



UNITED PETFOOD

Anti-Corruption & Anti-Bribery policy

Version 2

Approved by the board of directors: 30 08 2024





Anti-Corruption & Anti-Bribery policy

A policy to prevent corruption and bribery is a necessary part of governance practices

1. Scope of application

This Anti-Corruption & Anti-Bribery policy applies to and will be adhered by United Petfood Group BV and each and every subsidiary company of United Petfood Group BV (hereinafter 'United Petfood' or 'Company').

2. Introduction

United Petfood is committed to acting lawfully and with integrity in every aspect of its business. This means avoiding corruption of all kinds. It is the policy of United Petfood to comply with all applicable anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act ("UKBA") and local laws in every country where we reside and/or do business. In essence, these laws prohibit bribery of government officials and private sector (commercial) bribery.

This Policy applies to all employees of United Petfood, including officers and directors (hereinafter 'Employees'). In addition, United Petfood will require third parties who represent United Petfood (such as agents, distributors, consultants, contractors, or any other person working for or on behalf of United Petfood – collectively "Associated Persons") to comply with the highest ethical standards, the anti-bribery laws applicable and this Anti-Corruption & Anti-Bribery policy (the "Policy"). Where a local Anti-Corruption & Anti-Bribery policy implemented at the relevant subsidiary, or local standards, law and regulations differ from this Policy, the most stringent rules shall apply.

3. General statement of Policy

Employees and Associated Persons may not, directly or indirectly, (i) offer, (ii) promise, (iii) agree to pay, (iv) authorize payment of, (v) pay, (vi) give, (vii) accept, or (viii) solicit anything of value to or from any third party in order to secure or reward an improper benefit (commercial, contractual or regulatory), an improper performance of a function or activity or any personal advantage for an individual or anyone connected with the individual in a way that is unethical.



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'Anything of value' means bribes, kickbacks, a financial advantage, or any other benefit, whether in cash or in kind, tangible or intangible. Examples include gifts, meals, entertainment, discounts, offers of employment or charitable contributions. Prohibited payments can also include so called 'facilitating payments', which are routine payments typically made to low-level Government Officials to expedite or secure a service or routine action.

Prohibited payments or offers are impermissible at all times, whether or not they are given to a Government Official or an employee of a non-governmental business or entity, and regardless of whether they are given by another person or entity on behalf of United Petfood.

'Government Official' includes any officer or employee of a national or local governmental entity of any country, representatives of political parties, candidates for political office, representatives of public international organizations, employees of state-owned or controlled entities (e.g. businesses, schools, hospitals), any person acting in an official capacity on behalf of a government entity.

Employees and Associated Persons should avoid any conduct that creates even the appearance of improper activity or conduct.

Integrity and transparency are of utmost importance to United Petfood and United Petfood has a zero-tolerance towards corrupt activities of any kind, whether committed by Employees or Associated Persons.

If United Petfood suspects that an act of bribery or attempted bribery was committed, an investigation will be carried out in line with our disciplinary procedure where appropriate.

A violation of anti-corruption laws can lead to severe civil and criminal penalties and is cause for disciplinary action (up to and including termination of employment). Therefore, it is vital that all, not only understand and appreciate the importance of this Anti-Corruption Policy and procedures, but comply with them in the daily work.

4. Reporting actual or suspected wrongdoing

Employees and Associated Persons should remain vigilant in watching for, avoiding, and reporting to senior management any questionable transactions that may violate this policy.

If an Employee or Associated Person suspects that an act of bribery or attempted bribery has taken place, even if they are not personally involved, such person is expected to report this to the Group HR Manager. You may be asked to give a written account of events.



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“Turning a blind eye” to, or ignoring, suspicious actions on the part of Employees or Associated Persons is not a defence to criminal liability. Below are some examples of ‘red flags’ that may signify a heightened risk of corruption or bribery for guidance.

