



Governance

138 Corporate Governance

156 Remuneration Report

167 Agenda & Contact



Corporate Governance

Corporate Governance

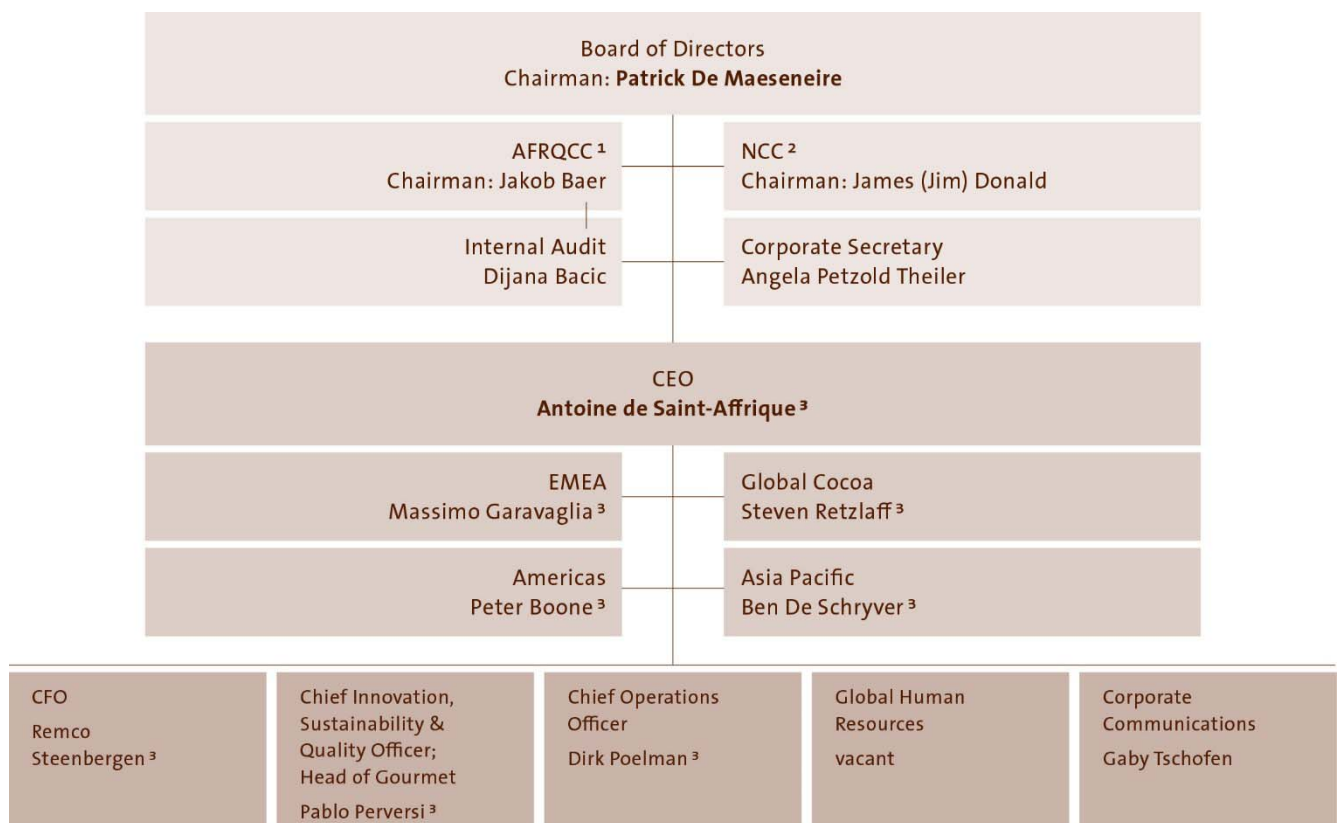
The information that follows is provided in accordance with the Directive on Information Relating to Corporate Governance (DCG) issued by the SIX Exchange Regulation division. The principles and rules of Corporate Governance as practiced by Barry Callebaut AG are laid down in the Articles of Incorporation, the Internal Regulations of the Board of Directors and the Charters of the Board Committees. These are reviewed regularly by the Board of Directors and adapted as needed.

Group structure and shareholders

As of November 7, 2018, the Barry Callebaut Group has been organized into different regions: Region EMEA (including Western Europe and Eastern Europe, Middle East and Africa), Region Americas and Region Asia Pacific. The globally managed Global Cocoa is reported as a separate segment, like a Region. The figures under the

respective Regions show all chocolate sales, while the figures reported under Global Cocoa show all sales of cocoa products to third-party customers globally, i.e. in all regions.

The Group’s business can also be separated into three different Product Groups: Food Manufacturers Products, Gourmet & Specialties Products and Cocoa Products.



1 AFQCC: Audit, Finance, Risk, Quality & Compliance Committee.
 2 NCC: Nomination & Compensation Committee.
 3 Member of the Executive Committee.

