

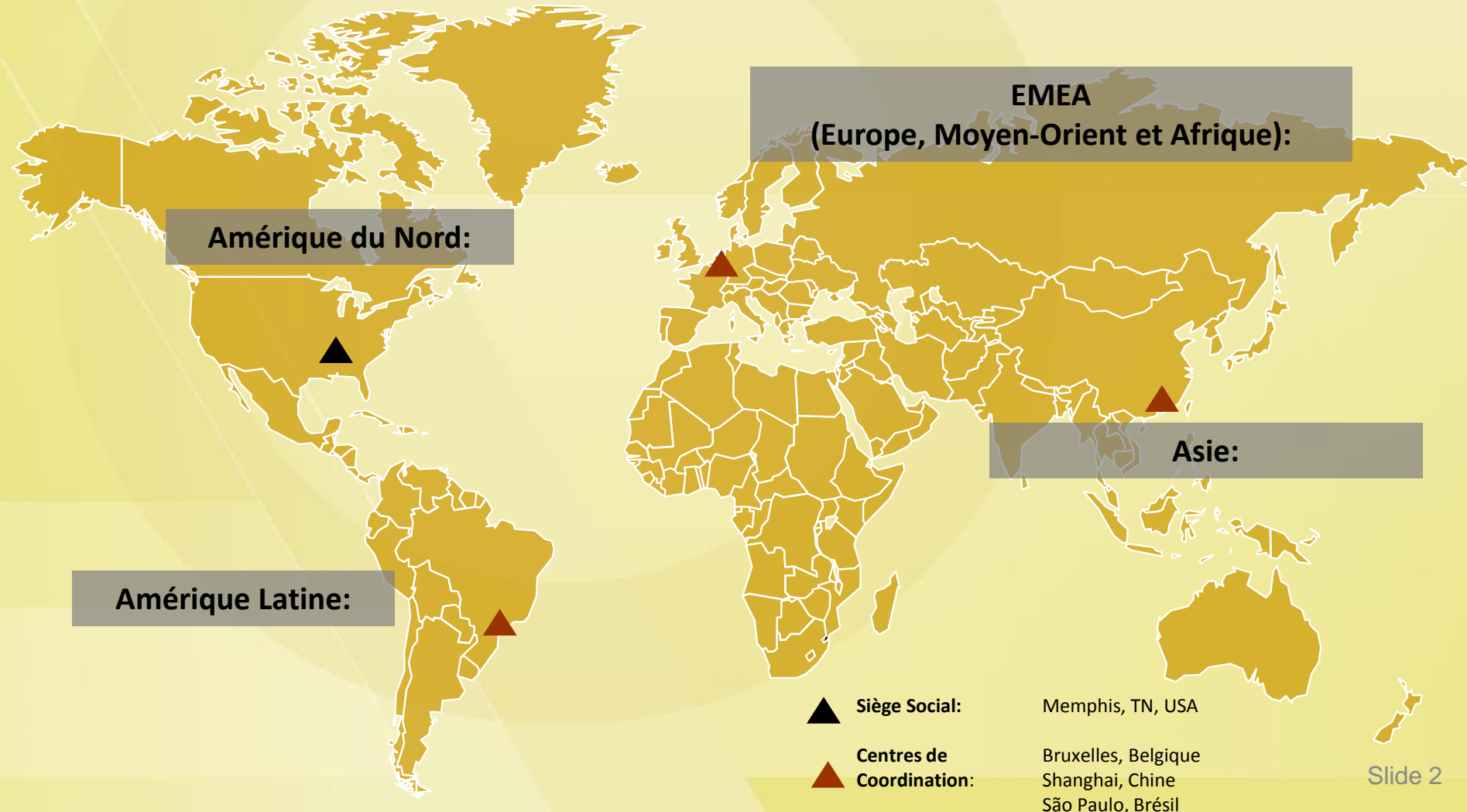


Notre culture ETHIQUE
Our ETHICAL Culture

International Paper Worldwide

Présence dans le Monde

INTERNATIONAL PAPER a des activités de production dans + de 40 de pays en Amérique du Nord, Amérique Latine, Europe, Russie, Asie et Afrique du Nord.



