to talk to me about during the day because he was too busy. This is disturbing my family life, above all because he's asking me to email information to him ready for first thing the next morning before I get to the office.

What can I do? I'm scared that if I say something to him, he'll take it badly.



Within my team, there are a few people who are the "life and soul of the party" who are always making inappropriate jokes, in bad taste and sometimes quite vulgar, which I and some of my colleagues do not

What can I do?

How should I act?

These comments are indeed totally unacceptable and in breach of French law and of international treaties as this is a matter of serious discrimination against women.

To date, over 25 discrimination criteria are recognised by law. Discriminating against someone on the grounds of his origins, gender, age, disability, opinions, etc... is prohibited by law and by international treaties.

In situations of this kind, the human resources department should be informed.

Each employee is entitled to respect for his privacy and family life and cannot be contacted on a regular basis outside of his working hours for anything other than an emergency.

Other than exceptions linked to emergencies, the organisation of work must be planned. You must have a discussion with your manager to ask him to return to normal working practices.

If applicable, don't hesitate to ask the human resources department for help in getting these bad habits changed.

The employee has witnessed inappropriate behaviour and speech without any spontaneous reaction from the manager and must therefore not hesitate to ask the latter to take action to have these actions brought to an end so that each individual can feel properly respected.

If necessary, the human resources department may take action to have these bad habits changed.

For all questions or notifications concerning this topic,
please contact the human resources manager for your business line.

Protection of personal data

The development of new technologies enables greater volumes of personal data to be processed which requires a framework. Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **gathers** only that personal data which is strictly necessary for the achievement of an explicit, legitimate and clearly defined objective;
- > **ensures** transparency in relation to the use to be made of the personal data gathered by the InVivo group.

Each employee who has occasion to gather, process or have access to personal data in the context or performance of his duties must ensure that such gathering, processing and retention is carried out in accordance with the legal and regulatory provisions in force and must take all measures necessary to protect the confidential nature of this data.

The disclosure of personal data to any third party not authorised to gather, process or retain data is strictly prohibited.

And in practice?



A friend, who works in marketing for a company that produces decorative objects, wants to email round marketing offers that could be of great interest to our employees. In this context, he has asked me to provide him with my colleagues' personal email addresses so that he can send them his offers and allow them to benefit from this.

Can I forward him this information?

How should I act?

The disclosure of employees' personal information such as email addresses constitutes a violation of their privacy.

In this case, it would be preferable for you to send your friend's message to your colleagues who can then themselves decide whether to forward their personal contact details, as applicable.



My marital status features as part of the information that I have to provide to the InVivo group. I consider this information to be strictly personal and think that the InVivo group's request goes beyond what it is entitled to ask for.

Is this correct?

The company has the right to be informed about the marital status of its employees as this has an impact on the scope of the rights available to the employee in terms of supplemental health care insurance, both for him and for his partner or spouse (marriage, French civil partnership (PACS), etc.).

For all questions or notifications concerning this topic, please contact the human resources manager for your business line.

Protection of health and safety

**The protection of health and safety is at the heart of its values.
Therefore, the InVivo group:**

- > **complies** with all applicable legal and regulatory provisions and sees these as a permanent source of progress;
- > **takes into account** the human factor and plans for professional risks, including risks of occupational stress in the context of changes and projects;
- > **puts in place** measures for continuous improvements to safety and workplace conditions in association with all stakeholders involved in risk reduction;
- > **undertakes** to implement processes for:
 - the detection, reduction and control of all risks generated by its activities and by the products marketed,
 - the analysis of the causes of accidents, feedback and the circulation of best practice;
- > **involves, trains and raises the awareness of** its employees in such a way that each one is making an active contribution to the reduction of professional risks;
- > **provides** consumers and users with objective information in terms of quality, compliance and safety and on the risks inherent in the use of the products manufactured, launched and marketed.

Each employee has responsibility for ensuring that those of the company's activities carried out by him are carried out in accordance with the rules and procedures in place within the company for the protection of health, safety and the environment. Notably, no exceptions in relation to the mandatory wearing of mandatory personal protection equipment will be tolerated.

Your manager must be notified immediately of any situation identified as generating a risk to health and/or safety.

And in practice?



