**CODE OF CONDUCT FOR ETHICAL BUSINESS PRACTICES**

**Purpose of the Document**

The purpose of the Code of Conduct for Ethical Business Practices (hereinafter referred to as the “Code”) is to define the rules of business conduct mandatory for all employees of the Company and aimed at compliance with the legislation, strengthening the reputation, as well as maintaining the stable development of the Company.

**Scope of Application**

The Code applies in its entirety to all stakeholders, including clients, suppliers and other business partners of Bonduelle, creditors, end consumers, government officials involved in any way in the conduct of Bonduelle’s business (hereinafter each referred to as a “third party”) and to all employees, including executives, directors and shareholders, working under contract of employment (or otherwise) for an entity directly or indirectly controlled by Bonduelle.

Employees not bound by a contract of employment and covered by the Code are, in particular, temporary employees (performing seasonal work or working under a fixed-term employment contract), apprentices, persons working under a contractor agreement, that carry out work in one or several companies of the Bonduelle Group, are referred hereinafter to as “employees”.

**Terms, Definitions and Abbreviations**

|  |  |
| --- | --- |
| Company | Cumulative name of subsidiary and affiliated legal entities of the Bonduelle Group 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). |
| Code | This Code of Conduct for Ethical Business Practices |
| Entities of the Bonduelle Group/Bonduelle Group | Legal entities (entity) belonging to the same group as Bonduelle SA (France) in accordance with Article 9 of Federal Law No. 135-FZ as of 26/07/2006 “On Protection of Competition”. |
| Ethics Committee | A permanent committee composed of Bonduelle SA employees, located at Bonduelle’s headquarters in Lille, France, with an email address: [ethic\_committee@bonduelle.com](mailto:ethic_committee@bonduelle.com)[.](mailto:committee@bonduelle.com) |
| Reporting service/platform | A dedicated web-based platform developed by the Company to report violations of the provisions of this Code for the employees of the Company. |
| Local regulation | This is an internal Company document designed for repeated application, which establishes rights and obligations for the Company and for all categories of employees, not regulated by labor legislation, as well as norms and rules of conduct, which are mandatory for execution. |

**Basic Part**

The Code is a local regulation of the Company.

This Code is brought to the information of the employees by the Directors of establishments and business units of the Group and/or by the persons responsible for the business of the Group in each relevant country and each entity of the Group.

All employees, no matter the country they are in, must personally respect the rules, principles and guidelines of this Code. All employees must adopt ethical behavior in the framework of their activities within the Group and not do anything that is contrary to the rules defined in this Code.

However, because this document cannot cover every situation that may occur, it does not preclude exercising their own judgment and good sense. For any question arising from the application of the Code, all employees may contact their superior or the personnel head of the Company or the Ethics Committee at: [ethic\_committee@bonduelle.com](mailto:ethic_committee@bonduelle.com)[.](mailto:committee@bonduelle.com)

All employees are asked to regularly consult this Code of Conduct, which is subject to regular review and, if applicable — to consult the modifications thereof, for continuous improvement.

When facing a choice of ethical or business conduct, the employee is encouraged to ask the consultation of their superior, another manager or the personnel head.

If the provisions of this Code do not comply with (contradict) the requirements of the applicable local legislation under whose jurisdiction the relevant Bonduelle Group entity is operating, the provisions of the Code shall not apply in such part.

**Non-Compliance with the Code and Penalties**

Bonduelle does not tolerate divergence from the Code of Conduct.

Any employee who does not comply with the principles of this Code is personally liable and may be faced with disciplinary and monetary penalties under the conditions established by the applicable legislation of the Group entity country, Internal Regulations and its employment contract based on the particular personnel category to which the individual in question relates.

Any third party that is not complying with the guidelines of this Code, is contractually liable and opens themselves to the relationship immediately ending, at their fault exclusively, and pursuant to the contractual commitments that link them to the Group’s entities.

Additionally, based on the nature of the violation of the ethical rules, the employee or third party at fault may be subject to legal, civil or penal action in the Russian Federation and/or abroad, specifically in the event of corruption or insider trading.