Corporate Governance

The structure of the financial reporting is explained in note 3 to the Consolidated Financial Statements. Barry Callebaut AG (the “Company”) was incorporated on December 13, 1994, under Swiss law, with head offices located at Pfingstweidstrasse 60 in Zurich, Switzerland. The Company is registered in Switzerland and has been listed on the SIX Swiss Exchange (BARN, ISIN Number: CH0009002962) since 1998. The Company has not requested admission to trading of its shares on any other stock exchange. As at August 31, 2018, the total number of issued shares in the Company was 5,488,858 and Barry Callebaut’s market capitalization based on issued shares was CHF 9,484.7 million (August 31, 2017: CHF 7,574.6 million).

The principal subsidiaries of the Company are listed in note 29 to the Consolidated Financial Statements. The significant shareholders of the Company are listed in note 3.4 to the Financial Statements of the Company with Jacobs Holding AG as the majority shareholder with a participation of 50.11% of the issued share capital (August 31, 2017: 50.11%).

Capital structure

The information required by the DCG regarding the capital structure is provided in note 25 (share capital, movements in the share capital) to the Consolidated Financial Statements. The Company has no convertible bonds outstanding. The issued share capital is divided into 5,488,858 registered shares with a nominal value of CHF 0.02 (2017: CHF 7.29). All of the issued shares are fully paid and validly issued and are not subject to calls for additional payments of any kind. The Company has one class of shares, which carries no right to a fixed dividend.

By resolution of the Annual General Meeting on December 13, 2017, the shareholders approved the proposed distribution of dividends in the amount of CHF 20.00 per share, to be executed through a dividend payment from the earnings available for distribution in the amount of CHF 69,873,160 and through capital reduction in the amount of CHF 39,903,998. The respective payments to the shareholders took place on March 2, 2018.

Board of Directors

The Board of Directors is ultimately responsible for the policies and management of the Company. The Board of Directors establishes the strategic, accounting, organizational and financing policies to be followed, and appoints the Executive Committee, to which the Board of Directors has delegated the operational management of the Company. Besides its non-transferable and inalienable duties pursuant to Swiss corporate law, the Board of Directors has retained certain competencies as set forth in the Company’s Internal Regulations and in a detailed tabular Annex thereto, both of which are publicly accessible on the website of Barry Callebaut (<https://www.barry-callebaut.com/about-us/investors/corporate-governance/functioning-board>). As set forth in the Company’s Articles of Incorporation, no member of the Board of Directors may hold more than 15 additional mandates, of which no more than five may be in stock-exchange-listed companies.

As of August 31, 2018, the Board of Directors consisted of eight non-executive members. Each Director is elected by the shareholders of Barry Callebaut AG at the Annual General Meeting of Shareholders for a term of office of one year and may be reelected for successive terms.

The composition of the Board of Directors of Barry Callebaut AG as of August 31, 2018, was as follows:

Name	Nationality	Member since	Function	AFRQCC	NCC
Patrick De Maeseneire	Belgian	2015	Chairman		
Fernando Aguirre	US/Mexican	2013	Director		Member
Jakob Baer	Swiss	2010	Vice Chairman	Chairman	
James (Jim) Donald*	US	2008	Director		Chairman
Nicolas Jacobs	Swiss	2012	Director	Member	
Elio Leoni Sceti	Italian	2017	Director		Member
Timothy Mingos	US	2013	Director	Member	
Juergen Steinemann	German	2014	Director		Member

* Will not stand for reelection at the Annual Meeting of Shareholders of December 12, 2018.

Corporate Governance

Patrick De Maeseneire Chairman, Belgian national



Patrick De Maeseneire (1957) was elected to the Board of Directors of Barry Callebaut AG as Chairman at the Annual General Meeting of Shareholders in December 2016. Previously, he had served as Vice Chairman of the Board of Directors since December 2015.

Patrick De Maeseneire started his professional career in 1980 at Arthur Andersen. Between 1980 and 1997, he held executive positions at Wang, Apple Computer, and Sun International. He joined the Adecco Group in 1998, where he held leading positions both in Europe and in the US. From 2002 to 2009, Patrick De Maeseneire served as CEO of Barry Callebaut. In 2009 he returned to Adecco to become CEO of the Adecco group, a position he held until August 2015.

On November 4, 2015, he was named CEO of Jacobs Holding AG, the major shareholder of Barry Callebaut AG.

Patrick De Maeseneire also served on the Board of Ahold Delhaize, one of the largest global food retailers, from 2015 to 2018.

Patrick De Maeseneire earned a Master's degree in Commercial Engineering at the Solvay Business School of Brussels University (VUB), Belgium, and a special license in Marketing Management at the Vlerick Leuven Gent Management School, Belgium. Patrick De Maeseneire also completed studies in Business Management at the London Business School and INSEAD, Fontainebleau, France.

In 2007, Patrick De Maeseneire was granted the title of Baron by King Albert II of Belgium.

