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INTRODUCTION

Fyffes Principles of Responsible Business Conduct or 'Fyffes Principles' outline our commitment to maintaining the highest ethical standards and complying with all applicable laws. Our reputation for excellence requires a scrupulous regard for the highest standards of conduct and personal integrity.

The way Fyffes goes about its business matters. Corruption misallocates resources, reinforces poverty, undermines the integrity of government, rule of law and community decision making. Corruption increases the costs of doing business, reduces productivity¹ and wastes the opportunities arising from economic value generated by our business.

Fyffes does not tolerate bribery and corruption. No employee or person acting on Fyffes behalf may offer, give or receive 'anything of value' which is or may be construed as a bribe. Any demand for, or offer of, a bribe must be rejected and immediately reported to management or to the [Fyffes Ethics Hotline](#)².

This policy implements the Fyffes Principles in relation to anti-corruption.

1. It sets out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
2. provides information and guidance to those working for Fyffes on how to recognise and deal with bribery and corruption issues.

To support this policy, the business provides training and toolkits to act as aids to support the understanding, monitoring and implementation of this policy and the Fyffes Principles.

Please take the time to read and understand this policy and avail of the training provided.



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Helge H. Sparsoe

Chief Executive Officer, Fyffes

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1 <http://www.oecd.org/gov/ethics/investing-in-integrity-for-productivity.pdf>

2 <https://secure.ethicspoint.com/domain/media/en/gui/56812/index.html>

SCOPE

3. The Fyffes Global Anti-Corruption Policy applies to all officers, directors and employees (whether permanent, fixed-term or temporary) regardless of their position, geographical location or level of responsibility. This policy also applies to our subsidiaries and affiliates.
4. Fyffes requires third parties and suppliers to be committed to anti-corruption and anti-bribery, through the existence of an anti-corruption policy or processes.
5. These restrictions apply in all geographies where Fyffes conducts business, even if such practices are customary in a region or inherent to the culture of doing business in an economy.

POLICY

6. The Fyffes Responsible Business Principles ('Fyffes Principles') state that the company does not tolerate bribery and corruption. No employee or person acting on Fyffes behalf may offer, give or receive 'anything of value' which is or may be construed as bribery of a government official. Any demand for, or offer of, a bribe must be rejected and immediately reported to your manager or another senior manager whom you trust.

If neither of these options is possible, you can contact the [Fyffes Ethics Hotline](#)¹ on a confidential or anonymous basis.

7. Fyffes employees are required to comply with all relevant anti-corruption laws, including the Irish Criminal Justice (Corruption Offences) Act 2018, the United States Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act ("UKBA"), the Japan Unfair Competition Prevention Act ("UCPA") and all other similar laws, regulations, and international treaties and conventions such as the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the UN Convention Against Corruption that apply to our business everywhere we do business (collectively, "Global Anti-Corruption Laws").

8. Fyffes prohibits its employees and anyone acting on its behalf from corruptly offering, promising, authorising, giving, or attempting to give, directly or indirectly, "anything of value," to any person, including any government official or government entity or employee of a commercial customer or supplier, with the intention of:
 - Getting or keeping business;
 - Gaining an improper business advantage;
 - Influencing the recipient to act in favour of Fyffes or a Third Party;
 - Inducing the recipient to perform his/ her job function in favour of Fyffes or a Third Party; or
 - Thanking the recipient for improperly directing business or giving a business advantage to Fyffes or a Third Party.

Q: What is "anything of value"?

A: *Anything of value can be literally anything. Cash, cash equivalents (such as gift cards), gifts (such as bottles of wine), meals, entertainment of any kind (such as tickets to sporting events), travel, charitable donations, offers of employment, and personal favours or other advantages are examples of the many types of things that would qualify as "anything of value" under the Global Anti-Corruption Laws.*

9. Any offer or payment that would be improper if made by Fyffes directly must not be made through others, especially when you know or have reason to know that the payment will be given or offered to a government official.