**Notifications of Violations of the Code of Conduct**

Violations of the Code should be indicated to the relevant superior, other manager or the personnel head.

Furthermore, an internal alert service has been made available to employees and third parties to indicate the existence of conducts or situations that run counter to this Code (e.g., relating to corruption or influence peddling, as well as any serious violation of the law, any crime or any offence). When submitting this appeal, complete confidentiality is guaranteed to the whistleblower. The appeal is submitted to a special portal created for this internal alert service. It is specified that the use of this service is not required and it is supportive. In fact, the purpose of it is not to be a substitute for the traditional internal communication paths, which means notifying the relevant superior or the personnel head, as well as other employees responsible for managing these alerts. In addition to reporting through this service, third parties may also report violations directly to the personnel head. Anyone not responding to an alert made known to them constitutes misconduct which will be penalized.

Bonduelle commits to applying and ensuring that the legal provisions are applied regarding protecting whistleblowers who signal or reveal in a selfless and good-faith manner any breach of this Code of which they personally may be aware.

Bonduelle does not accept anyone hindering or taking reprisal, discriminatory or disciplinary measures for such notifications against a good-faith employee or third party who has used these reporting procedures.

Conversely, any individual knowingly making false reports may be open to penalties, including legal ones.

Finally, in the event there is no response, it is possible to consult the Ethics Committee at the following email address: [ethic\_committee@bonduelle.com](mailto:ethic_committee@bonduelle.com)[.](mailto:committee@bonduelle.com)

**Fundamental Rules**

**Fighting Corruption and Influence Peddling**

In line with its commitment to the UN Global Compact, and relevant international conventions, Bonduelle is committed to fighting corruption and influence peddling and to put in place an anti-corruption program in all countries in which it operates or where it has relationships.

In any case, resorting to corruption will never be a practice used by Bonduelle in its business, in its relationship with its public or private partners and in its relationship with end consumers.

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.

Corruption involves both the corrupter (active corruption) and the corrupted (passive corruption).

Corruption covers:

* public corruption, which is when a corrupted individual or one who may be corrupted retains, in the Russian Federation, abroad or in the framework of an international organization, the quality of a public agent, or is an agent of public authority (military, public officials, public officers vested with the powers to certify legal acts, persons with certain public functions, mayors, prefects, notaries, ministers and other similar persons) or who is vested with elective public powers;
* private corruption, when a corrupted individual or one who may be corrupted does not retain the quality of a public agent, for example the head of a private sector business or a person employed there.

**Influence Peddling**

Bonduelle also prohibits influence peddling (active or passive) which is abusing or having abused its real or supposed influence in order to obtain illegal advantages, positions, contracts or any other favors from a public authority agent, in charge of a public service mission or vested with elective public powers in the Russian Federation or in a foreign country or within a public international organization.

While the infraction of corruption involves an official who profits from an action by their position or facilitated by their position, influence peddling supposes that the person profits based on their capacity, their real or supposed influence on a third party, so that the latter makes a particular decision or a particular action.

Influence peddling involves three actors:

- the “beneficiary” of the advantage illegally obtained;

- the “intermediary” who profits from and abuses their real or supposed influence over the individual making the decision;

- the “target”, the public authority agent, in charge of a mission of public service or vested with elective public powers in the Russian Federation or in a foreign country or within a public international organization, who holds decision-making power and whose credibility is not questioned.

Corruption or influence peddling may involve exposing the person in question, whether these actions are committed in the Russian Federation or abroad, to heavy criminal penalties. They may also expose the Bonduelle Group to significant administrative and criminal penalties as well as risking its image and reputation.

**Principles and Rules**

Actions involving corruption (active or passive) or influence peddling are inacceptable in the conduct of Bonduelle’s business by both Bonduelle’s employees and third parties. Employees must not use intermediaries, such as officials, consultants, counselors, distributors or any other commercial partners in the goal of committing such acts.

Employees who are in contact with third parties are most often exposed, specifically those who have a relationship with public third parties (administrations, etc.) but not only those; they may be private individuals such as managers or collaborators of clients, suppliers or partners.

