2.9 Appendices

2.9.1 Ethics Committee

The Bonduelle Group’s ethics charter embodies the values it has held dear for years and wishes to promote: people-minded approach, confidence, openness, simplicity, integrity, fairness and excellence. This charter demonstrates the group’s intention to pursue continuous improvement. It supplants the Company’s existing rules and regulations for employees, while encouraging individual ethical behavior in accordance with Bonduelle’s values.

The ethics charter will reiterate the group’s commitment to Corporate Social Responsibility, particularly through its long-standing membership of the UN Global Compact (since 2003). This United Nations initiative requires signatories to apply ten basic principles in the areas of human rights, anti-corruption, environment and labor standards. The group’s ethics charter defines the core principles of Bonduelle’s stance as a corporate citizen, responsible, equitable and integrated company.

Following on from this ethics charter, the purchasing charter was published in January 2014.

An Ethics Committee was officially appointed to support the group’s efforts in this area and to act in an advisory capacity. It has four members:

Philippe Vasseur (Chairman)
He is currently Chairman of Réseau Alliances and the World Forum Lille and former Minister for Agriculture, Fisheries and Food and a former Member of the French Parliament. Philippe Vasseur is now Chairman of the Crédit Mutuel Nord-Europe Group and Chairman of the Chamber of Commerce and Industry for the Nord Region of France. He is also a member of the Bonduelle Board of Directors.

Jean-Bernard Bonduelle
Director of External Relations and CSR for the Bonduelle Group. He is also a member of the Bonduelle Board of Directors.

Arno Van Dongen
Director of Sales for Benelux of the canning subsidiary then Sales and Marketing director for the Benelux area, he is currently director for Northern Europe for the Bonduelle Europe Long Life business unit.

Marie-France Tisseau
From 1970 to 2008, she worked as a Legal Advisor and then Legal Counsel, specializing in company and tax law for family-owned companies and French subsidiaries of foreign groups. She is a member of the Bonduelle Supervisory Board.

2.9.2 Bonduelle Group ethics charter

Why have an ethics charter?
In 2012 Bonduelle decided to write a charter, drawing inspiration from our history, epitomizing our values and committing us to a process of continuous improvement. We are fully aware that while ethics cannot be regarded as absolute, they must inspire each and every one of us as stakeholders, both inside and outside the Company. Our ethics charter must lead us to do more in the Bonduelle spirit of corporate responsibility.

Bonduelle’s spirit and values
In this ethics charter, Bonduelle sets out to expand on the core values it intends to defend and promote: people-minded approach, confidence, openness, simplicity, integrity, fairness and excellence. Bonduelle is convinced that its success stems from its corporate culture and is intent on continuing to grow, underpinned by these values. The group is committed to living the “Bonduelle spirit” through ethical behavior that promotes sound practices. By acting with integrity, our Company engages with its stakeholders in a relationship built on trust. The challenge we face is to consolidate this connection, sharing and nurturing it in the long term.

Ethics, how does it work?
This ethics charter supplements our existing rules and regulations for all employees. It defines the framework for the group’s policies and helps to explain their rationale and intentions. The ethics charter is a tool. It can be used to challenge existing practices and aid in decision-making. The charter is inclusive, promoting individual ethical behavior in line with our corporate values. Ethical
dilemmas can be complex and rarely have clear solutions. For this reason, and in the spirit of openness and trust synonymous with our Company, the group encourages dialog and discussion on ethical issues.

**Ethics Committee**

An Ethics Committee has been formed and may be consulted on issues of general interest when no solution is proposed by General Management, or the group’s experts in Human Resources, Health and Safety or Purchasing. The role of the Committee is to support the Company on ethical issues, and to issue opinions in an advisory capacity. The Committee has four members; two appointed from within the Company and two external members, selected based on their experience, profiles and expertise. The Ethics Committee reserves the right to invite outside experts or submissions from employees on specific subjects. The Committee will meet at least twice a year, and a secretary will be appointed.

