

# GUIDE TO PREVENTING CORRUPTION AND INFLUENCE PEDDLING

**Bonduelle**  
La nature, notre futur

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# INTRODUCTION

## A few definitions

In this guide, the terms :

"Bonduelle" or "Bonduelle Group" refers to all Bonduelle Group companies and employees worldwide.

"Employee(s)" refers to all Bonduelle employees (on open-ended contracts, fixed-term contracts, interns, work-study students, etc.) worldwide, as well as Bonduelle corporate officers.

"Stakeholder(s)" refers to shareholders, suppliers, service providers, distributors, customers, advisors, consumers and more generally any private or public person having a link with Bonduelle

## Why this guide ?

This Guide is based on our mission, our values and our ethics charter.

It promotes compliance, business ethics and protects our commercial interests.

It presents the right behaviors and reflexes to adopt to embody our mission and our goal of becoming a positive-impact company.

It sets out the expectations, both individual and collective, of our employees and stakeholders, in terms of how we can effectively combat corruption and influence peddling in our day-to-day decisions.

In order to enable each employee to read and understand it, it has been translated into our usual languages. In the event of any discrepancy between different versions, the French version shall prevail.

## Who is it for ?

This Guide is the common frame of reference for all Bonduelle Group employees.

We expect our employees to refer to it, respect it and disseminate it.

Our stakeholders are required to apply standards equivalent to our own and adhere to this Guide.

## Compliance with the guide is a must !

Any breach of the rules set out in the Guide may result in disciplinary proceedings being taken against the offending Employee, without prejudice to possible legal action.

Under no circumstances may any act of corruption or influence peddling committed by an Employee be considered as having been committed in the interest of and/or on behalf of Bonduelle.

In the event of a Party acting contrary to the Guide, the contractual relationship may be terminated immediately, without notice, without prejudice to legal proceedings.

This Guide sets out Bonduelle's commitment to the fight against corruption.

It is intended to be practical and accessible to all. If you don't find yourself in one of the situations listed, use your common sense and ask yourself the following questions about your planned actions:

- Do they comply with the law, with this Guide
- Are they in line with our values and mission?
- Will I feel comfortable talking about it publicly?
- Is in interest of Bonduelle, its employees and stakeholders?
- Are they safe for Bonduelle?

If you answer "no" to any of these questions, you're probably in one of the situations covered by this Guide

## Who to contact if in doubt ?

If you have any concerns or questions about a situation related to this Guide, please contact your manager, a member of Human Resources or the ethics correspondent at [compliance-contact@bonduelle.com](mailto:compliance-contact@bonduelle.com) (email not to be used in the event of an alert, in which case please refer to page 8).

We won't judge you, we'll help you!

# CORRUPTION AND INFLUENCE PEDDLING

## What is corruption ?

Corruption is the act of soliciting or accepting:

- directly or indirectly,
- offers, promises, gifts, presents or benefits of any kind,
- for ourselves or for others,
- for performing or having performed, for abstaining or having abstained from performing an act of his office, or for having facilitated it by his office.

**Corruption is illegal:** any individual who commits a corrupt act is liable to imprisonment and a fine.

The law does not specify a minimum amount of corruption: an act of corruption can start at 1 euro!

## What is influence peddling ?

Influence peddling is :

- promise, offer or grant to a public official or any other person ;
- directly or indirectly;
- an undue advantage so that the said public official or person abuses his real or supposed influence in order to obtain this advantage from a public administration or authority.

This is a form of corruption, which involves the intervention of a public official.

### Accomplice and receiver?

A person who facilitates an act of corruption or influence peddling is an accomplice, and a person who benefits from this act by receiving an undue advantage is a receiver. Both are equally liable and may be subject to criminal penalties.

## Best practices

### Case 1

A contractor has offered to carry out work on my house free of charge. In exchange, I agree to choose him to carry out work on a Bonduelle factory. Am I in a corrupt situation?

Yes, you are benefiting from a personal advantage that is not in Bonduelle's interest. You must refuse this proposal and discuss this contractor's practices with your manager.