- Rumours regarding unethical or suspicious conduct by an Employee, Associated Person or Government Official.
- Unnecessary third parties, multiple intermediaries or suggestions to use a particular intermediary.
- Request for payment to a second third party rather than the consultant or sales agent.
- Requests for payments in a country other than where the third party resides or services were performed.
- Requests for payment in cash.
- Requests for unusually large commissions or other payments, or payments that appear excessive for the service rendered.
- Requests for reimbursement of expenses that are poorly documented.
- Incomplete or inaccurate information in required disclosures.
- Refusal to certify compliance with United Petfood’s Code of Conduct.
- A government official insists on a specific person or company to serve as third party.

Any report of a suspicious conduct will be treated as confidential and in accordance with United Petfood’s Whistleblowing Policy. No Employee or Associated Person acting in good faith will suffer adverse consequences for reporting or for refusing to engage in prohibited conduct, even if such refusal results in loss of business to United Petfood.

5. Anti-Corruption and Anti-Bribery laws – risk of criminal sanctions

Employees and Associated Persons must comply with applicable laws in the countries where United Petfood resides and/or operates, including local anti-corruption and anti-bribery laws. The laws that may apply to United Petfood include the U.K. Bribery Act 2010 (“Bribery Act”), the U.S. Foreign Corrupt Practices Act (“FCPA”), as well as local anti-corruption and anti-bribery laws of other countries. Note these laws can apply to conduct outside each of these countries.

Under these laws, United Petfood and its Employees may be subject to criminal liability if an Employee or Associated Person, directly or indirectly, offers or pays, or authorizes payment of, Anything of Value in exchange for some improper advantage for United Petfood. This covers improperly providing meals, entertainment, gifts, employment and charitable donations, as well as direct cash payments.



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United Petfood and its Employees may also be subject to criminal liability if an Employee requests, solicits, receives or accepts Anything of Value in exchange for an Employee improperly performing a company function, including granting business or giving any business advantage to a counterparty.

Under the relevant laws in many jurisdictions in which United Petfood resides and/or operates, it is a crime to engage in acts such as those discussed above regardless of whether those acts involve Government Officials or private actors in business relationships.

It is also common in many jurisdictions that improper acts of third-party agents or representatives can create criminal liability for the entities for whom those representatives and agents work.

Regardless of local custom or practice, it is not permissible to engage in conduct that is, or would appear to be, a violation of the law.

6. Guidance on gifts, meals, hospitality and entertainment

United Petfood recognizes that the exchange of business courtesies, such as modest gifts (but not cash), meals, hospitality and entertainment, is a common practice for various legitimate reasons, including to create goodwill, establish trust in relationships, improve the image of a commercial organization, or better present products or services. Such courtesies are allowed, provided that the value of the gift, meal, hospitality or entertainment is reasonable in light of the accepted business practices of the industry, is not intended to improperly influence the decisions of the person involved and nothing is expected in return.

Some basic rules should be followed when giving a gift, or providing meals, hospitality or entertainment:

- Do not give cash or any other cash equivalent.
- Gifts, meals, hospitality and entertainment should not be lavish, extravagant or out of line with country or industry norms.
- Gifts, meals, hospitality and entertainment should have a justifiable business purpose.
- Gifts, meals, hospitality and entertainment should be given openly, and Employees should never attempt to hide such activities or the circumstances surrounding the activities from anyone.
- An Employee should be present at all meals, hospitality and entertainment activities and Employees should exercise good judgment in choosing entertainment that does not jeopardize the reputation or interests of United Petfood, its Employees or customers.



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- United Petfood should pay for the meals, hospitality and entertainment for only those invitees whose participation is directly related to and necessary for United Petfood's legitimate business purposes.
- United Petfood should not provide money to the invitees to make their own meal or entertainment arrangements.
- United Petfood will not pay nor reimburse for air travel to a (potential) counterparty. Local travel (e.g taxi services) can be paid for or reimbursed if related to legitimate business purposes.
- In all cases that hospitality, entertainment, gifts or travel expenses are approved, the expense must be supported by receipts and accurately recorded in United Petfood's books.

