## Contents

INTRODUCTION - INTEGRITY AT THE HEART OF SAMSUNG VALUES ................... 3
Who does the Code of Conduct concern? .................................................................. 5
What is expected of you? ................................................................................................ 5
How to raise an issue? .................................................................................................... 6

PROHIBITED PRACTICES .............................................................................................. 7
Bribery .......................................................................................................................... 8
Influence-peddling ......................................................................................................... 9
Political Contributions ................................................................................................. 10
Facilitation payments ................................................................................................... 11
What can be an advantage? ........................................................................................... 12
Who is a Public Official? ............................................................................................. 12

RESTRICTED PRACTICES ............................................................................................ 13
Gifts and hospitality expenses ....................................................................................... 14
Corporate Social Responsibility .................................................................................. 15
Sponsorship .................................................................................................................. 16

RISKS WITH THIRD PARTIES .................................................................................... 17
Hiring third parties ....................................................................................................... 18
Lobbying ....................................................................................................................... 19
Conflicts of interests ..................................................................................................... 20

BOOKS AND RECORDS ............................................................................................... 21
Keeping accurate books and records ........................................................................... 22

IMPLEMENTATION ........................................................................................................ 23
Ensuring employees abide by this Code of Conduct .................................................... 24

NOT COMPLYING WITH THIS CODE OF CONDUCT ................................................. 25
Employees face disciplinary measures ........................................................................ 26
Employees face personal criminal and civil liability .................................................... 26
Samsung faces criminal and civil liability ..................................................................... 26
Employees and Samsung face reputational harm ........................................................ 26
Introduction

Samsung Electronics France strives to fulfill its roles and responsibilities by practicing compliance-driven management based on relevant laws and principles.

To this end, Samsung Electronics France has developed a compliance program to prevent corruption and influence peddling to ensure that whatever we do, we do it in compliance with applicable laws and regulations. This program is not only a means to protect ourselves; it is also a guarantee for our clients that we are abiding by the laws that apply to us.

Samsung Electronics France is committed to eliminating any unlawful and unethical acts while fostering an organisational culture of integrity and undertakes to conduct itself in a professional, responsible, ethical and transparent manner in all of its actions and business relationships.

We believe it is through these fundamental principles that we will be able to build a strong, sustainable growth that benefits everyone.

This Code of Conduct, available in French and English, provides information about our personal responsibilities, including complying with the law and applying our good judgment each and every day. It explains our commitment to our values, our compliance program and how we implement it. It explains how to behave within Samsung Electronics France when dealing with each other and our stakeholders. It is also designed to guide you in your decision-making.

Daewon Kim
CEO, Samsung Electronics France
Compliance with the laws and internal policies

Samsung Electronics France (‘Samsung’) is committed to complying with all legislations that apply to it, in particular those against illegal payments.

It is important that each of us ensure that we never engage in a conduct that violates applicable laws and regulations. Besides, not only should we be vigilant in complying with all applicable laws and regulations, we should also be alert to changes in the law or new requirements that may affect our business.

In addition, we must abide by our internal policies that derive from this Code of Conduct against Corruption and Influence Peddling (the ‘Code of Conduct’) and provide clear and comprehensive procedures to follow. Our internal policies are composed of:

- The Third Party Policy that describes how to proceed to hire a supplier or a customer;
- The Gifts and Hospitality Policy that describes how to proceed before making a charitable donation or before offering or accepting a gift or hospitality;
- Policies & procedures applicable to Medical Devices and;
- The Whistleblowing Policy, which describes the processes in place which you may use if you believe or suspect that a breach of the Code of Conduct has occurred.

These policies are available in English and French to each employee of Samsung on Samsung’s intranet.

We must all understand that Samsung and its employees may personally face civil or criminal sanctions if we violate laws on corruption in business or any similar law.
Who does the Code of Conduct concern?

This Code of Conduct applies to all individuals who work for Samsung, whatever their level or status, including legal representatives, employees, apprentices, interns and outsourced staff.

The rules and general principles described in this Code of Conduct are also applicable to any third party acting in the name and/or on behalf of Samsung (intermediaries such as agents, brokers and consultants) as well as to Samsung’s suppliers, contractors, sub-contractors and all other business partners.

What is expected of you?

All Samsung employees and third parties are required to adhere to this Code of Conduct and its general principles. All employees have a responsibility to do their part to maintain the highest ethical standards. Therefore, each employee must be familiar with the information contained in this Code of Conduct and the policies that derive from it and complete all required compliance trainings in a timely manner.

