



## **Code de Conduite Fournisseurs** **pour une pratique éthique des affaires**

Through its commitment to the planet, food and humanity, Bonduelle Group proposes a sustainable development project, ensuring that meeting the needs of the current generations does not deprive future generations of meeting theirs.

With its history and concern for its sustainability, Bonduelle Group is committed to a social and environmental responsibility process. In 2003, by signing the UN Global Compact, the group committed to applying 10 fundamental principles related to human rights, labor standards, environmental protection and the fight against corruption (Appendix 1). Bonduelle has also affirmed the values that it wishes to promote and defend : Concern for People, Trust, Openness, Simplicity, Integrity, Fairness and Excellence, and has adopted an Ethics Charter in 2012. Bonduelle has also strengthened its provisions regarding ethics through the development of a Code of Conduct for Ethical Business Practices for all Bonduelle employees, and the introduction of an anti-corruption program and a vigilance plan<sup>\*1</sup>.

This commitment to the principles of sustainable development is also demonstrated by their promotion among Bonduelle's suppliers, agents and partners as well as by a request for a commitment from them in this respect, through adherence to this Supplier Code of Conduct (hereinafter the "Code").

The Ethics Charter, the Code of Conduct for Ethical Business Practices and this Code form the basic foundation of the values and principles of business conduct within the Bonduelle Group.

### **I. FUNDAMENTAL RULES**

The Supplier (as defined in Section IV) undertakes to comply with the following fundamental rules:

#### **1. Compliance with Conventions, International Treaties and Regulations**

1.1. The Supplier must always comply with all applicable legal and regulatory provisions and all contractual provisions as agreed between the Supplier and Bonduelle.

1.2. The Supplier acknowledges that it complies with the legal requirements and national standards and laws of the countries in which it operates, including the labor law regulations of these countries.

1.3. Bonduelle only wishes to collaborate with Suppliers that agree to comply with the requirements of this Code and the principles equivalent to those contained in:

- the BONDUELLE Ethics Charter
- the United Nations Global Compact (UN Global Compact) derived from the following instruments:
  - Universal Declaration of Human Rights;
  - Declaration by the International Labor Organization on fundamental principles and rights at work;
  - Rio Declaration on Environment and Development;
  - United Nations Convention against Corruption.
- EU Charter of Fundamental Rights,
- International Labor Organization (ILO) Conventions,
- Convention on the Rights of the Child of November 20, 1989.

The Supplier undertakes not to harm human rights or fundamental freedoms of persons. It shall ensure the health and safety of its stakeholders, in particular its employees, and the environment.

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<sup>1</sup> \*The purpose of the vigilance plan is to prevent serious attacks on human rights, fundamental freedoms, health, human safety and the environment.

1.4. Where applicable national or regulatory legislation and this Code cover the same subject, the most binding provisions shall apply to Suppliers. Where this Code conflicts with legislation or regulations, the latter must be applied.

## **2. Prohibition of Forced or Compulsory Labor**

The use of forced labor, slavery, or people trafficking by the Supplier, whether through the use of violence or intimidation, or by more subtle means such as debt manipulation, retention of identity documents or threat of reporting to the immigration authorities is strictly prohibited.

## **3. Prohibition of Child Labor**

3.1. Child labor, depriving children of their childhood, potential and dignity or affecting their physical or mental development is strictly prohibited.

3.2. The minimum age of minor workers is specified by local laws and/or international standards defined by the International Labor Organization (ILO).

3.3. The Supplier shall take all necessary preventive measures to ensure that no employee is below legal age.

3.4. Children and adolescents under the age of 18 must not be employed at night or under conditions dangerous to their health, safety or morality.

## **4. Salaries, Working Hours and Overtime**

4.1. The Supplier shall provide remuneration in accordance with local law, on a regular basis and in compliance with all regulations relating to the welfare benefits resulting from the law or an individual or collective agreement

4.2. Overtime must be voluntary and must always be paid at the statutory rate.

4.3. The Supplier shall not permit working hours that exceed the applicable legal limit, nor that set out in the ILO Conventions. Employees/workers must have at least 1 day of rest per week.