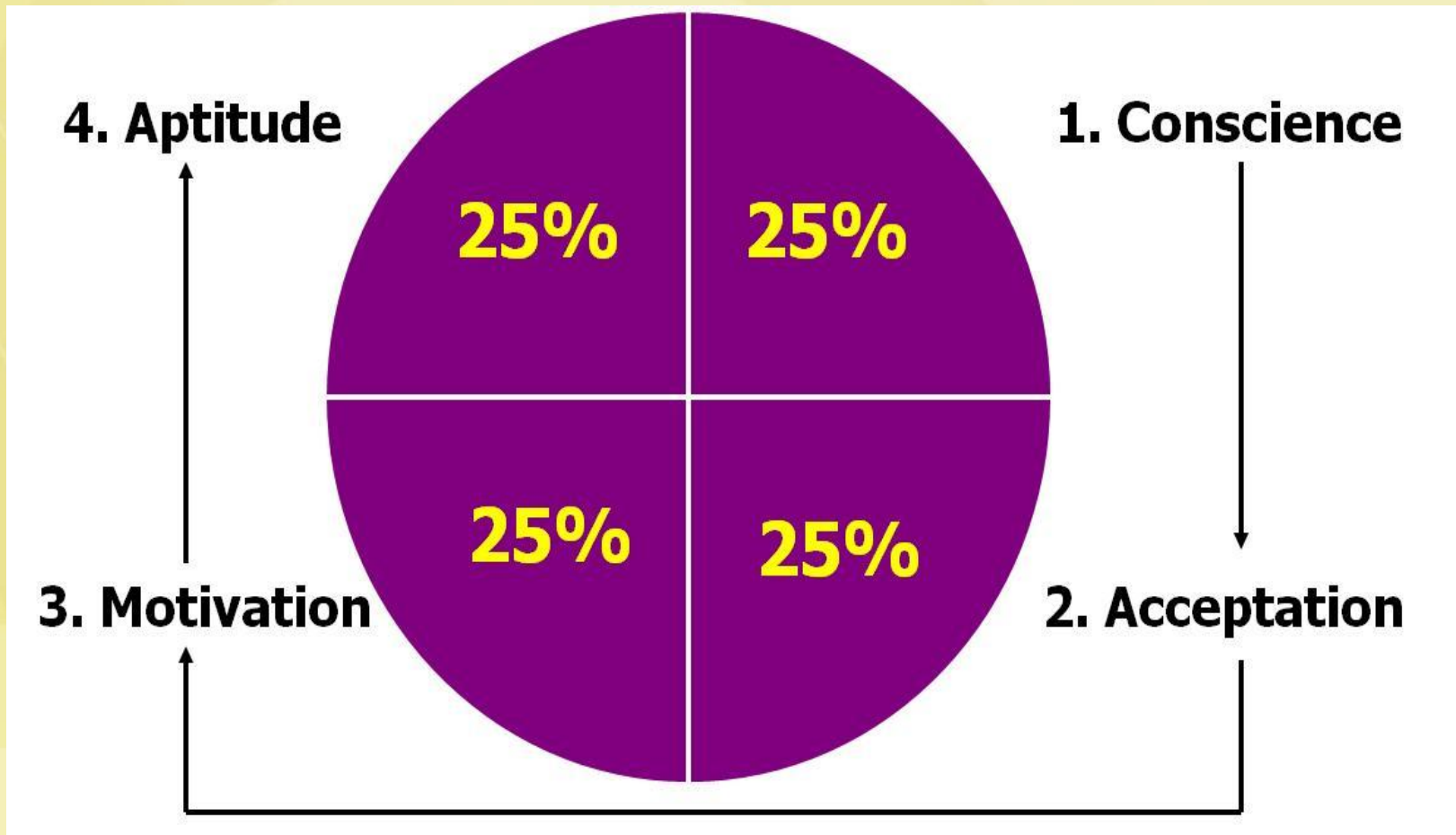
Traiter la problématique



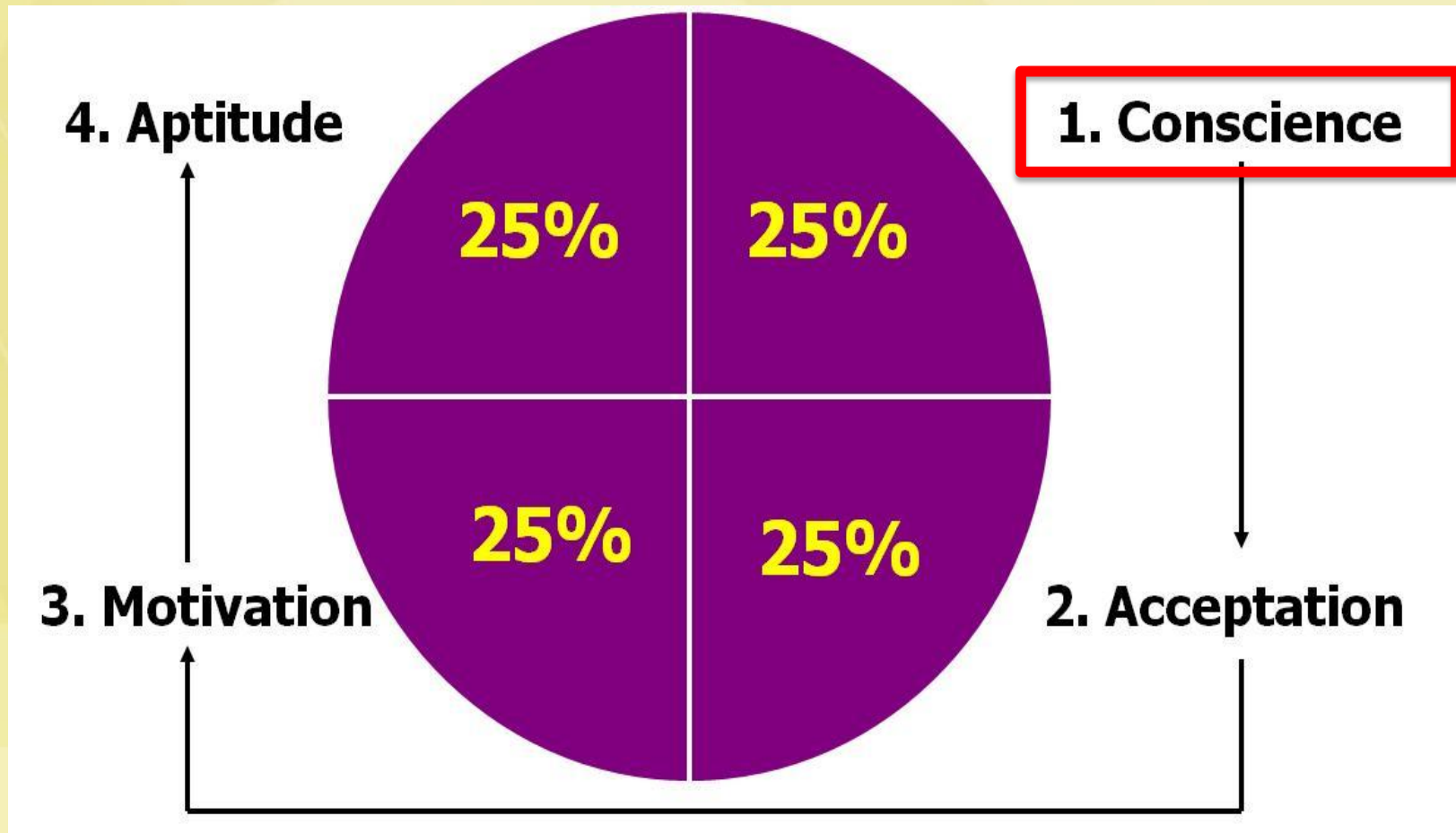
Répression

Prevention

Processus d'appropriation et de Prévention



Processus d'appropriation et de Prévention



OUR VISION

INTERNATIONAL  PAPER

Etre l'une des
entreprises les plus
respectées et
prospères au monde.

OUR MISSION

INTERNATIONAL  PAPER

Améliorer le monde d'aujourd'hui et
de demain en utilisant des énergies
renouvelables lors de la fabrication de
produits qui font partie de notre vie
quotidienne.

Nos valeurs: LEASERSHIP - RESPONSABILITE - RESULTATS

Chez international Paper nous sommes fiers de nos produits,
mais ce n'est pas les produits que nous fabriquons qui font de
nous ce que nous sommes.



Le Code de conduite

A Message from the Chairman



Dear Colleagues,

International Paper has come a long way since our founding more than 100 years ago. From a handful of mills in the northeastern United States, today we operate in more than 30 countries around the globe. As we continue to grow and adapt to an ever-changing market, one thing remains constant — our firm commitment to doing the right things for the right reasons.