### Case 2

I'm looking for a new service provider to carry out work at a Bonduelle factory.

I can choose between 2 providers:

The 1st one offers me a 5% discount on the job if I choose him.

The 2nd informs me that he can pay a sum to the mayor to obtain authorization from the town hall within a period of 7 days.

As the work is urgent, I'm not sure which one to choose.

Urgency must not be allowed to lead to forbidden acts! In such a situation, you must choose the 1st partner, as the discount is in Bonduelle's commercial interest. The 2nd would put you in a situation of influence peddling, which could lead to disciplinary sanctions and engage your criminal liability, and by ricochet, that of Bonduelle.

# FACILITATION PAYMENTS

## What are facilitation payments ?

Facilitation payments are payments made to facilitate or accelerate certain procedures or formalities (visa applications, customs clearance, etc.).

This applies to all services that must be rendered **free of charge** by a public official, but for which he or she wishes to be remunerated.

**These payments are a form of corruption !**

Bonduelle and its employees refrain from offering unjustified advantages to stakeholders.

If you are asked to make this type of payment, you must refuse!

Exception: If you're away on business and your safety or health is endangered by non payment of a requested sum: this is a compelling reason and in this case it's preferable to pay. Speak to your manager immediately!

## Best practices

### Case 1

Products destined for a customer abroad are stuck in customs. To speed up the procedure, a public official asked me to pay €1,000 in cash.  
What to do?

You should refuse this proposal and inform your manager: blocking products in customs should not justify such a payment.

### Case 2

I'm on a business trip abroad and need to change regions, but armed public officials are asking me to pay €500 to get through. They are physically threatening me with their weapons.

This is a compelling reason: you're clearly in a dangerous situation. In this exceptional situation, it's best to pay the amount requested and talk to your manager as soon as possible



# GIFTS AND INVITATIONS

## Vigilance and respect for the rules

Gifts and invitations (shows, restaurants, trips, etc.) offered by a stakeholder can interfere with your independent decision-making, influence you

Bonduelle Employees undertake to behave in good faith with stakeholders and not to solicit or accept from them gifts or invitations that are not due, i.e. that are not included in the initial service or commitment

As an Employee, you are the guarantor of Bonduelle's reputation and image, and it is your duty to behave properly when representing Bonduelle.

### What should I do if I receive an invitation ?

If you receive an invitation, the rules are as follows:

- You must discuss this with your manager, in complete transparency;
- The acceptance of an invitation must be based on a **genuine and legitimate commercial interest** for Bonduelle;
- The frequency of invitations should be reasonable;
- Invitations must be extended for **business purposes** (e.g. business lunches, conferences).
- These invitations must take place **during the week** and your relatives must not be invited;
- The value of business meals must comply with the policy applicable in your country.

Bonduelle has zero tolerance when it comes to free travel.



### What should I do if I receive a gift ?

In all cases, if you receive a gift, you must :

- Discuss it with your manager, in complete transparency, and obtain his or her agreement to accept it;
- Ensure that their frequency is reasonable;
- Ensure that the gift does not lead to corruption;
- Record the gift in the dedicated register, sending the information to the following e-mail address: [compliance-contact@bonduelle.com](mailto:compliance-contact@bonduelle.com)

Gifts received **must always be refused** in the following cases:

- If the value is over €50 ;
- During the tender or pre-tender period;
- If their frequency is high / unreasonable;
- If they are in the form of cash (gift vouchers and gift cards, for example)

It's best to accept a non-nominative gift, which can be shared with team members and consumed in the workplace.

## Best practices

### Case 1

I've been invited to the Monaco Grand Prix by a supplier, which is great - I can even invite my family!

In this situation, you must refuse the invitation, as it is contrary to Bonduelle's rules and may present a risk of corruption. You must tell the supplier that this is contrary to our values and refuse politely the invitation.

### Case 2

A customer gave me a box of chocolates, and I'm going to share it with my team!

Here, gifts can be accepted, as they comply with our internal rules.

