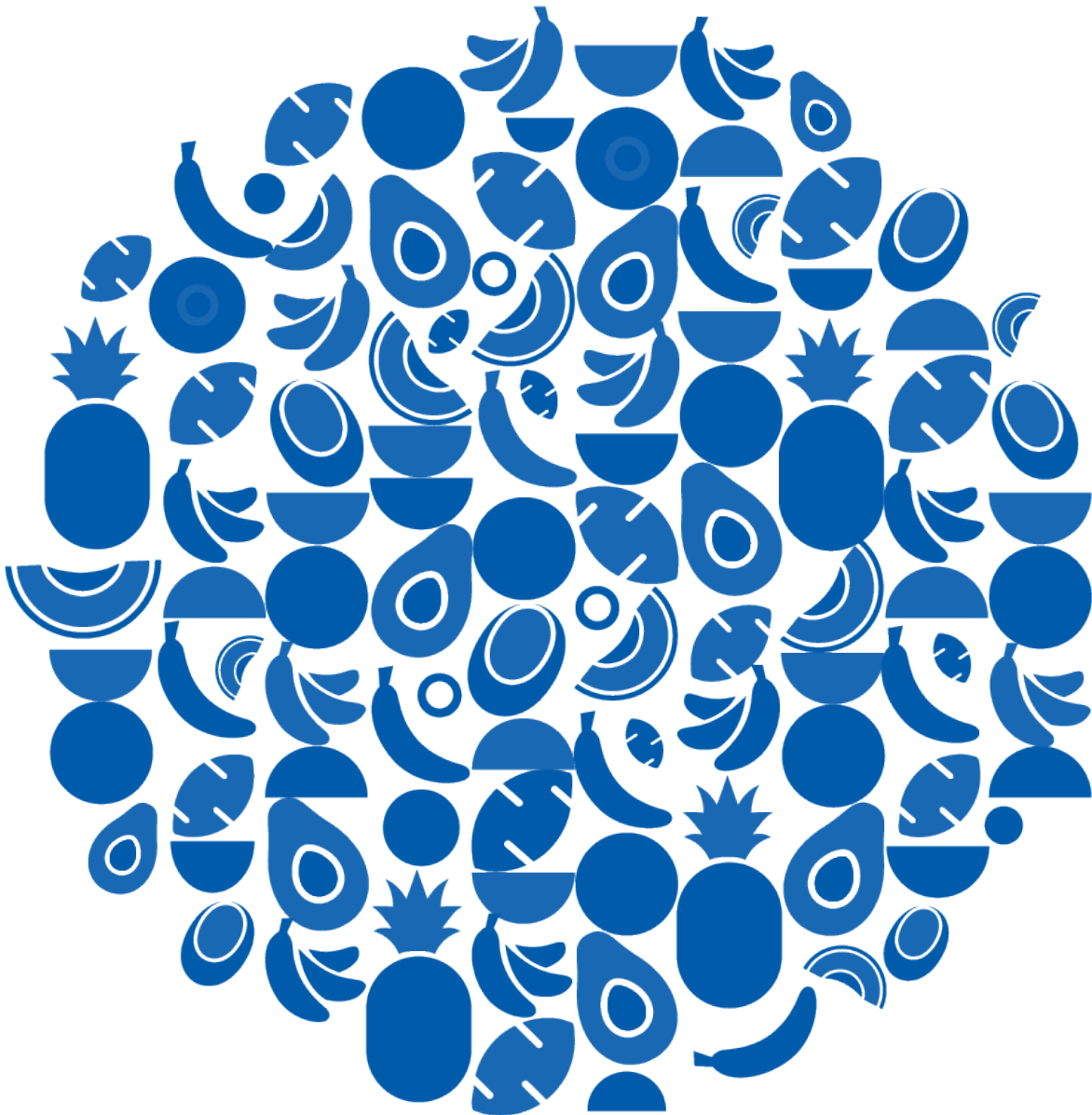




# Global Anti-corruption Policy

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## KEY TAKEAWAYS

- Our anti-corruption policy applies to everyone at the company or acting on Fyffes behalf
- A bribe can be anything of value, not just cash
- A bribe doesn't have to be big. Small payments can still be considered bribes
- Relationships with government officials can be particularly risky
- We must always consider whether our actions are reasonable and appropriate before engaging

At Fyffes, we do business with integrity and build relationships based on trust and mutual value. Everywhere. Every time.