The objectives/communications established by Bonduelle Group entities must never be seen by third parties as an invitation to step outside of the rules, specifically to obtain a market and/or a contract, a premium or other advantages.

Employees must also be vigilant regarding their clients and other third parties so that these latter do not interpret any questions, offers, comments in the process of ordinary activities as the potential pressure applied to them by an employee as an invitation to commit corruption to obtain something for Bonduelle (for example, such as to obtain customs clearance, authorization from a public administration, a public or private certificate, etc.).

They must also adapt their behavior when they are in contact with any person in charge of oversight or an audit at Bonduelle (whether this person is public or private). For requests for authorizations and approvals, and insofar as possible, it is best to avoid individual meetings and prioritize requests in writing. Therefore, employees are prohibited:

* from giving or receiving bribes and carrying out or receiving illegal payments;
* from offering money, gifts, invitations or any other tangible and intangible benefits, rights, preferences to officials in the Russian Federation, abroad or in the framework of an international organization who have the capacity of public agent, as well as to elected officials;
* from giving into the requests or demands in the Russian Federation or abroad from a public employee or anyone vested with a public service mission, to receive undue benefits in the form of money, services and advantages, etc., specifically by guaranteeing, facilitating or accelerating obtaining authorizations or administrative papers that Bonduelle has the right to (e.g., requests for permits, customs clearance);
* from offering, in the framework of business relationships or sponsorship activity, to a public or private person, or receiving, in similar circumstances, any form of advantage regarded as disproportionate or contrary to the law and local usage;
* from calling on an intermediary whose good reputation has not been proven, and/or for which remuneration does not correspond to an identifiable service and/or will not be correctly accounted for.

If a Bonduelle’s employee or a third party related to the conduct of business by Bonduelle is in an at-risk situation, they must ask:

* Are laws and regulations being complied with?
* Is this in compliance with the Code and the interests of the Company? Is this lacking any personal interests?
* Would I be comfortable if my decision is made known?
* If my decision is made public, won’t it affect Bonduelle’s image?
* How will my decision be perceived in five years?

In case of doubt, it is best to speak with a superior or another manager, and third parties must address to a manager or personnel head.

Furthermore, in the event of a proposal from a third party which is or seems to be an action of corruption or influence peddling, insofar as possible, it is best:

* To remind the individual of the existence of this Code;
* To ask them to write out their contact information and their request;
* To approach their superior, another manager or personnel head so that the situation may be assessed, and measures may be taken regarding this third party.

The Bonduelle’s employees will implement this Code as well as Bonduelle’s policies and procedures that seek to prevent the risk of corruption and influence peddling.

They will also take into account potential risks of corruption and influence peddling in their various activities (purchasing, selling, administrative procedures, lobbying, etc.) and habitual and non-habitual projects.

All employees are asked to actively participate in the continuous improvement of these measures by informing their superiors of the existence of risks or situations that have not been subject to preventive measures.

Finally, the employees who are the most exposed to risk, and who have been offered

risk-prevention training are asked to follow up and share this within their employees and third parties involved in the conduct of business by Bonduelle.

The employees in question that have relationships with the key partners of Bonduelle, whether they are clients and suppliers, external consultants, contractors, or other third parties, will apply the contractual policy of the Group and oversee that the Bonduelle Group Ethics Charter and the principles of the UN Global Compact are adhered with, will respect the principles of proper business conduct and will actively work so that their employees respect them, specifically in terms of preventing corruption. Bonduelle expects that its stakeholders will carry out activities to manage their risks regarding corruption and influence peddling. Bonduelle demands its partners accept being audited on these issues.

**Facilitation Payment Definition**

Facilitation payments are non-official payments (as opposed to legitimate and official dues and taxes) that are paid to facilitate or accelerate carrying out certain legitimate administrative formalities such as customs clearances. Bonduelle does not accept facilitation payments.

**Gifts and Invitations**

A gift is an advantage in kind (as opposed to money or equivalents (gift certificates or loans)) given by someone as a sign of appreciation or friendship, without expecting anything in return.

