

BONDUELLE GROUP

Stock Exchange Code of Conduct

Relating to the Bonduelle Group's financial communication policy and to the prevention of insider dealing

Updated in February 2018



The purpose of this document, entitled the Stock Exchange Code of Conduct, is to outline the rules and define the operational principles with respect to the financial communication policy and the prevention of insider dealing, in accordance with the stated values of the Bonduelle Group.

This Code of Conduct complies with the Market Abuse Regulation (MAR) no. 596/2014 of 16 April 2014 and regulations applicable on the date it was updated.

This document is a free translation into English and has no other value than an informative one. Should there be any difference between the French and the English version, only the French-language version shall be deemed authentic and considered as expressing the exact information published by Bonduelle.

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1. THE BONDUELLE GROUP'S FINANCIAL COMMUNICATION POLICY

As a listed company, the Bonduelle Group is subject to compliance with stock exchange regulations, particularly in relation to insider information, i.e. any information which, if it were made public, is likely to significantly affect the share price.

The obligations arising from this require that a code of conduct be complied with and they apply to all of the businesses, subsidiaries and countries in which the Group operates.

This code of conduct is founded on the following principles:

1.1. Objective of the financial communication policy

The objective of the Group's financial communication policy is to ensure the effective, simultaneous dissemination of relevant, accurate, specific and true information, released in a timely manner and consistent with previous publications.

Such communication aims to guarantee transparency, accessibility and simultaneity of the information as well as fair and equal treatment of shareholders.

In addition, the Group has defined embargo periods – periods of 15 calendar days preceding the publication of annual and half-yearly results – during which no new information about Bonduelle's business or earnings shall be disclosed to financial analysts or investors (excluding cases of insider information).

In accordance with regulations, the Group may decide to delay the release of any insider information when there is a legitimate reason for doing so.

Legitimate reasons for delaying the disclosure of insider information can include:

- confidentiality restrictions linked to competition;
- the need to coordinate the release of information on the domestic market with its release on foreign markets;
- the risk that the early release of information could be harmful to negotiations in progress.

Any absence of disclosure must not have the effect of misleading the public and such a decision is made only if the Group is able to preserve the confidentiality of the information.

1.2. Designated persons

Only persons specifically named by General Management are authorized to give information to the financial markets directly or indirectly, in the press or any other medium. Furthermore, whenever the information is deemed insider information, its disclosure shall be the subject of a press release disseminated in accordance with regulations.

1.3. Process for validating information

General Management is ultimately responsible for any information released to the markets and, when this information is sensitive and not in the public domain, must validate it.

The Accounts Committee, made up of members of the Supervisory Board, is responsible for monitoring the financial information preparation process.

The information may, if required, be submitted to the Supervisory Board for approval.

2. PREVENTING INSIDER TRADING

The Bonduelle Group's shares are listed for trading on Euronext Paris.

The Group's presence on the financial markets is intended to support its growth policy by encouraging an extensive, international shareholder base. This listing is contingent on compliance with the rules and principles relating to the dissemination and use of insider information within the Group and to Bonduelle stock transactions by staff members and corporate officers of the Group and persons closely associated with them.

Thus, any transactions on company shares, including operations to buy, sell, transfer or subscribe to shares, are regulated.

Any persons having access to insider information that is likely to significantly affect the share price must absolutely refrain from disclosing this information and from trading in company shares, until this information is made public, under penalty of civil and/or criminal sanctions.

The rationale for this rule lies in the fact that the person in question has access, during this period, to insider information that is likely to give him/her an advantage over the general public.

Because of the importance of this subject and the sanctions incurred, and with a view to good communication, the company has established this Stock Exchange Code of Conduct, which is intended to apply to all persons who hold or may potentially hold any or all types of insider information (insiders).

Remember that each person's acts can have consequences on the company's image in the eyes of its partners and the general public.

This Code, which is available to all Group personnel on the company intranet and may be viewed by any interested parties on the Bonduelle Group website www.bonduelle.com is therefore intended for the following audiences:

- all insiders, corporate officers and staff members of the group included on permanent or temporary insider lists or on the list of persons subject to the obligation to declare their share transactions,
- all other corporate officers or staff members of the Group and all third parties, even those not included on the aforementioned lists, who may have insider information.

