Code of Conduct

Revised March 2021
Europe and Israel
Dear Tosca Team Member:

I would like to personally welcome you to the Tosca family! There couldn’t be a more exciting time to join our team. Right now, we are experiencing dynamic growth, which offers boundless opportunities. We are thrilled to have you on board!

What makes Tosca such a unique and rewarding place to work? We are on a mission to revolutionize the flow of goods through the food supply chain. At every turn, we are eliminating waste: wasted time, wasted labor, wasted dollars, and, of course, waste that ends up in our landfills. We are creating and implementing a safer, healthier, and more sustainable way to move goods from farm to fork. We are changing the face and function of the grocery store perimeter.

As a Tosca team member, your daily contributions make this possible. Your hard work and dedication each and every day is core to our business. You help us foster a culture that both embodies and supports our six core values—passion, appreciation, collaboration, expertise, vision, and reliability. By living these values every day, you will play an active role in shaping our company and culture.

You are our single most important asset, and the only reason we have been as successful as we are today. When you bring your best, you help deliver a better world to our customers. And that is key. Because at the end of the day, it is our hard work and dedication that earns and maintains our customers’ business.

With your ongoing support, we will continue to meet and exceed our customers’ expectations. And we will continue to grow and enhance the perishables supply chain at every turn. It all starts with you!

Sincerely,

Eric Frank
President and CEO
MISSION, VISION, VALUES
Our Mission, Vision and Values set the guideposts for how we operate and behave at Tosca. We want you to understand these and make decisions using these principles in everything you do.

**OUR MISSION**

To revolutionize the flow of goods through the food supply chain, eliminating waste at every turn

**OUR VISION**

We see a future where all one-way packaging is converted to reusable

**OUR VALUES**

<table>
<thead>
<tr>
<th>Value</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Passion</td>
<td>We are hungry to make things better, smarter, easier. We love what we do and the value it creates.</td>
</tr>
<tr>
<td>Collaboration</td>
<td>We work together, communicating with complete transparency. Side by side, across functions and geographies is how we do our best work.</td>
</tr>
<tr>
<td>Customer-focused:</td>
<td>We are most successful when our customers win. We listen and learn, then actively pursue the right solution for long term success.</td>
</tr>
<tr>
<td>Appreciation:</td>
<td>We’re a compassionate company who values our team members and customers. Respecting them means caring about their satisfaction and success.</td>
</tr>
<tr>
<td>Expertise</td>
<td>We know supply chains top to bottom, end to end, across a range of segments.</td>
</tr>
<tr>
<td>Reliability</td>
<td>Our people and products always come through – efficiently and thoroughly</td>
</tr>
</tbody>
</table>
**LIVING OUR VALUES:**

**Passion**
Drive for results and demonstrates a commitment to customers and growing our business

Takes initiative, has a sense of urgency to improve the business and acts with agility when change is necessary

Sets and accomplishes ambitious objectives that align to Tosca’s business goals

Challenge industry norms to continually create value for our customers

Demonstrates enthusiasm

**Collaboration**
Actively seeks out, supports, and promotes new ideas from our team members, our business partners, and our customers to improve efficiency and effectiveness

Builds trusting and effective relationships within and across departments to advance Tosca’s business goals

Is respectful of each other’s time and other commitments

Continuously seeks the best solutions and constructively challenges while being respectful of coworkers

Engages in active listening and delivers, as well as accepts, open/honest/direct feedback

Aligns department objectives to ensure we’re rowing in the same direction. We all win together

Takes initiative to assist coworkers; empowers others to meet & exceed their objectives

Effectively knowledge share to improve business performance
Customer Focused
Understands our customers’ needs; asks probing questions and gains insights into what our customers really need and want

Identifies opportunities that benefit our customers; looks beyond what the customer asks for and provides solutions for today and for the future

Anticipates customer needs; builds and delivers solutions and service that exceeds customer expectations

Establishes and maintains effective customer relationships; treats customers the way they want to be treated

Uses customer insights to drive and guide the development of new offerings; products and services

Serves as a trusted strategic partner to build, grow and maintain profitable and long-lasting relationships with customers

Appreciation
Rewards and recognizes the accomplishment of business goals; celebrates wins