My manager has asked me to carry out some emergency maintenance work to get a piece of equipment working again. I don't always feel safe when carrying out this work but you have to act fast given the constraints imposed by production deadlines.

What should I do?

How should I act?

Safety is an absolute priority for the InVivo group: it must take precedence in all circumstances, irrespective of production constraints. Work must be carried out at all times in accordance with the safety rules and procedures applicable within the company.

If you have doubts about your safety, you can talk to your manager, your QHSE advisor or your human resources manager.



We have received a complaint from a customer citing the safety of the products sold to him by us. This is the only customer which has come forward.

Should I take this complaint seriously?

Every customer complaint or piece of information questioning the quality or safety of the products manufactured or marketed by the InVivo group must be analysed with the greatest attention and reported immediately to your manager.

Your manager will then give the customer a detailed answer, if necessary with help from the QHSE advisor, after having verified that the InVivo control procedures and quality processes are appropriate in the light of the customer's complaint.

**For all questions or notifications concerning this topic,
please contact the human resources manager for your business line or your QHSE advisor.**

Commitments made to stakeholders

The InVivo group works or maintains relations with a wide range of stakeholders, private or public: customers, cooperatives, suppliers, service providers, banks and investors, public authorities, the media.

Some of these stakeholders already have high standards in terms of ethics and the conduct of business with the InVivo group, which they have made formal and which are now mandatory for them. As for the other stakeholders within the sphere of its influence, the InVivo group has a responsibility to provide support for them in compliance with best practice in terms of doing business.

Prevention of conflicts of interest

The success of the InVivo group's long-term development means that its interests must take precedence over the personal interests of individuals. Therefore, the InVivo group:

- > **provides** support for situations liable to cause harm to the group's reputation;
- > **monitors** to ensure that the relations maintained by InVivo group employees do not interfere with the making of decisions by the InVivo group.

Conflicts of interest may arise under varying circumstances and impair an employee's judgment. Faced with a risk of a conflict of interests, the employee must, in the spirit of loyalty and transparency, immediately inform his manager of this risk, refrain from starting or maintaining any relationship with the third party in question pending a decision by his manager, and then comply strictly with this decision.

Employee representatives tasked with the management of corporate matters must also act with the greatest possible degree of probity when compiling lists of suppliers and negotiating offers and benefits for employees.

And in practice?



The subsidiary I work for is looking for an intellectual services provider to help with the successful completion of its deployment project. It so happens that my brother works in this sector and would be able to handle these issues. Moreover, this would mean work could start immediately without going through the process for the search for a service provider. In addition, my brother would do us a good price.

How should I act?



In order to strengthen our working relationship, a supplier is offering my husband and I an all-inclusive spa weekend, free of charge.

How should I act?

How should I act?

Knowing a current or future supplier on a personal basis does not a priori cause a problem so long as there is full compliance with the selection and tendering process applied in accordance with best practice and the manager has been informed immediately of this connection.

As the conflict of interest caused by his personal interests could potentially jeopardise the neutrality and impartiality with which the individual must carry out his assignment, any employee with personal links to the potential supplier is prohibited from taking part in the selection process.

In most cases, an invitation which mixes professional life and private life while suggesting an exclusively leisure-based activity is a situation liable to entail a risk of interference between the private interests of a group employee and the interests of the group. In this case, the employee may no longer be complying with his duty of loyalty. In order to preserve full discernment and so as not to be influenced during any future negotiations, the InVivo group strongly advises against accepting invitations of this kind and requires employees to obtain formal approval in advance from their manager.

Moreover, the InVivo group has put a code of conduct in place for relations with suppliers and service providers which sets out those exceptional circumstances in which benefits provided by commercial partners may be authorised.

For all questions or notifications concerning this topic,
please contact the compliance officer.

Protection of partners' information and intellectual property rights

The long-term use of commercial, scientific, technical and financial information is only possible if care is taken to ensure the protection of such information and of our partners' rights to their creations. Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **identifies** any information originating from partners that requires particular protection;
- > **ensures** that such information is kept confidential;
- > **complies** with the rules governing the circulation, reproduction, use, retention and destruction of all documents or data originating from partners.