Jakob Baer Vice Chairman, Swiss national



Jakob Baer (1944) started his career in 1971 at the Federal Finance Administration. From 1975 to 1991, he was with Fides Group, where he held various positions including Consultant, Head of Legal Department, Branch Office Manager, Zurich, and Member of the Division Management Advisory Services. During 1991/1992, Jakob Baer led the planning and execution of the management buyout of the Advisory Services unit of Fides Group, which became part of KPMG Switzerland. He was a member of the Executive Committee of KPMG Switzerland from 1992 to 1994. From 1994 to 2004 he held the position of CEO of KPMG Switzerland and was a member of KPMG's European and International Leadership Boards.

Jakob Baer was Counsel at Niederer Kraft & Frey AG, attorneys at law, Zurich, Switzerland, from 2004 to 2009.

Corporate Governance

He also served as a member of the Board of Directors of Adecco from 2004 to 2012, of Swiss Re and of Allreal Holding AG, both from 2005 to 2014, of Rieter Holding AG from 2006 to 2016 and of IFBC AG from 2007 to June 2018.

Jakob Baer is Chairman of Stäubli Holding AG, Switzerland.

Jakob Baer was admitted to the bar (1971) and subsequently obtained a Doctorate degree in Law (Dr. iur.) from the University of Bern, Switzerland.

Fernando Aguirre

Director, Mexican/US national



Fernando Aguirre (1957) served as Chairman and CEO of Chiquita Brands International, Inc., a leading international food manufacturer, from 2004 to 2012. Prior to Chiquita, Fernando Aguirre worked in various management positions for more than 23 years at The Procter & Gamble Co, such as President of Special Projects, President of the Global Feminine Care business unit, Vice President of Global Snacks and US Food Products business units, Vice President of Laundry & Cleaning Products, Latin America, and Regional Vice President, Latin America, North.

Since 2011, Fernando Aguirre is a member of the Board of Directors of Aetna, Inc., a Fortune 100 publicly held company mainly focused on health care benefits and insurance, where he serves on the Audit and Executive Committee and chairs the Nominating and Corporate Governance Committee. Immediately after the closing of the acquisition of Aetna, Inc. by CVS Health, Fernando Aguirre will become a member of the Board of Directors of CVS Health. He also served on the Board of Directors of Levi Strauss & Co. from 2010 to 2014, on the Board of Coca Cola Enterprises from 2005 to 2010, and as a member of the International Board of the Juvenile Diabetes Research Foundation from 2006 to 2012.

At present, Fernando Aguirre is the owner and CEO of the Erie Sea Wolves professional baseball team, an affiliate of the Detroit Tigers. He is also Vice Chairman of the Myrtle Beach Pelicans, an affiliate of the Chicago Cubs.

He holds a Bachelor of Science in Business Administration from Southern Illinois University Edwardsville and earned Harvard Business School graduate status in 2009.

Corporate Governance

James (Jim) Donald
 Director, US national



Jim Donald (1954) has served as President and Chief Executive Officer of Albertsons Companies, one of the largest supermarket chains in North America, since September 2018 after joining the company in May 2018 as President and Chief Operating Officer.

Jim Donald served from October 1996 to October 2002 as Chairman, President & CEO of Pathmark Stores, Inc., a USD 4.6 billion regional supermarket chain located in New York, New Jersey and Pennsylvania. Prior to that, he held a variety of senior management positions with Albertson's, Inc., Safeway, Inc., and Wal-Mart Stores, Inc. From October 2002 to March 2005, Jim Donald served as President of Starbucks, North America. Under his leadership, Starbucks experienced strong growth and performance. Jim Donald was also President & CEO of Starbucks Corporation from April 2005 to January 2008. Furthermore, Jim Donald served as President and CEO of Haggan, Inc., a 33-store Pacific Northwest grocery company based in Bellingham, from September 2009 to March 2011. Then, from 2012 to 2015, he served as CEO of Extended Stay, a large US-based hotel chain.

From 2008 to 2013, Jim Donald also served as a member of the Board of Directors of Rite Aid Corporation, one of the leading drugstore chains in the US with more than 4,900 stores in 31 states.

Jim Donald graduated with a Bachelor's degree in Business Administration from Century University, Albuquerque, New Mexico.

Corporate Governance

Nicolas Jacobs

Director, Swiss national



Nicolas Jacobs (1982) has served as a Board member of Barry Callebaut since 2012 and was previously Managing Director for the Company's cocoa and chocolate operations in South America.

Nicolas Jacobs is also the Managing Partner of Consumer Investment Partners (CIP), an entrepreneurial investment company focused on investments in the consumer goods sector.

Nicolas Jacobs acts as the Executive Co-Chairman of Jacobs Holding AG, a professional investment company and majority shareholder of Barry Callebaut.

Nicolas Jacobs started his career at Goldman Sachs and later served at Restaurant Brands International (RBI) as Senior Director for Global M&A and Development.

Nicolas Jacobs holds a Master's degree in Law from the University of Zurich, a Master of Finance from London Business School and a Master of Business Administration from INSEAD in Fontainebleau.

Elio Leoni Sceti

Director, Italian national



Elio Leoni Sceti (1966) joined the Board of Barry Callebaut in December 2017.

