BUSINESS

CODE OF CONDUCT



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Preface

Respect, loyalty and transparency are key to the daily operations of the Fnac Darty Group. We attach particular importance to upholding our values in our relations with our employees, suppliers, customers, partners and shareholders. We promote these values to all stakeholders in our business in all countries where we operate.

Our Business Code of Conduct aims to reaffirm these fundamental principles that should govern the behaviour of every one of us in our professional lives, both individually and collectively.

Our code of conduct reflects several major international standards in the field of ethics, antifraud and anti-corruption practices, and social and environmental responsibility: for us, they constitute a common reference base that is easy to share.

By formalising the Group's commitments in this way, we strive to guarantee the company's long-term growth and to develop a sense of pride and belonging among its employees.

It is up to each of us, in all the entities that make up the Group, to defend these principles that we believe in. Over the long term, they will enable us to maintain the relationship of trust that Fnac Darty Group relies on in its daily dealings with its employees, suppliers, customers, partners and shareholders.

Any failure to comply with the rules of the Code of Business Conduct may be sanctioned as provided for in the internal regulations of the various Group entities.

I am therefore counting on each of you to ensure that these rules are applied in carrying out your duties.

Enrique Martinez Managing Director Fnac Darty



The Fnac Darty Group is committed to behaving responsibly and with integrity.

An ethical approach to business in all circumstances is a quarantee of sustainability and trust from our stakeholders.

Our principles are:

- To act with integrity and responsibility
- To comply with laws and regulations
- To uphold the dignity and rights of all people
- To protect privacy and personal data
- To act in a way that protects the natural environment
- To use the company's assets and resources in the interests of the Group and its shareholders
- To encourage our employees in their initiatives for solidarity and sustainable development
- To observe business confidentiality





RESPECT FOR THE INDIVIDUAL

2.1 GENERAL PRINCIPLES

The Fnac Darty Group attaches great importance to respecting individuals: it pays particular attention to the laws, regulations and international standards relating to social responsibility, which are designed to protect the safety, dignity and interests of our customers, our employees and the communities with which we interact.

Observance of human rights requires us to be vigilant in our rejection of child labour and concealed or forced labour.

In addition to rejecting all forms of discrimination, upholding the dignity of individuals also involves promoting social diversity and protecting privacy in order to provide each employee with a fulfilling working environment.

The aforementioned focus on the individual naturally entails respect for their environment and the community to which they belong, which requires us to adopt a social and environmental commitment on a daily basis.

2.2 RESPECT FOR DIVERSITY AND REFUSAL OF DISCRIMINATION

Discrimination is unequal and unfavourable treatment applied to certain people particularly because of their origin, religion, gender, disability, age or trade union or political affiliation.

Our Group encourages diversity, which is a source of human wealth, and seeks to treat everyone fairly.

As such, it rejects all forms of discrimination and is committed to fostering diversity by creating an environment where everyone, whatever their background, has the opportunity to develop professionally and personally.

2.3 PROTECTION AGAINST HARASSMENT

Moral and/or sexual harassment is manifested by repeated and hostile behaviour, words or actions that undermine the dignity or integrity of a person and can lead to serious distress.

The Fnac Darty Group strives to provide a professional environment where the dignity of each employee is recognised and upheld. The Group also relies on the vigilance of each employee to alert their line management or the human resources department in the event of a known situation of moral and/or sexual harassment.

2.4 PROHIBITION OF CONCEALED OR FORCED LABOUR

Concealed work is the act of not officially declaring a person who works in the company. Forced labour is defined as work that is carried out under duress or threat.

Not declaring an employee means depriving them of their rights and depriving the community of the social contributions associated with their work. As we are concerned about the rights of our employees and seek to contribute to the economic and social life of the countries in which we operate, our Group is committed to refraining from engaging in undeclared work.

Forcing a person to work violates their freedom and dignity. If the Fnac Darty Group becomes aware that any of its suppliers and service providers are using employees who are working under duress or threat, it will immediately decline or terminate any relationship with them.





2.5 PROTECTING THE HEALTH AND SAFETY OF OUR EMPLOYEES AND CUSTOMERS

A company that is open to the public must take all necessary measures to ensure their safety and protect their health. It must take similar measures with regard to its employees and especially those whose jobs could entail an occupational risk.