**Responsible corporate citizenship**

Backed by a strong history and a commitment to the long term, the Bonduelle Group’s undertakings in respect of Corporate Social Responsibility are clearly shown by our membership of the UN Global Compact.

**Respect for Human Rights**

Bonduelle is subject to the laws of various international organizations. The group complies with the conventions of the International Labour Organization and is particularly stringent about ensuring respect for basic human rights in the workplace, namely freedom of association, the right to collective bargaining, the elimination of all forms of forced and compulsory labor, and the effective abolition of child labor.

**Building the community**

Bonduelle’s international reach means that it respects communities and local cultures and seeks to add value and develop local areas wherever it operates. Reflecting this commitment, the Louis Bonduelle Foundation works with local authorities in areas where the Company operates, developing communities and supporting local associations. Bonduelle encourages its employees to play an active role in this type of project.

**RESPECT FOR THE ENVIRONMENT**

Bonduelle respects the environment and endeavors to reduce the carbon footprint of its activities. The group is a major and committed sustainable development player. It takes responsibility for the impact of its activities, products and services on the rural and urban environment, as well as their broader environmental impact. We encourage all our employees to embody this commitment in their day-to-day lives. Bonduelle emphasizes this environmental responsibility to all its stakeholders and in particular, to agricultural producers and suppliers.

**COMPLIANCE WITH REGULATIONS, CONVENTIONS AND INTERNATIONAL TREATIES**

Bonduelle complies with all laws and regulations in its relationships with partners. In addition to its commitment to comply with International Labour Organization (ILO) conventions, the Company is committed to respecting the European charter of fundamental rights in the organization. Bonduelle is meticulous in its attention to compliance with health regulations, quality control, food legislation and food packaging legislation. The group also respects communities and seeks to add value and develop local areas wherever it operates.

**A fair company – Dialog within the business**

Dialog and openness in internal company relations are important for Bonduelle. The group respects the right of its employees to form or join the representative organization of their choice, including trade unions and workers’ organizations, and to be able to participate in collective bargaining negotiations. Bonduelle respects the role and responsibilities of the social partners and is committed to negotiating issues of collective interest with them. Bonduelle listens to its employees and engages an independent body to conduct international surveys to assess personnel satisfaction with working conditions.

**Health and safety**

Each and every person working for or with Bonduelle has the right to a healthy and safe working environment, ensuring their physical, mental and social wellbeing. Bonduelle is committed to maintaining working conditions at the highest standards by developing policies to prevent negative impacts on health and working conditions. All employees must comply with Bonduelle’s rules on health, safety and security in the workplace.

**Work-life balance**

Bonduelle strives to offer conditions that ensure a healthy work-life balance. It promotes dialog between employees and management to optimize work organization in order to take individual obligations and requirements into account. The group aims to create a working environment where individual wellbeing is valued and nurtured.

**DISCRIMINATION**

Employee diversity is important for Bonduelle. We are committed to eliminating all forms of discrimination, either direct or indirect, in the workplace and in employee relations, including that based on age, color, civil status, disability, nationality, sexual orientation, ethnic or social origin, race, religion or gender. This antidiscrimination policy applies to all stages of employment, from hiring through an entire career. All employees are free to take part, in a personal capacity, in activities or organizations of a political or religious nature.
HARASSMENT
Placing People first is a key value for Bonduelle. Its policies protect employees from all forms of harassment, intimidation or victimization, be it physical, psychological or sexual. Any form of moral or sexual harassment is resolutely condemned. All employees have the right to be respected, and to a positive, pleasant and professional working environment in which each person’s ideas and contributions are valued. All employees must foster and respect this commitment by being open and clear in their relations with their fellow workers. This helps us to maintain a culture founded on loyalty, trust and solidarity.