At IP, ethics and integrity underlie our core values. These values — of commitment, ownership, respect and excellence — make us one of the most trustworthy names in business. They are the foundation of our success and a reason that people are proud to work for IP. Furthermore, our shared values connect all of us in the many different countries where we operate. As a company of substance, it is our responsibility to champion those values not only throughout our business, but around the globe.

This Code of Conduct is designed to communicate our core values and the standards that govern our business. It also provides guidelines for navigating successfully through ethical challenges. In our competitive global environment, we sometimes encounter situations that test our judgment and integrity. When that happens, this Code will help us respond in such a manner as to uphold the IP Way and comply with the spirit and letter of the law. Furthermore, it lays the groundwork for how we treat our customers, investors, suppliers and each other.

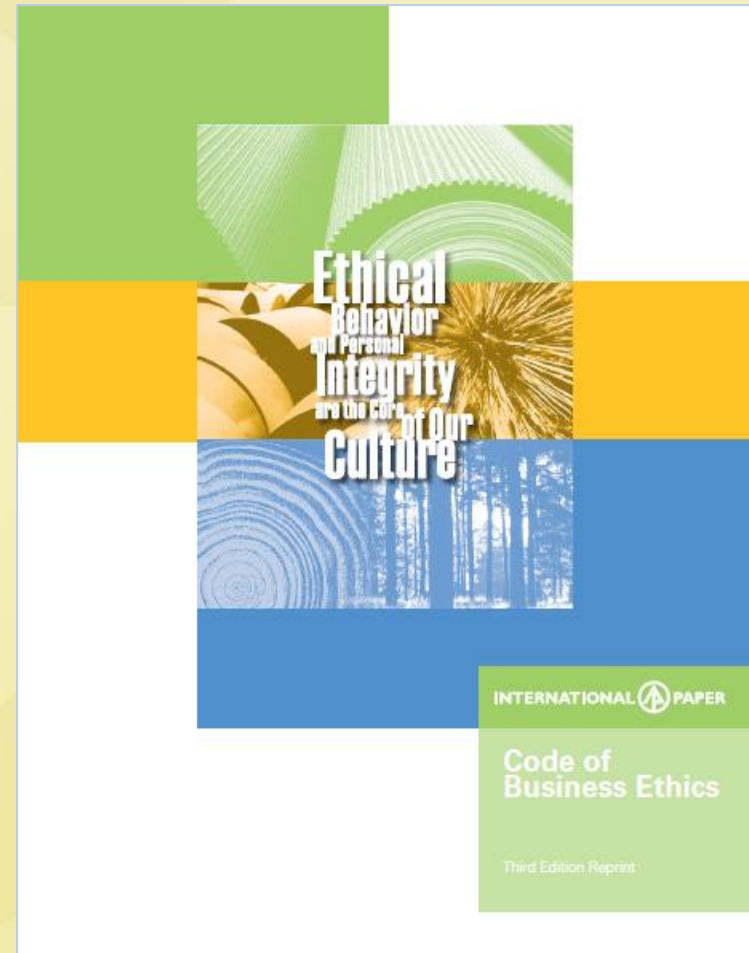
Doing the right thing can be difficult at times. We count on all of our employees to not only follow this Code, but to report violations of it without fear of retaliation. We respond to all reports of violations of the Code, and we will not tolerate retaliation against any employee who raises an ethical concern in good faith.

