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| **“Bonduelle’s outlook and philosophy have always been oriented toward the long-term, and have naturally led us to adopt a zero-tolerance policy toward corruption.”** | **“The Bonduelle Group’s gift policy is an essential tool in any effective anti-corruption program and should be known to all.”** |
| **Guillaume Debrosse****Bonduelle Group CEO** | **Gregory Sanson****Executive Vice President for Finance and Development** |

**PURPOSE OF THE DOCUMENT**

The purpose of the Gift and Business Hospitality Exchange Rules (hereinafter referred to as the “Rules”) is to define the rules of business conduct that are mandatory for all employees and partners of the Company to follow in order to comply with the legislation, strengthen the Company’s reputation, and maintain the Company’s stable development.

**SCOPE OF APPLICATION**

These Rules apply to:

1. Any person acting for and on behalf of one or several entities of the Bonduelle Group: officers, managers and other employees who perform their functions under employment or other contracts (temporary/seasonal employees, apprentices, contract workers, etc.)
2. Any person acting on behalf of one or several entities of the Bonduelle Group in the performance of contractual obligations with the Company: agent, consultant, intermediary, counselor, etc.

All of the aforementioned persons are hereinafter collectively referred to as “partners” and/or “employees”.

These Rules apply regardless of whether the employee (partner) is the recipient or sender/giver of a gift, invitation or hospitality.

These Rules supplement the Code of Conduct for Ethical Business Practices ВЕАМ-О-П-45, in order to clarify specific elements and criteria to properly assess the situation and make the right decisions, depending on the context.

**TERMS AND DEFINITIONS**

For the purposes of these Rules, the following shall be defined:

**Company or BEAM** — cumulative name of subsidiary and affiliated legal entities belonging to the same group as Bonduelle SA (France), in accordance with the requirements of Article 9 of Federal Law No. 135-FZ as of 26/07/2006 “On Protection of Competition.”

in the territory of the Russian Federation and EAEU countries, including: Bonduelle-Kuban OOO (Limited Liability Company), Kubanskie Konservy OOO, Agro-rost OOO, Bonduelle-Kazakhstan TOO (Limited Liability Partnership).

**Rules** — Gift and Business Hospitality Exchange Rules.

**Bonduelle Group** — cumulative name of subsidiary and affiliated legal entities belonging to the same group of entities as Bonduelle SA (France).

**Gift or Invitation** is a benefit in kind (as opposed to cash or its equivalent (such as vouchers, gift certificates or loans)) given by someone in appreciation or friendship, without expectation of anything in return.

The fact of offering to visit a restaurant, cafe, etc., to stay in a hotel, or to entertain (shows, concerts, sporting events, etc.) is considered an invitation.

Breakfasts or cocktail dinners on professional topics are not considered invitations regulated by these Rules and can be accepted by agreement with the superior.

**Code —** Code of Conduct for Ethical Business Practices ВЕАМ-О-П-45

**Corruption** is an individual soliciting, offering or agreeing to, outside of the law, any gifts, cash, values, services or any other tangible or intangibles benefits, for themselves or third parties, to accomplish or have accomplished, to delay or prohibit accomplishing an action, directly or indirectly at any time within the framework of their position, mission or powers or facilitated by their position, mission or powers.

**Gifts and Invitations List** — a list of gifts and invitations which is kept in the Company by a responsible employee of the legal department (supervisor) on a regular basis

**BONDUELLE GROUP GIFT POLICY**

Corruption involves many risks (legal sanctions, reputational risks, financial risks, etc.) that can seriously undermine the Company, its reputation and expose its employees to serious charges.

The Bonduelle Group has adopted a Zero-Tolerance Policy on Corruption and applies a Group-wide program to combat all forms of corruption1.

The aim of the Policy is to make employees and partners aware of the sensitive nature of gifts, invitations and hospitality received, rendered or offered in the course of business activities, as well as to specify the rules applicable within the Bonduelle Group.

While gifts and invitations may contribute to good business relations, in certain circumstances they may be treated as means to influence a decision, unduly favor a company or an official, or obtain an improper advantage (agreement, insider information, favorable contractual terms, etc.).

1[https://b-and-co.bonduelle.com/home/nos-engagements/bonduelle-lethique](https://b-and-co.bonduelle.com/home/nos-engagements/bonduelle-lethique%20) <https://www.bonduelle.com/fr/developpement-durable/notre-demarche-ethique-anti-corruption.html>

So, accepting and giving gifts or invitations in some cases may be regarded as a violation of the prohibition, create conditions for a conflict of interest, question the objectivity of decisions made by an employee, as well as entail liability under the law up to dismissal due to loss of confidence, and in the case when a gift is regarded as a bribe — criminal liability.

That is why it is important to be vigilant with respect to gifts and hospitality (received or given) or entertainment invitations so that their value and/or the circumstances of accepting them would not lead to treating such gifts as an act of corruption.

**PRINCIPLES OF APPLICATION**

The Company states that its employees may give or receive gifts, provided that they comply with the principles set out below:

1) Each employee must analyze the circumstances of receiving and giving a gift or an invitation in order to determine what would be reasonable in a given case under the Code and these Rules.