Elio Leoni Sceti has over 25 years of experience in the consumer goods and media sectors. He is co-founder and chief crafter of thecraftory.io, the first investment house for mission-driven challenger brands.

Elio Leoni Sceti was formerly CEO of Iglo Birdseye until June 2015, when he oversaw its sale to Nomad Foods. Previously, Elio Leoni Sceti was CEO of EMI Music from 2008 to 2010 and he earlier held senior leadership roles, firstly at Procter & Gamble and then at Reckitt Benckiser, where he served as CMO, global head of Innovation and then head of the European operations.

Elio Leoni Sceti is also Chairman of LSG Holdings and an independent non-executive director of beverage and brewing multinational Anheuser-Busch InBev.

Elio Leoni Sceti is also a Trustee and a Counsellor of One Young World and on the UK Board of Room to Read, a charity promoting education and gender equality.

Elio Leoni Sceti holds a degree in Economics from LUISS in Rome, where he also passed the Dottore Commercialista post-graduate bar exam.

Corporate Governance

Timothy Minges

Director, US national



Timothy Minges (1958) spent his entire career in the food industry, including 32 years at PepsiCo before retiring in 2016. Prior to retirement, Tim Minges was Executive Vice President Chief Customer Officer, PepsiCo North America Beverages, and a member of PepsiCo's Executive Committee. Prior to 2013, he was President and CEO of PepsiCo's operations in Greater China and President of PepsiCo Foods Asia Pacific. Prior to PepsiCo, Tim Minges worked as a CPA at Alexander Grant.

Tim Minges sat on a variety of public company boards at PepsiCo, including Calbee Foods Japan, Pepsi-Cola Philippines and Serm Suk Thailand as well as the Board of the North American Coffee Partnership (a PepsiCo joint venture with Starbucks).

Tim is engaged as an early stage investor in a variety of food and beverage startups in America and co-founder and Board member of Taokaenoi USA, a joint venture with Thailand's leading seaweed snack brand. Tim is also a Board member of Master Kong (Tingyi) Beverages, China's largest beverage company.

Tim Minges holds a Bachelor of Science in Accounting from Miami University, Oxford, Ohio, and has completed the PepsiCo Executive Development Program at Yale School of Management.

Corporate Governance

Juergen Steinemann

Director, German national



Juergen Steinemann (1958) was elected to the Board of Directors of Barry Callebaut AG at the Annual General Meeting of Shareholders in December 2014. He had served as CEO since August 2009 and stepped down at the end of September 2015.

Before joining Barry Callebaut, he served as a member of the Executive Board of Nutreco and as Chief Operating Officer since October 2001. Nutreco is a leading global animal nutrition and aquaculture company, headquartered in the Netherlands. From 1999 to 2001, Juergen served as CEO of Unilever’s former subsidiary Lodders Croklaan, which produces and markets specialty oils and fats for the food industry. Between 1990 and 1998, he was with the former Eridania Béghin-Say Group, where he held various senior positions in business-to-business marketing and sales, ultimately in the “Corporate Plan et Stratégie” unit at the head office in Paris.

In addition, Juergen Steinemann currently serves on the following Supervisory Boards: METRO AG (Chairman), a leading international specialist in wholesale and food retail trade; Bankiva B.V. (Chairman), a leading player in the European poultry meat market; Big Dutchman AG (Vice Chairman), the market leader in feeding systems and housing equipment for pig and poultry production; and Lonza Group Ltd (member) one of the world’s leading suppliers to the Pharma & Biotech and Specialty Ingredient markets.

Juergen Steinemann is an entrepreneur who holds several investments in the food and agri industry. Furthermore, he serves as a Senior Advisor on the Advisory Board of Tower Brook Capital Partners LP.

Corporate Governance

Functioning of the Board

The Board of Directors constitutes itself at its first meeting subsequent to the Company's Annual General Meeting of Shareholders, with the exception of the Chairman and the members of the Compensation Committee, who are elected by the Annual General Meeting of Shareholders pursuant to the Articles of Incorporation and Swiss corporate law. The Board of Directors elects the Vice Chairman. It meets as often as business requires, but at least four times per fiscal year. The meetings usually take place in Zurich. If possible, the Board of Directors meets once per year at one of the Barry Callebaut production sites and combines this meeting with a visit to the local operation. During fiscal year 2017/18, the Board of Directors met six times. One meeting lasted 13 hours, one meeting lasted six hours, one meeting lasted six and a half hours, one four and a half hours, and two meetings lasted one hour. The two latter meetings took place in the form of conference calls. In fiscal year 2017/18, the Board of Directors held one of its regular meetings in the context of a three-day visit to Brussels/Wieze/Halle, Belgium.

The Chairman invites the members of the Board to the meetings in writing, indicating the agenda and the motions for resolution thereto. The invitations are sent out at least ten business days prior to the meeting. Each member of the Board can request that the Chairman call for a meeting without undue delay. In addition to the materials for Board meetings, the members of the Board receive monthly financial reports.