Put simply, no Fyffes employee should ever give, promise to give, offer to give, receive, solicit, or authorise the giving of anything of value in violation of the global anti-corruption laws, including all applicable local laws.

1 <https://secure.ethicspoint.com/domain/media/en/gui/56812/index.htm>

SEEK GUIDANCE

10. Bribery can have very serious consequences for the individuals involved, and for Fyffes. Anti-corruption laws are complicated. It is not your responsibility to make difficult judgment calls alone. When in doubt, ask your manager, a senior leader you trust or the Director Corporate Affairs. Do not stake your reputation and career on assumptions about what is permitted under various anti-corruption laws.
11. Please contact your Regional Manager or Director Corporate Affairs for any questions about this Policy or any related issues that arise. You may also report such concerns anonymously using the [Fyffes Ethics Hotline](#).

GIFTS, ENTERTAINMENT AND HOSPITALITY

12. You may still give gifts, meals, and entertain customers, suppliers and stakeholders, in line with your local Travel and Expenses Policy or Employee Handbook. Many government officials are unable to accept any entertainment or hospitality, but this varies from country to country. If you are planning to entertain a government official (e.g. a government official is taking part in a meeting where Fyffes is paying for a meal), you should seek approval from your manager and the Director Corporate Affairs. Once approval is obtained gifts or entertainment for a government official should only be modest in value.

THIRD PARTY DUE DILIGENCE

13. Fyffes can be held liable under various global anti-corruption laws for the actions of its active Third Parties in relation to government officials. In fact, the clear majority of prosecutions for violations of anti-corruption laws and related regulatory settlements arise out of payments to agents, distributors, brokers, consultants or other third parties. This is true even if the third parties are independent of Fyffes (e.g. a freight company) and even if we did not approve or even know of their actions.
14. A “Third Party” is defined as any entity or person with which Fyffes has a contract requiring that entity to interact with any government entity on Fyffes behalf. This includes service providers, consultants, distributors, contractors, vendors, suppliers and trade associations.
15. Potential interactions can include customs broking, securing permits or licenses, law firms, lobbying. Third Parties also include growers’ associations and other exclusive product sources and potential joint venture partners.
16. It is the responsibility of Fyffes employees who contract third parties to make reasonable enquiries as part of their due diligence. Under the Irish Criminal Justice (Corruption Offences) Act 2018, a company can be guilty of the offence of corruption if a corruption offence is committed by any director, manager, secretary or other officer, an employee, agent or subsidiary of the company with the intention of obtaining or retaining business for the company or an advantage in the conduct of business for the company. The 2018 Act also provides that it shall be a defence for the company where it can prove that it took all reasonable steps and exercised all due diligence to avoid the commission of the offence. The US Foreign Corrupt Practices Act 1977 imposes liability not only on companies ‘with actual knowledge of wrongdoing’ but also on those who deliberately avoid actual knowledge by ‘deliberate ignorance’ or ‘unwarranted obliviousness’.

17. Fyffes employees who deal with Third Parties should undertake corruption due diligence by following the guidance set out below.

The best way to ascertain whether a third party is risky, is to ask the following:

- Is the third party a public official (including entities that are owned or controlled by government/government official) or will the third party be interacting with public officials in order to perform the contract?
- What is the country ranking for the third party, according to Transparency International Corruption Perception Index?
- What sector is the third party in? For Fyffes in most cases this will be agriculture. Agriculture is ranked by Transparency International Bribe Payers Index³ as 'high risk'.
- What is the value of the contract and is there a success fee? The higher the value of the contract and the existence of a success fee are both red flags.
- What is the nature of the contract or services to be performed? Some services, for example, cleaning services or catering can be considered lower risk for bribery.
- Why is the contract or service required?
- Is there an independent valuation to support the bona fides of the contract?
- Is there an independent legal opinion to support the bona fides of the contract?
- Will the contract be kept confidential or will it be disclosed to any government body or recorded in any public register or announcement? Secrecy can be a red flag.
- Is the contract unique to the third party or are similar terms being offered to any other person or persons which are helpful to demonstrate the bona fides of the contract?

