



# GLOBAL ANTI-CORRUPTION POLICY

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Policy Owner: VP Business Ethics

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# 1. Guiding principles

At Firmenich, our integrity is non-negotiable – we do not tolerate corruption or bribery of any kind. Each of us must adhere to the highest ethical standards of conduct in all of our business activities and must act in a manner that enhances Firmenich’s reputation. The Firmenich Fundamentals must be considered when conducting our business.



**We do not bribe.** You must not offer, promise, give or accept money or anything of value to or from anyone to improperly obtain or retain business, secure an improper advantage or to otherwise influence or be influenced to act improperly.



**We do not allow third parties to bribe on our behalf.** You may not use third parties to take actions that we cannot take ourselves. You must not ignore “red flags” that indicate that a third party may make illegal payments or engage in corrupt behavior on Firmenich’s behalf.



**We do not engage in activities that create the appearance of impropriety.** We have to be mindful of how our actions may be perceived, no matter the intent.



**We maintain accurate books and records.** You must fairly and accurately represent how we spend our money, no matter how large or small the transaction.



**We comply with local laws.** This policy states a global, minimum standard and provides the underlying principles to help our employees, officers, directors and agents uphold Firmenich’s commitment to do business the right way. However, many countries have more restrictive rules and you must comply with those requirements as well.

**Watch out for Red Flags that may alert you to potential risks – please refer to the “Examples of Red Flags” found with this Policy on the Firmenich Corporate Policies intranet pages.**

## 2. Introduction

**At Firmenich we do not tolerate bribery or corruption, employees, officers, directors and our agents must never offer, give or accept bribes to get business done.**

We strictly abide by the Swiss Criminal Code, Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and all similar applicable laws.

This Policy establishes Firmenich's global anti-corruption principles and applies to all Firmenich employees, officers, directors and agents worldwide. In addition all third parties doing business with Firmenich are expected to contractually agree to comply with this policy.

For employees, officers and directors violations of this Policy may lead to disciplinary action up to and including termination of employment.

Any employee with knowledge or suspicion of violations of this Policy must report their concerns (as allowed by local law) to a Firmenich Legal Counsel, the VP Business Ethics, or [COMPLIANCE@firmenich.com](mailto:COMPLIANCE@firmenich.com)

No retaliation of any kind will be taken against anyone who reports suspected violations in good faith. We will take steps to protect each employee from retaliation. Please refer to the **Hotline (Whistleblowing) Policy** for additional guidance.

### 3. Providing and receiving things of value

**We have a duty to use Firmenich resources in ethical ways.**

You may never provide or promise to provide anything of value to anyone (a person, company or organization) to improperly influence a decision on their part.

You may provide or accept gifts, meals, entertainment and other items of value only in compliance with the relevant Firmenich policies and procedures, including (but not limited to) the **Travel and Expenses Policy** and **Gifts & Entertainment Policy**.

You must always consider whether a third party may also have their own rules to comply with and not put them in a difficult position. You must never solicit any item of value from anyone.

#### 3.1 Gifts

Gifts of nominal value are generally permitted, but cash and expensive or lavish items are not. The **Gifts & Entertainment Policy** provides additional, specific guidance on what is allowed and what is prohibited, as well as providing guidance on appropriate record keeping requirements.

#### 3.2 Travel and related expenses for third parties

**Employees, officers, directors and agents of Firmenich may not pay for travel and related expenses (transport/accommodation/associated meals) for any government/public sector employees or representatives without the prior written approval of the VP Business Ethics or the General Counsel.**

Firmenich may in limited circumstances pay for travel (that is transport/accommodation/associated meals) for third parties, provided that the travel is related to a legitimate Firmenich business purpose. Examples would be travel associated with attending a Firmenich-organized meeting, a site visit, or attendance at an educational/technical conference or industry meeting. If you are unsure what is appropriate please refer to the guidance in the **Gifts & Entertainment Policy**, speak with your manager or contact the the VP Business Ethics, or [COMPLIANCE@firmenich.com](mailto:COMPLIANCE@firmenich.com)

The following principles always apply to Firmenich-paid travel for third parties:

- Travel must be necessary for a legitimate business meeting or event.
- Any travel must be reasonable, not lavish, and consistent with Firmenich's internal travel policies and practices, including using Firmenich approved hotels and travel service providers.
- Firmenich must pay any expenses directly to the service provider, not the traveler. Firmenich must not pay per diems to the traveler.
- Sightseeing or other recreational activities should be avoided and at most be incidental in nature.
- All such pre-approved expenses must be recorded as a gift in line with the Corporate Gift Policy.

