



our
principles
to build the
future



ANTI-CORRUPTION CODE OF CONDUCT



CRÉDIT AGRICOLE
CORPORATE & INVESTMENT BANK

OUR COMMITMENTS

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

In May 2017, Crédit Agricole Group drew up an Ethics Charter which is common to all the Group's entities. It sets out our commitments, identity and values. Since January 2015, Crédit Agricole CIB has implemented its own Code of Conduct "Our principles to build the future". It sets out a common base of principles in order to align our behaviour with our values and to guide us in a changing and increasingly demanding environment.

In this context and following the implementation of the "Sapin II" Law requirements, Crédit Agricole CIB has adopted an Anti-corruption Code of conduct. It gathers good practices in terms of fight against corruption and addresses situations we might face. It comes on top of our anti-corruption policy already BS 10500 and ISO 37001 certified since respectively 2016 and 2017.

Anti-corruption rules apply to everyone, directors, executives, Crédit Agricole CIB employees, regardless of their position and duties. They also serve as a reference to our partners. We need your adherence, your accountability and your support to respect these rules and serve the Group integrity. This Code is part of our zero-tolerance policy for any business ethics violation and any infringement of laws and regulations.

I therefore call on you to read this document and carry out your activities in keeping with the principles set forth. Please consider it as a more concrete expression of the values we share rather than a sum of constraints. I count on all of you.

Jacques Ripoll

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USING OUR CODE

Crédit Agricole CIB conducts its activities with ethics and in compliance with applicable laws, including the fight against corruption and influence peddling. It is recalled that Governance Texts specifically dealing with the “fight against corruption” and the “gifts and benefits” apply to all employees. Moreover, every employee is required to follow trainings dedicated to these topics when requested.

WHO DO THE ANTI-CORRUPTION RULES APPLY TO?

The Anti-Corruption Code of Conduct applies to everyone in the Group, be they directors, executives, managers or employees (whether permanent and fixed-term employees, trainees, people on work-study and interns) regardless of their position and duties within Crédit Agricole CIB and the Group's temporary external workers (hereafter, “Employees”). This Code is applicable across the Group and its subsidiaries around the world.

OBJECTIVES AND HOW TO INTERPRET THE CODE ?

The Code of Conduct has been drawn up to guide us in our actions and help us make decisions in accordance with the Group's ethical rules and values and with legislation. It explains, by topic, the professional behaviour to be followed and promoted in carrying out our duties and in our working relationships. The various topics are classified into eight sections. To provide further information, some practical cases have been cited to illustrate, using specific examples, the principles presented in the Code. Nevertheless, the Code of Conduct is not intended to be exhaustive. Neither does it claim to answer all questions or address all possible cases, particularly with regard to what you should and should not do. For this reason, in all situations and when making decisions, everyone should ask themselves the good questions (see the five questions p.5).

WHO SUPERVISES THE IMPLEMENTATION OF THE CODE? WHO UPDATES IT?

A multi-disciplinary team that is backed by the Compliance and Human Resources is responsible for implementing, monitoring and updating the Code of Conduct. This team liaises with the departments concerned in order to provide regular feedback. The contents of the Code may change over time. The Code does not replace the internal regulations and procedures of Crédit Agricole CIB. It is your duty and responsibility to consult and apply them.

HOW IS THE ANTI-CORRUPTION CODE OF CONDUCT MADE AVAILABLE? WHAT IS ITS VISIBILITY?

The Code of Conduct is a document that is made public and shared with stakeholders. It is available on the website and Intranet of Crédit Agricole CIB.

We are all responsible for our actions and therefore have a duty of constant vigilance.

WHAT ARE EMPLOYEES' OBLIGATIONS?