Recognizes team member’s contributions and the passion/engagement they demonstrate

Provides regular feedback to each other on results, focusing on the what and the how. Monitors and coaches to develop high performing team members that build a strong, highly effective organization. Builds and fosters positive working relationship

Failure to perform must be addressed with honest and respectful communication

Values diversity – embraces diverse individuals, thinking and styles

Fosters camaraderie among one another
Expertise
Demonstrate expertise within your area of responsibility; be accountable for growing and expanding your knowledge base/skill set. Actively shares knowledge

Thinks systemically and makes sound decisions based on relevant trends and fact-based data

Identifies and encourages opportunities to grow the business and/or lower costs based on a sound understanding of the business environment

Considers the impact of actions/decisions outside of his/her immediate area of responsibility and encourages others to do so. Thinks holistically about the business

Leverages knowledge to deliver innovative solutions and unparalleled service to our customers to move our business forward

Reliability
Challenges and monitors progress towards goals and adjusts priorities as needed to maximize productivity, efficiency and effectiveness

Completes tasks ahead of schedule and delivers more than is expected and/or with fewer resources

Develops clear objectives and holds self and each other accountable for results

Delivers on our commitments

Acts with integrity
INTRODUCING OUR CODE
As we enter new supply chains and markets and as our team member population continues to grow, we all have an ongoing duty to conduct business ethically, legally and in accordance with our core values. Our company’s reputation, success, and progress depend on our ability to act responsibly and with careful consideration in situations that may present legal or ethical dilemmas.

This Code of Conduct (Code) contains the rules and guidelines with which we as Tosca team members must comply every day. Read it. Understand it. As team members of Tosca, we all need to comply with its letter (what it says) and its spirit (what it means).

Our Code incorporates our six core values with the behaviors we must follow to maintain our company’s ethical standards. It provides us with direction on how to use good judgment to resolve ethical dilemmas and provides the information we should use when we have questions or concerns.

Our team members are the indispensable ingredient that holds our company together, reinforces its reputation for excellence, and ensures its progress and success. We are the foundation on which our company is built, and we are responsible for its legacy.

Tosca expressly states:

- It reserves the right to unilaterally change its policies, guidelines, and related procedures at any time with due observance of the applicable laws and regulations.

- Nothing contained in the Tosca policies or guidelines shall be construed or applied as binding interpretation or definition of the law or industry practice.

- Nothing contained in the Code or other publications of the company is intended by the company to be, nor shall it be construed as, an employment agreement.

- Any act by Tosca team members or agents in violation of the law or Tosca policies is beyond the scope of such person’s authority and is not an act by or on behalf of Tosca.
Our Code imposes heightened duties on leaders. Those who lead other team members are expected to:

- Promote compliance by example. Be a role model for ethical behavior
- Support and take part in ethics and compliance activities, such as training
- Treat all team members fairly and with respect
- Hold team members accountable for principle performance
- Enforce our Code consistently
- Ensure all team members understand our Code’s requirements and have the resources to comply with the company’s expectations
- Encourage team members to seek guidance and speak up
- Provide support to team members asking questions or raising concerns. Encourage the open-door policy
- Protect team members from retaliation/victimization

Using Our Code

As team members, managers, and leaders of Tosca, we have made a commitment to understand and follow the principles laid out in our Code. While the Code cannot address every challenging situation, it provides contact information and additional resources to use when in doubt. Our Code is supplemented by policies and procedures on a range of topics which help us make sound, ethical decisions.

Although we all may be subject to the laws and regulations of the different areas where we do business, each of us is responsible for knowing and following the laws that apply to us wherever we work. Our Code forms the principles for business conduct expected by our company. Where laws or regulations differ from our Code, you should follow whichever guidelines set the highest standard of behavior.
If you are in doubt, always seek assistance from a member of the management team or HR Services before proceeding.

**Reading Our Code**

In addition to the guidance language contained in the Code, you will find additional information in each section that will help you better interpret and apply our Code.

*Definitions* –
Words with legal, technical, or particular meanings are defined throughout this Code. Look for definitions embedded in the Code sections that follow.

