

Policy against bribery, corruption and unethical business practices

DI-AD-5001E

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23/11/2021

1. POLICY STATEMENT

1.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zerotolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

1.2 We will uphold all laws in the EU. We remain bound by EU laws.

2. ABOUT THIS POLICY

2.1 The purpose of this policy is to:

(a) set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption;

(b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

2.2 It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals that are found guilty can be sentenced by up to ten years' imprisonment and or a fine. As an employer if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for retail contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.

2.3 In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2.4 This policy does not form part of any employee's contract of employment and we may amend it at any time.

3. WHO MUST COMPLY WITH THIS POLICY?

3.1 This policy applies to all persons working for Mulder natural foods, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

4. WHO IS RESPONSIBLE FOR THE POLICY?

4.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

4.2 The CEO and Management have primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

4.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

4.4 You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the CEO and Health & Safety Manager.

5. WHAT ARE BRIBERY AND CORRUPTION?

5.1 Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

5.2 An advantage includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

5.3 A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

5.4 Corruption is the abuse of entrusted power or position for private gain.

Examples:

Offering a bribe: You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official: You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process. The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

6. WHAT YOU MUST NOT DO

6.1 It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your manager;
- (f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (g) engage in any other activity that might lead to a breach of this policy.

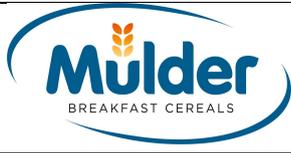
7. FACILITATION PAYMENTS AND KICKBACKS

7.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

7.2 Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the EU or UK, but are common in some other countries [in which we operate].

7.3 Kickbacks are typically payments made in return for a business favour or advantage.

7.4 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for



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DI-AD-5001E

1

23/11/2021

the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the CEO and Health & Safety Manager.

8. GIFTS, HOSPITALITY AND EXPENSES

8.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

8.2 The giving and accepting of gifts is allowed if the following requirements are met:

- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it is given in our name, not in your name;
- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
- (e) it is given openly, not secretly; and (f) it complies with any applicable local law.

8.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

8.4 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

8.5 We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

9. DONATIONS

9.1 We do not make contributions to political parties.

9.2 We only make charitable donations that are legal and ethical under local laws and practices. No donation must be **offered** or made without the prior approval of Senior Management Committee.

10. RECORD-KEEPING

10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

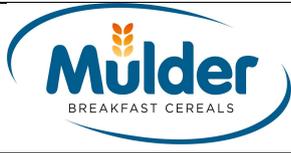
10.2 You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

10.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

10.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

11. YOUR RESPONSIBILITIES

11.1 You must ensure that you read, understand and comply with this policy.



Policy against bribery, corruption and unethical business practices

DI-AD-5001E

1

23/11/2021

11.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

11.3 You must notify the CEO and Health & Safety Manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further “red flags” that may indicate bribery or corruption are set out in Clause 16.

12. HOW TO RAISE A CONCERN

12.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

12.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your manager or the CEO or Quality Manager or report it in accordance with our Whistleblowing Policy as soon as possible.

12.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your manager or the CEO and Quality Manager or through the confidential helpline.

13. WHISTLE BLOWING / PROTECTOR POLICY

It is important that all employees work together to encourage a culture of honesty and accountability in order to prevent situations where there is a risk to all customers, colleagues, products or reputation, and to address them in a timely manner if they do occur.

To make it easier for concerns to be raised, and to maintain confidentiality, Mulder operates a ‘Whistle Blower’ service, a confidential telephone and email service, which allows suspected issues to be raised at an early stage, confidentially and in the right way.

Group Whistle Blowing Policy

Purpose

We are committed to doing business in accordance with the law, our Code of Business Conduct (our Code) and our Values. We encourage whistle blowing as it plays an important role in achieving this commitment and is part of an open, honest and Values-based culture. This policy sets out how colleagues can report concerns and explains the protection and support that will be given to those who speak up.