Our senior leaders, including the IP board of directors, support this Code and are committed to keeping its values and principles at the core of our operations. I have made it a point to be thoroughly familiar with its contents, and I encourage you to do the same. When you understand our core values and the impact they have on day-to-day business decisions, you will be ready to apply them when the need arises. This way, you will always uphold our shared heritage of integrity while contributing to our success in the future.

At International Paper, the ethical course of action is always the right course of action. We believe the path by which we reach our goals is as important as the success to which it leads us. IP's Code of Conduct is our road map on that path. It truly pulls together all the elements of ethics, personal integrity and compliance that are foundational to IP's global community.

Sincerely,

John Faraci
Chairman and CEO



Faire ou ne pas faire

What does ethical conduct look like?

Wrong

X Martha allows her employees to take production shortcuts that compromise IP's safety standards as long as they do not violate the local laws and regulations that govern the mill where they work.

X Leon has reason to suspect his supervisor of unethical conduct; however, he decides not to report her until he finds some hard facts to share with the HelpLine.

X After Lila contacts the HelpLine about Matt, a manager who has repeatedly made suggestive comments to her, he moves her to third shift to punish her for making a complaint.

Right

✓ Raj works in a country where it is customary and lawful to give small "facilitating payments" to business partners to expedite their services. However, when a government official asks him for such a payment in order to speed up the delivery of some supplies, Raj checks with his manager to find out whether doing so is acceptable under company policy. When he finds out it is considered a form of bribery and therefore prohibited, he refuses to make the payment.

✓ When Jian finds himself in an ethical dilemma involving company vendors, he calls the Global Ethics and Compliance office for advice.

✓ Leslie and Norma contact the HelpLine to report a manager who has repeatedly been verbally abusive to several members of their team without fear that the manager will retaliate against them.

✓ When Dwayne cannot find specific guidance on an ethical dilemma in the Code of Conduct, he looks to company policies for direction and discusses the situation with his manager.

What does ethical conduct look like?

Wrong

X A supplier offers to fly Omar to its plant to investigate some recurring quality issues. The supplier provides Omar with a two-day, all-expenses-paid stopover in Las Vegas to compensate for the problems that the quality issues have caused his department.

X A government employee hints to Tariq that no one takes seriously the laws prohibiting gifts from companies to government officials, so Tariq offers him tickets to a concert.

X Erica uses her company credit card to buy groceries and gas and put a down payment on a tractor, and then she promptly repays the company for her purchases.

