



# Barry Callebaut Global Policy regarding

## **ANTI-BRIBERY AND CORRUPTION**

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<b>Issue date</b>	03.09.2024
<b>Revision history</b>	First issued November 04, 2019,
<b>Publication via</b>	BCnet



### **Limitations and Disclaimers**

This policy is the Barry Callebaut's general guideline and management reserves the right to apply different terms, as determined in management's sole discretion. This policy can be changed at any time, with or without notice by the employer. Nothing in this policy shall apply to the extent it would be inconsistent with any applicable law.



# ANTI-BRIBERY AND CORRUPTION POLICY

In 2019 Barry Callebaut released a Global Anti-Bribery and Corruption (ABC) policy. The policy provides guidance on how we handle corruption and bribery exposures, detailing what is already outlined in our Code of Conduct.

Especially for holiday seasons, our new policy will guide you if you intend to offer gifts to our customers, suppliers or other third parties and will keep you away from pitfalls when giving or receiving gifts. Learn more about this or how to deal with public officials if needed. The policy is the best source for you to ensure that you are not putting yourself at risk. The ABC policy further sets a minimum standard that must be followed. Together with Master Data management, we will implement procedures to mitigate compliance risks with - so-called exposed business partners (details please see sec. 3 of the ABC policy).

If you have any questions, please do not hesitate to reach out to us. You are also welcome to send your compliance questions to [compliance@barry-callebaut.com](mailto:compliance@barry-callebaut.com).



## Our customers, suppliers and business partners

We demonstrate ethical business behavior in all our dealings with customers, suppliers and business partners. We strive to ensure that the expectations of our internal and external customers are always met.

### Conflicts of interest

We avoid any situations where our private interests may conflict with the interests of Barry Callebaut.

We do not enter into relationships with customers, suppliers or competitors that might impair our judgment in our work on behalf of Barry Callebaut.

We do not hire relatives of employees to work in the same team or department, nor do we contract with relatives for consulting or other services.

While employed at Barry Callebaut an employee may not work for, or provide services directly or indirectly to a competing business, customer or supplier of Barry Callebaut.

### Corruption and bribery

We strictly forbid engaging in corrupt practices with any party to advance Barry Callebaut's business interests. Corrupt practices include, but are not limited to, the authorization of direct or indirect payments of money, goods or services of value to local government officials, political parties or political candidates, or their friends or relatives, for the purpose of influencing the acts or decisions of government officials.

Corrupt practices also include the offering or receiving of any advantage to or from suppliers, customers, media or other private parties as an inducement to do something which is dishonest, illegal or a breach of trust, in the conduct of business.

### Gifts, hospitality and entertainment

We do not solicit, encourage, extend or accept gifts, kickbacks, trips, hospitality, entertainment or other favors to or from existing or potential customers, suppliers or business partners, unless such favors are of insignificant value and do not influence our sound business judgment.

### Fair competition

In all our relationships with customers, suppliers and competitors we avoid arrangements or actions which restrict fair competition. Employees shall not engage in any price fixing, bid rigging, allocation of markets or customers, or any other illegal anticompetitive practices.

8 Barry Callebaut | Code of Conduct

## Key Facts



- ❖ **Barry Callebaut is committed to ensuring the highest standard of integrity and ethical conduct.**
- ❖ **forbids any business with high-risk business partners (Exception: approval of the Group Compliance Officer)**
- ❖ **Barry Callebaut doesn't tolerate any kind of bribery payments**
- ❖ **Received Gifts of significant value must be made transparent through a Declaration of Gifts**
- ❖ **offering Gifts shall not influence a customer's business judgment and shall not be of significant value**

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# 1. Introduction

## 1.1. Purpose of this Policy

Barry Callebaut is committed to ensuring the highest standard of integrity and ethical conduct. We expect all employees to act responsibly and demonstrate good corporate citizenship in all business dealings, and honor our company values, i.e. customer focus, entrepreneurship, team spirit, passion, and integrity. These commitments are set out in our Code of Conduct and implemented in our policies and procedures which describe the correct ways of working. Barry Callebaut has also adopted processes to enforce the upholding of our values, Code of Conduct, policies and procedures.

This Global Anti-Bribery and Corruption Policy (the "Policy") describes how Barry Callebaut is dealing with bribery and corruption exposure in its business activities. Corruption is detrimental to economic, political, and social development. It distorts market competition, undermines productivity, and ultimately impedes sustainable economic growth. The purpose of this Policy is therefore to ensure that Barry Callebaut actively manages controls and procedures to comply with international standards and worldwide regulations, such as but not limited to the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act (UKBA), Russian Code of Administrative Violations (RCAV) and other similar legislation in other jurisdictions. This Policy sets the objectives for the anti-bribery management system by providing further guidance to Barry Callebaut employees on the procedures that must be followed to avoid such exposure and it outlines the reporting requirements of such compliance violations if suspected or detected.

## 1.2. Scope of this Policy

The Policy applies to all Barry Callebaut employees and managers worldwide.