Scope

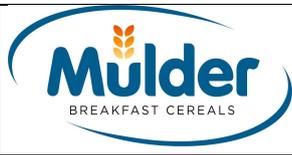
This policy applies to all Mulder colleagues. It is our policy to encourage colleagues to speak up if they have any concerns about wrongdoing. Any colleague who raises their concerns in good faith will be supported for doing so and will be protected from retaliation.

Raising your concerns

You can report concerns about any conduct that you think might be a breach of the law, our Code or our Values. The whistle blowing process is not for reporting minor grievances or HR issues. For those issues, you should speak with your line manager or contact.

If you cannot talk directly to the person whose conduct is causing concern, you are encouraged to raise the matter with your line manager first. If you are unable to raise your concern with your line manager or they take no action, you must raise your concern using any of the following channels:

1. Speak directly with a member of your team;



Policy against bribery, corruption and unethical business practices

DI-AD-5001E

1

23/11/2021

2. Contact your Manager, HR-Manager, Health & Safety Manager or CEO.

Investigation of concerns

All concerns raised at Mulder are taken seriously. Prompt steps will be taken to consider your concern and, where appropriate, investigate the allegations in line with the Mulder Standard for the conduct of internal investigations. Your concern will be managed confidentially. That means that all information on the matter, including the identity of individuals involved, will only be shared where necessary with relevant individuals. Any Personal data that you provide in connection with a whistle blowing report will be processed in accordance all applicable data protection laws.

Non-retaliation

We do not tolerate retaliation in any form against individuals who raise concerns and we are committed to ensuring that colleagues who raise concerns are not victimised. If you raise a genuine concern in good faith, you will not face any adverse consequences for speaking up, even if you were mistaken about your concern. If you believe that you are being retaliated against, you should report it immediately. Any individuals found to be deliberately retaliating against a whistle blower will be investigated in accordance with the company disciplinary policy and their action may result in action up to and including dismissal.

Clear governance: Leadership show clear tone from the top and lead by example;
Policies: The Whistleblowing Policy is adopted locally and easily accessible to colleagues;
Procedures & guidance: Business units must operate five formal whistleblowing channels and implement procedures to ensure complaints received via any of these channels are investigated in accordance with the Group standards on investigations.

Communications & training: Appropriate training and communications take place throughout the year to ensure colleagues know how to raise and handle concerns.

Investigations & sanction: Complaints are investigated and appropriate sanctions taken where necessary.

Monitoring & auditing: Data is regularly reported to the local Compliance Committee.

14. PROTECTION

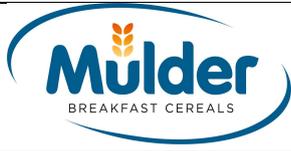
14.1 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

14.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the CEO and Health & Safety Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

15. TRAINING AND COMMUNICATION

15.1 Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary.

15.2 Our zero-tolerance approach to bribery and corruption should be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.



Policy against bribery, corruption and unethical business practices

DI-AD-5001E

1

23/11/2021

16. BREACHES OF THIS POLICY

16.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

16.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

17. POTENTIAL RISK SCENARIOS: "RED FLAGS"

17.1 The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

17.2 If you encounter any of these red flags while working for us, you must report them promptly to your manager or to the CEO and Health & Safety Manager or using the procedure set out in the whistleblowing policy

(a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices

(b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;

(c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;

(d) a third-party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;

(e) a third-party request that payment is made to a country or geographic location different from where the third party resides or conducts business;

(f) a third party requests an unexpected additional fee or commission to "facilitate" a service;

(g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

(h) a third-party request that a payment is made to "overlook" potential legal violations;

(i) a third-party request that you provide employment or some other advantage to a friend or relative; (j) you receive an invoice from a third party that appears to be non-standard or customised;

(k) a third party insists on the use of side letters or refuses to put terms agreed in writing;

(l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

(m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;

(n) you are offered an unusually generous gift or offered lavish hospitality by a third party