This Code reiterates the legal and regulatory provisions and sets out additional internal measures intended to prevent insider misconduct and insider trading.

This Code of Conduct is an integral part of the internal regulations of the Supervisory Board.

The existence of this Code is referred to in all employment contracts signed by companies within the Bonduelle Group and is provided to staff members.

2.1. Definition of insider information

Insider information is information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.¹

Information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument, the related spot commodity contracts, or the auctioned products based on the emission allowances. In this respect in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.

It should be noted that an intermediate step in a multi-step process shall be deemed to be insider information.

Information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments, related spot commodity contracts, or auctioned products based on emission allowances shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

The information ceases to be insider information when it is made public.

Information likely to significantly affect the share trading price can notably include financial information such as, in particular, annual financial statements, the provisional dividend amount and its ex-dividend date, half-yearly results, quarterly revenue and annual revenue. Such information could also include information relating to any significant company operation, such as (but not limited to) growth by acquisition, major contracts, advances in

¹ Article 7 §1 of Regulation no. 596/2014 on Market Abuse.

research, launch of new products and progress of negotiations with certain suppliers or clients, or information about changes to the Group's management structures.

Insider information may directly concern the issuer. It may also concern the issuer indirectly, for example, if it relates to a significant operation involving one of its subsidiaries or a market event as yet unknown to the public such as a significant rise in commodities prices.

In the event of difficulty or doubt about the insider nature of any information known or about its public character, the Group Chief Financial Officer should be consulted (see 2.5.3.2).

2.2. Definition of insider

Insiders are any persons who have insider information as a result of:

- Being a member of the administrative, management or supervisory bodies of the issuer,
- Having a holding in the capital of the issuer,
- Having access to the information through the exercise of an employment, profession or duties,
- Being involved in criminal activities.

'Insider' also applies to any person who possesses insider information under circumstances other than those referred to above, where that person knows or ought to know that it is insider information.

Where the person is a legal entity, the obligations apply to the natural persons who participate in the decision to carry out the transaction for the account of the legal entity concerned.

Bonduelle SCA manages an up-to-date list of insiders in accordance with regulations and identifies:

- First, a list of persons with ongoing access to all insider information ("permanent insiders").
- Second, sections of the list defining insiders who have insider information about a specific agreement or event which include persons who have access to the insider information in question ("Temporary Insiders");

Persons registered on the insider list are notified. They must acknowledge this by stating that they are aware of their obligations and of the sanctions applicable to insider dealing and to the unlawful disclosure of insider information.

The insider list is sent to the AMF at its request.

2.3. Abstention obligation

2.3.1. General obligations of abstention: prohibition of insider dealing

Whether or not they are registered on an insider list, all persons having access to insider information are required to refrain, until the information is made public, from:

- **Carrying out or attempting to carry out Insider Dealing, in particular by:**
 - **By acquiring or disposing of, for their own account or for the account of a third party, directly or indirectly, financial instruments relating to that information**
 - **By canceling or amending orders which have already been placed on the financial instruments of the company.**
- **Recommending or attempting to recommend that another person engage in Insider Dealing, or inducing or attempting to induce another person to engage in Insider Dealing;**
- **Unlawfully disclosing or attempting to disclose insider information, i.e. disclosing this information to another person, except when this disclosure occurs in the normal course of exercise of an employment, profession or duties.**
- **Using or communicating a recommendation or inducement expressed by an insider where the person knows or ought to know that it is based upon insider information².**

2.3.2. Prohibited trading on shares during closed periods

2.3.2.1. Transactions involved

Prohibited transactions on shares during closed periods include, in particular, buying and selling shares in the company, exercising stock options and subscriptions and disposing of units in employee mutual funds invested in company shares.

The transactions involving company securities (shares, securities providing access to capital, etc.) that are prohibited during "closed periods" include, in particular, the following:

- buying of shares,
- transfer of shares,
- exercise of stock options,
- disposal of shares, particularly the disposal of shares issued by exercise of stock options or allocated freely by the company,
- subscription to company shares,
- subscription to or disposal of units in employee mutual funds or other funds invested in company shares,
- forward buying or selling of shares,

²Article 8 of Regulation no. 596/2014 on Market Abuse.

