

## Foreword

The IÉSEG Foundation was created on 18 November 2013 by IÉSEG, it is an association affiliated to the law of 1901. It is a foundation accommodated by the Catho de Lille's Foundation. This charter formalises the values and principles that guide the actions of the IÉSEG Foundation in order to guarantee the independence of its actions, choices and productions as well as the transparency of its operations.

The present Ethical Charter was approved by the Management Committee of the IÉSEG Foundation during its meeting of 26/2/2024. Any modification of the Charter must be approved by the Management Committee.

## Article 1 – Purpose

The purpose of the charter is to:

- Guarantee the independence of strategic choices;
- Ensure respect for impartial management;
- Ensure transparency in all actions of the IÉSEG Foundation;
- Respect the regulations in force and the agreements signed by the IÉSEG Foundation;
- Frame the reciprocal rights and duties of the participants.

The participants are the persons (physical or moral) affiliated to the IÉSEG Foundation who:

- Financially support the IÉSEG Foundation;
- Benefit from the support of the IÉSEG Foundation;
- Take an active part in its management or actions (members of the Management Committee, IÉSEG employees, volunteers, Catho de Lille's Foundation).

The Charter formalises specific and non-exhaustive principles to encourage and perpetuate a culture of integrity and respect for the values and commitments of the IÉSEG Foundation and its participants.

## Article 2 – Governance and principles

### 2.1 The Management Committee's rôle

In accordance with article 5 of the Agreement establishing the IÉSEG Foundation, the Management Committee administers the Foundation. Within this framework, it sets the strategic orientations, adopts the budget and accounts, validates the financing projects and ensures that an evaluation of the impact and relevance of the projects financed is put in place, in accordance with the strategic approach of the IÉSEG Foundation. It meets at least once a year. The IÉSEG Foundation and its participants respect the following principles:

- No remuneration for administrators;
- No direct or indirect distribution of profits to administrators;
- No distribution of funds received for commercial purposes;
- No conflicts of interest;

- All decisions taken by the administrators must be in the sole interest of the IÉSEG Foundation and the pursuit of its goals;
- No administrator, employee, volunteer or any other representative of the IÉSEG Foundation and speaking in its name shall take advantage, for his/her own benefit or that of a third party, of his/her links with the IÉSEG Foundation.

By approving the Charter, each member of the Management Committee undertakes to apply the terms of the Charter to all employees and volunteers of the IÉSEG Foundation and to its participants, in particular IÉSEG, La Catho de Lille's Foundation, the Patrons and the Donors.

## 2.2 The Donor

The Foundation may receive donations from individuals (hereinafter referred to as the "Donor") and legal entities (hereinafter referred to as the "Patron"). Each donation or sponsorship is an open commitment between the parties based on a shared vision and on mutual respect.

The Donor supports the IÉSEG Foundation on an individual basis. Any person (physical or moral) can become an individual donor, whatever their nationality or the amount of their donation. It can be:

- A "gift by hand" (made outside a notarial framework);
- Gifts (donations and legacies made by notarial deed).

Article 200 of the General Tax Code sets out the tax arrangements applicable to individuals. Voluntary work is not tax-exempt, nor is it remunerated directly or indirectly. The volunteer is a person who voluntarily carries out work for the IÉSEG Foundation free of charge (hereafter referred to as the "Voluntary Ambassador"). The act of giving is disinterested.

## 2.3 The Patron

It supports the IÉSEG Foundation on behalf of a company, a group or an organisation. This may involve:

- Financial sponsorship;
- Patronage in kind, which consists of donating or making available goods or services. Technological sponsorship is a specific form of in kind sponsorship, which consists of mobilising the donor's technology for the benefit of a project of general interest;
- Skills sponsorship, which is the provision of staff, free of charge, during their working hours.

Companies that are suppliers or service providers to IÉSEG and the IÉSEG Foundation may make a financial donation, a donation in kind, or a donation of skills in the same way as any other company, as long as this support preserves the disinterested principle of the donation which must not be considered as a commercial advantage nor have the aim of favouring the supplier or service provider to the detriment of another.

Article 238 bis of the General Tax Code sets out the tax arrangements applicable to legal entities. For legal entities that do not have an establishment in France, any tax advantages are governed by the law of their country of origin.