- Does the contract contain any provision relating to the repurchase or resale of the subject matter of the contract or are any conditioning or variable payments or earn-outs?
 - Has the third party used, or is there any expectation by the company that he might use, his public position or office to obtain financial gain or anything of substantial value for the benefit of Fyffes or any related company?
 - Is there any current intention on the part of any company in the Fyffes Group of using the services of the third party or any member of his family at any time in the future?
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18. It is vital that each step of the due diligence process is clearly documented so that there is clear evidence of the steps Fyffes has taken to mitigate the risks associated with contracting third parties. Should any issues arise in the future, such as a third party being accused of corrupt activity connected with the fulfilment of its work for the company, it will be able to show that all reasonable steps have been taken by the company to avoid involvement in such activity.
19. Written records evidencing that due diligence has taken place must be maintained to demonstrate that any risks identified have been carefully considered and mitigated as practicably as possible. The records of due diligence, as with most records, can be stored electronically but need to be stored by the company for at least ten years. In some circumstances it might be necessary to obtain legal advice in relation to local privacy laws.
20. If you suspect that any of Fyffes Third Parties may be making improper payments, you should **promptly report this to the Director Corporate Affairs:** cbuckley@fyffes.com or **+3531887 2726**.

POLITICAL CONTRIBUTIONS

21. It is Fyffes policy that no Fyffes funds may be used to make political contributions of any kind to any political candidate or to the holder of a government office at the national, state, or local level, even where such contribution is allowed by local law. Political contributions include direct or indirect payments, loans, advances, or deposits, as well as indirect support such as services, gifts, subscriptions, memberships, purchase of tickets to fundraising events, or the furnishing of office space, supplies, or secretarial assistance.
22. However, you are free to use your own personal funds or time to make individual political contributions in accordance with applicable law so long as you are clear that you are not making it with the intention of assisting Fyffes in obtaining or retaining business.
23. Under this Policy, Political Contributions include but are not limited to:
 - Contributing money;
 - Providing transport to candidates and their teams;
 - Offering meeting space to a political candidate; or
 - Paying for promotional materials for parties and/or their candidates.

CASE STUDY

Q. I am a card-carrying member of a political party and I volunteer during my own time to support local election candidates. I would like to take a table at the next fundraising dinner and invite colleagues to support the Political Party. Can I ask Fyffes to pay for the table?

A. No. Employees are free to be politically active during their free time. However, Fyffes should not make any donations to political parties, even if it is an in-kind donation.

CHARITABLE DONATIONS AND SOCIAL RESPONSIBILITY

24. Fyffes and its employees are dedicated to making Fyffes a sustainable business and partnering with strategic non-governmental organisations to invest in the communities where we produce and consume our products. All donations made to charities and non-governmental organisations on behalf of Fyffes should be consistent with the **Fyffes Donation Policy**.
25. Employees are free to use their own funds to make charitable and community donations in accordance with applicable law so long as you are not making it with the intention of assisting Fyffes in obtaining or retaining business.
26. You are asked to notify Director Corporate Affairs as soon as possible if a government official requests a charitable donation or political contribution. Because this request is made by a Government Official, it could be perceived as a bribe, and so special care must be taken to review these requests.

FACILITATION PAYMENTS

27. This Policy expressly prohibits facilitation, “speed,” or “grease” payments.
28. Facilitation payments are generally unofficial, small payments made to a low level official (not the government agency directly) to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment is legally entitled (e.g. issuance of permits, visas, licences, customs clearances, or release of product for import/export). If you receive a request for such a payment, you are asked to notify the Director Corporate Affairs as soon as possible.

GUIDING PRINCIPLE

Facilitation payments are not permissible under the Policy.

PAYMENTS TO PREVENT ECONOMIC HARM

29. Payments to prevent economic harm or the loss of business to Fyffes *are not* authorised by this Policy. In the instance of a threat of arbitrary confiscation, damage or removal of an employee's property, the employee should refuse to make a payment and notify their manager or the [Director Corporate Affairs](#) as soon as possible regarding the confiscation or damage to property. Fyffes will contact the appropriate regulatory agencies and law enforcement departments to inform them of the incident.

