

Issued by Board of Directors (the “Board”)	Date of issue 2016-09-15	Last update 2021-04-06	Edition 3	Page 1(3)
Approved by The Board, 2021-04-06	Matter ANTI-BRIBERY AND ANTI-CORRUPTION POLICY			
Distribution The Board, Group Management Team				

1. Introduction

This Policy summarises key features of anti-bribery and corruption control principles in order to prevent bribery and corruption within Cloetta. It explains compliance procedures to be followed by all Cloetta employees, along with information about applicable reporting and record keeping, and penalties for non-compliance with the Policy. It applies to Cloetta, all of its employees, and all persons engaged to perform work for Cloetta, including temporary agency personnel, contractor personnel, and non-employee agents acting on its behalf.

This Policy is closely related to Cloetta’s Code of Conduct Policy and together they intend to ensure compliance with applicable anti-bribery and corruption control principles. This Policy applies to all of our activities in all markets and the principles outlined in this document apply to our relationships with employees, customers, consumers, suppliers, competitors, official authorities and Non-Governmental Organisations (NGO).

This Policy is being circulated to all employees engaged in export selling, supplying, or purchasing products, as well as staff involved in Cloetta’s financial activities. This policy is available on the Cloetta Intranet for employees and has to be circulated by an employee or the CFO to third parties acting on behalf of Cloetta.

In order to ensure compliance of anti-bribery and corruption control principles set out herein, Cloetta has internal procedures for risk assessment and annual review of this Policy. Any questions must be raised directly with the CFO.

2. Anti-Bribery and Corruption Control Compliance and Policy Statement

Cloetta has adopted this Policy to avoid bribery and corruption by an employee or a third party acting on behalf of Cloetta in countries in which we do business. This Policy will be reviewed once per year to reflect important developments and update best practices. Any amendments to this Policy have to be approved by the CFO.

All employees of Cloetta or a third party acting on behalf of Cloetta must be certain, before offering or receiving any facilitation payments, gifts, hospitality and donations or anything else that includes a financial advantage, that this is permissible under this Policy. In the event there is a situation which might violate the provisions under this Policy, the CFO must be involved and give prior approval before anything is offered or received by an employee or a third party acting on behalf of Cloetta.

3. Bribery – general prohibitions

This Policy prohibits *bribing, receiving bribes, bribing foreign public officials and any private or public bribery.*

Prohibited bribing activities usually involve an offer to give or receive something including a financial advantage or other advantages which are given to encourage that person to act improperly. Whether activities should be regarded as prohibited or not has to be determined after an analysis of the circumstances in the individual situation in accordance with the below listed procedures.

It is never acceptable to offer or receive anything which can directly or indirectly influence a decision of another person in order to obtain an improper advantage. Even the mere act of offering is prohibited, regardless of whether or not the item of value is actually accepted by the intended recipient. The



prohibition covers cash payments, benefits and favours. In certain circumstances, it also covers otherwise legitimate business expenditures such as gifts, entertainment, travel, donations, sponsorships or training.

Before anything of value is offered or received by an employee or a third party acting on behalf of Cloetta to another person, it is important to consider whether there could be an inappropriate or illegitimate purpose. If this is the situation, nothing should be offered or received without the prior approval from the CFO.

This does not include any payment expressly permitted by local law.

4. Facilitation Payments

Facilitation payments are regarded as bribes and are prohibited under this Policy. Facilitation payments (and other payments that can constitute bribes) should only be permitted if there is duress (risk of harm) and is reported directly to the CFO.

If any employee or a third party acting on behalf of Cloetta is asked to pay a facilitation payment, this should be reported immediately to the CFO.

5. Gifts, Hospitality and Donations

If any employee or a third party acting on behalf of Cloetta is offered a gift, hospitality or donation, which could be in violation of this Policy, it should not be accepted without approval from the CFO. If there is any uncertainty on whether the gift, hospitality or donation could be prohibited, this should always be communicated with the CFO before it is offered or received by an employee or a third party acting on behalf of Cloetta.

If the estimated value of a gift, hospitality or donation has a more than insignificant value or where the circumstances in the particular situation are of the nature that it could be in violation of this Policy, it has to be reported and recorded by the CFO. For example gifts, hospitality and donations should not be offered or received in connection with a negotiations, during periods of negotiations or during procurement processes. Whether it is prohibited or not depends on the circumstances in the individual situation.

If an employee or a third party has offered or received a gift, hospitality or donation which is regarded as prohibited under this Policy, this has to be returned immediately regardless of the underlying purpose (for example charity).

Cost for hotel visits and transportation in connection with a customer visit can be prohibited under certain circumstances, for example if it includes activities which are not necessary for the purpose of the visit and cannot be regarded as usual business activities for Cloetta. Other indications on prohibited activities are inappropriate expensive costs in connection with the visit.

6. Third Parties

In order to be certain that third parties acting on behalf of Cloetta comply with the provisions set out in this Policy, Cloetta employees are required to apply the procedures described below.

The relevant third party has to be informed about the provisions set out in this Policy. It is the responsibility of the employee working with the relevant third party to use its best efforts to ensure compliance with this policy including the below listed compliance procedures.

The employee is also responsible to immediately report any known non-compliance of this Policy by a third party to the CFO.

7. Compliance Procedures



Cloetta's employees must be certain, before offering or receiving anything including a financial advantage that this is permitted under this Policy. Below, the specific actions to be undertaken as part of compliance procedures are described.

A. Charitable and Political Donations

It is important to seek approval from the Board for all charitable donations being made on behalf of Cloetta in capacity as employee of the company.

Political Donations are strictly prohibited.

B. Reporting and record keeping

Cloetta has implemented a whistleblowing system in order to improve compliance with the anti-bribery and corruption control principles set out in this Policy.

Employees who suspect that there has been a violation of the provisions set out in this Policy by one's self or another person, must immediately report this to the CFO for further investigations. Alternatively this can be reported by using the anonymous whistleblowing reporting channel described in the fraud and whistleblower policy. Any related pending actions must be put on hold until these are cleared and the ultimate decision as to whether or not permit relevant action will rest with the CFO.

Records related to prohibited actions must be kept and maintained for a period of at least five years explaining the situation and the results of any investigation.

C. Contract Language

Cloetta's employees must also ensure that any contract contains appropriate anti-bribery and corruption related language approved by the CFO. Such language must aim to ensure Cloetta's compliance with applicable anti-bribery and corruption principles. If necessary standard (or as needed, special) contractual clauses will be provided by the CFO.

8. Information to Cloetta employees

Cloetta will inform all affected Cloetta employees to ensure a correct implementation and compliance of this Policy. The information will cover basic anti-bribery and corruption control principles. This policy will be distributed to relevant employees of Cloetta and they have to certify in writing that they have read and understood the provisions set out in this policy. This will also be distributed to all relevant new employees in connection with their employment. If not handled in other contractual clauses, the provisions set out in this clause also apply to third parties acting on behalf of Cloetta.

9. Internal Monitoring and Review Process

The CFO will review this Policy annually. Important new or amended anti-bribery and corruption related principles will be reflected in the Policy as soon as possible. The CFO may request a third party to undertake compliance audits to ensure integrity of this policy.

Any suggestions or queries in respect of this Policy should be raised directly with CFO.

11. Penalties for non-compliance

Violations of this Policy is not acceptable and can lead to disciplinary actions for the employee or the relevant third party.