Providing gifts, meals, hospitality or entertainment to Government Officials in particular should be treated with extra care so as to avoid the appearance that the activity was meant to obtain special treatment by someone in a position of public trust.

If you have any question or doubt about whether a gift, meal, hospitality, entertainment or travel expense is appropriate, seek guidance from your supervisor before you incur the expense.

7. 'Emergency' payments

United Petfood prohibits "facilitation" payments made for the purpose of expediting or securing the performance of a particular routine governmental action by a Government Official. However, United Petfood makes a narrow exception for payments to Government Officials when, and only when, an Employee or Associated Person has a reasonable belief that he or she is in imminent jeopardy of serious bodily harm or loss of liberty and no other prudent alternative is available or when the payment is necessary to secure immediate governmental services in response to a grave medical or safety emergency.

If faced with a situation where a facilitation payment is being demanded, consult your supervisor as soon as possible, and in any case report what has happened after the event.

8. Charity and Political contributions

United Petfood contributions to charity are allowed, though Employees should ensure that the contribution is not an indirect way of conferring a personal benefit on a Government Official or related party, and that the contribution is not in exchange for a purchasing or other decision affecting United Petfood's interests.



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Employees and Associated Persons should not make payments, whether in cash or in kind, to political candidates, political officials or political parties for the purpose of obtaining, retaining or directing business to United Petfood or any other entity. In-kind contributions can include participation in political campaigns during paid working hours and the use of administrative support, company facilities, equipment and supplies.

9. Associated Persons / Third Parties

Corruption laws prohibit corrupt payments made directly by Employees or indirectly through an Associated Person or third party acting for or on behalf of United Petfood.

Under the FCPA, it is unlawful to make a payment of Anything of Value to any person, knowing that all or any portion of the payment will be offered, given or promised to a Government Official or any other person for a corrupt purpose. The term 'knowing' includes conscious disregard, deliberate ignorance, and wilful blindness. In other words, United Petfood and its Employees may violate the FCPA if they have 'reason to know' or 'should have known' that a third party will bribe a Government Official.

Under the UKBA, a company can be held criminally liable for bribes paid on its behalf by a third party anywhere in the world, even if the company had no knowledge of the bribe.

Accordingly, the most important step United Petfood can take to protect itself from liability for improper payments made by third parties is to choose its business partners carefully. United Petfood will conduct appropriate due diligence and will exercise care in selecting such third parties by employing only reputable entities and will pay only reasonable compensation for the services provided.

In evaluating Associated Persons and third parties, Employees should be conscious of any red flags' (see part "Reporting actual or suspected wrongdoing") for guidance that may signify a heightened corruption or fraud risk to United Petfood. Employees that observe a red flag should raise such issue to a supervisor for further review.

10. Recordkeeping and internal financial control

United Petfood and Employees should record all financial transactions according to the United Petfood 's financial and internal control policies and procedures.



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Payments and other compensation to third parties should be accurately recorded in United Petfood's corporate books, records, and accounts in a timely manner and in reasonable detail. This includes any commissions, service or consulting fees, expenditures for gifts, meals, hospitality, travel and entertainment, and expenses for promotional activities. Proper reporting should include clear notation regarding the nature of each expense, identification of all recipients and/or participants, the necessary approvals received for the expense and the accounts payable voucher.

Personal funds should not be used to accomplish what is otherwise prohibited by this Policy.

11. Governance - Roles - Responsibilities

The General Manager is responsible for implementing and monitoring this Policy at the relevant subsidiary under its supervision. This includes ensuring that all operations/activities align with the Policy's objectives and that employees comply with its guidelines. Severe violations of the Policy should be reported to Group Management, and if necessary, to the Board of Directors.

12. General

This Policy takes effect on September 1st, 2024 and replaces all previous Anti-Corruption & Anti-Bribery policies at group level.

United Petfood reserves the right to amend this Anti-Corruption & Anti-Bribery Policy as it deems necessary.