



Anti - Bribery Policy





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1. Aim

The Europe Snacks Group (ie Snacks Développement, S.A.S. and its Subsidiaries, as defined below) undertakes to operate in accordance with the principles of fairness, honor, integrity, honesty and any applicable regulations.

The Europe Snacks Group formally prohibits all acts of bribery and influence peddling, and seeks to prevent such acts by acting in compliance with applicable laws in each of the countries in which the Group operates.

The Europe Snacks Group has therefore drawn up this Anti-Bribery Policy (the "**Policy**") which, together with the related procedures, define the rules to be respected by employees, managing executives and directors of the Group as well as any person acting in the name or on behalf of the Europe Snacks Group.

2. Scope

The present Policy applies to the following persons (the "**Affected Persons**"):

- a) all employees, managing executives and directors of The Europe Snacks Group, irrespective of their level in the hierarchy; and
- b) any person or entity that is a partner of or acting in the name or on behalf of the Europe Snacks Group, anywhere in the world, including, but not limited to, agents, distributors, representatives, contractors, consultants, external consultants, service providers, subcontractors, suppliers, intermediaries, joint venture partners, or any other third party who is or is likely to engage in an activity on behalf of the Europe Snacks Group.

The Policy, which is part of the Europe Snacks Group's compliance program and of which it is an integral part, applies to all Europe Snacks Group's locations (taking into account, where required, local legal considerations).

The present Policy is effective as of June 1, 2017.

3. Applicable Regulations

The Europe Snacks Group operates in France, Spain and the United Kingdom.

As a result, the Europe Snacks Group is subject to French regulations (including Law n° 2016-1691 of 9 December 2016 on transparency, anti-bribery and modernization of (The "**Sapin II Law**"), with respect to its Spanish subsidiaries to the 2015 Organic Law and, with respect to its English subsidiaries, complies with the UK Bribery Act of 2010 (the "**UK Bribery Act**") applicable in the United Kingdom.

Additionally, the signatory countries of the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the "OECD Convention") implement similar principles to sanction the acts of bribery of foreign public officials.

4. Definitions

In the present Policy:

- a) **Subsidiary** refers to any company or other legal entity, whether French or foreign, which, directly or indirectly, through one or more intermediaries, is controlled by Snacks Développement; for the purposes of this definition, the term "control" means the direct or indirect holding of the majority of voting rights or of effective monitoring;
- b) **Snacks Développement** refers to the company incorporated under French law with its headquarters in Saint-Denis-les-Lucs, 85170 Saint-Denis-la-Chevasse and registered with the La Roche-sur-Yon Trade and Companies Register under the number 798 741 211;
- c) **Public official** refers to any person holding public authority, entrusted with a public service mission or with a public elective mandate, as well as any person exercising judicial functions or belonging to the judicial staff in France or overseas.

Also affected are:

- any paid or unpaid employee, full or part-time, of a national, regional or local government, an enterprise owned or controlled, in whole or in part, by a State, a government agency or a ministry;
- any person who has an executive, legislative, administrative or judicial mandate of any kind;
- any representative of a political party, leader of a political party or candidate for political office, or his/her representative
- any member exercising judicial functions (magistrates, clerks, mediators, conciliating judges, arbitrators, etc.);
- any person who is an official, employee or agent of a public international organization (eg United Nations, World Bank) or at an international court;
- any person, whether or not an employee, an agent, a representative, remunerated, full or part-time, by a company controlled directly or indirectly by a State (or a legal person governed by public law).

5. Prohibited Conduct: Bribery and Influence Peddling

The Europe Snacks Group has zero tolerance for bribery and influence peddling, in any form.

The Affected Persons shall refrain from committing acts of bribery and influence peddling in the course of their activities. The terms "bribery" and "influence peddling" are likely to have different definitions, but the essential principles apply universally.

a) Bribery

It is forbidden for each of the Affected Persons:

- to offer promises, gifts, or advantages of any kind to a Public Agent or any private person, without right, at any time, directly or indirectly in order to perform or refrain from performing an act of his or her official duties, tasks or mandate, or an act facilitated by his or her position, tasks or mandate (active bribery);
- to yield to a person soliciting, without right, aforementioned promises, gifts, or advantages of any kind (active bribery)

- to solicit or accept, at any time, directly or indirectly, any offer, promises, gifts, or advantages of any kind, for himself or herself, for the purpose of performing or having performed, to abstain or to abstain from performing an act of his or her official duties, tasks or mandate or an act facilitated by his or her position, tasks or mandate (passive bribery);

c) Influence Peddling

It is forbidden for each of the Affected Persons list:

- to offer promises, gifts, or advantages of any kind to a Public Agent or any private person, without right, at any time, directly or indirectly in order to abuse, or because he or she has abused, their actual or supposed influence with a view to obtaining distinctions, jobs, markets or any other favorable decision from an administration or public authority (active influence peddling);
- to yield to a person soliciting, without right, aforementioned promises, gifts, or advantages of any kind (active influence peddling)
- to solicit or accept, at any time, directly or indirectly, any offer, promises, gifts, or advantages of any kind, for themselves or others, for the purpose of abusing, or because he or she has abused, their real or supposed influence with a view to obtaining distinctions, jobs, markets or any other favorable decision from an administration or public authority (passive influence peddling);

The bribe-taker or the person abusing their influence may be (i) a Public Agent or (ii) any private person who performs or refrains from performing an act in violation of his/her legal, contractual or professional obligations or duties.