**Principles and Rules**

The improvement of commercial procedures does not exclude the exchange of gifts and invitations (outside of any prohibited practice regarding public agents, those holding public authority or an elected office in the Russian Federation or abroad).

The exchange of gifts should correspond to the following requirements/criteria:

The gifts that are offered or taken by/in relation to Bonduelle’s employees, as well as by/in relation to third parties, (i) must not be more expensive than four thousand (4,000) rubles, (ii) must be in compliance with local business usages and applicable legislation, (iii) must not harm the image or reputation of the Group due to their immoral nature and/or excessive value, and (vi) must not give rise to any moral or financial obligation for the beneficiary. They may, for example, be acts of typical courtesy or hospitality (including refreshments, meals), but in no way may they be acts of acquiescence or favoritism. Furthermore, gifts and invitations should remain infrequent, must not always be given to the same beneficiary or beneficiaries, and never be in cash or equivalents (gift certificates, etc.).

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

All Bonduelle’s employees are required to not accept or solicit any gift, favor or invitation or any advantage for themselves or anyone else, coming from individuals or organizations with which the employee has or has had business relationships, that may influence (or appear to influence) the impartiality with which they carry out their roles or represent (or appear to represent) a reward for their activities. Third parties being Bonduelle’s partners or otherwise related to the conduct of business by Bonduelle are also required to not solicit any gift, favor or invitation or any advantage for themselves or anyone else that may influence (or appear to influence) the impartiality with which they carry out their roles or represent (or appear to represent) a reward for their activities.

Any employee concerned with invitations and gifts more expensive than four thousand (4,000) rubles, whether they are the beneficiary or the giver, must refuse this gift or invitation or address to the relevant manager.

**Patronage and Sponsorship**

By patronage and sponsorship, the Bonduelle Group may bring its financial or material support to a charity, or a social, cultural or sporting activity.

Patronage and sponsorship actions may freely be implemented by business units in the framework of their activities, when they are not contrary to the laws and regulations in force, when they are compatible with the Group’s communication policy, and when they do not harm its image or its reputation.

In any case, the Group’s staff members and entities must ensure that the donations or financings are carried out for charitable purposes without seeking other objectives than highlighting its support for the abovementioned actions.

**Conflicts of Interests**

For the purposes of this Code, a conflict of interest is a situation in which an employee’s personal interest may affect the decision-making process and thereby cause damage to the company’s interests (both material damage and damage to goodwill).

Conflicts of interest include the following situations:

* having relatives in the Company – employer, if the performance of the employee’s job duties directly affects the performance of the relative’s job duties, or the performance of the job duties of both falls within the area of overlapping critical authority;
* having relatives in companies that are direct contractors (suppliers and buyers) with which Bonduelle has contracts;
* having relatives in public authorities, political parties;

• participation of the employee as a general director, founder in other organizations, or the presence of part-time work, under a civil law contract, or performance of labor/civil law duties in other companies in any lawful manner.

The Bonduelle’s employees and third parties must avoid situations where their personal interests may be put in conflict with those of Bonduelle and which may harm the Group. Objectivity should guide each individual in their related long-term relationships. Such relationships with various Group’s partners must be guided by impartiality and must not be initiated or influenced by personal elements.

Staff members must indicate to their superior or the personnel head of any actual or potential conflict of interest in order to allow the Group to prevent or resolve it.

Notification of any existing or potential conflict of interest is made by completing and signing a Conflict of Interest Declaration in any format, or, if the situation changes, by submitting a notice of the need to amend the Declaration.

The obligation to complete the Declaration does not preclude an employee from making a direct verbal appeal to his/her manager or the personnel head to respond to the situation in a timely manner.

**Representation of Interests**

**Definition**

Representing interests is influencing a public decision, specifically regarding a law or regulatory act by carrying out communication with a public individual (individual having the capacity of a public agent, or who is an agent of public authority or who is vested with elective public powers).

Representation is possible with respect to ways or areas permitted by the legislation of the Group entity country, such as participation in public and non-profit organizations (industry unions) and interaction with the media.