Each employee must take all measures necessary to protect the confidentiality of any information owned by partners and held by him for or in the context of his professional activities and must comply with the rules of intellectual and industrial property. These obligations remain in force even after he has left the company.

And in practice?



I've been informed about a confidentiality agreement put in place with a start-up for the finalisation of a new product and its distribution by a subsidiary of the InVivo group, subject to the start-up patenting its product. As the product is highly innovative, I've discussed this with my colleagues in another subsidiary who are taking steps to file the patent. This move seems to me to be acceptable as the rights to the innovation are unrestricted.

Is this the case?



I've been working with a service provider who, in the context of the management of a project, has given me training materials developed by his company which are very good. With a view to running a training session on the same topic, I thought I could simply change the presentation template and a few points in order to personalise the presentation for InVivo. The time saved would therefore enable me to concentrate on other high added-value projects.

Am I correct?

How should I act?

No, the confidentiality agreement signed by the two parties must be complied with, other than the fact that this measure is hardly ethical. Moreover, it is not because an idea has not yet been granted official protection that the corresponding rights are unrestricted and that anyone can therefore obtain ownership.

In case of doubts, please contact the legal department

It's quite normal to be inspired by best practice, wherever this may be found. But the pure and simple plagiarism of another person's work without his prior approval in writing is not possible.

Under French law, plagiarism exists under the umbrella of patent infringement. The [French] Intellectual Property Code therefore states "any reproduction, representation or circulation, via any method whatsoever, of any work of the mind in violation of copyright, as defined and regulated by law" is an offence of patent infringement.

For all questions or notifications concerning this topic,
please contact the legal department or the compliance officer.

Ethics in relationships with partners

Building sustainable relationships with suppliers and sub-contractors based on the group's values forms part of its CSR policy and guarantees its development over the long term. Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **selects** only those partners who make a commitment to comply with the ethical principles as defined in this code and to ensure compliance with these principles by all of their employees and their own sub-contractors;
- > **rolls out** for this purpose a code of conduct governing relations with suppliers and service providers respectively addressed to its employees and to its own suppliers and sub-contractors;
- > **makes a commitment** to treat all suppliers and sub-contractors fairly in the context of the selection process;
- > **ensures** that the activities of the InVivo group carried out with partners established in countries subject to commercial restrictions are compliant with the guidelines issued by those international bodies which regulate their activities.

Each employee must take care to select suppliers and sub-contractors on the basis of performance and in response to objective criteria, in accordance with the provisions of the code of conduct governing relations with suppliers and service providers.

And in practice?



In the context of an invitation to tender, I've identified several potential suppliers but the supplier making the best offer from a financial point of view does not wish to make a commitment to either the standards of ethics or the requirements relating to the conduct of business of the InVivo group.

What should I do?



I've been told in confidence that one of our key suppliers is involved in some questionable practices relating to the conditions of employment applied to its employees. We've been working with this supplier for a long time and they have made a commitment to comply with our ethical requirements.

Should I take this rumour into consideration?

How should I act?

It is vital for all suppliers who wish to enter into a commercial relationship with the InVivo group to understand our expectations and demands in terms of ethics and business standards.

You must obtain information from the supplier regarding the reasons for its refusal and assess the possibility of helping the supplier in order to obtain guarantees equivalent to those required in application of the group's standards.

Yes, you can't ignore it. You should discuss with the supplier and ask them for information in order to obtain guarantees. If you have serious doubts, you must submit the information available to your manager who can involve the compliance officer.

The InVivo group, based on the information gathered, can then decide to carry out more in-depth research in order to be able to reconsider the relationship with the supplier.

For all questions or notifications concerning this topic, please contact the compliance officer.

Prevention of unlawful payments and of money laundering

Financial crime is becoming professionalised and may cause serious harm to the image of the group in addition to any sanctions that could be imposed both on the company and on its representatives.

Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **makes an undertaking to put in place** internal verification procedures such as the *Know Your Customer* process, providing a guarantee that the partners of the InVivo group are doing business lawfully and are not involved in criminal activities;
- > **selects** only those partners who make an undertaking to comply with the legal and contractual provisions relating to illicit payments wherever in the world the InVivo group is doing business;
- > **cooperates** with all verification and supervisory bodies.