“Privilege, benefit and things of value”

There follows a non-exhaustive list of examples of benefits that may constitute a bribery or influence peddling scheme:

- cash or cash equivalent (eg gift vouchers);
- gift certificates and discount vouchers;
- travel, accommodation, hotel or entertainment expenses;
- a job offer, or future hiring, for members of their immediate family or friends;
- donations to political organizations, charity foundations or any Public Agent;
- reception and leisure activities;
- gifts, namely, anything of value for which the recipient is not required to pay the public, usual or customary price, including goods, services, meals or beverages, event sponsorship, or other benefits (eg jewelry, handbags, club cards, cruise ships, etc.).

“Facilitation” payments

It is forbidden for each of the Affected Persons list to carry out or accept facilitation payments.

"Facilitation payments" (also known as "bribes") are non-official, low-value payments made in order to obtain or accelerate the execution of an action or a routine duty (without the Public Official's genuine discretionary power), usually by a Public Official.

For instance, the payment of an amount of a nominal value in order to obtain a conventional authorization to carry out a business activity, or to obtain the processing of a visa application or an order form, or to expedite customs clearance (assuming that all other legal requirements for obtaining these items are met), all constitute examples of "facilitation payments".

These payments are punishable both by French law and by the U.K. Bribery Act. It is therefore strictly forbidden for each member of the Affected Persons list to make any facilitation payments, regardless of the nature thereof.

Examples of prohibited conduct

Bellow are examples of prohibited conduct that you may encounter in your activity. These examples are only illustrations.

- You offer a payment to a foreign customs officer in exchange for a reduction in customs duties on goods imported by the Europe Snacks Group, or to a foreign tax inspector to obtain a favorable tax treatment in the concerned region;
- You grant any advantage to a representative, or a manager, of a business partner so that the Europe Snacks Group wins a contract;
- You pay a sum of money, or give an advantage, to a buyer in order to buy the Europe Snacks Group's products rather than those of a competitor;
- You pay a sum of money to an employee of an equipment supplier for the purpose of obtaining preferential treatment when the equipment of that supplier is experiencing a shortage in the market.

6. Gifts, Meals, Travel and Any Other Acts of Hospitality

Where permitted by local law as well as the internal rules of the recipient's employer, employees, managing executives or directors of the Europe Snacks Group may offer modest and infrequent gifts, meals, travel and their related expenses within reasonable limits, and in the course of legitimate business activities.

Thus, advantages, according to the rules and procedures of the Europe Snacks Group, can be granted only if:

- the advantage is not a quid pro quo;
- the value of the advantage is modest;
- the granting of the benefit is authorized by the anti-bribery regulations applicable to the different parties of the transaction; and
- the benefit is allocated transparently and is not concealed from the Europe Snacks Group, or from the beneficiary's line manager.

Employees of the Europe Snacks Group must never make false statements about the value of any advantage.

In any event, the Europe Snacks Group prohibits the provision of any gifts, entertainment or leisure to all Public Agents, including, for example: cinema, sporting events, golf, skiing, hunting, guided tours of cities, cultural excursions, leisure trips and holidays. By way of exception, gifts, entertainment and/or recreation and their associated costs may be offered to Public Agents upon prior written approval by [Head of Compliance / Legal Director], stating the reasons for the request.

7. Political Contributions and Charitable Donations

No individual listed on the Affected Persons may, directly or indirectly, on behalf of the Group or for any other purpose related to the Group's business activities, make contributions to political parties.

Charitable donations and other monetary sums (including sponsorship) for charitable purposes (hereinafter referred to as "Charitable Donations") relate to gifts and other pecuniary contributions of charitable intent from a social responsibility perspective, the aim of which is to contribute to the populations of territories in which the Europe Snacks Group operates, including through the sponsorship of events whose profits are intended for charitable purposes.

The Europe Snacks Group may make Charitable Donations exclusively under the following conditions: these Charitable Donations (i) may not be related to any commercial transaction and are not carried out with the intention of obtaining or retaining, (ii) are performed in a fully transparent manner, (iii) are authorized under the applicable regulations, and (iv) do not contravene any code of ethics of the recipient entity. Reference should be made to the applicable special rules and the [Head of Compliance/Legal Director] should be consulted.