The Anti-Corruption Code of Conduct is incorporated into the Rules of Procedure and its application is mandatory. Everyone must be acquainted with, and act in accordance with the principles and rules of the Code, in performing their duties. We are all responsible for our actions and therefore have a duty of constant vigilance. Anyone who notices or suspects an act or behaviour that is unethical in terms of the Group's values or of regulations, or who is put under pressure to commit an act that is unethical, in terms of the Group's values or illegal, must immediately inform his/her manager. The Group's whistleblowing procedure enables everybody to report an anomaly to the Compliance department or, in certain cases, to the Supervisory Authorities.

FIVE QUESTIONS TO ASK TO ENSURE ETHICAL BEHAVIOUR:

- 1** Is it legal?
- 2** Is it in line with the Group's Code of Ethics and Crédit Agricole CIB's Code of Conduct?
- 3** Is it in the interest of our customers, the stakeholder and the Bank ?
- 4** Have I taken into account the risks involved and what the consequences of my decision could be?
- 5** Would I be comfortable if my decision were to be made public internally and externally?

If the answer to any of these questions is «no», or if in doubt, you must discuss it with someone before taking action. You may consult your manager, or contact Compliance, Human Resources and Legal Affairs departments, or any other department qualified to deal with the issue at hand and keep a record of all problems encountered.

WHAT IS WHISTLEBLOWING?

The aim of the whistleblowing system is to strengthen risk prevention by giving all internal and external employees and commercial partners the means to report the facts that fall within the scope of application of the Governance Text "Whistleblowing". An internal whistleblowing procedure designed to collect alert notifications has been set up.

MANAGER ROLES AND EXPECTATIONS

As a manager, you must ensure your teams know you are always there to listen to their needs and create a climate of trust so that they will not hesitate to seek your advice if they have a problem. You have to be able to explain the functions of the Code and how to apply them. For this, you will need to refer to the Code of Conduct. If you have any questions, don't hesitate to consult the department most qualified to deal with the issue at hand (Compliance, Human Resources, etc.). You must be vigilant, conduct yourself in a transparent manner, and be an example for your teams. Show that it is entirely possible to attain the objectives that have been set, whilst respecting the ethics and values of the Group.

WHAT ARE THE CONSEQUENCES OF INFRINGING THE CODE?

Any direct or indirect involvement with an act of corruption is subject to criminal and disciplinary sanctions. The rules of conduct set out in this Anti-Corruption Code are related to the Crédit Agricole CIB's Internal Regulations. In accordance with the latter, sanctions may be imposed on anyone who infringes these principles and legal obligations as notably mentioned in the Article 24 of the Internal Regulations.



Remember

In the case of employees, all acts of corruption are subject to disciplinary sanctions, as set out in the Internal Regulations, and also to administrative, civil and criminal penalties of up to ten years' imprisonment and in the case of public corruption, you may be subject to a 1,000,000 euros fine.

As a legal entity, Crédit Agricole CIB may not only incur fines, but also market exclusions or withdrawals of authorisations, and can be prohibited from raising financing which would, moreover, damage its reputation.

To provide further information: the complete system and procedures implemented by the Group to fight against corruption are available in the Intranet space of the Bank.

OUR RULES OF CONDUCT

PREVENT AND DETECT CORRUPTION AND INFLUENCE PEDDLING

The fight against corruption is in the interest of the common-good and is a major objective. The anti-corruption Code of conduct incorporates the fundamental principles of implementing appropriate measures to prevent, detect and deter corrupt practices or influence peddling by applying "zero tolerance". Other areas include gifts and invitations, facilitation payments, conflicts of interests, patronage, sponsorship and lobbying.

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1 THE FIGHT AGAINST CORRUPTION

Definition

Corruption is defined as an act whereby a person holding a specific public or private sector function, solicits or proffers or accepts or gives a gift, offer or promise to carry out, obstruct or abstain from carrying out an act pertaining directly or indirectly to his function.

Details

In French law, the offences of active bribery (committed by an individual who gives a bribe) and passive bribery (committed by an individual who accepts a bribe) are punishable by up to ten years' imprisonment (public bribery).

Active bribery is the deliberate act of making, either directly or indirectly, offers, promises, donations, gifts or any other advantage to public officials or private persons in order that they perform or refrain from performing an act within the scope of their duties.