**Rules and Principles**

Actions carried out so that the Group’s activities are known must be done transparently regarding the interests represented, and honestly and respectfully. Any person who is representing interests must avoid:

* providing public individuals with information that is deliberately incomplete or inexact and may lead to an error;
* carrying out any action to obtain information or documents by fraudulent or dishonest methods.

**Observing the Accounting Control Procedures**

The Group must ensure that its accounting services, internal and/or external auditors, as well as all bodies in charge of oversight and monitoring compliance with procedures regarding creating and managing accounting and financial information are attentive, in their oversight of concealment of corruption in the books, registers and accounts.

Individuals who work in accounting oversight and monitoring (audits, certifying the accounts), must be particularly vigilant.

**Anticompetitive Practices**

The Bonduelle Group commits to respecting the rules regarding the competition law and implements, for the employees that have access to the strategic information, a training program on competition.

The employees in question must take part in the program and its updates. Managers must regularly remind their entities and teams of the competition law principles.

Employees are specifically prohibited from participating in agreements that fix prices, quota agreements for productions or sales, agreements for dividing up territories or clients and generally any practice that has the result of hindering fair competition, specifically those that seek to squeeze a competitor out of the market or restrict new competitors’ access to markets by illicit means.

The Bonduelle Group is committed to diversity among its employees. In all countries, it commits to zero discrimination, direct or indirect, in regard to labor relationships and working conditions based on, among others, age, race, marital status, disability, nationality, sexual orientation, ethnic or social origin, religion, or gender. This antidiscrimination policy applies not only during the hiring process but persists for the entire professional life.

All employees must ensure that their actions are not of a nature that infringes on the rights and dignity of their colleagues, that affects their physical or mental health or that compromises their professional future.

All employees must ensure fairness, ensure that there is a good relationship with their colleagues and avoid any discrimination and sexist remarks.

**Confidentiality**

**Principles**

Respecting confidentiality by employees guarantees Bonduelle’s integrity and ensures that a relationship of trust is maintained with its various partners.

Thus, it is essential that each employee ensures that all Bonduelle’s information and know-how remain strictly confidential and that all individuals at their own levels take the proper measures to ensure the confidentiality of information belonging to the company (disclosure, reproduction, and keeping it).

Furthermore, no information obtained by employees from the Bonduelle Group may be used directly or indirectly for the purpose of personal investments.

Likewise, employees must protect the confidential information of the partners.

**Definition**

Confidential information is the non-public information of Bonduelle and its partners. It may be:

* technical information (industrial know-how, technical procedures, etc.);
* commercial information (commercial and marketing policies, etc.);
* privileged economic and financial information (non-public financials, sales forecasts, etc.);
* strategic and organizational information (acquisitions, R&D, innovations, organization chart, etc.);
* personal information (any information regarding an individual (for example, an employee, a partner, a consumer) identified or identifiable, directly or indirectly).

**Obligations**

No matter the source of confidential information, the Bonduelle’s employees must comply with the following principles:

• it is prohibited from disclosing or making accessible to a third party information that is confidential;

* in terms of partners’ data, to keep confidential information strictly confidential and to treat it with, at the very least, the same degree of protection that it would grant to Bonduelle’s confidential information;
* to implement all the necessary measures to guarantee the physical security and integrity of the confidential information;
* if information contains personal data, to comply with the applicable procedures for processing personal data.

However, these confidentiality obligations do not hinder a whistleblower to divulge it, by an indicating procedure, in compliance with the law, when this disclosure is necessary and proportional to safeguarding the interests in question and that complies with the applicable alert procedure of Bonduelle.

**Insider Trading**

Bonduelle is traded on the Euronext market.

In the framework of their activities, certain employees may have access to privileged information. Privileged information is confidential information (precise and that has not been made public) which, if it were made public, would have a significant influence on Bonduelle’s shares in the market or on other financial instruments related to them (e.g., revenue, dividend amount, company acquisition, etc.).

Any employee having privileged information, while this information exists and has not been made public, is prohibited:

* From providing this information to third parties (except in the framework of normal work);
* From carrying out or recommending transactions to be carried out regarding Bonduelle’s shares or other financial instruments.