Each employee must comply rigorously with all internal verification procedures put in place to ensure that the partners of the InVivo group are doing business lawfully and are not involved in criminal activities.

Entering into an agreement with any partner for which factual information could allow it to be established or supposed that its practices are not compliant with those of the

InVivo group in terms of ethics is strictly prohibited. Working with partners of this kind could potentially expose the InVivo group to serious consequences regarding its reputation.

Doing business with any countries featured on the list of countries under embargo is also strictly prohibited unless the necessary authorisations have been obtained first. Making or receiving cash payments on behalf of the company is moreover strictly prohibited.

And in practice?

How should I act?



In the context of an international development project, the group must use a local partner in order to be able to establish a presence on the ground.

One partner has been short-listed by the group and a partnership agreement is about to be signed. However, after investigations have been carried out, it turns out that this partner has close links to a terrorist organisation.

How should I act?

Any partnership of any kind whatsoever with this partner must be abandoned and the partner and the information gathered must be notified to the compliance officer.



In order to “facilitate” the finalisation of a business deal, a customer has suggested to a group employee that a cash payment should be made.

How should I act?

The suggestion of making a cash payment should be refused and reference made to the sale and purchasing procedures in force within the company, which impose compliance with a certain number of mandatory checks.



A subsidiary of the group wants to do a “minor” business deal with a country under embargo.

How should I act?

Any business deal with a country under embargo for which the necessary authorisations have not been obtained in advance is strictly prohibited.

Failure to comply with this ban could lead to significant financial sanctions and cause serious damage to the image of the InVivo group.

**For all questions or notifications concerning this topic,
please contact the Treasurer.**

Prevention of corruption

Corruption distorts the manner in which the group makes objective decisions and, in the long term, destroys value and reputation. Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **defines and implements** the conditions governing the granting or acceptance of any benefits allocated by or in favour of partners, either current or potential;
- > **prohibits** all payments, gifts and invitations, the provision of services or any other kind of benefits granted to civil servants or public representatives in order to have such persons perform or not perform an action covered or facilitated by their activity or official position;
- > **selects** only those partners who make an undertaking to comply with the legal and contractual provisions relating to corruption;
- > **supports** its employees by circulating specific training materials and/or providing one-on-one training on the prevention of corruption.

The employee must refuse or refrain from requesting any gift, service, any favour, invitation or other benefit, on his own behalf or for anyone whatsoever, coming from individuals or organisations with which the employee has (or has had) a business relationship, that could influence (or appear to influence) the impartiality with which he carries out his duties or constitute (or appear to constitute) a reward related to his activities.

He must also refrain from granting any benefits to customers or partners that go beyond simple courtesy and custom and/or that are incompatible with the InVivo group internal operating rules or those of the customer or partner. It is strictly prohibited under all circumstances to make any payment of money, to give any gifts or invitations or to offer the right to benefit from any service or advantage to civil servants or public representatives in order to have such persons perform or not perform an action covered or facilitated by their activity or official position.

And in practice?



In the context of an invitation to tender process initiated by the InVivo group and still under way, a company has informed me that, to thank me for my efforts to have its bid accepted at the end of the bid examination process, it will be sending me a confidential package, to my home address if I so wish, containing a high-tech product that my whole family will enjoy.

How should I handle this commercial gesture?



The InVivo group is considering establishing a presence in a foreign country in which the administrative measures required to open an establishment are reputed to be complex and where rewarding local partners is said to be common practice. In this context, I suggest that we offer the latter some typical French products in order to facilitate dialogue and ensure that the InVivo group is able to establish itself in this country quickly and under optimal conditions.

Can this measure be encouraged?

How should I act?

Corruption, behaviour via which an individual requests, approves or accepts a gift, offer or promise, presents or benefits of any kind whatsoever, in order to perform, delay or not perform an action that, either directly or indirectly, forms part of his duties, is punishable under criminal law.

The promise of a gift to an InVivo employee (irrespective of its value) in exchange for a specific action anticipated by the bidder in the context of the invitation to tender process therefore falls within this framework and is formally prohibited. The gift must therefore be refused. Speaking more generally, accepting low value gifts is authorised within the InVivo group, subject to:

- the relevant manager being informed immediately if the value of the gift is greater than 150 Euros,
- gifts being received at the business address and therefore not disclosing the employee's home address to suppliers;
- the acceptance of such a gift not impacting the employee's decision-making capacity with regard to suppliers and service providers.