Passive bribery concerns public officials or private persons who solicit or authorize, directly or indirectly, promises, donations, gifts, or any advantages for themselves or for others, in order to perform or refrain from performing an act within the scope of their duties.



THE COMMITMENT OF CRÉDIT AGRICOLE CIB

We employ a zero tolerance policy with regard to corruption including facilitation payments (see specific section on "Fight against facilitation payments"). No employee may engage in bribery in any form and for any reason whatsoever.

Corruption impedes free competition and impairs economic development; it can have very serious financial, commercial and criminal consequences, which could seriously damage the reputation and image of the Group. Any employee involved in an act of corruption is also liable to disciplinary or even criminal sanctions.

I must do

- If you feel pressure from, or are solicited by a third party, inform your manager and the Compliance department;
- Declare all gifts and benefits worth over the ceiling set forth locally, that are offered or received, or sent directly to your home;
- Respect the existing approval procedures for expenses incurred by staff members;
- Respect the recruitment procedures defined by the Group;
- Ensure that all payments are substantiated, documented and properly authorized.

I must not do

- Offer, promise or agree to giving a benefit (financial or otherwise) to a third party, for the purposes of inducing them to improperly perform or refrain from performing an act;
- Solicit, receive or accept any benefits (financial or otherwise) in exchange for performing a task, give consent under a commercial agreement or carry out any other action in the course of my duties or activities;
- Favour a third party in calls for tenders;
- Offer or accept gifts and benefits other than those that have been authorised;
- Accept an offer by a third party to finance a trip for you, either partially or in full, even if it is for business reasons.

EXAMPLES

One of my suppliers has offered me a weekend by the sea. In exchange, all I need to do is reduce his due payment date by a few weeks. Can I do this?

It is forbidden to take advantage of your position or duties to receive any gifts or benefits. Immediately alert your manager, the Compliance, and the Procurement department, to the fact that someone has tried to bribe you.

One of my line managers requested that I ask one of our usual outside contractors to hire a member of his family. What should I do?

Poletely decline the request and alert your hierarchical line or the Compliance if more appropriate.

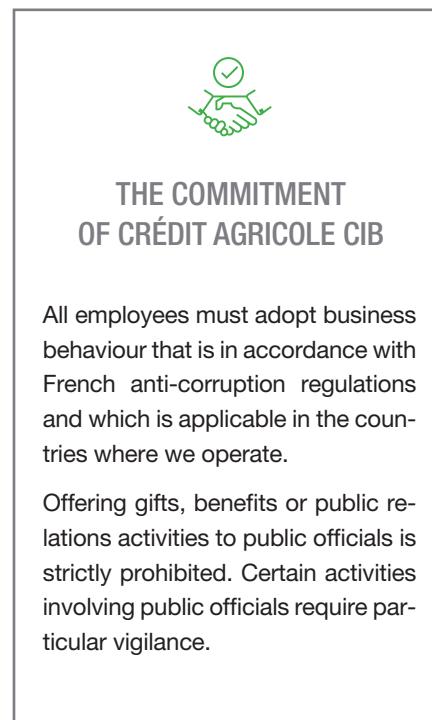
2 FIGHT AGAINST INFLUENCE PEDDLING AND INTERACTION WITH PUBLIC OFFICIALS

Definition

Influence peddling is defined as the direct or indirect request or acceptance without right and at any time of offers, promises, donations, gifts or advantages for oneself or others, when done by a person holding public authority or discharging a public service mission, or by a person holding a public electoral mandate: to carry out or abstain from carrying out an act relating to his office, duty, or mandate, or facilitated by his office, duty or mandate; or to abuse his real or alleged influence with a view to obtaining from any public body or administration any distinction, employment, contract or any other favourable decision.