Article 3 – Fundraising

### 3.1 General guidelines

The IÉSEG Foundation's commitments to its Donors includes:

- Prudent and efficient allocation of the funds collected, in strict accordance with the purpose and missions of the IÉSEG Foundation;
- The Donor or Patron can choose to allocate his/her donation and this choice will be respected subject to the applicable legal framework;
- Transparent communication on the use of funds;
- Working methods are as efficient and cost-effective as possible to ensure the maximum distribution of resources to beneficiaries;
- Prospects are canvassed sincerely and in a measured manner;
- Personal data is used for charitable canvassing purposes and never shared or marketed externally.

### 3.2 Communication and transparency

So that Patrons and Donors can make their donations with confidence, the IÉSEG Foundation undertakes to communicate on its fundraising and its activities, in particular by producing an annual activity report. The IÉSEG Foundation undertakes to publish reliable and objective information whose data has been duly verified. The annual activity report is implemented under the responsibility of the Management Committee. With their written agreement, any Donor or Patron - unless otherwise mentioned by them - will be duly thanked and quoted in certain communications of the IÉSEG Foundation. The financial support of a Donor or Patron does not give him/her the right to communicate on behalf of the IÉSEG Foundation without prior agreement from the latter.

### 3.3 Choice of beneficiaries

The IÉSEG Foundation, when it signs a sponsorship agreement involving the transfer of all or part of the donation to a third party, indicates whether there should be a selection of beneficiaries and what the criteria are. These criteria must not lead to any conflict of interest, corruption, anti-competitive practices or discrimination. In the case of payments to individuals, a selection panel will be set up. The agreement will specify the composition and operation of this panel, as well as the criteria it will use in its selection. Minutes will be taken of the panel's proceedings.

Article 4 - Financial management

### 4.1 The IÉSEG Foundation's accounts

The IÉSEG Foundation keeps its accounts on a calendar year basis through the Catho de Lille's Foundation. The annual accounts are certified by its auditors. The Donor or Patron will receive a tax receipt issued by the Catho de Lille's Foundation. The IÉSEG Foundation also undertakes to:

- Make the above-mentioned documents available to all Donors and the general public, on request, through the intermediary of the Catho de Lille's Foundation.
- Allocate the funds collected to the financing of its activities as presented in the description of its missions.

#### 4.2 Financial compensation

By way of derogation, it is accepted that the Donor and the Patron may benefit from compensatory or recognizable actions which are different depending on whether the Donor is a legal entity or an individual. These actions will be carried out in compliance with the texts in force, in particular the tax directive.

A recognition programme is in place to ensure fair treatment between the IÉSEG Foundation, Patrons and Donors by ensuring that there is a marked disproportion between the funds granted and the advantages gained from these actions.

When the donation is the subject of a sponsorship agreement, the recognition actions are specified in the agreement.

#### Article 5 – The freedom to accept and refuse financial contributions

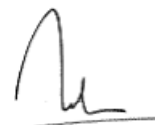
The IÉSEG Foundation reserves the right to refuse funding from legal entities and individuals, particularly in the following situations:

- Undermining the autonomy of the IÉSEG Foundation;
- Uncertainty as to the source of funds;
- Doubts about the legality of the funder's activities;
- Unacceptable conditions attached to the funding, with financial contributions accompanied by overly restrictive conditions which would be detrimental to its mission of general interest or its independence, would hinder the smooth running of the institution or would entail additional costs in excess of the amount of the financial support;
- Risk to its reputation: the IÉSEG Foundation reserves the right to refuse financial support if it is likely to damage its image or reputation, or in the event of practices by the funder which are contrary to its ethical principles. If any of these actions appear during the execution of the agreement, the IÉSEG Foundation reserves the right to terminate the said agreement. If the funds have already been paid, they will not be returned. The IÉSEG Foundation will then be free to use them.

#### Article 6 – Implementation of the charter

The members of the Management Committee who have signed the present Charter undertake (i) to behave in an irreproachable ethical manner and to declare any conflicts of interest which would place them in an awkward position within the framework of their functions within the IÉSEG Foundation, (ii) to agree with all the principles laid down in the present Charter and to respect them. All the provisions of the Ethical Charter of the IÉSEG Foundation take effect from the date of signature.

28/05/2024



Marc DELOZANNE  
Président de la Fondation IÉSEG