French law and international treaties impose severe punishments on any payments made by a natural person or legal entity in any form whatsoever to a foreign public agent in order to have him use his influence with the aim of obtaining an advantage of any kind to have a civil servant in a foreign country or at an international organisation perform or not perform an action linked to his official duties. The InVivo group therefore prohibits the giving of gifts to a foreign public agent whatever the value. Speaking more generally, business gifts are authorised by the InVivo group if connected to the company's business activities and of a reasonable cost. Gifts must never be given with the intention of obtaining anything in particular in return. Before going ahead with your plan, make absolutely sure that:

- the type and value of the commercial gesture by the InVivo group does not go beyond simple courtesy and custom;
- such a commercial gesture is compatible with the internal operating rules of your contacts' organisation.

For all questions or notifications concerning this topic, please contact the compliance officer.

New information technologies

New information technologies enable value to be created but require plans to be made to avoid the uncontrolled loss of such value and to comply with the rights of third parties. Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **defines** the conditions governing the use of such new technologies' support tools;
- > **prohibits** its employees from using any programs that have not been approved by the InVivo group;
- > **Rolls out** for this purpose an IT charter to be read by its employees.

Each employee must comply strictly with the provisions set out in the IT charter.

And in practice?



I've run out of battery and have to finalise a file, so I'd like to transfer it to my personal PC.

What precautions should I take?



In order to make it easier for me to read my work email, I'd like to be able to read these emails on my personal mobile phone.

What should I do?



As I'm familiar with a photo-editing software program pirated by me for my personal use, I'm thinking of installing this on my hard drive for use in professional projects.

Can I do this and also share it with my colleagues?

How should I act?

Storing documents on non-company supports and devices for any reason whatsoever is strictly prohibited.

Setting the parameters to access your work email account via a personal tablet or smartphone allowing the systematic notification of all incoming messages ("push email") is prohibited as these access methods offer no guarantee as to the confidentiality of the data transmitted.

The downloading and/or installation of any software not approved by the InVivo group is prohibited.

All software must be accompanied by a purchased licence, something that is monitored by publishers and leads, if applicable, to sanctions.

For all questions or notifications concerning this topic,
please contact the IT systems manager.



Social commitments

The InVivo group, in its capacity as a responsible stakeholder, is aware that its actions on a day-to-day basis interact with society as a whole. The company therefore adopts a responsible approach to society via actions linked to the protection of the environment and positive innovation.

The InVivo group acknowledges the importance of its role in the development and promotion of products and services aimed at having a positive impact on and creating sustainable progress for society as a whole.

Protection of the InVivo group's image

Rebuilding a reputation after it has been destroyed is a long, hazardous process entailing high costs over a considerable period of time. Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **identifies** any information and projects that require particular protection;
- > **identifies and provides support** for situations liable to cause harm to the InVivo group's reputation;
- > **ensures** that the confidentiality of such information is protected.

Each employee must comply strictly with the provisions set out in the charter summarising best practice in relation to social media.

And in practice?



I'd like to get involved with a political party on a local level. On this basis, I'd like to mention in the PR materials produced by this party the fact that I work for the InVivo group whose cooperative values are a good match with the party that I represent. This will also give some publicity to the InVivo group.

How should I act?



In the context of an innovative project with a start-up, I've been informed about the planned market launch of a new product manufactured using agricultural waste and allowing yield per hectare to be increased in strict accordance with the requirements of sustainable agriculture. As I'm enthusiastic about this project which opens prospects for productivity in developing countries, I've mentioned this on the website of an association providing support to developing countries of which I am an active member. This has triggered a lot of questions from internet users.

How should I respond?

How should I act?

This is not appropriate as it could be seen as an endorsement. In order to keep control of its image and avoid any erroneous interpretation whatsoever, **the simple fact of citing the InVivo group in the context of extra-professional activities is prohibited.**

When an InVivo project has not yet been made public, employees are not authorised to refer to it. Even when projects have been made public, only authorised individuals are allowed to talk about the status or development prospects of such projects.

For all questions or notifications concerning this topic, please contact the compliance officer.