Details

Influence peddling is the act of monetizing an individual who has influence (whether real or supposed) in order to influence a decision to be made by a third party. This involves three parties: the beneficiary (who provides the benefits or makes the donations), the intermediary (who uses the credit he has because of his position) and the target person, who holds the decision-making power (public authority or administration, magistrate, expert, etc.). Criminal law distinguishes between active influence peddling, concerning the beneficiary, and passive influence peddling, concerning the intermediary. Each of the two offences are treated separately and punished in the same way, carrying a prison sentence of up to ten years.



I must do

- If pressured or solicited by a public official, alert your manager and the Compliance department;
- Comply with the procedures for activities involving public officials;
- Be constantly on the alert and regularly monitor all transactions involving public officials;
- Ensure that all payments and expenses involving public officials are properly authorized, accounted for and documented.

I must not do

- Offer, promise or consent to giving a benefit (financial or otherwise) to a public official, for the purposes of inducing them to improperly perform or refrain from performing an act;
- Favour a relative of a public official within the context of a call for tenders or recruitment process;
- Give cash to public officials.

EXAMPLE

To open a subsidiary in a foreign country, we have to obtain a banking licence. An employee of a government department in this country offered to exert influence on the person in charge of granting licences and asked me to pay part of the amount required into a bank account. What should I do?

Refuse and notify your manager as soon as possible and seek advice from the Compliance department to avoid becoming involved in a corrupt procedure.

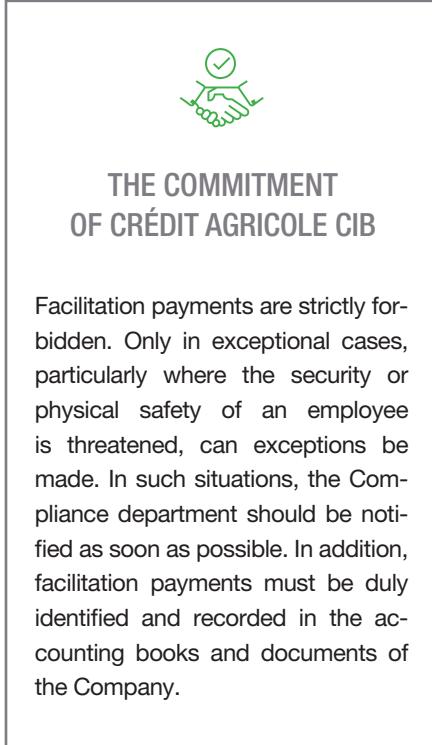
3 FIGHT AGAINST FACILITATION PAYMENTS

Definition

Facilitation payments are generally small sums of money that are paid directly or indirectly to public officials in order to carry out or speed up formal administrative procedures. These payments are notably made within the context of processing visa applications, issuing authorisations, permits and licences and for customs procedures.

Details

Facilitation payments are considered corrupt acts. These are prohibited by the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of 17 December 1997 and the Sapin II law of 9 December 2016.



EXAMPLE

I must do

- Consult your manager or the Compliance department if you receive a request for a facilitation payment from a public official;
- Alert your manager or the Compliance department if, in the context of an exceptional situation, you have made a transaction that may be considered a facilitation payment;
- Keep all documents relating to any transaction that could be considered a facilitation payment.

I must not do

- Offer, promise or give a benefit (financial or otherwise) to a public official within the context of performing a routine administrative task;
- Decide on your own when dealing with a facilitation payment request.

I have to go on a business trip to a country for which I need a visa. At the embassy, an agent informs me that the time to obtain the visa is longer than I had foreseen. They are offering to speed up the process for me if I offer them some tickets for a show. What should I do?

To avoid any act of corruption, politely decline the offer and immediately inform your manager or the Compliance department.

4 CONFLICTS OF INTERESTS

Definition

A conflict of interests is a situation where the personal interests of an employee may conflict with those of Crédit Agricole CIB.

In other words, when the personal interests of employees or members of management bodies, may influence their discretion or decision-making capacity when carrying out their professional duties.

Conflicts of interests can be of a personal nature (such as family ties), professional (such as commercial relations), financial (as in personal loans) or political (having an influence on the Company).