*What are my responsibilities?* –
Each section of this Code contains a list of actions we should take to meet our company’s expectations. These lists also may contain details about where to seek assistance or find more information.

*Question and Answer* –
Examples of situations we may encounter, along with guidance about how to address the situation, can be found throughout the Code. These examples provide insight about how the sections apply in our everyday operations.

**Consequences for Violating Our Code**

Violations of our Code may carry serious consequences, including disciplinary action up to and including termination (subject to local law requirements), in addition to possible civil or criminal liability. We all have a duty to report any known or suspected unethical or unlawful conduct through the proper channels.

**Seeking Guidance and Raising Concerns**

The decision to report a concern or problem is not always easy. You are
encouraged to voice concerns and seek help no matter what the nature of the problem or how minor it may appear. You may ask questions, seek guidance, and report concerns to a location manager, a member of HR Services, or the leadership team. Concerns may also be reported to the Tosca Ethics Hotline. Tosca will keep confidential all investigations as well as the statements and information from team members report where practicable in accordance the law.

Our company will investigate all concerns promptly and fairly. All concerns are presumed to be good-faith reports at the outset of and investigation.

Free From Retaliation/Victimization

Retaliation/victimization -
An act that negatively affects a team member in reaction to the team member filing a complaint or legal proceeding, or for participating in an investigation or legal hearing. Examples may include, but are not limited to, termination, loss of wages, harassment or change in work hours.

Protection against retaliation/victimization -
Our Company does not tolerate any form of retaliation/victimization against team members who make (or who are suspected to have made or intended to make) a report and/or participate in discrimination proceedings, making an allegation of unlawful discrimination, or by doing anything else under, or by reference to, discrimination legislation. If you believe you or others are the subject of retaliation/victimization, you should immediately notify local management, HR Services, or the Ethics Hotline.

If you are in doubt about whether to seek guidance or raise concerns, ask yourself:

• Is the action legal?
• Is the action in line with our company core values?
• Does it comply with our Code?
• Could it cause any risk to me, to other employees or our company?
• What would others think about this action?
• How would this look if the action were reported to the public?
• Does it feel right?

What Are My Responsibilities?

• Familiarize yourself with and follow the policies, laws, and regulations that apply to your job.
• Conduct business according to the highest legal and ethical standards.
• Report concerns of known or suspected misconduct immediately.
• Seek guidance from a supervisor, Human Resource Services, or the leadership team if in doubt.

Who is responsible for assuring adherence to our Code? Where should I go with questions or concerns?

ANSWER

Our Company’s Ethics and Compliance program is overseen by HR Services and they are responsible for the implementation and enforcement of our Code of Conduct. The HR Services group supports Tosca’s leadership team in meeting its ethical and legal obligations and effectively managing or mitigating identified ethics and compliance risks.
FAIR EMPLOYMENT PRACTICES

Tosca is committed to a workplace free from discrimination and harassment – period.

*Discrimination* -
Failure to provide equal treatment on the basis of someone’s race, gender, religion, opinion, social condition or any other class protected by law.

*Harassment* -
An unwanted or hostile situation created for the purpose of violating an individual’s dignity, creating an intimidating, malicious, degrading, humiliating, or offensive environment for that individual, or interfering with an individual’s ability to perform his or her job. It could be conduct related to racial or ethnic origin, age, race, disability, religion or belief, gender, sexual orientation, gender reassignment or any other protection guaranteed by law.

The legal protection varies in each country, so for more specific guidance, please contact your local HR team.

*What Are My Responsibilities?*

- Respect all coworkers, clients, and business partners.
- Be sensitive to how your behavior affects those around you. Never tell jokes that may offend someone else.
- Put yourself in the other person’s position and consider your actions.
- Speak up if you find someone’s actions offensive or hostile.
- Report the situation to a supervisor, HR Services, or the Ethics Hotline if you personally experience or are aware of any act of discrimination or harassment.
- Seek guidance from an HR Manager or the leadership team if in doubt about the appropriate action to take.
- All information contained in our records must be truthful, accurate, understandable, and properly managed.
Corey, a manager overhears his colleague, Justin, say to his employee, Shelia: “How old are you? Isn’t it time you retire?” Although she finds the comment to her age offensive, Shelia does not complain. Does Corey have any obligation to act?