- cancellation or amendment of orders already placed,
- acquisitions, disposals or contributions of usufruct or bare ownership of securities in the framework of a division of inherited property.

2.3.2.2. Scheduled closed periods

It is essential that no transactions be carried out on company shares during the following "closed" periods:

- **the period of 30 calendar days preceding the publication of the press release on annual and half-yearly financial statements,**
- **the period of 15 calendar days preceding the publication of the press release on annual, half-yearly and quarterly revenue,**
- **all periods during which the interested party has insider information.**

Transactions are not possible until the press release in question has been published.

To find out if such information has been made public and is therefore no longer classified as insider information, check the Bonduelle Group website: www.bonduelle.com.

In accordance with the content of Section 2.3.1, any person having access to insider information must refrain from carrying out any transactions on company shares until the information is made public.

Any person who has insider information must also adhere to the "closed periods" as described hereinafter, during which they must refrain from carrying out or attempting to carry out any transactions on company shares and, notably, refrain from:

- acquiring or divesting of, for their own account or for the account of a third party, directly or indirectly, company financial instruments*,
- canceling or amending an order which has already been placed on a company financial instrument.

Because insiders have or are presumed to have, during this period, insider information that is likely to give them an advantage over the general public, the closed windows defined by regulations and by Bonduelle and based on the company's financial calendar, are as follows:

- The period of 30 calendar days preceding the publication of the press release on annual financial statements,
- The period of 30 calendar days preceding the publication of the press release on half-year financial statements,
- The period of 15 calendar days preceding the publication of the press release on annual, half-yearly and quarterly revenue.

Insiders are authorized to deal in company shares from the time of publication of the press release in question, **provided they are not covered by a closed period** (see sections

2.3.2.3) and, more generally, provided they do not have knowledge of other insider information.

In order to find out the exact start and end dates of these closed periods, calculated in relation to the dates of publication of this information, please consult the annual calendar of scheduled closed periods.

2.3.2.3. Statutory closed periods in the event of disposal of freely allocated shares

It is essential that shares allocated freely by the company not be disposed of:

1. During the 10 trading sessions preceding and the three trading sessions following the date on which the consolidated financial statements or, absent these, the annual financial statements, are made public;
2. During the period running from the date on which the company's corporate bodies have knowledge of information that, if it were made public, could have a significant effect on the company's share price, and the date which corresponds to 10 trading days after the date on which this information was made public.

Beneficiaries of shares allocated freely by the company who wish to dispose of them at the end of the holding period, may not do so³:

1. During the 10 trading sessions preceding and the three trading sessions following the date on which the consolidated financial statements or, absent these, the annual financial statements, are made public;
2. During the period running from the date on which the company's corporate bodies have knowledge of information that, if it were made public, could have a significant effect on the company's share price, and the date which corresponds to 10 trading days after the date on which this information was made public.

2.3.2.4. Closed periods relating to share purchase and/or subscription options

No share purchase or subscription options may be exercised:

- **in the 20 trading days following the date on which the shares are traded ex-dividend, or in the 20 trading days following a capital increase.**
- **Within the period of 10 trading days preceding and following the date on which consolidated financial statements or, absent these, the annual financial statements, are made public;**
- **During the period running from the date on which the company's corporate bodies have knowledge of information that, if it were made public, could have a significant effect on the company's share price, and the date which corresponds to 10 trading days after the date on which this information was made public.⁴**

³ Article L.225-197-1 of the French Commercial Code

⁴ Article L.225-177-1 of the French Commercial Code

2.4. Transactions prohibited under all circumstances

Corporate officers subject to a duty of disclosure (see 2.5.2.1) are prohibited at all times from engaging in stock option hedging.

2.5. Other preventive measures:

2.5.1. Confidentiality of insider information

In the event that an insider has knowledge of insider information, in order to maintain its confidentiality and until it is made public, it is essential to:

- **refrain from disclosing or attempting to disclose it outside the usual scope of their functions;**
- **limit access to it.**

Only those whose functions justify having access to the insider information should be made aware of it.