Protecting the health of employees and customers in our facilities is a priority. Our Group complies with national health and safety regulations and ensures that every employee adheres to them.

2.6 PROTECTING THE PERSONAL DATA OF OUR EMPLOYEES AND CUSTOMERS

Our Group is committed to maintaining the confidentiality of personal data and will take all appropriate measures to ensure the security and protection of such data. Our Group complies with the national provisions of each country as well as with European regulations on the protection of personal data.

Personal data may only be collected for legitimate and proportionate purposes. It may only be used for the purposes for which it was initially collected in the context of transparent disclosure and must not be kept beyond the period authorised by law.

2.7 FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING

The purpose of the freedom of association and the right to collective bargaining is to allow employees to form and join organisations of their choice in order to collectively express their views within the enterprise. The International Labour Organization and the International Covenant on Civil and Political Rights call for representative organisations.

In accordance with the laws of the countries in which it operates, our Group allows its employees freedom of association and encourages their free expression and dialogue within the company on matters relating to the conditions in which they carry out their duties





RESPECT FOR COMPANY ASSETS 3

3.1 GENERAL PRINCIPLES

A certain number of legal rules are specifically intended to protect those who place their trust in the company, especially its employees and shareholders.

Some employees, by virtue of the responsibilities or functions entrusted to them, affect the future of the company through their decisions or behaviour.

Respection the Group's collective assets requires them to be particularly vigilant in protecting the social economic or intangible assets placed under their responsibility.

The trust placed in them calls for strict compliance with the laws or rules relating to the prevention of abuse of corporate assets, insider trading and fraud.

3.2 PREVENTING ABUSE OF CORPORATE ASSETS

The buse of corporate assets involves making deliberate use of the company's assets, or powers it has conferred, to the detriment of employees and shareholders, contrary to tere as of the company and/or for personal gain.

rote the collective assets of the company, our Group is committed to taking all lessal measures, including monitoring, to avoid abuse of corporate assets.

3.3 VIGILANCE REGARDING CONFLICTS OF INTEREST

A conflict of interest arises from a situation where personal interest and the interest of the company collide.

A constant of interest arises when an employee or one of their relatives or allies is likely to bene personally from a transaction conducted on behalf of a Group company, particularly with a customers or suppliers. The same applies if an employee attempts to engage or arrange for the engagement of an enterprise in which he or she or a close relative or ally has necessarily material or moral interest, in particular as a supplier.

ployed are asked to avoid any situation that would suggest that they might put their son interests, or those of their relatives, ahead of those of the company. Should such a lation prise despite their efforts, they are requested to report it immediately and without ervation to their superiors.

For more information, please refer to the Group's conflict of interest prevention charter: https://www.fnacdarty.com/en/esg-commitments/



RESPECT FOR COMPANY ASSETS 3

3.4 CONTROLLING INSIDER TRADING

Insider trading is the act of using, on a personal basis, or communicating to a third party privileged information known in the exercise of one's duties with the aim of generating a profit. Within a company, insider trading can take the form of buying or selling company shares after having been made aware of inside information, but before the information is publicly available.

To prevent the occurrence of insider trading, the Fnac Darty Group has established measures to protect insider information.

When employees hold privileged information, they must:

- Refrain from communicating it to third parties and from trading in securities issued by Groupe Fnac Darty, in particular with a view to complying with legislation on insider trading
- Maintain their confidentiality in order to avoid accidental disclosure.

3.5 DISCIPLINE IN THE PREPARATION OF FINANCIAL STATEMENTS

Every company is subject to the obligation to keep rigorous accounts that accurately reflect the nature and amounts of the commercial and financial transactions it carries out. This legal obligation allows the company to give a true account of its activities to its shareholders and to maintain a trusting relationship with them. This obligation is also the corollary of strict compliance with our reporting obligations in each of the countries where we operate.

For the record, each employee is responsible for ensuring that any commercial or financial transaction for which they are responsible is documented in accordance with the company's internal rules, properly approved and allocated to the appropriate accounting item so that it accurately reflects the commercial and financial activities.

In this respect, the Group's employee managers are aware of the Group's internal control charter and participate in the proper functioning and continuous improvement of the internal control system in their entity.