At the request of one member of the Board, members of the Executive Committee are invited to attend meetings. The Board of Directors can determine by majority vote that other third parties, for example external consultants, may attend part or all of the meetings. In the fiscal year under review, the Chief Executive Officer, the Chief Financial Officer and, depending on the agenda items, other members of the Executive Committee or Management were present at all Board meetings and all Committee meetings. At the end of each physical Board meeting, there is a closed Board session without the participation of the Management.

Resolutions are adopted by a simple majority of the members of the Board being present or represented. Resolutions can also be adopted by unanimous circular decision. Members of the Board may only be represented by a fellow member of the Board. In the event of a tie vote, the proposal is deemed not to be resolved. Resolutions made at the Board meetings are documented through written minutes of the meeting.

Members of the Board may request any information necessary to fulfill their duties. Outside of meetings, any members of the Board may request information from

members of the Executive Committee concerning the Group's business development. Such requests for information must be addressed to the Chairman of the Board.

The Board of Directors has formed the following Committees:

Audit, Finance, Risk, Quality & Compliance Committee
Jakob Baer (Chairman), Nicolas Jacobs, and Timothy Minges

The role of the Audit, Finance, Risk, Quality & Compliance Committee (AFRQCC) is to assist the Board of Directors in carrying out its responsibilities and make recommendations regarding the Company's accounting policies, financial reporting, internal control system, legal and regulatory compliance and quality management. The Board of Directors has not delegated any decision-making power to the AFRQCC.

In addition, the AFRQCC reviews the basic risk management principles and guidelines, the hedging and financing strategies as well as the bases upon which the Board of Directors determines risk tolerance levels and limits for exposures of raw material positions. For details on the financial risk management, see note 26 to the Consolidated Financial Statements.

The AFRQCC further assists the Board of Directors in overseeing the external auditors. The AFRQCC recommends the external auditors for election, reviews the quality of their work, their qualification and independence, the audit fees, the external audit coverage, the reporting to the Board of Directors and/or the AFRQCC, and assesses the additional non-audit services as well as the annual financial statements and the notes thereto. The external auditors attended two meetings of the AFRQCC in fiscal year 2017/18; furthermore, the Chairman of the AFRQCC met the lead external auditor three times outside AFRQCC meetings.

The Company has its own Internal Audit Department, which reports to the Chairman of the AFRQCC. The AFRQCC reviews the quality of the Internal Audit Department. The scope of internal auditing encompasses the examination and evaluation of the adequacy and effectiveness of the organization's internal control system and the quality of performance in carrying out assigned responsibilities. Significant findings of the Internal Audit Department as well as the respective measures of the Management are presented and reviewed in the meetings of the AFRQCC and, in material cases, in the meetings of the Board of Directors. The AFRQCC reviews the annual plan of the Internal Audit Department based on a

Corporate Governance

risk assessment. In the last fiscal year, the Internal Audit Department was supported on two projects by third-party experts.

Pursuant to the Group’s “Fraud Response and Whistleblowing Policy,” the Fraud Committee, chaired by the Group’s General Counsel, evaluates and, as the case may be, investigates alleged violations of the Code of Conduct under the supervision of the Chairman of the AFRQCC. The Fraud Committee reports all pending cases to the AFRQCC on a regular basis.

The AFRQCC meets as often as business requires, but at least three times per fiscal year. The meetings usually take place in Zurich. In the last fiscal year, the Committee met six times. The meetings lasted two to three hours. One of the meetings took place in the context of the Board of Directors’ three-day visit to Brussels/Wieze/Halle, Belgium.

Nomination & Compensation Committee

James (Jim) Donald (Chairman), Fernando Aguirre, Elio Leoni Sceti, and Juergen Steinemann

The Company’s Nomination & Compensation Committee (NCC) is elected by the Annual General Meeting of Shareholders and advises the Board of Directors in determining and verifying the compensation strategy and regulations of the Group as well as in preparing the motions for the attention of the General Meeting of Shareholders regarding the compensation of the Board of Directors and the Executive Committee. It further assists the Board of Directors in defining and monitoring the performance criteria and it makes recommendations to the Board of Directors with respect to the selection, nomination,

compensation, evaluation, and, when necessary, the replacement of key executives. The Board of Directors has not delegated any decision-making power to the NCC. The NCC establishes jointly with the Chief Executive Officer a general succession planning and development policy. The NCC reviews and recommends the remuneration to be paid to members of the Board of Directors and the Members of the Executive Committee. It also ensures a transparent Board and Executive Committee nomination process and evaluates potential conflicts of interest involving Management and Members of the Board. The NCC monitors the developments of the regulatory framework for compensation of the top Management and the Board of Directors on an on-going basis and develops suggestions for the respective adaptations of the Group’s compensation system.

The NCC meets as often as business requires, but at least three times per fiscal year. The meetings usually take place in Zurich. Last year, the NCC met five times, once in the form of a conference call. The meetings lasted two hours. One of the meetings took place in the context of the Board of Directors’ three-day visit to Brussels/Wieze/Halle, Belgium.