Mind you, if it had been a case of wine, it would not have been possible to accept!



# PATRONAGE AND SPONSORSHIP

## What's the difference between the two ?

**Patronage** is Bonduelle's unconditional financial and/or material support of a non-profit-making person or organization **without compensation**. Patronage operations are carried out through the **Louis Bonduelle Foundation**.

The Louis Bonduelle Foundation supports several projects. A sponsorship action consists in donating Bonduelle products to an association.

**Sponsorship** involves financial and/or material support from Bonduelle to a person or organization in exchange for **direct compensation**.

For example, Bonduelle could sponsor an athlete. In exchange, the athlete would have to advertise for Bonduelle.

If you wish to propose sponsorship or patronage actions, it is necessary to be vigilant with this type of actions, they can present a risk of corruption, conflict of interest but also damage the image of Bonduelle!

You must ensure that these actions are known to your manager and validated according to the validation process in place, that they are compatible with internal communication rules, and that they respect our commitments and values.

For patronage projects: contact the Fondation Louis Bonduelle's internal contacts.

## Best practices

### Case 1

An association contacted me, asking Bonduelle to sponsor an evening to raise funds for a school.

I wonder: it's for a good cause, but it's the mayor of the town where we're building a new plant who's president of this association, and if I accept we'll quickly get the building permit.

This situation presents a risk of corruption, so refuse the proposal and discuss it with your manager.

### Case 2

An association has contacted me to find out whether Bonduelle has any products to donate for distribution to people in difficulty.

This situation does not appear to present any risk of corruption. You can get in touch with the people in charge of the Louis Bonduelle Foundation, who will help you organize this operation.



# CONFLICT OF INTEREST

## When are we in a conflict of interest?

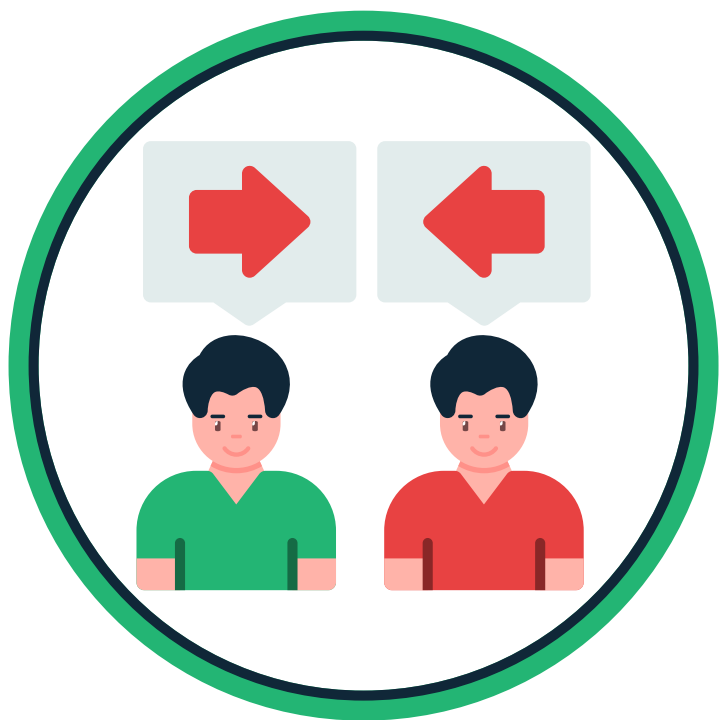
A conflict of interest arises when an employee puts his or her own interests ahead of Bonduelle's interests. The situation prevents the employee from making an **informed and objective judgement** and allows him or her to profit. Profits may be direct or indirect and of different kinds (economic, political, financial, etc.).

Situations where employees' personal interests conflict with Bonduelle's interests are harmful

It is important for each employee to be guided by **objectivity** in his or her dealings with stakeholders.

Your links with stakeholders **must not** involve or influence your personal interests.

If you find yourself in this type of situation, or if you think you might be, it's imperative that you discuss it with your manager, so that arrangements can be put in place to enable you to make an unambiguous choice.