Securing all financial and non-financial information

The disclosure of reliable financial and non-financial information supports the InVivo group's strategy, meets partners' expectations and encourages employees to commit to CSR actions.

Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **makes an undertaking** that all of the financial and non-financial information featured in the corporate registration documents is accurate and truthful;
- > **supports** the various methods used to circulate financial and non-financial information both within and outside of the InVivo Group;
- > **puts in place** a range of internal audit measures;
- > **undertakes** to cooperate closely and in a fully transparent manner with verification bodies and/or independent service providers tasked with a supervisory assignment in the event of an investigation, verification or audit of the InVivo group's financial and non-financial information.

And in practice?



In order to conceal the poor financial results of my subsidiary, the chief financial officer has asked me to create forged accounting documents and save these in the management system.

I'm scared of speaking out in case this damages my relations and career prospects within the InVivo group.

How should I act?



The annual accounts have been finalised but the profit and loss statement is awaiting validation and certification by the statutory auditors. As I work in the administration & finance division, some colleagues are asking me direct questions about the InVivo group's financial earnings and commercial performance.

How should I act?

How should I act?

Forging documents is prohibited and constitutes an offence sanctioned by articles 441-I to 441-I2 of the [French] Criminal Code.

If such actions are carried out, the person having identified them must escalate the information to the competent bodies: compliance management and/or the internal audit team.

The disclosure of any information (financial and/or non-financial) should be undertaken with extreme care. Generally speaking, until such time as information has been formally verified and validated by the appropriate level of management, it should not be released. In fact, significant adjustments may be made, thereby modifying the final profit or loss figure and, therefore, the ultimate interpretation of the commercial performance.

If information containing errors is disclosed, commitments could be made and might not in actual fact be appropriate.

For all questions or notifications concerning this topic, please contact the compliance officer and/or the group finance and admin manager.

Environmental protection

Environmental performance is a guarantee of sustainable development and any breach of environmental regulations could lead to sanctions being imposed on individuals and on the company.

Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **takes into account** the environmental impact of its products and services in order to roll out a large range of solutions and technologies that are responsible and respectful of the environment;
- > **undertakes to apply** the precautionary approach in relation to problems concerning the environment, to planning for any pollution risks linked to its activities and facilities and to limit the impact of any such pollution on water, air and soil;
- > **makes sure** that measures are taken to prevent global warming;
- > **implement** measures to adapt to climate change;
- > **puts in place** actions to limit waste and the depletion of natural resources.

If an employee identifies a situation that presents a risk for the environment, this must be notified immediately by this employee to his manager.

And in practice?



To become more efficient and competitive, we have changed the practices applied on our site for the storage and handling of products that are harmful to the environment, in particular, the cleaning and maintenance of the premises and handling machines. However, I have some doubts about the impact of these new practices.

What should I do?



In the context of an invitation to tender, I chose three suppliers which meet the selection criteria and comply with our technical specifications. One of the three has put forward a line of argument emphasising the fact that its products have a lesser environmental impact, but it turns out that this one is more expensive than the others.

What should I do?

How should I act?

You must discuss this with management and your QHSE advisor in order for the impact of these new practices to be assessed. If applicable, health and safety and environmental analyses may provide support for the conclusions.

If the results show an anomaly of any kind or a failure to comply with the regulations, an action plan must be launched immediately.

The environmental impact of the products and services must be one of the criteria used to assess the bid by the supplier.

If you were to accept the lowest bid, you must encourage the supplier to think about reducing the environmental impact of its products or services and provide support thereto if necessary.

For all questions or notifications concerning this topic, please contact your QHSE advisor and/or the legal department.

Protection of free competition

Fair and loyal trading reflects the values of the InVivo group and contributes to its development and promotes its image with its partners. Therefore, the InVivo group:

- > **complies** with all applicable legal and regulatory provisions;
- > **prohibits** all anti-competitive practices;
- > **oversees** the exchange of any commercially-sensitive information;
- > **supports** its employees by circulating specific training materials and/or providing one-on-one training on anti-trust law.

And in practice?



In the context of the launch of a highly promising new product, a supplier who wants to fix the sale price for his product tells me that supplies are subject to agreement to a minimum price, set by him, and to a commitment not to sell the product other than within the territory defined by him, in order to allow other distributors to be able to launch the product under optimal conditions.