3.6 DILIGENCE IN ACQUISITIONS, SHAREHOLDINGS AND PARTNERSHIPS

In the course of its development, a company may acquire companies, assume minority shareholdings or enter into partnerships. In doing so, the company becomes legally responsible for the acquired entity and co-responsible in the partnerships in which it participates.

Within the Group, these operations are part of the development strategy. These actions, which are always based on rigorous economic and financial assessments, must be accompanied by an analysis of integrity with regard to the legal environment.

3.7 CONFIDENTIALITY OF COMPANY DATA

A company's confidential information is part of its economic assets. As it is considered strategic, it can be decisive for its development. The communication of such data, whether accidentally or intentionally, can have serious consequences for the company.

The Group's employees are aware of the importance of certain data, as specified in their employment contracts, and are asked to take all necessary measures to secure the company's sensitive information.

These provisions are outlined to employees in the Group's IT charter.

3.8 PRESERVING THE REPUTATION AND IMAGE OF OUR BRANDS ON SOCIAL NETWORKS

The Fnac Darty Group has shown its willingness to be active in participatory discussion forums, particularly through the creation of internal community networks and through its presence on "classic" or external social networks.

The reputation and image of the Fnac Darty Group's brands are a common resource that must be preserved. This requires everyone to use social media responsibly, both internally and externally.

In this respect, the Group's representatives who are expressly authorised to communicate in the name and on behalf of the Fnac Darty Group's brands on both internal and external social networks undertake to refrain from any behaviour that could harm the collective interest of the company and to ensure the consistency of the messages published.

Furthermore, the Fnac Darty Group encourages all its employees who express themselves privately on social networks or internal community networks to abide by the principles and value of our brands.

In this respect, the Fnac Darty Group reminds its employees that they are subject to a duty of discretion, confidentiality and loyalty. They are aware of these elements through the Group's IT charter, which they must comply with. They must also comply with the law and avoid any inappropriate behaviour.



OBSERVANCE OF BUSINESS RULES

4.1 GENERAL PRINCIPLES

The purpose of business rules is to protect the rights of customers and other economic actors.

Fairness and transparency in our commercial practices guarantee a competitiveness that is based solely on the search for the best products and services at the best price.

Within the Group, compliance with business rules is dictated as much by the desire to comply with the law as it is by the desire to demonstrate our commitment to ethical standards in the conduct of our business to our customers and to the shareholders who support us.

4 2 CORRUPTION

Bribery is the act of allowing, proposing or offering, soliciting or receiving, directly or indirectly, any undue advantage, monetary or otherwise, to or from a third party so that the third party, in breach of their obligations, acts or refrains from acting in order to obtain or retain business or any other undue advantage in the conduct of a business.

Our Group is extremely vigilant about not tolerating this type of behaviour within the Group or in its dealings with third parties.

4.3 OBSERVANCE OF POLITICAL NEUTRALITY

While our Group is involved in the public debate around its cultural markets, we prohibit political, trade union, cultural or charitable funding with a view to obtaining direct or indirect material, commercial or personal benefits.

We comply with national and international regulations on direct or indirect corruption.

4.4 SPONSORSHIP, CORPORATE PATRONAGE AND DONATIONS TO CHARITIES

Sponsorship of cultural or other events is an important means of communication for a company. In this way, it can make its values known and strengthen its image.

These actions are governed by principles of integrity and without any expectation of return in the form of undue advantage.

4 5 FAIRNESS IN DEALING WITH COMPETITORS

We believe in free, open and fair competition as a means of economic and social progress, both in terms of prices and the quality and scope of what the consumer and end customer can expect.

Anticompetitive practices aim to reduce or eliminate the principle of fair competition between companies in the same sector.

We strive to comply strictly with the applicable competition regulations in the European Union and in each market where the Group operates.

4.6 GIFTS AND OTHER SOLICITATIONS FROM SUPPLIERS AND THIRD PARTIES

The integrity and independence of all employees vis-à-vis suppliers and third parties are intangible principles accepted by everyone.

Every employee is asked to consider whether a gift, invitation or favour received or offered creates an obligation for the recipient to the giver.

The acceptance of these gifts and solicitations is governed by an internal procedure, in particular through the Gifts and Benefits Charter.