Executive Committee

The Executive Committee consists of nine functions and is headed by the Chief Executive Officer. For external activities of each member of the Executive Committee, see the respective curriculum vitae. No member of the Executive Committee may hold more than five additional mandates, of which no more than two may be in stock-exchange-listed companies.

Name	Function	Nationality	Member since
Antoine de Saint-Affrique	Chief Executive Officer	French	2015
Victor Balli	Chief Financial Officer	Swiss	2007 (until February 28, 2018)
Remco Steenbergen	Chief Financial Officer	Dutch	as of March 1, 2018
Peter Boone	CEO and President Americas	Dutch	2012
Massimo Garavaglia	President EMEA	Italian	2004
Carole Le Meur	Chief Human Resources Officer	French	2016 (until September 9, 2018)
Pablo Perversi	Chief Innovation, Sustainability & Quality Officer; Head of Gourmet	Spanish/Argentinean	2017
Dirk Poelman	Chief Operations Officer	Belgian	2009
Steven Retzlaff	President Global Cocoa	US/Swiss	2008
Ben De Schryver	President Asia Pacific	Belgian	2017

Corporate Governance

Antoine de Saint-Affrique

Chief Executive Officer, French national



Antoine de Saint-Affrique (1964) is Chief Executive Officer of Barry Callebaut AG and was appointed to that role as of October 1, 2015.

From September 2011 to September 2015, Antoine de Saint-Affrique served as President Unilever Foods and Member of Unilever’s Group Executive Committee, where he was accountable for businesses with a combined turnover of EUR 12.4 billion.

Prior to this, Antoine de Saint-Affrique was Executive Vice President of Unilever’s Skin category – an area of the business which includes leading brands such as Dove, Lux, Lifebuoy and Pond’s. From 2005 to 2009, Antoine de Saint-Affrique was Executive Vice President for Unilever’s Central and Eastern Europe region – an area covering 21 countries. He was based in Moscow. Before joining Unilever in 2000, Antoine de Saint-Affrique was Marketing Vice President and a Partner at Amora Maille, a foods company which was acquired under a leveraged buyout from the Danone Group. He served as a reserve naval officer between 1987 and 1988.

Antoine de Saint-Affrique has lived in Africa, the US, Hungary, the Netherlands, Russia, and the United Kingdom. He is a Non-Executive Director and a member of both the CSR and the strategy committee at the ophthalmic company Essilor International, the world leader in corrective lenses. He has also been Conseiller du Commerce Extérieur since 2004.

Antoine de Saint-Affrique has a degree in Business Administration from ESSEC (1987) in Paris, and a qualification in executive education from Harvard Business School. Since 2004, he has led the Marketing course at Mines ParisTech (Corps des Mines).

Corporate Governance

Remco Steenbergen

Chief Financial Officer, Dutch national



Remco Steenbergen (1968) was appointed to the position of Chief Financial Officer and member of the Executive Committee of Barry Callebaut effective March 1, 2018.

Remco Steenbergen started his career with KPMG in the Netherlands in 1986. In 1993, he moved to the United Kingdom as Manager Corporate Finance with KPMG in London. From 1995 to 1998, he worked as Senior Manager in the International Practice of KPMG in Taipei, Taiwan.

Remco Steenbergen joined Royal Philips, a leader in health technology, in 1998 as CFO Television Europe and Global Industry in Bruges, Belgium. In 2002, he was promoted to Vice President, General Manager of Finance Shared Services Europe in Dublin, Ireland. From 2004 to 2009 he served as Senior Vice President, Group Chief Accountant for Philips in Amsterdam, Netherlands. In 2009, Remco Steenbergen transitioned to Boston, USA, as Senior Vice President, Sector Controller Healthcare and became Senior Vice President, CFO Business Imaging Systems in 2011. In 2014, he returned to Europe as Executive Vice President, Group Controller, in Amsterdam, Netherlands, and was subsequently appointed Executive Vice President, CFO HealthTech Businesses, Innovation & Group Functions in 2015.

Remco Steenbergen received a post-doctorate in Accountancy from the Erasmus University in Rotterdam, Netherlands, and holds an MBA from IMD in Lausanne, Switzerland.

Corporate Governance

Peter Boone

CEO and President Americas, Dutch national



Peter Boone (1970) was appointed to the position of CEO & President Americas AG effective September 1, 2017. He has been a member of the Executive Committee of Barry Callebaut since 2012.

Peter Boone joined Barry Callebaut as Chief Innovation Officer and member of the Executive Committee in 2012. He assumed in addition responsibility for Quality Assurance as of June 2013 and for Sustainability as of November 2015.

From 2010 to 2012, Peter Boone worked with Unilever as Chief Marketing Officer responsible for the marketing of all brands in all categories in Australia and New Zealand. He was a member of the regional Executive Board.

Peter Boone started his career at the Information Services division of ITT Corp., where he worked in various marketing roles. In 1996, he joined Unilever as a Strategy Analyst at the Head Office in Rotterdam, Netherlands. Peter Boone also held other positions at Unilever such as Global Vice President Brand Development at the Unilever Headquarters in Rotterdam, Netherlands, and Vice President Marketing & Sales Latin America Foods Solution based in São Paulo, Brazil.