This rule applies to day-to-day operations as well as to exceptional activities.

2.5.1.1. Non-disclosure of insider information

As mentioned in 2.3.1, insiders must refrain from disclosing or attempting to disclose any insider information to anyone outside of the usual scope of their work, their profession or their functions, or for purposes other than those for which it was communicated to them.

All persons with knowledge of insider information must under all circumstances refrain from communicating it to any other person, including persons working within the Group, outside of the normal exercise of their functions within the company. They must, in particular, refrain from communicating it to those close to them, including their spouse, members of their family and their friends.

It is important to comply strictly with this confidentiality rule, given that any breach could constitute insider misconduct and could cause the offender to incur steep financial penalties (see section 2.6).

2.5.1.2. Limiting access to insider information

In order to ensure that insider information is kept confidential, the only persons provided access to it must be those who need to be aware of it to exercise their function within the company.

The Bonduelle Group has established best practices around:

- verifying IT access rights to files that contain or could contain insider information;

- limiting the number of participants at meetings during which insider information could be discussed;
- in the event of a transaction that constitutes insider information, giving a code name to the transaction and requiring all insiders, even third parties to the company, who are involved in the transaction, to sign confidentiality agreements.

Furthermore, insiders must:

- check the recipients of emails that contain or could contain insider information;
- mention in all written correspondence that refers to or could refer to insider information that the information must be kept confidential;
- in the event of a transaction that constitutes insider information, sign confidentiality agreements and use the code name for the transaction.

2.5.2. Obligation to notify transactions carried out on Bonduelle shares by persons discharging managerial responsibilities and by persons closely associated with them⁵

2.5.2.1. Persons affected

Persons discharging managerial responsibilities⁶ (referring to corporate officers and "senior executives"⁷) as well as persons closely associated with them⁸ must notify the AMF and the company of any transaction⁹ conducted by them or on their behalf, relating to the financial instruments issued by the company or to related financial instruments, whenever the combined amount of such transactions exceeds 20,000 euros for the current calendar year.

2.5.2.2. Transactions affected

The transactions to notify include, in particular¹⁰:

- 1) acquisition, disposal, short sale, subscription or exchange;
- 2) acceptance or exercise of a stock option, including of a stock option granted to managers or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option;
- 3) entering into or exercise of equity swaps;
- 4) transactions in or related to derivatives, including cash-settled transactions;

⁵ Articles 19.1 and 19.2 of Regulation no. 596/2014 on Market Abuse.

⁶ Persons discharging managerial responsibilities.

⁷ Persons other than corporate officers who have, within the issuing company, the power to make management decisions concerning the company's development and its strategy, regular access to insider information relating directly or indirectly to the issuer. These persons appear on the list of "senior executives" drawn up by the company.

⁸ Namely, under French law: spouse who is not separated, partner bound by a PACS, completely and permanently dependent children under parental authority or regularly or intermittently living in the home, relatives or allies living in the home for at least one year on the date of the transaction in question. Any legal entity, trust or partnership, the managerial responsibilities of which are discharged by a person discharging managerial responsibilities or by a person referred to above; or which is directly or indirectly controlled by such a person; or which is set up for the benefit of such a person; or the economic interests of which are substantially equivalent to those of such a person.

⁹ The transactions affected are those described in Articles 19 of AMF Regulation 596/2014 and 10 of Delegated Regulation 2016/522.

¹⁰ As defined in Article 10 of Delegated Regulation no. 2016/522 and in Article 19 of Regulation 596/2014 on Market Abuse