4 7 FACILITATION PAYMENTS

Facilitation payments are unofficial payments made to facilitate or expedite certain administrative formalities such as permit applications or customs clearance.

Our Group does not make any facilitation payments, regardless of whether or not local laws permit them.

4.8 VIGILANCE REGARDING THE RISK OF MONEY LAUNDERING

Money laundering is an act by which an individual or a company reintroduces money from illegal activities (drug trafficking, tax fraud, corruption, etc.) into the legal financial circuit.

Non-financial businesses can be complicit in money laundering when the sale of a good or service is part of a laundering operation.

With a view to complying with the law on money laundering, the Group calls on its employees to pay particular attention to transactions that seem suspicious and to inform their management if they have any doubts.

4.9 VIGILANCE REGARDING THE PRINCIPLES OF FAIRNESS AND LOYALTY IN OUR RELATIONS WITH OUR PARTNERS

We require our suppliers to comply with the principles defined in this Business Code of Conduct with regard to respecting persons, goods and business rules.

This Code is appended to the agreements and contracts that formalise our business relationship.

The Group implements verification procedures and does not knowingly work with partners who do not share these essential principles.

Before concluding any contract, the FNAC DARTY Group ensures the integrity of the partner with which it seeks to establish a commercial relationship.

Furthermore, Fnac Darty ensures that its partners:

- Are selected according to objective criteria
- Provide real services that comply with the law
- Benefit from fair contractual conditions
- Are free from corruption liabilities in the country of performance

With a view to protecting the integrity and respect for the business rules in all its activities, the Group expects its partners to behave with integrity and in accordance with its own principles, in particular those contained in this code of business conduct.

4.10 INTEGRITY IN THE CONDUCT OF PUBLIC AFFAIRS

Constructive and transparent contribution to the development of public policy on relevant topics related to the Group's activities is an ongoing process. This contribution is aimed at enriching the considerations of public decision-makers.

In general, the contribution activities implemented by the Group are developed in line with its strategic action principles, its sustainable development and social, societal and environmental responsibility policies.

The Fnac Darty Group is committed to integrity and probity in all its dealings with public authorities, agents and organisations, regardless of the situation or interest being defended



THE DECISION TREE

LIDENTIFY

I EVALUATE



DO I SEE AND ETHICAL PROBLEM IN THIS SITUATION?

Have you been asked to do something that you feel is wrong?

Are you in a situation that you think is prohibited?

Do you think a colleague, customer or supplier is doing something illegal or unethical?

2

DO I HAVE TO ACT?

State the problem:

What is the problem you are concerned about and how serious is it? How certain are you that it is happening or is likely to happen? Why is it a problem?

Talk to someone you trust: a colleague or manager and see what they think.

Take the "I evaluate" test below



If you answer **"YES"** to all of the above questions, this may not pose a problem (go to point 4)

If you answer "NO" to any of the questions, you need to go further (go to point 3)

I DECIDE



WHAT SHOULD I DO?

If you answered "NO" to any of the questions, the Code of Conduct is potentially being violated. If this is the case, speak to your line manager / HR or confidentially by exercising your right to alert via the dedicated web link:

https://report.whistleb.com/en/portal/fnacdartygroupe

4

AM I SURE OF MYSELF?

Consider your decision before continuing.

Check the prohibited behaviours in the Code of Conduct.



ALERT

If you are convinced that your decision is correct, then you should raise the alarm with your line manager / HR or confidentially by exercising your right to alert via a dedicated web link:

https://report.whistleb.com/en/portal/fnacdartygroupe



ENVIRONMENTAL AND SOCIETAL COMMITMENT

5.1 GENERAL PRINCIPLES

The Fnac Darty Group is firmly committed to a responsible approach in its activities, which quarantees the sustainability of its business model while protecting the environment.

5.2 ENVIRONMENTAL COMMITMENT

The Fnac Darty Group incorporates the challenges of climate change and the objectives of reducing greenhouse gas emissions required by the Paris Agreement on Climate Change into its strategic orientations and operational choices. In particular, it is committed to developing its model to make it more circular, by promoting the sustainability of products, developing repair services and strengthening its second life and recycling activities.

5.3 SOCIETAL COMMITMENT

Thanks to its territorial coverage, its solidarity policy through partnerships with local associations and Fnac's cultural action, the Group has a positive impact on the economic, social and cultural life of the territories.