## Best practices

### Case 1

I'm having a house built and my architect told me that his daughter is looking for a work-study placement for next year.

I thought of Bonduelle, but am I in a conflict of interest situation?

This situation may present a risk of conflict of interest. You must inform your architect that you cannot intervene in the recruitment process in order to ensure equality with other potential candidates. However, you can forward the request to the Human Resources department, specifying your links with the candidate.

### Case 2

I work in the agro department and we're looking for a new farming partner, and my brother happens to be a farmer, so I'm going to give him a call right away!

Warning: you are in a conflict of interest situation! It is essential to discuss this with your manager, and not to take part in the relationship that might exist between Bonduelle and your brother: your choices would not be objective



# LOBBYING ACTIONS

## What are lobbying actions?

Also known as "interest representation", lobbying is the act of influencing a public decision.

Lobbying actions enable Bonduelle to have its professional information taken into account to improve the drafting or evolution of regulations. They are carried out transparently and fairly.

Anyone engaging in lobbying activities must refrain from :

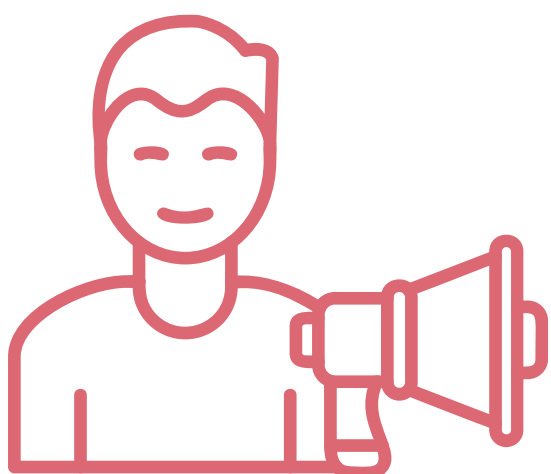
- Providing public bodies with deliberately incomplete or inaccurate information;
- Take any steps to obtain information or documents by fraudulent or unfair means.

Bonduelle does not get involved in the political activities or choices of its employees.

Employees who may participate in personal political activities must **clearly and precisely** state that they do not represent Bonduelle.

If an Employee participates in personal political activities, he or she must not :

- Politics in the workplace ;
- Let it appear that Bonduelle is involved in his personal political activities;
- Use Bonduelle resources to support his personal political activities



## Best practices

### Case 1

I'm president of a local political party and I need to print leaflets to distribute to Bonduelle employees. I'll get more members and the printing will be free!

This practice is prohibited for two reasons: You must not use Bonduelle resources to support personal political activities, and you must not promote them in the workplace.

### Cas 2

A public official contacts me to talk to a Bonduelle employee. He would like to have my opinion on a proposed law. What should I do?

As the public official does not represent a political party or personality, this proposal could be accepted.

In this case, talk to your manager, who will inform the management.

The latter will decide whether or not to trade with this public official.

# THE ALERT SYSTEM

## A WAY TO RAISE AWARENESS AND SHARE YOUR CONCERNS

If you become aware of any behavior that is contrary to our commitments in terms of compliance and ethics



Feel free to discuss it with your manager, a human resources person or someone you trust.

Stakeholders can exchange information with their usual contact and consumers via the Bonduelle website of the country in which you are located.

You can also share it via the secure external platform provided at the following address: : [bonduelle.whispli.com/alert](https://bonduelle.whispli.com/alert)



### What should I look out for when raising an alert?

To raise an alert, you must be acting in good faith and not be receiving any direct financial compensation. This means that when you become aware of the facts and the alert is launched, your information is factual and accurate

If in doubt, consult the dedicated procedure available on the alert platform.

### What protection do I have?

Feel confident, as a whistleblower, you are protected and no reprisals will be taken against you.

Bonduelle takes all the necessary measures to guarantee the integrity and confidentiality of your identity, of the persons targeted by the alert and of the information gathered.

**In the spirit of openness and trust that characterizes Bonduelle, we encourage dialogue and discussion on ethical issues.**