**ANSWER**

As a manager, Corey is held to a heightened standard of conduct. Justin's comment on Shelia’s age is inappropriate. Although Shelia has not complained about her supervisor’s comment, Corey still has an obligation to address the conduct directly with Justin and report the issue to HR Services.

**FINANCIAL INTEGRITY**

**MAINTAIN ACCURATE FINANCIAL RECORDS**

Our shareholders, as well as government agencies, rely on the accuracy of our accounting records. We each have a duty to ensure all entries in our company’s financial records are an honest reflection of our financial position. We do this by complying with our company’s policies as well as all applicable local and international laws.

Records are valuable assets that must be properly managed and disposed of when no longer needed. Financial reporting and document retention practices provide guidance about how to report data, how long to keep it, and how to destroy it. Managing records properly helps us avoid serious business risks that could have a legal or financial consequence for our company.

Understanding what information is a record and must be properly managed can be critical when the documents are relevant to an anticipated or pending litigation, investigation, or audit. If government or court
investigators, company auditors, or management request information or documentation, we must fully cooperate by providing an accurate and complete response to the request.

Record -
Contains information that is evidence of a business activity. Records can include audit reports, expense reports, time sheets, marketing data, and contracts.

What Are My Responsibilities?

• Understand what information is a record and properly report, retain, or destroy it.

• Ensure all records are complete, accurate, understandable, and timely.

• Follow all internal control procedures.

• Ensure all financial transactions are authorized by management.

• Accurately record all expenses, assets, liabilities, and revenues.

• Never hide, alter, falsify, or disguise the true nature of any record or transaction.

• Cooperate fully with audits, as well as internal and government investigations.

• Report immediately accounting or auditing irregularities, incidents of fraud, or other information that could make our reports inaccurate.

• See advice from the Finance/Accounting Unit if you have any questions or concerns about document retention or destruction.
Janice updates customer order information as part of her job. She wants to boost sales figures for December and considers pushing delivery dates in the computer system so RPC shipments occur that month instead of in January. Is this acceptable?

**ANSWER**

No. Entering accurate sale dates is critical to reflecting true company financial statements at quarter and year-end. False entries should never be made to company records, even if doing so may enhance our financial results.

**PROTECTING PROPRIETARY AND CONFIDENTIAL INFORMATION**

Company assets can include anything from buildings and equipment to funds, software, patents, and other intellectual property. We must take great care at all times when using these assets and protect them from harm such as loss, damage, theft, misuse, or waste. We should only use company assets for legitimate business purposes. Use of our assets for anything other than such purposes requires written authorization from a supervisor.

*Proprietary information* -

- A type of knowledge-based asset, such as:
  - Patents
  - Trademarks
  - Copyrights
  - Confidential business-related information
Confidential information -
Any valuable commercial information that provides a business with an advantage over competitors that do not have this information, assuming it is not in the public domain nor can be easily or lawfully obtainable by third parties.

We must use reasonable measures to keep proprietary and confidential information secret, both during and after termination of employment and not to use or disclose any such information. Among other things, this information may include: pricing data, financial results, tool design, customers' and suppliers' business information, product developments, plans and strategies of business, know how or any procedure or data.

Protecting Physical Assets

Corporate physical assets include buildings, materials, equipment, and even office supplies. All of these assets are to be used for company purposes and protected. Each of us with access to company computing devices has the duty to protect these assets at all times.

Protecting Proprietary and Confidential Information

Information and knowledge are some of our company’s most valuable assets. These intellectual property (IP) assets include confidential information, patents, trademarks, and other creations protected by Intellectual Property laws. You may have created, developed, discovered, or been part of the development of such IP during the term of your employment and in the course of performing your duties. It is our responsibility to protect and use our company’s IP and to respect the IP of our customers and competitors.

We should treat confidential information in such a way as to preserve its integrity and value at all times, whether it belongs to our company or to others who have entrusted it to us. Confidential information can come to us in many ways—through conversations, documents, email, or the technology we use in our business—and may relate to any part of our own or our customers’ activities. Disclosure of the company’s confidential information is prohibited unless properly authorized by an appropriate leadership team member. Disclosure or inappropriate

Use of a customer’s confidential information is never permitted unless authorized by the customer. All contractual commitments
relating a customer’s confidential information is never permitted unless authorized by the customer. All contractual commitments relating to confidential information must be honored, including those of former team members.