8. Third-Party Relationships

In general, Third Parties are a source of risk in the fight against bribery and influence peddling.

As a reminder, the term "Third Party" is extensive and covers agents, distributors, suppliers, contractors, consultants, external consultants, service providers, subcontractors, intermediaries or third party representatives, joint venture partners, or any other third party likely to carry out an activity, in the name or on behalf of the Europe Snacks Group.

Third Parties shall, at all times, act in accordance with the present Policy. The regulations prohibit any payment for the purposes of bribery and/or influence peddling by the Affected Persons, in particular through third parties.

Particular attention should be paid to the selection and maintenance of the Third Parties assisting the Europe Snacks Group.

It is therefore imperative that the Europe Snacks Group know the Third Parties with whom it has a business relationship and that it keep the data concerning them.

That is why, in accordance with the Sapin II Law, the Europe Snacks Group has set up:

- a risk mapping system in the form of regularly updated documentation designed to identify, analyze and prioritize risks of the company's exposure to external solicitations for the purpose of bribery particularly in the sectors of activity and in the geographical areas in which the company operates;

- assessment procedures to evaluate the situation of customers, first-tier suppliers and intermediaries in view of this risk mapping.

Examples of situations that could alert the Europe Snacks Group in its relations with a Third Party:

The Third Party requests a cash payment, refuses to provide an invoice or receipt for the payment made, requests payment in a jurisdiction separate from the executing jurisdiction of the service or its headquarters, and/or requests payment on non-standard terms;

The Third Party refuses to personally meet a representative of the Europe Snacks Group;

The Third Party insists on receiving a commission or payment before signing a contract for the Europe Snacks Group;

The Third Party requests a commission in excess of the user fee for the type of operation concerned or for the service provided.

9. Accounting Requirements

The Europe Snacks Group is required to keep accounting books and records, which, in a reasonably detailed manner, give a true and fair view of its assets and operations. To ensure compliance with its legal obligations, the Europe Snacks Group sets up internal or external accounting monitoring systems to ensure that books, records and accounts are not used to mask bribery or influence peddling. The Europe Snacks Group regularly reviews the effectiveness of its measures.

It is forbidden for each of the Affected Persons to:

- a. enter erroneous, inflated or artificial figures in the books and records of the Europe Snacks Group, for any reason whatsoever;
- b. use the funds or assets of the Europe Snacks Group for illegal, inappropriate or unethical purposes;
- c. falsify the accounting records relating to a particular transaction so as to conceal or disguise the true nature of a transaction or activity; or
- d. provide false declarations/information, or mislead the auditors.

10. Training and Supervision

The Europe Snacks Group has set up and is pursuing a program to ensure the continuous training of its managers and staff who are most exposed to the risk of bribery and influence peddling. They must participate in all mandatory training sessions and respect all the procedures in place.

The Europe Snacks Group can organize "workshops" and practical cases to improve the process of understanding and acquiring the necessary reflexes in certain risk situations.

11. Implementation of the Policy

Compliance with this Policy is mandatory and crucial in order to safeguard the interests of the Europe Snacks Group. The Group Legal Officer is responsible for the day-to-day implementation of the Policy and the monitoring of its implementation and effectiveness. Moreover, he/she answers all questions relating to the Policy.

All employees are required to:

- learn, understand and comply with the obligations imposed by the Policy;
- implement the obligations imposed by the Policy while exercising their professional responsibilities and activities;
- retain evidence of compliance with the Policy, such as payment receipts;
- report any violation of the Policy through the reporting procedure described below; and
- cooperate fully in any audit or investigation of potential violations/breaches of the Policy.

Every supervisor has the additional responsibility to:

- ensure that their subordinates are aware of and understand the provisions of the Policy; and
- take all necessary measures to prevent or identify possible shortcomings.

Violation of this Policy may result in disciplinary action, including termination of employment.

This Policy is incorporated into the internal rules of each company concerned

This Policy will be reviewed at regular intervals and may be subject to additions or modifications. Any additions or changes will be submitted to Group Legal Officer and, where appropriate, the Policy should be subject to a new procedure for consultation with staff representatives.

12. Reporting Breaches

Europe Snacks Group sets up a system for the collection of reports issued by warning launchers in its Whistleblowing policy.

Alternatively, any report of breach can be submitted to the Legal department at corporate.compliance@europesnacks.com.

These arrangements, which cover, in particular, the reporting in the field of the fight against corruption, are described in the "Warning and Reporting System" section of the Code of Ethics applicable within the Europe Snacks Group.

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The Policy is subject to updates and amendments, which will be communicated to the stakeholder immediately.