## PURPOSE

By working together, each one of us contributes to achieving a sustainable and thriving future for all. We win business and select business partners honestly and fairly.

Corruption is not a victimless crime. Apart from breaking the law, those who pay or receive bribes are feeding a problem that hurts millions around the world. Corruption prolongs poverty and hinders access to basic services; it destabilizes markets and entire economies; and in the worst cases, it undermines the rule of law. We do not tolerate corruption and try to use our influence to help stamp it out.

## SCOPE

This policy applies to everyone working for or on behalf of Fyffes.

## DEFINITIONS

### What is a bribe?

A bribe occurs when someone offers or gives another person anything of value to influence official action or to secure an improper advantage.

### What is a kickback?

A "kickback" is a type of bribe where some of the money to be paid to a company is given back to a person to influence them.

### What is something of value?

Examples include (but are not limited to):

- Cash or cash equivalents (e.g., gift cards/certificates or virtual money)
- Gifts and entertainment (e.g., tickets to a sporting event, a bottle of wine)
- Payment for travel expenses
- Offers of employment, including paid and unpaid

internships

- A consulting contract
- Charitable and political contribution; and anything else of tangible or intangible value

There is no minimum value for a bribe.

### What is an improper advantage?

Improper advantage refers to the reason for giving the gift or thing of value. Even if there is no improper advantage, an unreasonably lavish gift or entertainment, or even a series of small gifts, may suggest improper intent.

### Who is a government official?

Government officials include:

- Employees of national, state, and local governments, regardless of rank or title
- Employees of government-owned or -controlled businesses or institutions (e.g., public universities, national telecom companies, etc.)
- Employees of public international organizations, like the United Nations or World Bank
- Political parties and political party officials
- Candidates for public office
- Members of royal families

### Who is considered a third party?

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.

Third parties include:

- Service providers
- Consultants
- Distributors
- Contractors
- Vendors and suppliers
- Growers' associations and other exclusive product sources
- Potential joint venture partners

Potential interactions with third parties can include:

- Customs broking
- Securing permits or licenses
- Law firms
- Lobbying

### What is a facilitation payment?

Facilitation payments are sometimes called "grease payments" and are used to speed up routine governmental actions, such as visa processing, clearing customs, or securing police and fire protection or other public services.

## POLICY STATEMENT

### General prohibition

Our policy is simple: don't bribe anybody, at any time, for any reason.

- Never offer or accept bribes, kickbacks, or anything of value that could improperly influence – or appear to influence a business decision
- Never solicit or accept a bribe or kickback
- Never use a third party to do anything improper on our behalf, including making improper payments, because we cannot do it ourselves

### Gifts and entertainment must be reasonable

Business gifts, entertainment and hospitality are often used to strengthen business relationships. But when not handled properly, exchanging these can cross the line into bribery and corruption.

Before offering gifts or entertainment, you must ensure they are not bribes or kickbacks and that there is a legitimate business purpose. Review and comply with our/your local Travel and Expenses Policy or Employee Handbook before you offer business courtesies.

### Gifts and entertainment to and the hiring of government officials must be approved

Unless approved in writing and in advance by the Chief Compliance Officer and/or the Global General Counsel, no employee may provide gifts, meals or entertainment or any other thing of value to any Government Official.

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'.

Hiring can be considered "anything of value". Employees must contact the Director Corporate Affairs and follow all proper hiring and vetting procedures before deciding to hire a PEP or someone who has a close relative in the government that could affect Fyffes business.

### Corrupt payments through third parties are prohibited

Third parties cannot do anything for us that we cannot do directly. It is not acceptable for a third party, acting on behalf of Fyffes, to offer or receive anything of value in the form of a bribe, kickback, or other corrupt payment.