THE COMMITMENT OF CRÉDIT AGRICOLE CIB

Crédit Agricole CIB has implemented an active conflicts of interests prevention policy. Conflicts of interests may include acts of bribery or influence peddling and expose the Company and its employees to allegations of bias or dishonesty. They may also have repercussions on the reputation of the Group and its employees.

I must do

- Respect the Group's prevention principles and measures notably regarding gifts and benefits, public relations activities and extra-professional activities, to ensure I maintain my independence of judgement and avoid situations of conflicts of interests;
- Declare my mandates to my manager and the Compliance department;
- Declare all privately-held administrative, management or executive mandates with any organisations (profit and non-profit organisations), customers or suppliers of the Group to my manager and the Compliance department, and request prior approval to hold a corporate office outside the Group;
- Inform my manager of any personal or family ties I may have with a third party in relation to my Company;
- Inform the Compliance department of any potential direct or indirect conflict of interests and abstain to participate in debates or decision-making on the subjects concerned.

I must not do

- Make decisions if your discretion or decisions could be influenced or altered by personal considerations or by pressures imposed by a third party;
- Conceal information about any conflict of interests or situations that could create such a situation;
- Acquire positions of interest in a competitor, customer or supplier.

EXAMPLES

My manager asked my opinion on selecting a new supplier because he's hesitating between two companies. It turns out that the manager of one of the companies is a childhood friend of mine. How should I react?

To avoid any conflict of interests, inform your manager in writing about this relationship and withdraw from the selection process.

My brother is a services provider in a training organisation, and the solutions he's offering are competitive and adapted to our needs. Should I say no?

Report this situation in writing to your manager who will take all measures to avoid a possible conflict of interests, in particular do not participate in the provider-selection process.

I am an employee of Crédit Agricole CIB with an appointment as a board member in a company which Crédit Agricole CIB finances. What should I do?

Report the situation to your manager and/or the Compliance department, and do not participate in any discussions and decision-making on matters that could create a conflict of interests.

5 GIFTS, BENEFITS AND INVITATIONS

Definition

Corporate gifts are those that are offered or received within the context of business relations. Some may be worth a significant value (trips, electronic equipment, etc.) and are therefore monitored to avoid any risk of corruption.

Invitations include any form of social contact, benefits and invitation either offered or received. In a commercial context, these public relations interactions take the form of meals, hotel accommodation, seminars, conventions or conferences, public relations operations or invitations to sports, cultural and social events, as well as business and press trips.



THE COMMITMENT OF CRÉDIT AGRICOLE CIB

Employees must not accept gifts, benefits or invitations, directly or indirectly, which may, even unintentionally, compromise their independence, impartiality or integrity. They must refuse all gifts, benefits or invitations that could place them in a conflict of interests. In the same way, it is forbidden to solicit gifts from individuals or companies which either have, or are trying to develop, business relations with the Group.

The gifts, invitations or benefits must not be excessive by their importance or recurrence. Moreover, accepting them must always be justified from a professional viewpoint.

Are authorized and may consequently be kept by the employee, further to written information

of his/her line manager, the gifts and benefits:

- which are received at the employee's professional address;
- which value does not exceed the ceiling set forth locally per donor and per year, excluding business meals;
- which do not involve money payment in any form whatsoever.

Crédit Agricole CIB does not forbid employees from making or accepting public relations invitations. These are gestures of courtesy and welcome between business partners. However, these public relations must be clearly justified at the business level. For all public relations activities, customers must be always be accompanied by the employee of the entity that issued the invitation.

I must do

- If you are a manager, make sure that your staff is aware of the rules regarding gifts and invitations, public relations activities and business trips;
- In case of doubt, particularly regarding the assessment of the value of the gift, ensure you have consulted both your manager and the Compliance Department.
- Before accepting a gift, benefit or an invitation, ask yourself how this could be perceived publicly and refuse offers that might create a conflict of interests for you;
- Be transparent with your manager to avoid any suspicion in keeping with the internal regulation and the declaration procedures regarding gifts, benefits and invitations;
- If you accept an invitation, pay the associated travel and accommodation expenses;

EXAMPLES

I have been invited by one of our suppliers to a trade show abroad and he offered to pay for my travel expenses. How should I react?