These measures will allow the new product to be launched under conditions that are comfortable for each of the distributors. If not, the InVivo group would not take the risk of distributing a new product whose actual sales potential remains to be proven.

But is this legal?

How should I act?

The setting of minimum prices and the allocation of customers are clauses that are prohibited under anti-trust law, irrespective of the market share held by the parties in question.

In this case, the legal department should be contacted to assess the reply to be sent to the supplier.



I bumped into some former colleagues at a trade fair. We swapped information concerning the prices of the products that we are respectively distributing, on a confidential basis.

Once back at my desk, I carried out a comparative analysis which I then shared with my manager in order for us to draw our conclusions by repositioning the price charged for the products distributed by the InVivo group.

Was I right?

The exchange of information between competitors, if relating to strategic information, the holding of which impacts the behaviour adopted by commercial operators, is prohibited.

In case of doubt, please contact the legal department to assess to what extent the information contemplated for exchange contains sensitive information pursuant to anti-trust law or not.

Please contact the legal department with any questions or issues relating to this subject.

Commitment as a responsible stakeholder

Making a commitment to take action that is responsible in corporate, social and environmental terms drives strategic performance and guarantees sustainability in the long term.

Therefore, the InVivo group:

- > **respects** the principle of legality, acknowledges the principles of transparency and accountability with regard to its stakeholders;
- > **commits** to taking social and environmental challenges into consideration when making strategic choices and decisions;
- > **promotes** the development of agriculture as a source of nourishment, with respect for human and animal life, health and well-being;
- > **extends** its CSR policy and values based on “smart cooperation” by developing long-term partnerships and responsible relations with its partners, while promoting the transfer of its know-how to make this accessible to as many people as possible and by working together to build tomorrow’s solutions;
- > **encourages**, to the extent possible, all stakeholders within its sphere of influence to commit to acting in a socially responsible manner;

- > **develops behaviour** that is respectful and committed in all places in which it has a presence in France and abroad, supporting the development of local stakeholders;
- > **rolls out** a programme of citizen-driven actions, in particular, via the InVivo Foundation, to enable farmers to have better livelihoods, help with the development of new solutions involving sustainable food sources and take care of natural resources.

And in practice?



I'm frequently asked about the InVivo group's practices abroad and in countries whose culture is very different from ours.

In this respect, I'm wondering how the InVivo group establishes commercial relationships in these places.



Within my team, we're developing a product that does not meet current environmental standards. This situation is known in-house and accepted by the project team.

What should my attitude be?

How should I act?

Most often (although exceptions do exist), the InVivo group has grown through the acquisition of already existing companies, which has to some extent helped with adaptation on a local level. For the few cases in which the InVivo group has experienced organic growth, the company has tried to understand how things work in these countries, their culture, networks and the way people work there.

Generally speaking, the InVivo group does not try to impose one single set of operating methods worldwide but rather aims to adapt to local practices, subject to these involving respect for employees, the environment and basic rules of ethics.

If the standards are legal standards, there is no possible choice: the legislation in force must be applied.

If the standards are instead recommendations made by groups of lobbyists which InVivo considers to have merit, **the awareness of employees and partners regarding these recommended standards should be raised.**



And in practice?



Because we market animal feed products that therefore ultimately end up as food for humans, I'm often asked about the tests being carried out in our experimental farms and the fact that the animals used could be mistreated.

What should I answer?



In the context of a trip abroad, I noted some original and interesting initiatives for the development of practices that would allow improvements to the safety conditions on our sites as well as actions that would promote progress for our customers and partners.

I'm wondering if these initiatives could be transposed to other territories or generalised.

How should I act?

All of the experiments carried out in InVivo group facilities are compliant in all cases with the laws in force in those territories in which the group operates. In addition, the InVivo group is constantly working to improve its practices in this area and also promotes these same practices to its customers.

In any event, talking about subjects of this kind in public is strongly discouraged and questions of this kind should instead be referred to the PR department.

Such initiatives are in fact worth highlighting.

Pass them on to your QHSE advisor.

For all questions or notifications concerning this topic, please contact your QHSE advisor and/or the PR department.

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