### **3.3 Sponsorship**

In this Policy "Sponsorship" refers to any arrangement where Firmenich provides financial support, products, services or anything of value to a third party (including charitable organizations), to participate in an event, associate our brand with an activity or to receive some other lawful benefit. Examples would be, sponsoring a well-known sporting event, donating/making a payment to a charity to be recognized as a sponsor (as opposed to just making a donation), or sponsoring a conference or industry meeting such as for the International Fragrance Association (IFRA) or International Organization of the Flavor Industry (IOFI). When considering paying for a sponsorship, you must:

- Never provide a sponsorship to improperly influence anyone or obtain an improper advantage.
- Never provide a sponsorship that creates an appearance of a bribe, kickback or other corrupt practice.
- Record all sponsorship agreements in writing and make the payments to the entity, not an individual.
- Follow the principles in this Policy and the guidance in the **Gifts & Entertainment Policy** (and other related policies), when providing to a third party anything Firmenich receives for sponsorship, such as products or tickets to the event being sponsored.

**In accordance with our Code of Ethics and Business Conduct, no financial contribution or donation of any kind may be made to any political candidate or to political parties on behalf of or in the name of Firmenich. In addition our Gifts & Entertainment Policy specifically prohibits contributions to religious organizations.**

**Please note that charitable contributions through the Firmenich Charitable Foundation ("the Foundation") are covered separately and governed in accordance with the Foundation Articles of Association.**

## 4. Facilitation payments

**Firmenich prohibits facilitation payments by employees or any third party on Firmenich's behalf.**

A facilitation or "grease" payment is a payment made to a government official to facilitate or expedite a routine, non-discretionary government activity that the official is required to perform as a matter of course. For example:

- Permits, licenses or other documents that allow companies to conduct business.
- Inspections related to transit of goods, such as customs clearance, loading and unloading of cargo.
- Processing of visas and work papers.
- Certain one-time fees, such as a government-owned utility company activating a telephone line.

You must report any demands for facilitation payments whether it is made directly or indirectly to Firmenich, or if you learn of a demand to or a payment made by a third party acting on Firmenich's behalf. The report must be made within 24 hours to a Firmenich Legal Counsel, the VP Business Ethics, or [COMPLIANCE@firmenich.com](mailto:COMPLIANCE@firmenich.com) with full details of the people involved, any payment demanded or made including the reason, date and place. Firmenich will not reimburse third parties for facilitation payments.

## 5. Using third parties

Firmenich regularly engages third parties, such as those listed below. If you are not clear on who or what is a third party please ask Firmenich legal counsel or the VP Integrity and Legal Compliance:

- agents	- sub-contractors
- distributors	- consultants
- logistics providers	- partners (e.g R&D)
- suppliers	- outsourcing companies (e.g Conduent)
- vendors	- joint ventures (JVs)
- toll manufacturers (e.g. in production)	

This is one of Firmenich's biggest areas of risk because Firmenich can be held responsible for any improper actions of third parties. It is a condition of working with a third party that they are required to at least comply with our **Code of Ethics and Business Conduct** and this Anti-corruption Policy. All arrangements with third parties must be in writing, in accordance with the **Corporate Purchasing Policy**.

Firmenich, its agents and other third parties contracted by us have to be highly vigilant if considering or conducting any business in a sanctioned country and must comply with all relevant sanctions. Please refer to the **Corporate Trade Compliance Policy** for detailed guidance.

We have to be particularly careful when engaging with agents. An agent is any third party who is authorized to act as a representative of Firmenich. For example any (i) consultant or contractor who finds or secures business, products, services or contracts for, or on behalf of Firmenich, (ii) freight forwarders who interact with customs officials or help clear Firmenich product through customs, or (iii) third parties that obtain any kind of permit or authorization from the government such as a business or construction permit, or any other certification, registration, license or approval.

Before a new arrangement is made with an agent they need to complete a Due Diligence Questionnaire and additional checks may need to be made before an agreement can be signed. The most up to date Agency Agreement template must always be used.

If you are unsure of what to do, you should seek guidance from a Firmenich Legal Counsel, the VP Business Ethics, or [COMPLIANCE@firmenich.com](mailto:COMPLIANCE@firmenich.com).



## 6. Accurate books and records

**Firmenich employees, officers, directors and agents, must keep books and records that accurately detail and fairly represent what we do with Firmenich resources.** You must follow all relevant policies and procedures, including those relevant to Internal Controls, Finance, Personnel (including Travel and Entertainment), Compliance and Business Ethics. You must also follow these principles:

- You must not inappropriately describe/represent payments made to any third party.
- You must not create off-the-books funds or assist any third party in creating off-the-books funds.
- You must not enter into any agreement, arrangement or understanding that has not been evidenced in writing and appropriately approved in accordance with our policies and procedures.
- All margins, discounts and rebates to any third party must have a business justification and be approved and such approval recorded in advance through the relevant process.
- You must not use or provide marketing or business development or other funds to directly or indirectly provide items of value that would otherwise violate our **Code of Ethics and Business Conduct** or this Policy.

**Watch out for Red Flags that may alert you to potential risks – please refer to the “Examples of Red Flags” found with this Policy on the Firmenich Corporate Policies intranet page.**