5.4 QUALITY COMMITMENT

The Fnac Darty Group is committed to offering its customers quality products and services and to providing them with reliable and transparent information, in complete independence from the brands.

In France, the Labo Fnac symbolises this independence by testing thousands of technical products every year to help customers make the right choice.

Abroad, and particularly in Asia where own-brand products are manufactured, the test laboratories and quality inspectors of the Quality Assurance department ensure that suppliers comply with European regulations, thereby guaranteeing the quality criteria expected by our customers.

In addition to quality requirements, private label suppliers are selected by the Fnac Darty Group in accordance with the principles set out in the Group's code of conduct and are audited according to criteria relating to human rights, health and safety and environmental protection.





6.1 DISSEMINATION OF THE CODE OF CONDUCT

This Business Code of Conduct is addressed to the employees and partners of the Fnac Darty Group.

- It can be downloaded online from the intranet sites of the various Group companies.
- Parallel to the dissemination of this code, a Group Ethics Committee has been set up with the task of fulfilling three mandates:
 - To monitor the proper dissemination and application of the Business Code of Conduct and the principles it defends.
 - To respond, at the request of the Group Security and Risk Prevention Department, as the main contact, to any request made by Group employees or third parties, whether it is a request for clarification or a question relating to the interpretation of the Code and its application, or a query regarding alleged non-compliance with one of the Group's ethical principles.
 - To issue proposals to develop the Group's policy and actions in the area of ethics and Social and Environmental Responsibility (SER).

6.2 THE ETHICS COMMITTEE

The Ethics Committee is chaired by the Group General Secretary in charge of Governance, SER and Group Human Resources and is composed of the:

- Group Human Resources Director
- Group Legal Director
- Group Security and Risk Prevention Director
- Group Internal Audit Director
- Group Social and Environmental Responsibility Manager
- Group Data Protection Officer

DISSEMINATION AND MONITORING OF THE APPLICATION OF THE BUSINESS CODE OF CONDUCT

The Ethics Committee maintains complete confidentiality in the processing of requests submitted to it. The members of the Ethics Committee are the ethics advisers on whom the principal advisor can rely, if necessary, in the processing of reports.

The Ethics Committee issues recommendations to the people in the entity involved in the complaint who are best placed to implement them, but it does not replace existing managers, departments or bodies or channels of appeal (management, staff representatives, legal department, internal audit department, etc.).

It is an open structure for listening and advice.

6.3 / MANAGING ALERTS

Any employee or third party may report non-compliance with the rules of conduct set out in the Fnac Darty Group's Code of Business Conduct. To this end, any employee or third party may exercise their right to alert in a non-biased manner and in good faith via an ethical alert and compliance reporting platform as described in point 6.4.

The procedures put in place by the Group for the collection and processing of alerts guarantee strict confidentiality regarding the identity of the individuals submitting the alert, the persons referred to in the alert and the information collected by all the recipients of the alert.

The Fnac Darty Group also undertakes to ensure that no employee is subjected to any form of discrimination, harassment or other reprisals as a result of exercising the right to alert.

The Group's whistleblower management contacts are the Group Security and Risk Prevention Director and the Group Internal Audit Director.

6.4 / CONTACTS FOR ALERTS

For any question or alert processing, please visit the Group ethics and compliance alert platform.

https://report.whistleb.com/en/portal/fnacdartygroupe

SER SUPPLIER CHARTER

Fnac Darty and its subsidiaries declare their commitment to the observance of human rights and fundamental freedoms, to the provisions of the International Labour Organization (ILO) and, in particular, to the conventions aimed at the elimination of child labour and the abolition of slavery and forced or compulsory labour, and to the protection of the environment. The Group also underscores its support for the 10 principles of the Global Compact, to which it is a signatory.

As such, Fnac Darty and its subsidiaries expect their suppliers to commit to the following fundamental principles which, taken together, constitute the Fnac Darty Group Supplier Charter:

- Prohibition of child labour for children under 15 years of age, except where the ILO derogation clause authorises child labour for children over 14 years of age;
- Prohibition of the use of any form of slavery, trafficking in persons, debt bondage and forced or compulsory labour, and of products or services produced by these means;
- Paying of due attention to categories of workers vulnerable to exploitation, including migrants, by ensuring non-discriminatory recruitment, employment, freedom of movement and remuneration practices, while ensuring that their rights are fully understood;

The term "forced or compulsory labour" means any work or service which is exacted from any person under the menace of any penalty or without remuneration and for which the labour is not exacted voluntarily. The illicit practice of child labour or forced or compulsory labour constitutes a disqualifying factor in any commercial relationship between Fnac Darty and its subsidiaries and a commercial partner.