Peter Boone studied Business Administration at Erasmus University in Rotterdam, Netherlands.

Massimo Garavaglia

President EMEA, Italian national



Massimo Garavaglia (1966) was appointed President EMEA (Europe, Middle East, Africa) as of October 1, 2015.

Since 2004, he has been an active and contributing member of the Executive Committee of Barry Callebaut AG.

Massimo Garavaglia launched his career with E. Oreggia, a large Italian food products importer, where he served as a sales manager from 1990 to 1992.

In 1992, he joined Callebaut Italia S.p.A. as the Country Manager for Italy. After the merger between Callebaut and Cacao Barry in 1996, he was appointed as Barry Callebaut's Country Manager for Italy until 2003. From 2003 to 2004, he directed the Region consisting of the Mediterranean Countries, Middle East and Eastern Europe. Afterwards, from 2004 to 2006, he took over the position as President Food Manufacturers Division. Then from 2006 to 2009, he assumed responsibility of President Americas. Subsequently from 2009 to 2015, he served as President Western Europe.

Massimo Garavaglia holds a master's degree in Economics from Bocconi University, Milan, Italy.

Corporate Governance

Pablo Perversi

Chief Innovation, Sustainability & Quality Officer; Global Head of Gourmet, Spanish and Argentinean national



Pablo Perversi (1970) was appointed to the position of Chief Innovation, Sustainability & Quality Officer and Head of Gourmet and member of the Executive Committee of Barry Callebaut AG effective September 1, 2018. He has been a member of the Executive Committee of Barry Callebaut AG since September 1, 2017.

Before joining Barry Callebaut, Pablo Perversi worked for Unilever as Vice President Foods Europe, a business made of 50+ brands in Europe, serving 370 million consumers. In this position, he was also a Unilever Europe Executive Team member, a Global Foods Executive Team member and a Vice President for Culinaria Europe. From 2011 to 2014 he was Vice President Foods SEAA and Unilever SEAA Executive Team member.

Pablo Perversi started his career as a Trainee at Unilever UKI in 1993 in finance. From 1994 to 1997, he worked as Brand Manager Savoury and later Tea at Unilever UK, he then was Marketing Director Frozen Foods and Spreads at Unilever Argentina from 1997 to 2001. In 2001 he was promoted to the position of European Category Director and Spreads Unilever Europe and had the global lead for Spreads and the European lead for Dressings before he became Sales Director at Unilever Spain in 2004. From 2006 to 2009 he served as Vice President and Managing Director at Unilever North LatAm, and from 2009 to 2011 he was Vice President Marketing Operations and Savoury Global Category and a member of the G10 Board, running all marketing operations for Foodsolutions across 10 regions and 36 countries.

Pablo Perversi studied Industrial Engineering and Economics at the University of Birmingham. Pablo Perversi also holds an accreditation from Cambridge University in Sustainable Leadership.

Corporate Governance

Dirk Poelman

Chief Operations Officer, Belgian national



Dirk Poelman (1961) was appointed Chief Operations Officer (COO) in September 2006 and member of the Executive Committee of Barry Callebaut AG in November 2009, as well as Chief Innovation Officer (CIO) ad interim from June to December 2012. Since 1984, he has been working with Callebaut – which merged with Cacao Barry in 1996 – in various positions and countries: first as Engineering Manager, then as Production Manager, Operations Director and Chief Manufacturing Officer.

In 1997, Dirk Poelman became Executive Vice President Operations, responsible for the operations of the Group, and a member of the Senior Management Team. In 2004, he was appointed Vice President Operations and Research & Development.

Dirk Poelman holds an Industrial Engineering degree in Electromechanics from the Catholic Industrial University College in Aalst, Belgium.

Steven Retzlaff

President Global Cocoa, US and Swiss national



Steven Retzlaff (1963) was appointed President Global Cocoa (until August 2013 Global Sourcing & Cocoa) and member of the Executive Committee of Barry Callebaut AG in January 2008.

He joined Barry Callebaut in 1996 and has held various senior finance and general management positions since. He is Vice Chairman and Treasurer of the World Cocoa Foundation and Chairman of the European Cocoa Association.

From 1987 through 1993, he worked for KPMG in San Francisco and Zurich, and from 1993 to 1996 at JMP Newcor in Zug, Switzerland.

Steven Retzlaff holds a Bachelor of Arts in Economics from Whitman College. He also studied at the Institute of European Studies in Madrid and at INSEAD in Fontainebleau, France.

Corporate Governance

Ben De Schryver

President Asia Pacific, Belgian national



Ben De Schryver (1974) has been President of Barry Callebaut in Region Asia Pacific since September 2016 and was promoted to member of the Executive Committee of Barry Callebaut AG effective September 1, 2017.