Each employee joining Samsung shall become familiar with, and agree to comply with this Code of Conduct. A hard copy of it shall be handed over to each employee in the appropriate language at the time of commencement of their employment with Samsung.

Each employee must certify that he or she has personally read and understood it.

Putting Compliance in Perspective:

If you doubt about a situation which could be in breach of this Code of Conduct or applicable law, you should ask yourself a few questions:

- If known to others, do you believe it would set as a good example or that it would be perceived as unethical?
- Would you feel comfortable talking about it to your colleagues, friends or family?
- How would you feel it was published in a newspaper?
- What would someone that you trust as ethical do if he or she was in your shoes?

If you still doubt afterwards, you can ask for advice from your manager, Human Resources or the Legal & Compliance Department. If you feel uncomfortable speaking to them, you may use the Whistleblowing Procedure. Please refer to the Whistleblowing Policy.
**How to raise an issue?**

We encourage you to raise any concerns you may have concerning a practice that may conflict with this Code of Conduct and/or applicable laws and regulations at the earliest possible opportunity.

If you have any questions regarding the conformity of an act or practice with the Code of Conduct and/or applicable laws and regulations, please contact the Legal & Compliance Department.

If you suspect in good faith such a practice, you can report your concern to your manager, more generally to your employer, or make a Whistleblowing Report under the conditions described in the Whistleblowing Policy.

Samsung will not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour. Anyone who is responsible for inappropriate conduct or retaliatory measures will be subject to disciplinary sanctions in accordance with applicable rules and regulations, including the potential termination of their employment. Any employee that believes they have been subject to retaliation after submitting an alert should immediately contact the Legal & Compliance Director who shall take the appropriate measures to protect this employee.

On the other hand, those who will submit an alert in bad faith will be subject to disciplinary sanctions in accordance with applicable rules and regulations, including the potential termination of their employment. For instance, if they know when reporting the alert that the facts reported are false or submit information in order to harm the person being criticized in the report.
PROHIBITED PRACTICES
**Bribery**

Bribery consists in unlawfully offering to someone, at any time, directly or indirectly, any offer, promise, donation, gift, reward or any other advantage, for the benefit of that person or someone else, in order to induce that person to carry out or abstain from carrying out an act pertaining to his or her office, duty, or mandate, or facilitated by his or her office, duty or mandate.

Bribery is prohibited in respect of both:

(i) a Public Official (corruption in the public sector); and

(ii) any individuals, not being a Public Official, in the frame of their professional activity (corruption in the private sector).

Bribery can be active (offering or promising) or passive (soliciting or receiving). Both are criminally sanctioned.

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**Putting Compliance in Perspective:**

Examples of bribes could include:

- Offering money to a customs official to incite him or her to release a cargo
- Accepting a touristic trip offered by a supplier as a reward for an order
- Inviting a client on a luxury trip to discuss a bid and invite his or her life partner
**Influence-peddling**

Influence-peddling is prohibited.

Influence-peddling consists in unlawfully offering, at any time, directly or indirectly, any offer, promise, donation, gift or reward, in order to induce a person holding public authority, discharging a public service mission, or vested with a public electoral mandate to abuse his real or alleged influence with a view to obtaining distinctions, employments, contracts or any other favourable decision from a public authority or the government.

**Putting Compliance in Perspective:**

Influence peddling can be characterized when an employee of Samsung or a representative hires a Public Official as a consultant to assist Samsung in obtaining a favorable decision from an administration, thanks to such consultant’s influence over the decision-maker within the administration.
**Political Contributions**

Samsung does not make any contributions or provide any advantage for the purpose of promoting or supporting any political party or Public Official, in particular when a Public Official is running for a public office. For this purpose, all employees are prohibited from using Samsung’s resources and assets in a way which could provide an advantage to a political party or a Public Official. These practices are prohibited so as to not affect the political neutrality to which Samsung is committed and to avoid creating any suspicion of corruption.

For instance, purchasing tickets for political dinners with Samsung’s funds, or requesting Samsung to reimburse political expenses or any other donation in cash or in kind is prohibited. Similarly, ordering Samsung advertising on a political program or communicating a political program or booklet on the workspace is prohibited. It is also prohibited to use Samsung’s facilities to organize political reunions. These are merely examples of advantages and are not intended to be an exhaustive list.