All forms of travel paid for by a third company are forbidden. Decline the offer politely and explain clearly the reasons why. It is your division that takes care of all your business expenses. If you are accompanied by a relative, it is up to you to pay his/her expenses.

Can I offer a customer tickets to a show without attending myself?

No, you must attend as a representative of your business activity. The same goes for invitations received from providers.

I must not do

- Accept or give any gifts or benefits worth more than the authorised fixed amount or receive any of these at your personal address, regardless of the amount;
- Solicit any form of gift or benefit for your own account or for that of a third party;
- Receive any form of remuneration from a counterparty, an intermediary, a supplier or a customer, either directly or indirectly;
- Give or receive gifts in cash;
- Offer or accept any public relations gifts or invitations that could damage the Group's image.

I received a small gift delivered to my home address from one of my business contacts. I am not very comfortable with this because my manager does not know: what should I do?

The right thing to do is to tell your manager and seek advice from the Compliance department. They will tell you the most appropriate way to handle the situation and avoid becoming involved in any corrupt dealings.

6 LOBBYING AND FINANCING

POLITICAL PARTIES

Definition

Lobbying or the representation of interests describes any direct or indirect communication with public officials for the purposes of influencing public decisions. Consulting people representing interests enables the legislator to obtain information about how the law is enforced and how to improve it. It also gives public decision makers greater insight into what civil society expects.

The financing of political parties by legal entities (companies, foundations, etc.) is strictly forbidden.



**THE COMMITMENT
OF CRÉDIT AGRICOLE CIB**

In cooperation with experts and practitioners from the Group's different entities, lobbying enables Crédit Agricole CIB to make a positive and significant contribution to public debates at the international, European and national levels on both policy and technical issues. Its purpose is to provide a reasoned view of the impacts of public decisions for the Group and to preserve and/or promote its interests.

In addition to fully respecting the ban on financing political parties, including in countries where this practice is permitted, the Group insists that all information pertaining to the convictions and political commitments of its employees remain personal, in order never to implicate or jeopardise the Group's reputation. These activities must be carried out outside working hours and outside the Group.

EXAMPLES

What should I do if one of our customers asks me to support his political campaign in the local elections?

Refuse this request for support in order to ensure the political neutrality of the Group and immediately inform your manager or the Compliance department.

I work in a country where it is customary for large foreign companies to finance the main political parties. Can Crédit Agricole CIB make such a contribution?

No. Even if this form of monetary support is accepted by law and local customs, it could make the Group liable. Inform your manager and the Compliance department immediately.

I must do

- Be transparent about your lobbying activities, inside and outside the Group;
- Declare the offices you hold in various trade associations;
- Base your arguments on reliable information that has been analysed and audited at the internal level;
- Update the list of appointments you made with public decision makers, for the purposes of influencing public decisions, so that an annual report of activities can be written, as required by the law;
- Declare your mandates to your manager and the Compliance department;
- Make sure that the Group is not implicated or jeopardized by your personal political opinions and actions;
- Refuse any solicitation in any form whatsoever that requests political support and could make the Group liable;

I must not do

- Use corruption and any dishonest or abusive practices;
- Use the resources or funds of the Group to engage it in fund-raising or political support activities;
- Offer or accept any gifts and benefits.

PATRONAGE AND CHARITABLE ACTIONS

Definition

Patronage enables companies to make donations to organisations in the form of financial or material support for the purposes of supporting a work of general interest or acquiring a cultural object.

A charitable contribution is a grant or donation made to an organisation for a charitable purpose. It may take the form of a cash or an in-kind contribution or a service.