HIRING

30. Fyffes is committed to the highest ethical standards in making hiring decisions and hires on candidate suitability. Indeed, hiring can be considered "anything of value" under the FCPA, and as such it is critical that Fyffes follow all proper hiring and vetting procedures when deciding to hire a candidate.
31. In addition, no Fyffes employee should solicit a kickback, or an illicit payment from a potential employee in return for hiring them, regardless of their connections to government or otherwise.
32. In some instances, Fyffes may be in a position to hire a current or senior level political figure, their immediate family, and close associates. Individuals like this are considered 'politically exposed persons' or 'PEPs'. If Fyffes seeks to hire a PEP or someone who has a close relative in the government that could affect Fyffes business, the employee seeking to make the hire should contact the [Director Corporate Affairs](#) to review the proposed hiring.

CASE STUDY

Q. A government official responsible for issuing the necessary environmental certifications asked if we would give her son an unpaid internship. Can we do that?

A. Even though the internship would not directly benefit the government official, it is a 'thing of value' and could be considered an indirect benefit to the official. Providing even an indirect benefit to a government official is prohibited unless proper procedures are followed. Here, the official's son would have to go through the normal internship hiring process and be judged on his merit, with no special consideration given because of his familial relationship.

INTERNAL CONTROLS

33. The Fyffes Principles outline our commitment to maintain adequate internal controls to achieve truthful, accurate, complete, consistent, timely and understandable reports either financial or non-financial. Employees are expected to report accurate data and information regarding Fyffes business activities and are prohibited from making false, inflated, artificial or otherwise misleading entries in Fyffes books and records, including entries that fail to reflect improper transactions (e.g. kickbacks and bribes) and/or entries that are falsified to disguise improper transactions.
34. We place strict importance upon maintaining the data, documents, and other records to ensure regulatory compliance and conformity to company requirements as well as support risk mitigation when potential issues emerge and remediation at times when performance falls short of our standards.
35. Transactions that are not properly authorised or accurately recorded by Fyffes may violate these requirements and could result in serious consequences for Fyffes and the individuals who fail to comply with these requirements.
36. If you become aware of any practices that run contrary to this Policy, immediately raise the issue with [Director Corporate Affairs](#).

COMMUNICATING AND IMPLEMENTING THIS POLICY

37. Anti-Corruption training is especially important for certain roles. All employees involved in mergers and acquisitions, all those who interact with government entities/officials or those who are responsible for the selection of Third Parties that do are provided with undergo Anti-Corruption Training.
38. In addition, annual anti-corruption training is also provided for all employees that provide accounting, administrative or other support to those employees who interact with government entities and/or government officials.

REPORTING VIOLATIONS

39. All employees have a duty to prevent bribery and violations of this Policy and to report and fully cooperate with investigations of any attempted, suspected, potential, or actual violations of this Policy.
40. To that end, every employee or Third Party who has information that this Policy may have been violated or believes that he or she is being asked to pay a bribe or receive a bribe, or otherwise act in contravention of this Policy shall immediately report the event to their manager, or other senior leader that they trust or to the Director Corporate Affairs. In addition, suspected violations of the Fyffes Anti-Corruption Policy can be reported to the [Fyffes Ethics Hotline](#).

MISCONDUCT

41. Fyffes will not retaliate against anyone who makes a reasonable, good-faith report of an actual or suspected violation of this Policy.
42. Fyffes will not tolerate violations of this Policy. Any Employee or Third Party who violates this Policy will be subject to disciplinary measures, up to and including termination in the case of an employee, or termination of business relationship in the case of a Third Party and, where appropriate, referral of the matter to relevant law enforcement authorities.
43. The *Fyffes Principles Grievances Procedures* outline the company's handling of grievances in relation to anti-corruption.
44. All Fyffes employees should contact his or her Regional Manager or the Director Corporate Affairs regarding any questions they may have concerning this Policy.