## **5. Freedom of Association and Freedom of Expression**

5.1. The Supplier undertakes to respect the freedom of association of each individual and the freedom of collective bargaining of workers.

5.2. The Supplier's worker representatives shall not be subject to sanctions, discrimination or harassment.

## **6. Health, Safety and Hygiene**

6.1. The Supplier must provide its workers with a working environment that ensures health and safety, whether this is physical, mental or social well-being.

6.2. The Supplier shall do everything necessary to identify and prevent within its organization the risks, including potential risks, of harm to the health and safety of its employees.

6.3. The Supplier shall implement the organizational and material measures necessary (procedures and controls) for the health and safety of its personnel. It shall train its employees in safety. Where applicable, the Supplier shall provide appropriate personal protective equipment. It shall regularly ensure the effectiveness of the measures implemented.

## **7. Prohibition of Discrimination**

7.1. The Supplier undertakes not to discriminate, directly or indirectly, in work relations and conditions based, inter alia, on age, color, marital status, disability, nationality, sexual orientation, ethnic or social origin, religion, political opinion, and gender.

7.2. This commitment to combating discrimination applies not only on hiring but also continues throughout the entire career.

#### **8. Prohibition of Harassment**

The Supplier undertakes to protect employees from any form of harassment, intimidation or victimization, whether physical, psychological or sexual.

#### **9. Environment**

9.1. The Supplier undertakes to comply with the environmental laws and standards applicable in the countries in which it operates, particularly for the manufacture of the product(s) that it provides.

9.2. The Supplier undertakes to assess the environmental impacts associated with its activity, including energy consumption, greenhouse gas emissions, waste management, and water resource management.

9.3. The Supplier shall properly handle and store hazardous materials and waste. In particular, it must have a plan to deal with hazardous waste discharges and to securely and legally dispose of them.

#### **10. Competition Law**

The Supplier undertakes to comply with competition law regulations and prohibits any practice resulting in an obstacle to free competition.

#### **11. Confidentiality, Data and Intellectual Property**

11.1. The Supplier undertakes to respect the confidentiality, integrity and security of confidential information received from employees of the Bonduelle Group and/or stakeholders, and not to divert it from its initial use by appropriating it or making it available to a third party.

11.2. The Supplier shall comply with the laws and regulations applicable to it in relation to personal data protection.

11.3. The Supplier shall comply with laws and regulations relating to the prevention of insider trading and shall abstain from selling or buying, directly or indirectly, Bonduelle securities or related financial instruments, on the basis of inside information.

11.4. The Supplier shall respect the intellectual property rights of the Bonduelle Group.

#### **12. Integrity and combating corruption and Other Breaches of Probity**

12.1. The Supplier undertakes to support honest and ethical behavior within its organization and to maintain in place appropriate measures (measures taken according to the identified risks, its organization, and its size, such as policies, procedures and training), in particular to prohibit, prevent and detect embezzlement, corruption or influence peddling, conflicts of interest, inappropriate gifts and fraud.

12.2. The Supplier shall never, directly or indirectly, propose, assign, grant, solicit, approve or receive an undue advantage against a favorable decision.

12.3. With respect to gifts or invitations, the Supplier shall inform itself of Bonduelle's applicable gift policy. In any event, it shall abstain from offering gifts or invitations to Bonduelle employees in order to influence a decision, or unduly obtaining any advantage whatsoever, and from inappropriately favoring or rewarding a company or an individual.

12.4. The Supplier shall comply with the applicable conflict of interest laws and regulations and shall endeavor to prevent situations that may give rise to conflicts of interest, even potential conflicts of interest, in connection with its relationship with Bonduelle.

## **II. RISK IDENTIFICATION AND PREVENTION**

The Supplier shall take the necessary steps to identify actual and potential risks of corruption, human rights violations, fundamental rights violations, personal health and safety violations, as well as environmental damage, within its sites.