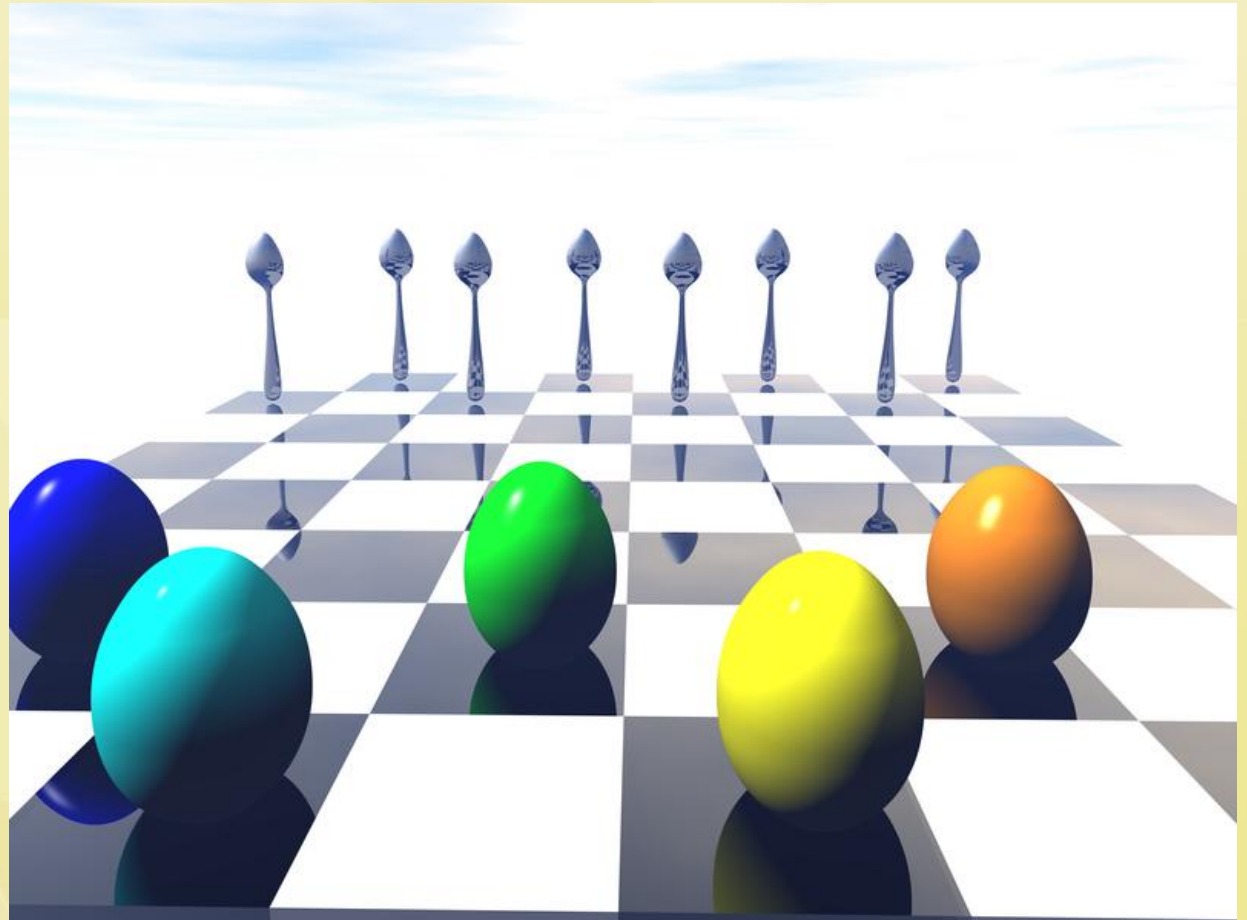
Right

✓ Lang invites and accompanies a customer to lunch to celebrate the successful completion of a project on which they were collaborating.

✓ When John moves to a new city with his promotion to mill manager, he discovers that his new operations manager is an old friend who was the best man at his wedding. John informs HR of the potential conflict of interest that might arise from their personal relationship.

✓ Local laws strictly prohibit government officials from receiving meals from suppliers, so Alisha and Raoul avoid offering or providing meals to the government employees they know.

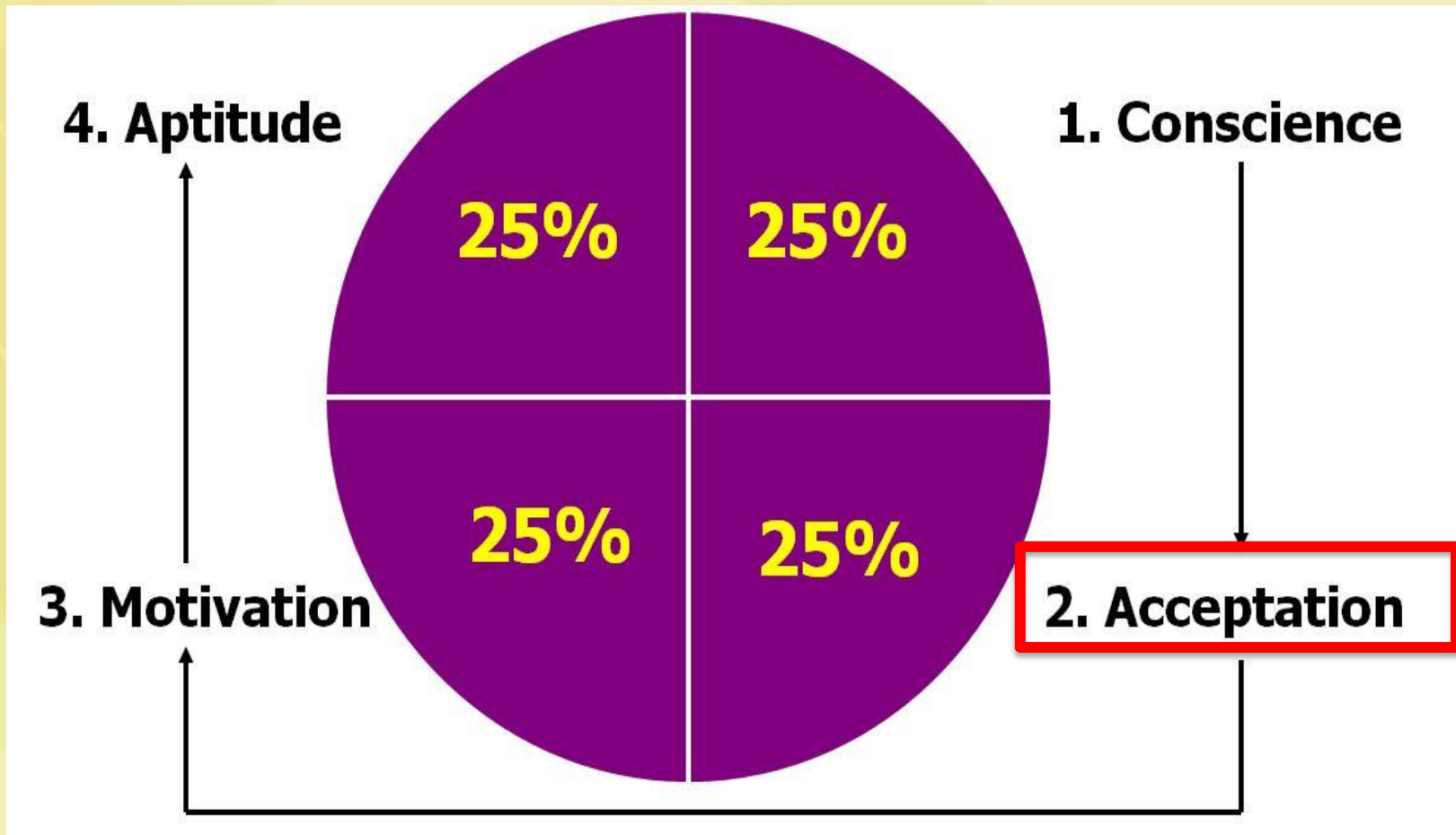
La Politique en matière de Conflits d'Intérêts



Politique en matière de Conflits d'Intérêts

Procédure:

- (1) Déclarer au Directeur des affaires juridiques (*General Counsel EMEA*).
- (2) S'il s'agit d'intérêts d'un proche (par exemple client, fournisseur,), l'employé salarié doit d'abord s'assurer de son consentement.
- (3) La déclaration est effectuée par écrit, en utilisant un questionnaire joint à la politique d'entreprise ou de toute autre manière (email, lettre, etc.).