It is permissible to receive an offer or a gift if they:

a. **Comply with applicable laws and regulations;**

b. **Remain in the professional area;**

c. **Are consistent with local business practices;**

d. **Are unlikely to damage the Company’s image or reputation due to their immoral nature and/or excessive value (see below for definition of thresholds);**

e. **Do not create any moral or financial obligation, reward or undue advantage to the recipient;**

f. **Do not involve a conflict of interest situation;**

g. **Are reasonable (to a limited extent);**

h. **Are infrequent;**

i. **Are not always addressed to the same recipient or recipients;**

j. **Are never paid in cash or cash equivalents (vouchers, certificates, etc.);**

k. **Are made in accordance with the procedure for recording Gifts (a record of the gift is made in the list).**

Invitations are subject to the same terms as gifts (i.e., subject to paragraphs a through k above), acceptance of the offer is permitted for:

* business lunches;
* invitations to events, provided that they are held in a professional situation (infrequently);

- hospitality, if it is addressed for the purpose of professional contact.

2) In any case, an employee shall not accept or solicit any gift, service or invitation (notwithstanding the terms described above) which may affect the impartiality with which the employee performs his/her duties or which may constitute a reward for any action on his/her part.

Similarly, an employee may not offer a gift to try to reward a third party or attempt to influence a third party.

3) When applicable, the gift must be returned to the giver and the invitation should be declined.

**Among other things, employees must refrain from accepting or offering a gift or an invitation:**

**- during or prior to the bidding period or during negotiations for a major contract;**

**- in the absence of pre-existing business relations.**

1. As a general principle, an accepted gift, if possible, must be shared among all employees in the department.
2. The following are strictly prohibited in the Company:
* Failure to comply with the Company regulations and rules, including failure to comply with these Rules.
* Offering or receiving a sum of money in order to obtain an improper advantage or to influence a decision and to encourage an activity.
* Giving or receiving gifts outside professional scope, at unreasonably high cost and on a frequent basis.
* Giving or receiving gifts at a strategically important time (bid announcements, contract signings, etc.).
* Giving or receiving gifts or invitations in a non-transparent manner.
* Giving or receiving gifts or invitations without prior approval when appropriate.

6) If a situation involving the offering/giving of a gift or the receiving/offering of an invitation exposes an employee to risk, the employee should ask himself/herself the following:

* Are laws and regulations being complied with in this case?
* Is the situation in compliance with the Code of Conduct for Ethical Business Practices and/or these Rules and the interests of the company?
* Is the situation related to a personal interest?
* Would you be comfortable if the gift or invitation offered or received was made public?

• Would the gift or invitation affect my objectivity or the objectivity

of the person receiving the gift or invitation?

If in doubt, the employee should speak with his or her superior or a member of the legal department.

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| **What not to do** | **What to do** |
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| • Do not violate the laws and internal regulations and rules of the Company, including these Rules.• Do not offer or receive money in order to obtain an improper advantage, influence a decision or reward for certain actions.• Do not give or receive gifts that are outside the scope of the business relationship, of excessive value and made for a personal interest.• Do not give or receive gifts at strategically important moments (bid announcements, contract signings, etc.).• Do not offer or receive gifts or invitations in a non-transparent manner.• Do not give or receive gifts or invitations without prior approval if it is required. | • Be open.• Make business partners aware of these Rules at the beginning of the business relationship.• If a gift or an invitation is being considered, familiarize yourself with the partner company’s gift policy and make sure(by asking in advance) if the gift is appropriate so as not to embarrass the recipient. |

**LIMITS**

Subject to the principles and rules set forth in paragraph 5, the following limits should be established to decide whether to accept a gift or an invitation. Limits for gifts:

* Any gift of **less than 4,000 rubles** may be offered or accepted if it complies with the established principles and rules (Section V of these Rules). **An employee shall inform the supervisor of the fact of its giving, and an entry shall be made in the gifts list.**
* **Any gift with a value equal to or exceeding 4,000 rubles must be declined.**

Limits for invitations:

- Any **invitation**, as long as it complies with the principles and rules set forth in Section 5 of these Rules, and **regardless of the amount**, must be confirmed by the supervisor and included in the **gifts list**.

For the avoidance of doubt, it should be noted that the gifts and invitations for government and municipal officials are inacceptable, even subject to the limitations specified above.

**GIFTS LIST**

The person responsible for the keeping of Gifts List ВЕАМ-О-П-45.Ф.4 (hereinafter referred to as the “Supervisor”) is appointed from among the employees of the Legal Department.

The responsibility for observing the procedure for giving or receiving a gift or an invitation lies with each employee of the company, who must:

* inform his or her superior in writing and, if necessary, obtain his or her approval;
* inform the person in charge of the gifts list keeping on the receipt or offer of a gift, in order to record this information in the list;

The person in charge of the gifts list shall:

* make entries in a timely manner in Gifts List ВЕАМ-О-П-45.Ф.4 (issue 1) (not later than within the working day following the day of receipt of the information);
* submit the list to his/her superior and/or any authorized person of the Company upon request, once a year as of the end of the year — submit the list to his/her superior and/or any authorized person of the Company as part of the annual assessment;
* comply with the Company’s Personal Data Policy.

**TRAINING**

Managers and employees are trained in anti-corruption practices and the provisions of these Rules through the “Doing Business Without Corruption” training course or any other course established by the Company.

If an employee has not received training, he/she should contact the personnel department in this regard.

**RESPONSIBILITY**

The Company does not tolerate non-compliance with, or deviations from these Rules.

Failure to comply with these Rules will subject employees to the same penalties as for failure to comply with the Code of Conduct for Ethical Business Practices, of which this document is an integral part. Violations of the Rules must be reported to the immediate superior, another manager or the personnel head.

In addition, an internal reporting service is available for employees to report conducts or situations that violate the Rules and/or the Code.