Depending on the risks it has identified and according to its organization, and in particular its size, it shall:

- take appropriate measures, such as the adoption of policies, internal procedures and training, to mitigate or prevent the risks or offenses referred to above, including, where appropriate, vis-à-vis third parties with whom it relates; and
- organize relevant control points.

### **III. PROGRESS APPROACH**

Bonduelle acknowledges that compliance with the principles and values set out in this Code is a dynamic process. Each Supplier is encouraged to continuously improve its operations and methods.

### **IV. COMMITMENT OF BONDUELLE SUPPLIERS**

The supply of goods or services to one of the Bonduelle Group entities (each entity hereinafter being individually referred to as “Bonduelle”) shall, in fact, imply adherence to the Code by the supplier, sub-contractor, agent or service provider concerned, whether a natural or legal person, wherever in the world, and whether or not its relationship with Bonduelle has been formalized (referred to individually or collectively as the Supplier(s)).

As a result of this adherence, the Supplier also undertakes to impose requirements equivalent to those of this Code on its own suppliers, sub-contractors and service providers and to ensure that they are fully complied with.

No deviation from this Code will be tolerated by Bonduelle.

The Supplier shall therefore ensure, throughout the relationship with Bonduelle, that its conduct is consistent with this Code.

In the event of breach of this Code by the Supplier or by one of its own suppliers or sub-contractors, the Supplier shall incur contractual liability. Where applicable, it shall be subject to the immediate termination of relations, on the grounds of its exclusive fault, without notice, or compensation, without prejudice to any rights or remedies that Bonduelle reserves the right to assert or exercise.

Depending on the nature of the breach of the rules of ethics, the Supplier shall also be subject to legal, civil or criminal proceedings in France and/or abroad, particularly in the event of corruption or influence peddling.

### **V. AUDIT AND CONTROL - THIRD PARTY ASSESSMENTS**

Bonduelle reserves the right to assess and/or monitor compliance with this Code, where applicable through a third party, and in any way (on-site inspections, questionnaires, interviews, etc.)

The Supplier undertakes to provide all necessary information and facilitate access to information to Bonduelle representatives, in compliance with competition and confidentiality law.

The Supplier undertakes to improve or correct any identified deficiencies. Where applicable, Bonduelle may impose corrective action and continuous improvement plans.

### **VI. ALERT SYSTEM**

The Bonduelle Group has put in place a professional alert system to report any behavior that does not comply with the Ethics Charter, the Code of Conduct for Ethical Business Practices and this Code, in particular, behaviors that may be described as acts of corruption or influence peddling, human rights violations, violations of fundamental freedoms, violations of human health and safety rights, and environmental violations.

This alert system is open to Bonduelle employees and all Bonduelle stakeholders, including Suppliers, and is accessible via the following address:

<https://www.bonduelle.com/en/sustainable-development/reporting-misconduct.html>

## **VII. CONTACT**

For any questions about this Code, the Supplier should get in touch with its usual contact within Bonduelle. Furthermore, it may also contact the Ethics Committee on any questions relating to the application of the Ethics Charter.

Date:

Name and address of Supplier:

Name and function of Supplier's representative:

Signature:

## APPENDIX 1



### The Ten Principles of the UN Global Compact

#### Human Rights

- **Principle 1 : Businesses should support and respect the protection of internationally proclaimed human rights; and**
- **Principle 2 : make sure that they are not complicit in human rights abuses.**

#### Labour

- **Principle 3 : Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;**
- **Principle 4 : the elimination of all forms of forced and compulsory labour;**
- **Principle 5 : the effective abolition of child labour; and**
- **Principle 6 : the elimination of discrimination in respect of employment and occupation.**

#### Environment

- **Principle 7 : Businesses should support a precautionary approach to environmental challenges;**
- **Principle 8 : undertake initiatives to promote greater environmental responsibility; and**
- **Principle 9 : encourage the development and diffusion of environmentally friendly technologies.**

#### Anti-Corruption

- **Principle 10 : Businesses should work against corruption in all its forms, including extortion and bribery.**