TRAINING
Excellence is the cornerstone of the group’s success and competitiveness. Bonduelle aims to develop employees’ skills at all stages of their career through a voluntary training and coaching policy. The Institut Pierre et Benoît Bonduelle was created to deliver training to all group personnel, validated by recognized professional qualifications.

SUPPLIERS AND SUBCONTRACTORS
Suppliers and subcontractors are key to ensuring the value of Bonduelle’s products and play an important role in customer satisfaction. They are required to adopt behavior in keeping with Bonduelle’s values, especially when making purchasing decisions. Bonduelle’s suppliers and subcontractors must adhere strictly to all legislation regarding their activities and working environment. Moreover, the group encourages its suppliers and subcontractors to engage in ethical conduct and requests that they sign this charter. Purchasing decisions must be made based on all the values advocated by Bonduelle, and primarily, the values of excellence, open-mindedness and fairness. Relations with suppliers must take place in a climate of mutual trust, placing People first and simplicity. Purchasing decisions are based on an objective assessment of the reliability and integrity of the supplier or subcontractor, as well as the overall value of their offer relative to both short- and long-term considerations and objectives. Purchasers must also take into account their important role in the local ecosystem.

A trustworthy company
QUALITY OF PRODUCTS AND SERVICES
For Bonduelle, providing high-quality and efficient products and services bears testimony to its commitment to and respect for consumers. The group is meticulous in its attention to compliance with health regulations, quality control, food legislation and food packaging legislation. The trust thus created is essential for the Company’s reputation and long-term presence. The highest levels of food safety are guaranteed through advanced technologies and constant adaptation to new regulatory requirements.

CONFIDENTIALITY
Respect for confidentiality is a measure of Bonduelle’s integrity and safeguards the relations of trust built up with our partners. Therefore, it is vital that each employee pays the strictest attention to safeguarding the confidentiality of Bonduelle’s information. Information obtained by employees of the Bonduelle Group may not be used, either directly or indirectly, for the purposes of personal investment. The confidentiality of all information relating to the activities of the Company or its partners must be guaranteed in all roles and areas in which employees work. In particular, the level of information available to different employees is restricted and data is secured.

SAFEGUARDING THE COMPANY’S ASSETS
The purpose of Bonduelle’s funds or assets is to ensure the group achieves its targeted results and safeguard its financial independence. Misuse or waste of these resources is potentially damaging; personnel must guard against any illicit use or use unrelated to the group’s business. We each have a responsibility to safeguard Bonduelle’s tangible and intangible resources, to protect against diversion of assets or their use other than for their original purpose by providing them to a third party. For example, information systems provided may not be used inappropriately. All Company assets remain the property of Bonduelle.

TRANSPARENCY
Bonduelle ensures that it treats its customers honestly, notably by providing all the necessary information on its products and services and by demonstrating openness on all related issues. The quality of the information we provide to the different parties is an integral part of the relationship of trust and transparency that Bonduelle wishes to establish and maintain. It is our responsibility to ensure that Shareholders receive reliable, transparent, honest and timely information, with regard to the Stock Market Code of Conduct.

CONFLICTS OF INTEREST
We each have a responsibility to avoid situations where personal interests conflict or may conflict with those of Bonduelle or harm the group. Objectivity must be our guide in relations with the group’s partners. Relations with partners may not involve or be influenced by personal factors. It is up to each one of us to ensure such objectivity is maintained at all times and in all long-term relations. All potential conflicts of interests must be disclosed so that the appropriate action can be taken to prevent or resolve the situation. Moreover, Bonduelle does all in its power to prevent corruption, reflected in its responsibility policy, defined in accordance with the rule of law.

GIFTS AND INVITATIONS
Bonduelle’s marketing activities do not exclude the possibility of exchanging gifts and invitations, provided that these do not result in a conflict between personal gain and professional obligations. It is therefore our policy to ensure transparency when accepting gifts or invitations, which must not exceed a nominal or insignificant value. For example, such gifts may be accepted in line with the
normal rules of courtesy or hospitality, but under no circumstances may they appear, be considered or interpreted to be complaisance or favoritism.