Any employee who does not comply with these rules exposes himself to criminal action before the criminal court or administrative action. In the event of this action, the employee may be exposed to very heavy financial penalties and potentially imprisonment.

**Other Risk-Prevention Obligations**

**Obligations for Assessing Third Parties**

**Assessing the Integrity of External Partners**

Whether it be clients, suppliers, external consultants, or agents, the integrity of Bonduelle’s partners must be subject to particular attention paid by Bonduelle’s employees before entering into the relationship and also while the relationship is underway.

Depending on the relevant importance level and risk level of the partner (scope of deliveries, purchases, credit limit, etc.), the employee in question should put applicable policies and procedures in place in order to ensure this integrity, subject to internal policies and procedures related to checking partners (due diligence, etc.) in accordance with the requirements of local legislation.

**Prevention Measures and Precautions to take with Intermediaries**

Specific measures must be applied when selecting intermediaries (such as agents performing marketing programs and events, providing other intermediary services) and cooperating with intermediaries in order to verify their integrity.

**At the Beginning of the Relationship until a Contract is Entered into**

At the beginning of the relationship or, at the latest, before entering into a contract with a partner, it is best to verify its reputation and history in terms of integrity (e.g., searching websites, the press, etc.), subject to internal policies and procedures related to checking partners (due diligence, etc.) in accordance with the requirements of local legislation.

Risk limiting measures may be contractual measures.

In the event of persistent doubt, and if the contract should be entered into, this contract must be in writing and contain the remuneration details, the contract duration, termination terms and claims procedure, etc., as well as it must include:

* a clause indicating that the partner implements measures to promote an ethical business policy and to fight corruption and influence peddling;
* an audit clause.

**While the Relationship is Underway**

While the relationship is underway, monitoring must be carried out by a responsible employee in terms of:

* the activity of the partner on behalf of Bonduelle;
* their reputation;
* payments and the corresponding payment documents.

**Assessment of the Vigilance of the Partners**

Bonduelle exercises control over its entire organization which seeks to identify and prevent risks associated with human rights violations, violations of fundamental freedoms, violations of the rights of health and security of individuals, as well as environmental damages, including in the framework of its relationships with contractors, suppliers , and external consultants.

Depending on the importance level and risk level of the partner, the employee should put in place procedures for assessing the situation regarding contractors, suppliers, intermediaries and external consultants with which it maintains established commercial relationships in order to ensure that these individuals promote equivalent principles as the Bonduelle Group Ethics Charter and the UN Global Compact, and do what is necessary to identify and prevent risks associated with human rights violations, violations of fundamental freedoms, violations of the rights of health and security of individuals, as well as environmental damages within their organizations.

**Obligation to Attend Training Sessions**

The directors, administrators, and employees of the Bonduelle Group entities must be aware of the requirements of this Code.

The directors, administrators, and employees of the Bonduelle Group entities for whom training is proposed regarding the applicability of this Code must attend it and share its fundamental principles with their entities and their teams, as well as during the business communication and interaction with third parties in the conduct of business of Bonduelle.

**Follow-Up and Continuous improvement**

It is the responsibility of every employee to implement this Code. Supervisors must verify compliance with these practices.

Furthermore, every employee taking a responsible approach must indicate, in all transparency, to its supervisor orally or via the alert procedure put in place, any situation that has not been taken into account in this Code. When communicating and interacting with third parties regarding Bonduelle business, employees must not only follow the principles and norms set forth in this Code, but also inform counterparties and other third parties about them, and in case third parties violate the principles and norms set forth in this Code, immediately notify their immediate supervisor, other manager or the personnel head thereof.

In the event there is no response, it is possible to consult the Ethics Committee at the following email address: [ethic\_committee@bonduelle.com](mailto:ethic_committee@bonduelle.com)[.](mailto:committee@bonduelle.com)

This Code will be updated if necessary in terms of changes to the risk map and new practices.

A periodic oversight will be carried out by the internal audit service in the framework of the audit program for the application of procedures under the Code.

The Ethics Committee will be informed of the progress.

The effectiveness of the Code is evaluated, and managing bodies are regularly informed of the follow-ups to alerts received.