CHARACTER

Huge Desire to Be the Best Ethics & Integrity Strong Work Ethic
Attitude Worth Catching Continual Learner
Ownership, Responsibility & Accountability
Team Player

CAPABILITY

Technical & Functional Skills
Competencies
Experiences & Assignments

E⁴

Lead by Example
Shape the Future
Enable Change
Develop People
Encourage Others

CATALYST

E N G A G E D

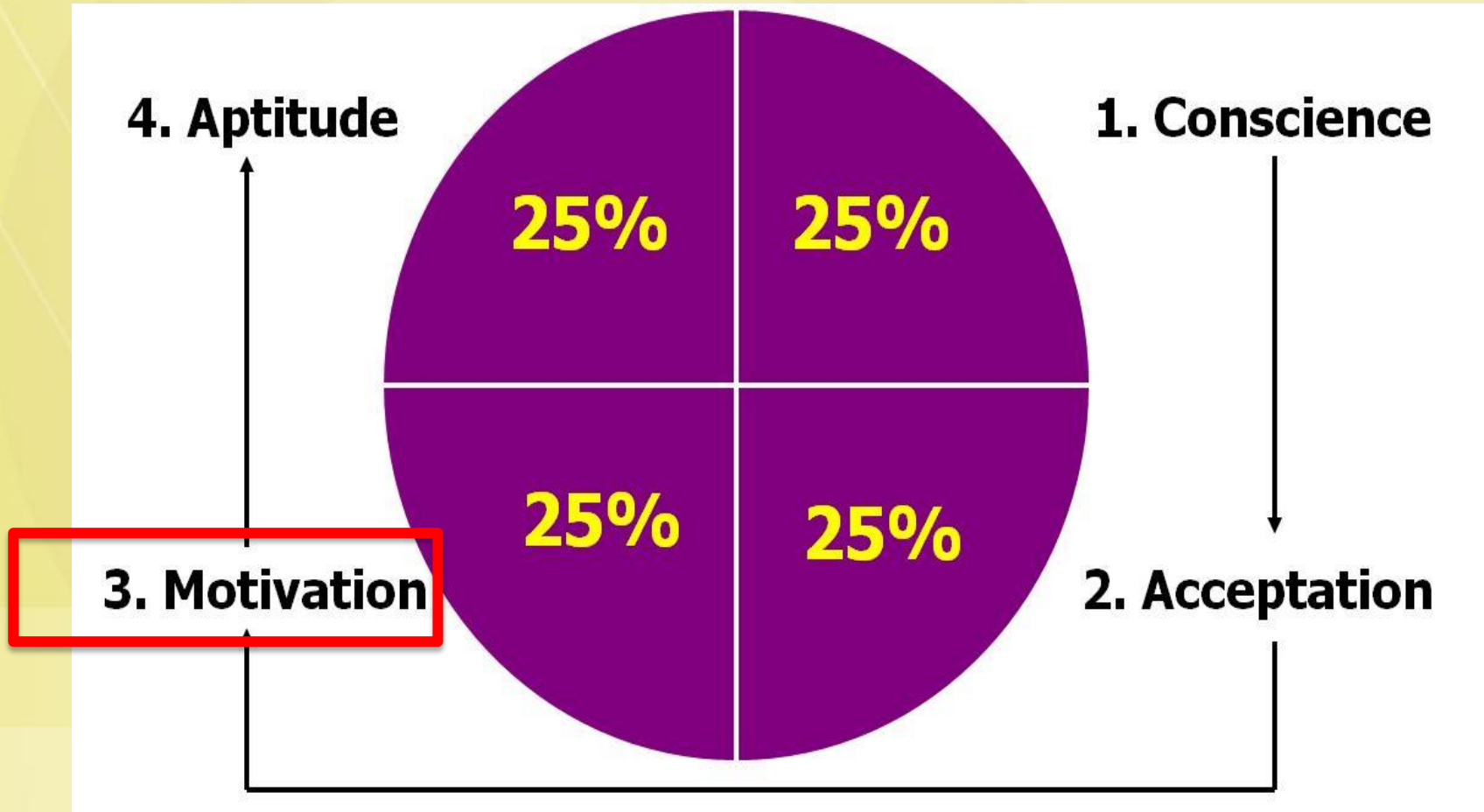
E M P L O Y E E S

E X C E E D I N G

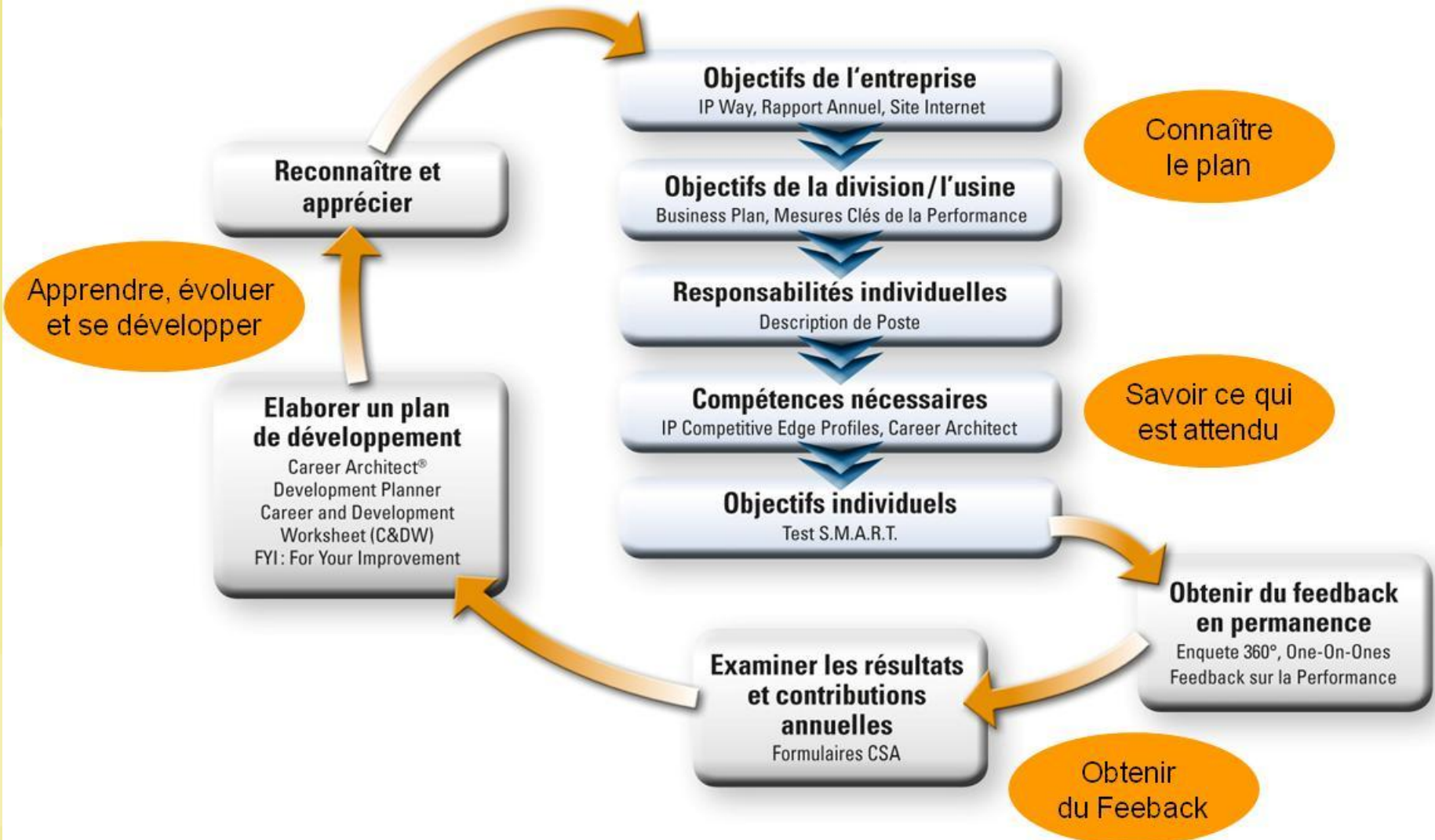
E X P E C T A T I O N S

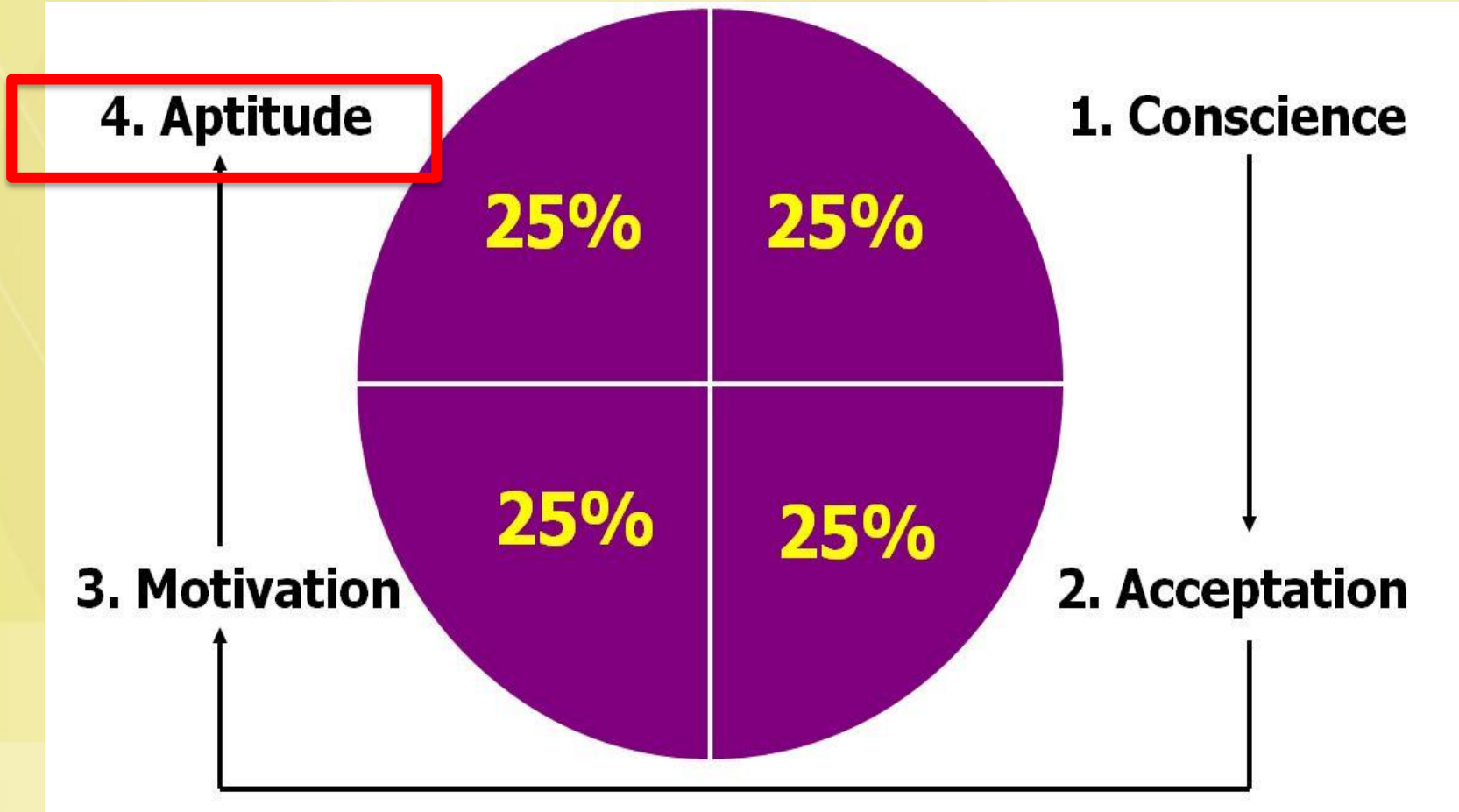
LEADERSHIP

THE
WAY

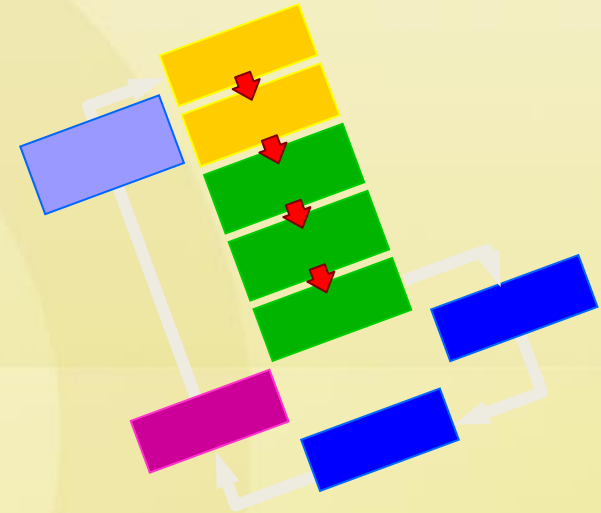
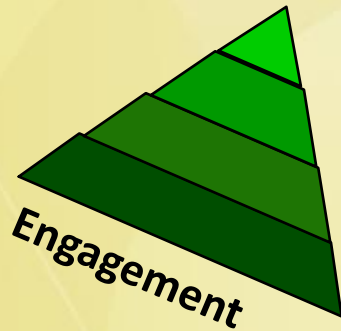


ROADMAP





Congruence



- Arbitrage en faveur de la décision la plus éthique
- Un management qui a le courage de ses décisions
- Moyens humains et matériels pour soutenir le système

conformité

Cela nécessite de mettre en place des systèmes structurants afin de garantir:

- La rigueur dans l'application des procédures et des codes de conduite
- Le respect des politiques et de la vision de l'entreprise
- Les mesures à prendre en cas de déviation
 - Le contrôle Interne (SOX)
 - La Help Line
 - UnProcessus d'investigation puissant

Le control Interne

- **Sarbanes-Oxley Website**
The Sarbanes -Oxley Act was drafted by Democratic Senator Paul Sarbanes (Maryland) and Republican Congressman Michael Oxley (Ohio). The Act was passed in response to disclosures of accounting fraud at several major companies, which in turn raised concerns over corporate governance. The Act covers auditor independence, conflicts of interest, enhanced financial disclosures (which include CEO and CFO quarterly certification of financial statements), corporate responsibility and accountability. It also establishes a public company accounting oversight board. The Act will require public companies and their external auditors to express an opinion about the internal control framework of the company. The internal control provisions contained in Section 404 is the focus of this website.

**La Ligne d'Assistance
Conformité
d'IP EMEA**



Our Commitment. We take all reports of violations of this Code seriously, and we will thoroughly investigate any report. We also have anti-retaliation and confidentiality policies to protect those who make such reports. We do not tolerate retaliation against anyone who in good faith seeks advice, raises a concern or reports misconduct. Whenever you are in doubt, the best course of action is to raise your concern. We all have an obligation to speak up because it is the right thing to do, and it allows the company to address potential issues quickly.

Our core values must be more than words if
we are to succeed as a company

INTERNATIONAL  PAPER