POLITICAL SPHERE
All employees are entitled to engage in political activities in a personal capacity, provided that they take place outside of working hours and do not involve any of Bonduelle’s assets, and provided that it is clear that such activities are in no way representative of the Company. Bonduelle and its employees comply with all applicable laws and regulations governing contributions to political parties, regardless of the location of the Company’s activities.

REPRESENTING THE COMPANY
Each and every employee is an ambassador for Bonduelle. It is therefore important to exercise good judgment in accordance with Bonduelle’s values and interests and to ensure an explicit distinction between personal opinions and interests and those of the Company. All of our conduct may have an impact on the group’s reputation and we must therefore ensure never to say or do anything that could damage Bonduelle’s image.

RULES OF PROCEDURE FOR THE BONDUELLE GROUP ETHICS COMMITTEE
Article I. Purpose
The purpose of these rules of procedure is to define the composition, competence and operating rules of the Bonduelle Group Ethics Committee (hereafter the Ethics Committee).

Article II. Composition
The Ethics Committee has four members: two from within the group, namely the CSR director and an employee; and two non-employees from outside, one a member of Bonduelle SAS’s Board of Directors, and one a member of Bonduelle SCA’s Supervisory Board.

Article III. Appointment of Ethics Committee members
Ethics Committee members are appointed by the Chairman of the Bonduelle Group.

Article IV. Terms of office and attendance at meetings
Each member is appointed for a 3-year period, renewable by a decision of the group’s Chairman. Members may not be represented during Ethics Committee meetings.

Article V. Operation
The Chairman is appointed by the group Chairman for a 3-year renewable term of office.

The Chairman of the Ethics Committee sets the agenda. It must be sent to members called to the meeting, together with any preparatory documents and the minutes of the previous meeting, at least three days before the date of the meeting. The Ethics Committee makes decisions on a majority vote of the members present.

Working groups: the Ethics Committee may decide to form working groups on particular topics to carry out research in preparation for plenary sessions.

The Ethics Committee meets as often as required to ensure the performance of its duties and at least twice a year. Its Chairman may decide to call meetings without notice.

The Ethics Committee may request the Bonduelle Group’s Chairman to provide it with the assistance of any Executive Manager in the group, or any external person (who would then be bound by confidentiality) whose expertise might facilitate discussion of an item on the agenda. It may also have access to all documents deemed useful for its deliberations and may hear submissions from any group employee.

The members of the Ethics Committee may validly deliberate by video conference, telephone conference or in writing, including by mail or fax, provided that all the members agree to this expedient.

The Ethics Committee Chairman has the casting vote in the event of a tie.

Should a member of the Ethics Committee (including its Chairman) find themselves in a situation of conflict of interest regarding an issue handled by the Committee, they must abstain from participating in the discussion and be available to provide any information deemed necessary.

Article VI. Missions and competence
The Ethics Committee is a multidisciplinary, pluralist, advisory and independent body, with a mandate from the group Chairman. It is a forum for discussion and is bound by confidentiality rules. It is tasked with dealing with all issues arising regarding compliance with the Bonduelle Group’s ethics charter.

Its mission includes:
1. presenting recommendations on the ethics charter, issues taken up by the Committee independently, or issues submitted to it;
2. promoting discussion of ethical questions related to the group’s business;
3. promoting compliance with the charter across the Bonduelle Group;
4. ensuring the dissemination and understanding of the ethics charter by all employees, according to the local context;
5. proposing modifications to the ethics charter, where required;
6. issuing recommendations or guidelines based on case studies, specific questions or general topics;
7. distributing its opinions and recommendations inside the Company;
8. participating in preparing communications on the ethics charter with outside entities, as required;