- 5) entering into a contract for difference on a financial instrument of the issuer in question or on emission allowances or auction products based thereon;
- 6) acquisition, disposal or exercise of rights, including put and call options, and warrants;
- 7) subscription to a capital increase or debt instrument issuance;
- 8) transactions in derivatives and financial instruments linked to a debt instrument of the issuer in question, including credit default swaps;
- 9) conditional transactions upon the occurrence of the conditions and actual execution of the transactions;
- 10) automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;
- 11) gifts and donations made or received, and inheritances received;
- 12) transactions executed in index-related products, baskets and derivatives, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- 13) transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- 14) transactions executed by the manager of an AIF in which the person discharging managerial responsibilities or a person closely associated with such a person has invested, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- 15) transactions executed by a third party under an individual portfolio or asset management mandate on behalf of or for the benefit of a person discharging managerial responsibilities or a person closely associated with such a person;
- 16) borrowing or lending of shares or debt instruments of the issuer or derivatives or other financial instruments linked thereto;
- 17) the pledging or lending of financial instruments by or on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, or on behalf of such a person;
- 18) transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, including where discretion is exercised;
- 19) transactions made under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council, where:

- a) the policyholder is a person discharging managerial responsibilities or a person closely associated with such a person;
- b) the investment risk is borne by the policyholder; and
- c) the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.

For the purposes of Point 17), a pledge, or a similar security interest, of financial instruments in connection with the depositing of the financial instruments in a custody account does not need to be notified, unless and until such time that such pledge or other security interest is designated to secure a specific credit facility.

Insofar as a policyholder of an insurance contract is required to notify transactions according to this paragraph, an obligation to notify is not incumbent on the insurance company.

2.5.2.3. Notification arrangements

The notifications must be submitted by electronic means by the persons affected within three (3) working days from the date of the transaction:

- To the AMF, using the ONDE system (<https://onde.amf-france.org/remiseinformationemetteur/client/ptremiseinformationemetteur.aspx>);
- To the company at email address: directionjuridique@bonduelle.com.

2.5.3. Methods of prevention implemented by the company

2.5.3.1. Annual calendar of scheduled closed periods

Before conducting a transaction on company shares, it is essential to check the calendar of scheduled closed periods.

Each year, the company posts on the Group website www.bonduelle.com a financial calendar showing the publication dates for financial statements and sales figures which enables shareholders to determine the scheduled closed periods as referred to in 2.3.2.2 which are defined in relation to the provisional dates for publication of annual and half-yearly financial statements and annual, half-yearly and quarterly revenue.

This calendar is posted online no later than during the month before the start of the new corporate fiscal year and, if applicable, is updated with any changes to publication dates.

It is essential that any person wishing to conduct a transaction on company shares check this calendar before proceeding.

2.5.3.2. Consultation procedure

Any person affected by this Code may contact the Group Chief Financial Officer when conducting a transaction on company shares.

This consultation is optional. All insiders are free to request the opinion of the CFO or not, as required, in advance of the transaction that they are seeking to carry out, in the event of any difficulty or doubt as to the nature of any information that they may have access to or the public nature of the information in question.

The CFO's opinion is given orally and is on a consultative basis only; the decision whether to conduct the transaction on the company's shares is the sole responsibility of the person concerned.

An insider may also consult the CFO to verify whether they may disclose or use certain information or to request the CFO's opinion on the specific procedures to be put in place with respect to limiting access to insider information.

The potential communication of insider information at such a time falls within the normal scope of professional activity; it does not constitute misconduct under Article 8 of Regulation 596/2014 on Market Abuse.

The Group Chief Financial Officer is subject to all obligations to refrain from trading in the event that he/she has access to insider information, including information obtained in the

scope of the exercise of his/her functions, and guarantees that the planned transaction will be kept confidential.

2.6. Sanctions incurred

The offending behaviors described above may, depending on the situation, trigger administrative proceedings before the AMF Sanctions Committee or public proceedings before a criminal court.

In the event of any breach of the aforementioned abstention rules, the AMF Sanctions Committee may impose on the offenders a financial penalty of up to 100 million euros or ten times the amount of any profits earned on the breach. The amount of the financial penalty may be increased to as much as 15% of consolidated annual turnover for a legal entity.

Furthermore, such a breach may also constitute insider dealing. The criminal penalties incurred in such a case are as follows:

- 100,000,000 euros in penalties; this amount may be increased to ten times the amount of any profits earned on the breach, but the penalty may not be less than these profits, and it may be increased to as much as 15% of consolidated annual turnover for a legal entity;
- Five years of imprisonment.