Ben De Schryver has been with Barry Callebaut in a variety of sales and finance roles since 1999. He started with Barry Callebaut in Belgium in 1999 and transferred to Singapore in 2002 as Chief Financial Officer Region Asia Pacific. He then relocated to Canada as Director Pricing & Customer Services in 2007, before moving on to the company's new regional head office in Chicago in 2009, where he last served as Chief Financial Officer Americas before being appointed President Asia Pacific as of September 1, 2016.

Ben De Schryver holds a Bachelor's Degree in Accounting from University College in Ghent, Belgium.

Corporate Governance

Shareholders' participation

Each share of Barry Callebaut AG carries one vote at the General Meeting of Shareholders. Voting rights may be exercised only after a shareholder has been registered in the Company's share register as a shareholder with voting rights.

Shareholders may register their shares in the name of a nominee approved by the Company and may exercise their voting rights by giving instructions to the nominee to vote on their behalf. However, a nominee holding more than 3% of the share capital will be registered as nominee for shareholders with voting rights only if it discloses the identity of each beneficial owner of shares claiming 0.5% or more of the share capital. No nominee holding more than 8% of the share capital may be registered as a shareholder with respect to the excess shares. The Board of Directors may, however, on a case-by-case basis, permit some or all of the excess shares to be registered with voting rights. In fiscal year 2017/18, no such exception was requested.

A resolution passed at the General Meeting of Shareholders with a majority of at least two thirds of the shares represented at such meeting is required to change the restrictions on the transferability of registered shares. Shareholders may be represented at the General Meeting of Shareholders by their respective legal representative, another shareholder or the independent proxy pursuant to the "Ordinance against Excessive Compensation at Listed Companies" (OaEC). The Articles of Incorporation follow the majority rules and the provisions on convocation prescribed by the Swiss law concerning general meetings of shareholders. Shareholders with registered voting rights who together represent at least 0.25% of the share capital or of the votes may call for the inclusion of an item on the agenda. Such request for inclusion must be made in writing at least 60 days prior to the date of the General Meeting of Shareholders setting forth the items to be included on the agenda and the motions put forward by the shareholders.

Notice of the General Meeting of Shareholders is given by way of one-time publication in the Company's official publication organ (Swiss Official Gazette of Commerce, "Schweizerisches Handelsamtsblatt"). Shareholders registered in the share register with voting rights at the date specified in the invitation may additionally receive an invitation to the General Meeting of Shareholders in writing. Furthermore, the Company offers its shareholders the opportunity to register with the online platform "Sherpany" and thus the possibility to submit their voting instructions to the independent proxy in an efficient manner. The published disclosures on significant shareholders of the Company are accessible via the disclosure

platform of SIX Exchange Regulation: <https://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html>.

Change of control and defense measures

According to the Swiss Stock Exchange and Securities Trading Act, an investor who acquires 33 $\frac{1}{3}$ % of all voting rights in the Company has to submit a take-over offer for all shares outstanding. The Company has not elected to change or opt out of this rule.

There are no change of control clauses in the employment contracts with the members of the Board of Directors or of the Executive Committee.

External auditors

At the Annual General Meeting of Shareholders of the Company held on December 13, 2017, the shareholders voted to appoint KPMG AG, Zurich, as statutory auditors. The statutory auditors are appointed annually by the General Meeting of Shareholders for a term of office of one year. The current lead auditor in charge has exercised this function since fiscal year 2014/15. Pursuant to the Swiss Code of Obligations, the lead auditor in charge may exercise her/his role during a maximum of seven years. The current lead auditor in charge may therefore exercise his function until and including fiscal year 2021/22.

For fiscal year 2017/18, the remuneration for the audit of the accounting records and the financial statements of the Company, and the audit of the Group's consolidated financial statements amounted to CHF 2.8 million. The remuneration was evaluated by the AFRQCC in view of the scope and the complexity of the Group. The performance of the auditors is monitored by the AFRQCC, to whom the auditors present a detailed report on the result of the audit of the Group. Prior to the presentation to the AFRQCC, the lead auditor in charge reviews the audit findings with the Chairman of the AFRQCC without the presence of any members of the Management.

KPMG received a total amount of CHF 0.8 million for additional services, i.e. for transaction and other advisory (including due diligence). Adequate measures for the avoidance of potential conflicts of interests between the different services provided by KPMG were observed.



Corporate Governance

Information policy

The Company is committed to continuous and open communication with its shareholders, potential investors and other stakeholders based on the principles of transparency and equal treatment, i.e. simultaneous provision of price-sensitive information and no selective disclosure.

The Group provides detailed information on its business activities and financial performance in its quarterly reports and press releases, at conferences for media and financial analysts as well as at the Annual General Meeting of Shareholders. Further, representatives of the Group regularly meet (current and potential) investors in personal

meetings as well as present the Company and the Group at industry events and investor conferences.

Presentations are also made available on the Group's website, which is updated continuously. The financial calendar for fiscal year 2018/19 and contacts are published on page 167.

The published media releases of Barry Callebaut are accessible via <https://www.barry-callebaut.com/about-us/media/news>.

To subscribe to the Group's electronic news alerts, please go to: <https://www.barry-callebaut.com/aboutus/media/subscribe-news>.