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**Putting Compliance in Perspective:**

An important client runs for municipal elections and asks me to lend some display screens to his supporters’ committee during the campaign.

**The Right Response:** Turning down this request, explaining that it is against Samsung Policy.
**Facilitation payments**

A facilitation payment is the payment of a sum of money, generally in small amounts, paid in an unofficial manner to facilitate, ensure or speed up the performance of administrative acts (e.g. administrative documents such as marketing authorisations, miscellaneous permits, work permit applications, customs formalities, and police protection).

Facilitation payments are prohibited by Samsung: no authorisation will be granted.

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**Putting Compliance in Perspective:**

A town planning consultant advises you to give him a sum of money in cash to speed up a work permit application, on the pretext that he knows ‘the right people’. What should you do?

**The Right Response:** Firmly turn down this request
What can be an advantage?

The term ‘advantage’ is very broad and includes among other examples, cash donations as well as donations of any kind, such as the payment of hospitality expenses (for example, the payment of airfare, hotel accommodation) or leisure expenses and gifts. An advantage can also consist of a job offer, internship, or scholarship.

Putting Compliance in Perspective:
Anything of value can be considered an advantage including a job, a scholarship, a trip, a lavish dinner, etc.

Who is a Public Official?

“Public Official” is broadly interpreted and includes any person working at a governmental body, political party candidates, and individuals working for state-owned or controlled companies. The term “Government” includes all branches, levels and subdivisions of any government (e.g., local, regional or national and administrative, legislative or executive).

Putting Compliance in Perspective:
Public Officials include:

- Any elected or appointed public official (e.g., a member of a ministry);
- An employee, official, contractor, consultant or representative of a government or any government department or agency;
- All employees of government instrumentalities, which include parastatal or state-owned or controlled enterprises;
- Any employee or person acting for or on behalf of a public official, agency, or enterprise performing a governmental function (e.g., a licensing official or a tax agent);
- Any political party, officer, employee or person acting for or on behalf of a political party or candidate for public office;
- A person in the service of a government, including members of the military, police or civil service;
- An employee or person acting for or on behalf of a public international organization, (e.g., United Nations, International Monetary Fund, World Bank, etc.);
- Employees of Non-Governmental Organizations (such as Transparency International); or
- Family members and relatives of any of the above (e.g., a parent, spouse, child, or sibling (including by marriage)).
RESTRICTED PRACTICES
**Gifts and hospitality expenses**

Some hallmarks of appropriate gift-giving and hospitality are when the gift is given at an appropriate timing, openly and transparently, properly recorded in the giver’s books and records, provided in good faith and directly connected to a business related purpose.

However, gifts and hospitality may constitute acts of corruption, which are strictly prohibited when they are made to influence decisions of those receiving them.

They may lead to civil and/or criminal penalties and may expose Samsung as a company and the individuals concerned to prosecution.

Therefore, before offering or accepting a gift or hospitality, a Samsung employee must verify that it is transparent, reasonable and proportionate, and directly connected to a business related purpose. When appropriate as per the Gift & Hospitality Policy, relevant prior authorization must be sought and obtained internally. Please refer to the Gift & Hospitality Policy in this respect. In all circumstances, gifts and hospitality must be recorded properly.

**Putting Compliance in Perspective:**

Samsung recognizes that employees may be willing to extend an invitation to a current or potential professional contact to attend a social event. As a general rule, gifts and entertainment must never be given or accepted for the purpose of influencing any decision by a professional contact.

In some limited circumstances such offers may be allowed provided the conditions set forth herein are met.

If the anticipated cost or value of a business gift or entertainment would exceed an amount that would normally be acceptable good business practice, an approval form must be completed and prior approved. If you are in doubt as to whether the gift or entertainment is acceptable, seek guidance from your manager and/ or the Legal & Compliance Department and request the proper approvals under the conditions set forth in the Gift & Hospitality Policy.
Corporate Social Responsibility

Samsung encourages charitable contributions so long as they are not made to disguise illegal payments. To avoid these risks, Samsung only takes part in projects whose activities are legally acceptable and in line with Samsung’s Citizenship values.

Samsung’s activities are placed under the sole authority of the Corporate Citizenship Manager.

Such contributions must be made transparently, upon approval by SEF President, in good faith and after conducting a risk-based due diligence on the recipient.

Putting Compliance in Perspective:

A major client asks you if Samsung can donate some products to a charity which is chaired by that client’s relative.