New inventions should be promptly disclosed to the leadership team to allow for proper protection. Potential violations of patents should also be quickly brought to the attention of the management team. We should
always use company logos and trademarks properly and consistently to enhance their value.

**Intellectual property** -
Property that may include inventions, computer software, product designs, business or technical information, and manufacturing expertise. Intellectual property may also include patent rights, utility models, trademarks and service marks, domain names, copyrights, design rights, database extraction rights, rights to know-how or other confidential information, and rights under IP-related agreements.

**Data Privacy**

Data privacy laws safeguard information about individuals. Tosca respects the basic right of individuals to privacy by taking into close consideration the EU General Data Protection Regulation (GDPR) with its rules and values. We protect the information provided to us by our team members, customers, and others with whom we do business and only collect essential personal information for lawful purposes.

We respect the physical and intangible assets of others by protecting any confidential and proprietary information we acquire from third parties through our work. We safeguard this information and honor all contractual commitments. We do not disclose this information to unauthorized persons.

**What Are My Responsibilities?**

- Protect our company’s confidential information and the confidential information entrusted to us by others; do not disclose it unless authorized to do so by an appropriate leader of the company.

- Never disclose or use the confidential information or personal information of others, including prior team members, without appropriate authorization.

- Obtain written authorization from management prior to using Tosca's assets and resources for personal, community, or charitable activities.

- Guard company physical assets and computing devices against loss or damage.
- Exercise caution when discussing company propriety and/or confidential information in public places, such as restaurants, airports, etc.

- Consult the leadership team if you are unsure whether you must obtain company permission before using or sharing confidential information.

While at lunch, Cindy and her coworker discuss a current project. Using this lunch as an opportunity to finalize some business strategy decisions, they openly discuss company information, assuming no one will overhear them. When leaving the restaurant, Cindy notices some employees from a competitor company sitting at a table behind them. What should Cindy do?

**ANSWER**

Cindy should immediately notify management of the potential disclosure. She and her manager can then work with the leadership team to ensure appropriate measures are taken to avoid or minimize damage. As Tosca team members, we must always protect our company’s confidential information and exercise caution when discussing information in public places.

**CONFLICTS OF INTEREST**

The ability to make sound, unbiased business decision is a key to our success

Generally, a conflict of interest occurs when a personal or family interest interferes with our ability to perform our jobs effectively and without bias. Any situation that might put us in such a position or create the appearance of bias should be avoided. If you are aware of a possible
conflict of interest, you should immediately disclose it by speaking with a supervisor or reporting it through HR Services or the Ethics Hotline.

Consider the following when determining whether you have a conflict of interest:

- Would this situation affect any decisions I make on behalf of our company?
- Would my coworkers think this situation affects how I do my job?
- How would this look to someone outside our company, such as a customer or shareholder?
- How would this be perceived by the public if it were reported in a newspaper?

**Business Relationships with Family and Friends**

We must avoid personal relationships that could improperly influence, or appear to improperly influence, business decisions. None of us should have direct reporting responsibility over someone with whom we share a close personal relationship, such as a family member, member of our household, or someone with whom we have or had a romantic relationship. If you have a family member or friend who does business with us, you should never be involved with or attempt to influence the bidding, negotiating, or contracting process, or any other decision-making that could be influenced by your personal relationship. If such a situation arises, it should be disclosed to a supervisor immediately so HR Services and management can review and resolve the conflict.

**Participating in Outside Business Interests and Employment**

If we engage in any type of outside business or other interest that may constitute a conflict of interest or otherwise affect our job performance, it must be fully disclosed immediately to a supervisor and HR Services. We may never use company resources, including time or assets, in the pursuit of another business or for individual gain.
Serving on a Board of Directors

A conflict of interest also may arise if you serve as an officer, consultant, director, or member of management for another company or organization. While serving on a board of directors for a nonprofit organization is encouraged and does not require prior approval, the position must not interfere with your ability to perform your job duties. We must obtain prior approval to serve on the board of directors for any for-profit company.