For those of us who deal with third parties, work closely with the Procurement Department to evaluate and manage third-party risk. Use the Corruption Due Diligence Guidance in Appendix A to ascertain whether a third party is risk. Contact the Compliance Office and/or Legal Department if you have concerns about improper actions.

### Keep accurate books and records

All transactions must be accurately recorded in Fyffes' books and records. We must never:

- Conceal the nature of gifts or entertainment to a government official
- Establish or use any undisclosed or unrecorded company funds, such as 'off-book' accounts, for any purpose
- Make false, misleading, incomplete, inaccurate, or artificial entries in our books and records
- Use personal funds or third parties, including partners, to circumvent our procedures and controls, or to accomplish what is otherwise prohibited by our policy

### Corporate political contributions must be approved

Unless approved in writing and in advance by the Chief Compliance Officer and the Legal Department no employee may offer a corporate political contribution (either monetary or free products, services, or other items of value) to any political organization, party, candidate, or committee.

### Do not make facilitation payments

Never offer "facilitation" or "grease" payments to expedite routine, non-discretionary governmental actions.

## ASKING QUESTIONS AND RAISING CONCERNS

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.

We are all empowered and have the responsibility to speak up promptly about any activity that may violate the Principles of Responsible Business Conduct, our Anti-Bribery and Anti-Corruption Policy, or any other applicable laws, rules or regulations.

When we speak up to report improper actions, we can address problems and quickly correct them, which in turn strengthens Fyffes' ethical culture. Seek advice from your manager, a senior leader you trust or the Director Corporate Affairs when you are unsure about the right thing to do. Do not stake your reputation and career on assumptions about what is permitted under various anti-corruption laws.

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.

### **NO RETALIATION**

Fyffes prohibits retaliation against anyone who reports a compliance concern in good faith. Carrying out retaliation in any form – threats, harassment, intimidation, violence, reassignment, demotion or firing – has no place in our company.

You will not be punished for refusing to pay or take a bribe or kickback, even if your refusal results in a loss of business to Fyffes.

### **ENFORCEMENT**

If a violation of this policy has occurred, Fyffes will take appropriate disciplinary measures up to and including termination of employment. Where possible illegal conduct is suspected, we will refer the matter to law enforcement for investigation and possible criminal prosecution.

### **QUESTIONS AND ANSWERS**

#### **What should I do if I am asked for a bribe or a questionable payment?**

Politely but clearly decline to pay it and report the incident to the Ethics Committee as soon as possible. Always ask for the advice of the Legal Department when you are not sure if the payment is illegal or against Fyffes policy.

#### **What about payments necessary to avoid physical harm or flee dangerous situations?**

The safety of our colleagues is our top priority, so an exception applies in situations involving physical threats or imminent harm to employees.

For example, Fyffes personnel evacuating or fleeing a dangerous situation may be forced to make payments to ensure their safety. Any such payment must be reported to the Legal Department as soon as practical to ensure that the proper books and records entries are made.

#### **Does this apply everywhere to our business operations around the world?**

Do not bribe anyone, anytime, anywhere for any purpose. This also includes kickbacks and facilitation payments.

#### **What if bribery is tolerated and part of the local culture or part of the “way business is done here”?**

Fyffes will forgo any business opportunity or benefit that requires bribery. It is against our values to gain any business advantage unfairly. Most countries make bribery a crime, and penalties can include large fines

and even imprisonment. Our policies and procedures are designed to protect you as well as the company.

#### **Can I make a political contribution using my own money?**

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.

#### **What red flags should I look for?**

If a request makes you uncomfortable, it's best to call the Compliance Department for guidance. Red flags may include:

- Requests for payments in cash
- Doing business in a high-risk country
- Requests to pay individuals or companies that are not part of the contract
- Unexpected requests for commissions or payments to obtain the contract
- Requests for gifts or entertainment, especially if they are of high value

### **REFERENCES AND RELATED POLICIES**

- [Principles of Responsible Business Conduct](#)
- [Fyffes Global Donation Policy](#)
- Your local Travel and Expenses Policy
- Employee Handbook