# 2. Definitions

## 2.1. Corruption

"Corruption" is generally a form of dishonesty or criminal activity undertaken by a person or organization entrusted with a position of authority, often linked to the abuse of entrusted power for private gain, including financial gain and non-financial advantages.

## 2.2. Bribery

"Bribery" is a category of corruption. It is defined as a receipt (passive) or offer (active) of any cash, gift, fee, loan, reward, or other advantages from (passive) or to (active) any person as an inducement to do something which is a breach of trust, dishonest or illegal conduct of Barry Callebaut's business.

## 2.3. Indirect Bribery

"Indirect bribery" is a category of bribery. It can be defined as any action which involves or facilitates bribery payments through a third party. Even if employees or managers of Barry Callebaut are not directly involved in such an action, when third parties are acting on behalf of the company, such actions fall under the company's responsibility (e.g. a sales agent paying bribes to a customer to win a tender).

## **2.4. Gifts**

"Gifts" can be anything of value that is offered, given, or received. For the purpose of this policy the term "Gift" should be broadly construed, including also hospitalities (such as dinners or trips and items related to travel or lodging).

## **2.5. Facilitation payments**

"Facilitation payments" are payments of typically small amounts to accelerate government activities, such as customs clearance, visa processing, or similar activities. In some countries, facilitation payments are considered unofficial fees rather than bribes but most countries do not make distinctions.

## **2.6. Public Officials**

As used herein, the term "Public Officials" means, without limitation, the following:

- government officials;
- any employee of a state-owned company;
- any shareholder holding a political position;
- any officer or employee of any state-owned company, department, or agency;
- any political candidates for state-owned companies or political parties; any natural person acting on behalf of a government
- any family relative of the above.

## **3. Exposed Business Partners**

Barry Callebaut's business processes may from time to time include activities with exposed business partners. For example, in Sourcing I Procurement (Purchase to Pay) or Sales (Market to Sales) processes which are so called operating processes of Barry Callebaut. But also in supporting processes, such as Maintenance or Safety, Health & Environment. Therefore, specific Exposed Business Partners set out in Annex 1, are subject to specific rules (see sec. 5.2).

## **4. The Principles of Anti-Bribery Management at Barry Callebaut**

- 1) Barry Callebaut conducts its business in compliance with applicable Anti-Bribery and Corruption laws and has instituted and maintains this Policy and procedures designed to promote and achieve compliance with such laws.
- 2) Barry Callebaut follows a risk-based approach and maintains an Anti-Bribery and Anti-Corruption procedure driven by general (sec. 5.1.) and specific rules (sec. 5.2).
- 3) Barry Callebaut applies specific rules for Exposed Business Partners in accordance with the definition of this Policy and forbids any business with high-risk business partners if they are not approved by the Group Compliance Officer (see Annex 4, level controls).
- 4) Barry Callebaut relies on information provided by Exposed Business Partners and, if necessary, delivered by independent external data providers.

## 5. Barry Callebaut Anti-Bribery and Corruption procedures

Barry Callebaut's commitment to compliance is not only laid down in policy documents but it is also found in the business processes within the organization. Besides the designated professional functions within the Legal & Compliance department, Internal Audit, and HR, compliance is a shared responsibility of all managers and employees.

### 5.1. General rules

#### 5.1.1. Prohibition of offering or receiving bribery payments

Barry Callebaut's Code of Conduct strictly prohibits the offering or receiving of any bribes. This awareness is constantly reinforced to the employees through mandatory e-learnings and additional awareness training. Furthermore, general financial controls in accounting processes are in place to avoid such actions.

#### 5.1.2. Gifts

##### 5.1.2.1 Receiving Gifts

At Barry Callebaut, employees shall not accept any Gift or favor from actual or potential suppliers and clients unless the acceptance of such Gift or favor has been agreed by the superior, is associated with ethical business practices, and does not influence one's sound business judgment.

For this reason, Barry Callebaut has defined a procedure that must be followed. **Any gift of significant value received must be made transparent by the recipient by completing the [Declaration of Gifts](#).**

##### 5.1.2.2 Offering Gifts

Offering Gifts is subject to Barry Callebaut's regional expense policies and the global travel policy. In general, offering Gifts shall not influence a customer's business judgment and shall not be of significant value.

Gifts must not include services, activities, or products that could embarrass existing or potential customers, suppliers, business partners, or their company, or be considered in bad taste, or violate Barry Callebaut's Code of Conduct.

Therefore Barry Callebaut defines guidelines on offering Gifts for specific countries (a list of regions and countries with detailed guidelines can be found in Annex 2).

##### 5.1.2.3 Dealing with Public Officials

Whenever public officials are involved in business activities, appropriate measures must be taken to avoid any appearance of influencing action.

Offering gifts must comply with local regulations and are not allowed during or before upcoming negotiations. Any offers of a Gift or Facilitation Payment (anything of value or even invitations to leisure time events) that might be seen as influencing public officials' decision-making process is strictly forbidden.

In any critical case, prior consultation with Group Legal & Compliance is needed.