What Are My Responsibilities?

• Act in the best interest of our company and never let my personal interests interfere or appear to interfere with my ability to make sound, objective business decisions.

• Disclose any outside jobs and affiliations with customers, competitors, or suppliers to my supervisor and get written approval before proceeding with these relationships.

• Obtain approval from management if you or an immediate family member is interested in conducting a personal business transaction with the company.

• Ask yourself whether your personal interests could interfere with those of the company. Even if private interests do not affect your business decisions, you should consider how others may perceive it.

• Withdraw from decision-making that creates or could appear to create a conflict of interest until you are certain none exists.

• Seek advice from your supervisor, HR Services, or other members of the leadership team if you are unsure of the appropriate action to take.
Paige began working for Tosca this week and met her direct supervisor, John. After learning her job duties and meeting some of her coworkers, she discovered John directly reports to Paige’s uncle Duane, who is constantly traveling for work. Because Paige does not directly report to her uncle and the office employs many workers, she does not believe she needs to report the relationship. Is Paige correct?

**ANSWER**

No. Paige and Duane should immediately report the potential conflict of interest. Although Paige does not directly report to her uncle, there is a conflict present because Paige’s uncle supervises John, who in turn supervises Paige. Regardless of whether Duane works at Tosca’s office location, he makes the ultimate decisions concerning Paige’s employment. Paige and Duane should promptly report the family relationship so HR Services so that any potential conflict can be solved.

**COMPETITION AND ANTITRUST LAWS**

We are committed to competing fairly and ethically for all business opportunities.

At Tosca, we succeed by competing assertively, but fairly. Antitrust and unfair competition laws prohibit behavior that unlawfully limits trade or restricts fair competition. These laws may apply to your job whenever you are:

- Dealing with competitors
- Dealing with customers
- Dealing with suppliers
• Participating in industry associations

• Collecting competitive information

Anticompetitive behavior is illegal and may damage the business and reputation of Tosca.

Business Communications

We protect important information, whether it belongs to Tosca or others. All public disclosures about business activities must be authorized. We make only accurate claims concerning our containers and services and those of our competitors.

All false or disparaging statements made about another person or business, whether spoken or written, are prohibited. We deal honestly and openly with customers, suppliers, and competitors. If we become aware of any false or misleading communications about Tosca or our competitors, we should report the issue to the leadership team.

In situations where we, as team members, may be more likely to interact with competitors, such as at trade shows, conventions, trade association meetings, and other industry events, it is important to avoid even the appearance of anticompetitive conduct. If your job puts you in any of these situations, you have a responsibility to understand what activities could violate laws protecting fair competition. In some countries, violations of antitrust laws can lead to large fines and even imprisonment.

Examples of unfair competition are acts of deception, confusion, omissions or misleading practices, aggressive practices by coercion or harassment, pyramid selling practices, undercover practices, deceptive promotional practices, acts of denigration, acts of comparison, acts of imitation, exploitation of another's reputation, violation of secrecy, inducement to breach of contract, violation of rules, discrimination and economic dependence, sale at a loss and/or illegal advertising.

What Are My Responsibilities?

• Understand how competition laws apply to our business.

• Treat all customers and suppliers honestly, fairly, and objectively.
- Select suppliers based on merit, and make clear to all suppliers we expect them to compete fairly for our business.

- Avoid unfair or deceptive practices.

- Always present our services in an honest and forthright manner.

- Immediately leave any meeting or informal gathering where competitors are present and anticompetitive behavior is exhibited.

- Report any discussions or behavior that could be considered anticompetitive.

- Seek the advice of your immediate supervisor or the leadership team if you are unsure how to handle the situation.

Mathias recently attended a trade association meeting where many competing companies discussed pricing discounts prevalent in the industry. Some participants said they wished they could do something to avoid the financial impact of having to provide these discounts. Mathias did not comment and immediately left the meeting. During the next few weeks, several of these companies raised their prices. What should Mathias do?