- Prohibition of any type of work which, by its nature or the conditions in which it is carried
 out, is likely to compromise health, safety, integrity or morality (clean and safe premises,
 access to drinking water and sanitary facilities, etc.);
- Prohibition of any behaviour detrimental to dignity and well-being at work, including any
 practice contrary to social regulations, particularly concerning remuneration and the right
 to a decent wage, working hours (maximum working hours, breaks and rest periods) and
 working conditions;

- Observance of directly applicable rights of representation, expression, freedom of association and collective bargaining of employees;
- Prohibition of all forms of discrimination, including racial, ethnic, sexual or disability discrimination, and promotion of working conditions conducive to diversity;
- Prohibition of any form of psychological harassment, including sexual harassment, in particular any intimidation, threat or coercion of a sexual nature or any promise of rewards in exchange for sexual favours;
- Treating of all men and women in an equitable, fair and respectful manner at work, with particular attention to the elimination of all forms of intimidation, harassment, violence and unequal treatment, including pay, towards women;
- Compliance with directly applicable environmental regulations and, beyond that, working towards the implementation of the three Global Compact principles on environmental protection: Application of the precautionary approach to environmental problems; Undertaking of initiatives to promote greater environmental responsibility; Encouraging the development and diffusion of environmentally friendly technologies;
- Comply with applicable laws and regulations regarding conflict minerals, covering tin, tungsten, tantalum and gold, including complying with the Conflict Minerals Regulation EU 2017/821 and Section 1502 of the Dodd Frank Act in the United States.
- Appropriate and renewed dissemination of the principles of this Charter to all its employees, in French and English, and communication to them of the alert procedure in force within the Fnac Darty group;
- Taking of appropriate measures for the effective application of the principles of this Charter with regard its own suppliers and subcontractors;
- Faithfully informing Fnac Darty and/or its subsidiaries of any serious difficulty in applying this Charter or of any significant breach.

Fnac Darty Group expects its suppliers to observe and act in full compliance with local and international legislation.





The Ten Principles are drawn from the following instruments:

- Universal Declaration of Human Rights;
- Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work;
- Pio Declaration on Environment and Development;
- United Nations Convention against Corruption.

The principles are as follows:

Human rights

- Businesses are encouraged to promote and respect the protection of international human rights law within their sphere of influence; and
- To ensure that their own companies do not become compildt in human rights violations.

Labour law

- Businesses are encouraged to respect freedom of association and to recognise the right to bargain collectively;
- The elimination of all forms of forced or compulsory labour;
- The effective abolition of child labour : and
- The elimination of discrimination in respect of employment and occupation.

Environment

- Companies are encouraged to apply the precautionary approach to environmental issues:
- A entreprendre des initiatives tendant à promouvoir une plus grande responsabilité en matière d'environnement;
- To promote the development and diffusion of environmentally friendly technologies.

Fight against corruption

 Businesses are encouraged to take action against corruption in all its forms, including extortion and bribery.



THE 8 FUNDAMENTAL CONVENTIONS OF THE ILO

- Convention No. 29 on Forced Labour of 1930, ratified in 1939
- Convention No. 87 on Freedom of Association and Protection of the Right to Organise of 1948, ratified in 1951
- The Right to Organise and Collective Bargaining Convention, 1949 (No. 98), ratified in 1951
- Convention No. 100 on Equal Remuneration of 1961, ratified in 1953
- Convention No. 105 on the Abolition of Forced Labour of 1967, ratified in 1969
- Convention No. 111 on Discrimination of 1968, ratified in 1981
- Convention No. 139 on the Minimum Age for Admission to Employment of 1973, ratified in 1990
- Convention 182 on the worst forms of child labour of 1999, ratified in 2001.



CONTACT

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FIND OUT MORE

Ethics and compliance alert line
Conflict of interest prevention charter