## **5.2. Specific rules**

### **5.2.1. Third-party Due Diligence**

Besides customers, Barry Callebaut is also dealing with Exposed Business Partners. Such risk exposures will be constantly reviewed by the Group Compliance Officer and may be subject to appropriate due diligence controls to ensure constant monitoring and continuous improvement of anti-bribery management systems.

Based on professional judgment, the Group Compliance Officer will review the risk exposure considering the outcome of the annual Compliance Risk Assessment. Specific due diligence procedures are being defined and applied accordingly (Annex 4).

### **5.2.2. Supplier Due Diligence**

In general, suppliers have to sign the Barry Callebaut Supplier Code and are therefore subject to further Compliance and Sustainability Standards outlined in the Supplier Code (Annex 3).

### **5.2.3. Employment process**

In general, the employment process is managed and maintained by Group Human Resources. For specific groups of employees, additional background checks may apply. Whenever applicable, Barry Callebaut meets its obligations under the local jurisdictions for data protection and data privacy.

## **6. Consequences of breach**

Violations of Anti-Bribery and Corruption Laws and Regulations may result in criminal and civil penalties for Barry Callebaut or/and Barry Callebaut employees, including potential imprisonment, in addition to disciplinary actions against involved employees, following consultation with Group Human Resources and responsible line-manager(s). Responsible managers or directors may also be held liable. Under US-FCPA criminal penalties can be up to \$25 million for corporations or other business entities and up to \$5 million for individuals. Individuals are also subject to a maximum imprisonment of 20 years for each offense.

## **7. Awareness**

The Group Compliance Officer must ensure awareness of the business functions in the scope of the potential exposure. Appropriate measures, such as training and assessment of existing processes, are subject to a continuous review.

## **8. Monitoring and reporting**

This Policy is issued by Group Legal & Compliance following review and approval by the AFRQCC.

This Policy has been approved by the AFRQCC.





03 September 2024



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Markus Neuhaus  
Vice-Chairman of the Board  
Chairman of the AFRQCC



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Philipp Muheim  
General Counsel ad interim



## A. Annex 1-Exposed business partners

Barry Callebaut is dealing with different kinds of exposed business partners. Based on the professional judgment of the Group Compliance Officer, exposed business partners which are subject to specific rules outlined in section 5.2.1 include but are not limited to the following:

Agents

Brokers

Intermediaries

Distributors acting on behalf of Barry Callebaut

Contractors (freelancer or companies with <10 employees)

Consultants (freelancer or consultant companies with <10 employees)

## B. Annex 2 - Guidelines for Offering & Receiving Gifts & Hospitalities

Based on the professional judgment of Group Legal and Compliance, the following region and/or country-specific guidelines for offering and receiving Gifts apply:

Region:	Africa
Countries	China

## C. Annex 3 -Anti-Bribery & Corruption clauses

Whenever possible, the following Anti-Bribery & Corruption clause should be included in contracts with Exposed Business Partners and Group Legal should be involved.

*The COMPANY will take reasonable measures to ensure that their subcontractors, agents, or other third parties, subject to their control or determining influence, will comply with applicable Anti-Bribery and Corruption laws.*

*BC shall have the right to conduct audits on the COMPANY for determining compliance with these provisions or to request any certification of compliance with anti-corruption laws and regulations.*

*If the COMPANY breaches the terms of this article, BC may – at its discretion – either suspend or terminate this Contract immediately, without prejudice to any damages that might result from this breach.*

## D. Annex 4 - Specific due diligence procedures

### Anti-Bribery Management objectives

If business partners are subject to the due diligence procedures, the Barry Callebaut Anti-Bribery Management system includes three different objectives based on the level of due diligence.

Level controls 1 medium-risk	The Compliance Due Diligence Questionnaire (CDDQ) needs to be implemented and answered by the responsible BC employee.
Level controls 2 high-risk	<p>If one or more questions of the Compliance Due Diligence Questionnaire (CDDQ) are answered with YES and provided countries are ranked CPI&lt;50, approval from Group Compliance is required, prior to the signing of any contract.</p> <p>Additional documentation minimum requirements may be applied.</p>
Level controls 3 very-high-risk	<p>If certain exposure incidents are given, the Group Compliance Officer is entitled to request a due diligence report on the business partner(s) in scope prior to any approval.</p> <p>In exceptional cases, the Group Compliance Officer may also interfere in paying processes, if a valid contract is already signed and payments are due.</p> <p>This preventive action might be required to avoid any potential bribery payments.</p> <p>In addition to the requirements of level control 2, minimum requirements for payment processing may apply.</p>

### Compliance Due Diligence Questionnaire (CDDQ)

The Compliance Due Diligence Questionnaire includes specific questions to assess compliance exposure. It is recommended to implement these questionnaires in existing processes when- ever possible (such as Supplier Portal, Master Data Management). Whenever possible, the CDDQ should be embedded in the CRM tools as a mandatory requirement. In any event, each department needs to document the CDDQ for each third-party contract in scope.