**ANSWER**

Mathias did the right thing by immediately leaving the meeting. His next step is to promptly report the occurrence to the leadership team. Remember: Any time we find ourselves present during a discussion of prices with competitors, we should try to break away in a manner that makes it clear we consider it improper, and then promptly disclose the occurrence to a supervisor or the leadership team.
ANTI-BRIBERY

We must fully comply with all anti-bribery and anticorruption laws of the states and countries in which we do business.

Tosca values honesty and fairness in all aspects of our business. We expect the same in our relationships with our business partners.

Bribery and corruption are strictly prohibited and have no place in our company’s culture.

Most countries in which we operate prohibit corruption. Many countries have laws, which apply to us, even when we are working in other countries. In essence, the law tells us we must not offer or pay any bribe to a foreign government official. We cannot provide payment to anyone if we know or suspect some part of the payment will be used to bribe or otherwise influence a public official. To help fight bribery, the law also requires us to keep accurate and detailed business records and accounts. If any illegal bribe occurs, we must clearly record and accurately disclose the transaction.

Bribery takes many forms:

- Gifts
- Entertainment
- Payment or reimbursement of travel expenses
- Charitable donations or social contributions
- A promise to pay or provide forgiveness of debt
- Personal favors
- An offer of employment
- Discounts on products and services not readily available to the public
• Scholarships awarded

• Loans at favorable interest rates

Bribery –
Demanding, accepting, promising or offering, promising or granting an advantage for an act or omission of an act in breach of duty by an employee or agent of a company in business dealings is punishable by law. This is anything of value including cash, gifts, entertainment, or favors given in exchange for an improper business advantage.

Commercial bribery –
This is a form of bribery which involves the corrupt dealing with the agents or employee of potential customers to secure an advantage over competitors.

Nominal -
For the purpose of accepting gifts, nominal is a value of 60 Euro or less, or its equivalent in any other currency.

Additionally, we may not practice commercial bribery of customers, suppliers, contractors, or other third parties as an attempt to obtain or retain business. This means we may not offer or give anything—gifts, payments (such as kickbacks or bribes), entertainment, favors, or anything else of value—that exceeds nominal value to a third party for the purpose of obtaining or retaining their business.

Our company has instituted certain due diligence procedures that we must all follow when engaging agents, consultants, and other representatives of customers, suppliers, contractors or other third parties representing another company. If you are confronted with a demand for a bribe from anyone, report it immediately to your supervisor and/or the leadership team.

What Are My Responsibilities?

• Comply with all anti-bribery and anticorruption laws.
• Use the following questions to determine if a gift or payment may be a bribe:

• Is the gift or entertainment customary for the relationship, or is it intended to influence a business decision?

• Is the gift modest, or does it create an obligation?

• Would I be embarrassed if someone else became aware of the gift or entertainment?

• Is the gift or entertainment legal in my country and the country of the other party?

• Does company policy prohibit me from accepting the gift or entertainment?

• Report bribery or corruption immediately to your supervisor and the leadership team.

• Accurately record and fully disclose transactions in which a bribe may have occurred.

• Never offer or accept anything of value meant to improperly influence business decisions.

• Report any instances of commercial bribery immediately to your supervisor and the leadership team.

• Consult with your supervisor, HR Services, or the leadership team when in doubt about what is considered a bribe.
Money laundering is the process by which individuals or entities hide illegally obtained money by making it appear legitimate. To avoid engaging in acts of money laundering, we must strictly follow company payment procedures and be observant of any irregular payments or refund request.

What Are My Responsibilities?

- Familiarize yourself with company payment procedures.
- Watch for irregular payments.

Report promptly any payment irregularities to my supervisor, the Finance/Admin Unit or the leadership team. Help us keep accurate and detailed business records and accounts. If any illegal bribe occurs, we must clearly record and accurately disclose the transaction.

While at a business-sponsored dinner with a vendor, Antoine was asked to join the vendor’s leadership on a cruise they are taking next summer. The vendor’s CEO said that the cost for the cruise would be “on the house” as long as Antoine signs the long-term contract that Tosca is negotiating with the vendor. Should Antoine accept the offer?

**ANSWER**

No. The gift of the cruise is outside of what is considered customary and is intended as a bribe to influence a business decision. Antoine should notify his manager and HR Services immediately so that they can take appropriate action.