What is the potential risk here?

If contractual negotiations or a call for tender are in progress, this donation may appear suspect and as if it was made to win the contract or the call for tender.

There is also a risk involved in making donations and in associating Samsung’s name with organisations without first having checked that their goals and operational methods are compatible with this Code of Conduct.

This is why it is very important to make a clear distinction between Samsung’s commercial activities and its charity work.

You may of course inform the Corporate Citizenship Department of projects of which you are aware. It will then be considered after verifying the following:

- The relevance of the donation in light of Samsung’s corporate citizenship priorities
- The proper governance of the beneficiary of the donation
- The compliance of the project with the Code of Conduct
**Sponsorship**

To avoid any risk of corruption relating to sponsorship activities, any partnership Samsung enters into must adhere to the following principles:

- Partnership requests must be transparent and documented;
- Partnerships must be based on legitimate business purposes (development and promotion of Samsung's brand and products); and
- There should be no imminent or pending business decision, such as contractual negotiations or a call for tender, likely to question the legitimacy of the partnership.

When relevant, conducting a risk-based due diligence on the recipient prior to granting the sponsorship is required by Samsung.
RISKS WITH THIRD PARTIES
Hiring third parties

It must always be kept in mind that the legislation applicable to corruption does not make a distinction between practices committed by a company and practices committed by a third party acting on behalf of that company (a ‘Third Party’).

The selection, management and supervision of Third Parties by Samsung must therefore be carried out thoroughly in order to assess whether the Third Party may entail any corruption risks.

The following is essential before you hire a Third Party for Samsung:

- When required by the Know Your Third Policy, conduct risk-based due diligence prior to hiring a Third Party;
- Enter into contracts which include provisions relevant to preventing bribery and influence peddling, including provisions that prohibit practices contrary to this Code of Conduct, and authorise Samsung to check that this commitment is adhered to;
- Do not use Third Parties as intermediaries to engage in practices contrary to this Code of Conduct
- Engage Third Parties only as necessary for conducting Samsung business and with financial terms that do not exceed appropriate, justified compensation for the services provided;
- Ensure Samsung monitors its relationship with Third Parties and accurately records payments relating to such arrangements; and
- Ensure the Third Parties understand and abide by this Code of Conduct.

Putting Compliance in Perspective:

Any Third Party can present a risk to Samsung. Nevertheless, the following types of Third Parties represent the highest risks to Samsung:

- Agents, brokers
- Marketing vendors
- Logistics and other vendors interacting with Public Officials
- Lobbyists
- Wholesalers
Lobbying

Lobbying activities are carried out in compliance with applicable legislation.

Companies whose employees regularly enter into communication with French public officials, shall register before the High Authority for Transparency in Public Life (the ‘High Authority’) and report their activities. Non-compliance with the law is severely punished and can lead, for individuals, to up to one year of imprisonment and a fine of € 15,000.

In order for Samsung to comply with these reporting requirements, all lobbying activities by Samsung employees must be identified and reported before and after entering into communication with a Public Official to the Public Affairs Team. Details of such interactions with Public Officials (emails, meetings' confirmations, etc.) must be recorded.

Putting Compliance in Perspective:

To be considered lobbying activities, interactions must meet all of the four conditions below:

1) A Samsung employee or representative enters into communication (mails, calls, meetings) with certain Public Officials.

2) The interaction is made on the initiative of Samsung or its representative. It needs to be a proactive contact. Attending a hearing at the request of a Public Official is not enough.

3) The interaction concerns a public decision.

4) The purpose of the interaction is to influence a public decision.
**Conflicts of interests**

Conflicts of interest are situations in which the personal or private interests of an employee may alter their judgement during the performance of their duties and/or conflict with those of Samsung.

These interests may come in various forms (family ties, friendships, personal and financial interests) and circumstances (e.g. a job application by a family member or friend, or the choice or renewal of a provider).

**Let's take an example:**

Your cousin runs a successful catering business for corporate events. The quality of the services is very good and the prices are competitive. Retaining this vendor for some of Samsung’s events seems like a wise business choice. Does this mean you cannot recommend/use this vendor because he/she is a relative? Of course not. Given the quality-price ratio, using this vendor may be a smart choice. This being said, you should not be part of the selection process since there is a clear conflict of interests.

In all situations where there is an actual, perceived or potential conflict of interests with Samsung, you should report this to your management so that appropriate measures can be taken to avoid the creation of a conflict of interests which could put you in a delicate position.