THE COMMITMENT OF CRÉDIT AGRICOLE CIB

This contribution to charitable actions must comply with Crédit Agricole Group's Code of Ethics. More specifically, the Crédit Agricole CIB prioritises contributions made in countries where it operates and in areas that preserve heritage, solidarity, education, arts, culture and health, etc.

Crédit Agricole CIB can also make financial contributions, and in kind or in the form of services in the event of natural disasters or other emergencies.

Charitable contributions should never be used to disguise an illegitimate benefit that is intended, or appears to be intended, to influence decision-making.

Credit Agricole CIB, as part of the "coups de pouce" Solidaires' program, funds organisations whose projects are led by employees, engaged voluntarily in these organisations. The allocation of funds is determined by a jury composed by members of multiple Business and Support functions from the Company.



I must do

- Contact the Communications department for any project of patronage or charitable actions. The corporate image could be impacted.



I must not do

- Make donations to individuals or for-profit organisations on behalf of Credit Agricole CIB
- Finance works that indirectly benefit, or are controlled by politicians, public officials or their relatives.

EXAMPLES

A public official contacted me to find out if the Crédit Agricole CIB would help finance his wife's charity for underprivileged children. What should I do?

Contact your manager or the Compliance department immediately to assess the situation and define the process to be followed.

Crédit Agricole CIB has been providing financial support to an environmental charity for several years. Within the context of a control of the use of funds, I noticed that the financial contributions made by the Group had been used to print leaflets, which was not the initial purpose of the Group's support. In addition, the printing company is owned by the sister of the treasurer of the association. What should I do?

Speak immediately about this to your manager or the Compliance department. Then determine whether or not the financing of this association should be renewed, taking into account the risk of conflict of interests as well as the risk related to the improper use of the funds distributed by the Group.

8 SPONSORSHIP

Definition

Sponsorship, or sponsoring, is a form of marketing whereby the Company assumes all or part of the expenses of a project or programme, in exchange for obtaining visibility on media platforms or events.

Details

This may involve non-profit organisations and commercial entities. The Company benefits from the fact that its logos and brands are displayed by the project or programme in question, and that it receives a specific mention specifying that it has contributed to the financing.

The Company may also benefit from a right to speak at speaking events organised by the organisms in charge of the project or program.

This may involve non-profit organisations and commercial entities.



THE COMMITMENT OF CRÉDIT AGRICOLE CIB

Sponsorship is an integral part of the Crédit Agricole CIB's marketing and communication strategy.

Sponsorships must comply with the principles and internal rules of the Group and must never be used to advantage unduly, influence improperly or give the appearance of improperly influencing any person in charge of making decisions.

Credit Agricole CIB follows the rules enacted by the Group in case of sponsored partnerships.



I must do

- Carefully select the sponsored organisation, in the light of its experience and reputation;
- Prefer sponsored organisations whose accounts are published and regularly audited;
- Submit a written request to the Head of Communications in the event where sponsored events or activities are controlled by politicians, public officials or their relatives, this must be indicated in my request;
- Draw up a contract including compliance clauses with the sponsored organisation;
- Inform all stakeholders of the sponsorship;



I must not do

- Sponsor an organisation suggested by a public official;
- Sponsor an organisation that indirectly benefits, or is controlled by, politicians, public officials or their relatives;
- Sponsor an organisation that is related to projects in which the Crédit Agricole CIB is involved for commercial purposes.

EXAMPLES

I was contacted by the treasurer of a group who suggested that Crédit Agricole CIB sponsors a sports event in exchange for a multi-million Euros contract. How should I react?

Decline the offer because conduct such as this is a form of corruption. Speak immediately to your manager or the Compliance department.

I read in a newspaper that a sports club sponsored by Crédit Agricole CIB actively participated in fixing matches for a national cup. I am afraid that the name of the Group may be associated with this scandal. How should I react?

Speak to your manager or the Compliance department immediately to determine the right course of action to take: this situation could have an impact on the reputation of the Group and its employees.