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**Putting Compliance in Perspective:**

What shall you do to avoid ambiguous circumstances?

**Think** about situations in which the objectivity of the decisions you have to make during the course of your duties may be affected.

**Inform** your line manager in writing as soon as possible of any situation which may give the appearance of a conflict of interests, so as to enable them to assess the risks and find appropriate solutions to the situation.

In certain cases, after examining the situation, it may be found that there is no risk of incompatibility between your interests and those of Samsung, for instance if you in fact have no part in the decision-making process.

In other cases, solutions found with the assistance of the Legal & Compliance Department can enable the conflict of interest to be avoided: staying out of the decision-making process relating to the choice of a provider; being replaced for the management of this provider; and/or systematic validation by your line manager.
**Keeping accurate books and records**

The operations and transactions carried out by Samsung must be recorded in an accurate and fair manner in Samsung’s accounts, in accordance with the regulations in force. In particular, all accounting entries must show accuracy and honesty, and be backed up with supporting documents.

This Code of Conduct strictly prohibits the maintenance of undisclosed or unrecorded funds or assets for any purpose and records that disguise or misrepresent any aspect of a transaction. Samsung also expects that all records provided by business partners of Samsung will be accurate and reasonably detailed.

### Putting Compliance in Perspective:

- Always store and preserve records so that they are safe and protected.
- Ensure that all arrangements with third parties are evidenced or memorialized in a written contract, order, or other document which describes the goods or services that are in fact to be performed or provided.
- Do not make false or deliberately inaccurate entries (such as overbilling or advance billing) in the books of Samsung for any reason, or influence others to do so.
- Do not make any payment with the intention or understanding that all or any part of it is to be used for any person other than that described by the documents supporting the payment.
- Comply with the Document Management Policy to ensure that appropriate records are available in case of disputes/litigations.
IMPLEMENTATION
Ensuring employees abide by this Code of Conduct

Samsung implements various means to help its employees avoid the risks associated with non-compliance with this Code of Conduct.

As mentioned above, Samsung developed and implements specific procedures referred to herein to ensure compliance with this Code of Conduct. Like this Code of Conduct, these policies are available in French and English on Samsung’s intranet.

The Legal & Compliance Department is responsible for ensuring that this Code of Conduct conforms to the applicable legal framework, implementing the Code of Conduct, monitoring its application and its effectiveness, and answering questions concerning its interpretation.

Besides, specific training sessions are provided to each employee to improve their knowledge and develop a common culture. Such trainings are performed in-person and/or online.

Managers must ensure that the persons placed under their responsibility understand this Code of Conduct and receive adequate and appropriate training on the subject.

Regular internal controls relating to ethics and compliance are performed both at local and HQ levels by the relevant compliance teams.
NOT COMPLYING WITH THIS CODE OF CONDUCT
**Employees face disciplinary measures**

Any violation of the Code of Conduct may result in disciplinary measures, including dismissal, depending on the degree of seriousness, as well as criminal liability for the person involved.

**Employees face personal criminal and civil liability**

Any violation of the Code of Conduct by an employee of Samsung (or by a third party representing Samsung) which would consist of bribing or peddling influence, may lead to criminal liability of the Samsung employee involved which may consist of up to 10 years’ imprisonment and either

(i) a fine up to 1 million euros or
(ii) twice the amount of profits made by the employee out of his or her illegal acts.

Additional criminal sanctions may include among others being deprived from civil rights or from the right to run for political office, confiscation of assets and publication of the sanction. Civil liability could be added to remedy the damage suffered by any harmed party.

**Samsung faces criminal and civil liability**

Any violation of the Code of Conduct by an employee of Samsung (or by a third party representing Samsung) which would consist of bribing or peddling influence, may lead to criminal liability of Samsung which may consist of either

(i) a fine up to 5 million euros or
(ii) twice the amount of profits made by Samsung out of the illegal acts.

Additional criminal sanctions may include among others being forbidden to participate in public bid, closing offices involved, confiscation of assets, etc. Civil liability could be added to remedy the damage suffered by any harmed party.

**Employees and Samsung face reputational harm**

Any violation of the Code of Conduct by an employee of Samsung (or by a third party representing Samsung) which would consist of bribing or peddling influence, leading to a criminal sanction of the Samsung employee and/or Samsung itself, would cause reputation harm of great impact for both the future career of the employee and the business of Samsung.