



RESPONSIBLE PURCHASING CHARTER

ALL
CONCERNED



Ludovic Spiers
CEO of Agrial

AGRIAL'S COMMITMENT OF RESPONSIBILITY

Agrial is an agricultural and agri-food cooperative that supports its member farmers by selling their products and developing processing activities in the dairy, fresh fruit and vegetable, beverage and meat sectors. Its 12,000 members and 22,000 employees embody a supportive and efficient model, faithful to its history and culture.

In the context of globalised trade, the longevity of our model is based on the diversity of our agricultural industries, control of the origin of our products, professional excellence and the capacity for innovation of the men and women who make up Agrial, its divisions and its subsidiaries. Our intention is to help meet the challenges of growing food demand while respecting the demands of consumers and our stakeholders regarding the quality and social and environmental conditions under which our products are produced. We therefore take a particular interest in ensuring that our partners and suppliers apply

the same high standards. As such, **Agrial is committed to acting in all circumstances in accordance with applicable laws and regulations, as well as its values of Longtermism, Proximity, Solidarity and Boldness.** We have supplemented these values with principles of good business conduct listed in the Group's Code of Conduct, which guide our day-to-day decisions and actions.

With a view to spreading these unifying values, Agrial hopes that its partners and suppliers will also apply them in their dealings with Agrial and all its divisions and subsidiaries.

Together, we convey Agrial's values and bring them to life.



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WHAT IS THIS CHARTER FOR?

WHAT ARE THE GOALS OF THIS CHARTER?

The purpose of Agrial's Responsible Purchasing Charter is to reaffirm with its suppliers and partners, **the commitment of Agrial and its divisions and subsidiaries in respect of the Universal Declaration of Human Rights**, the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work, as well as all applicable national and international standards related to labour law, environmental protection and the fight against corruption, influence peddling, fraud, money laundering, the financing of terrorism and anti-competitive practices, and in general, the 10 principles adopted by the United Nations Global Compact, to which Agrial adheres.

This Charter sets out the framework for the maintenance of sustainable and ethical relationships between Agrial and its partners and suppliers.

WHO IS THIS CODE INTENDED FOR?

For the purposes of this Charter, "Agrial" refers to the activities carried out by the Agrial Group including its agricultural, beverage, dairy, fresh fruit and vegetable and meat divisions, as well as its subsidiaries.

This Charter is the reference document applicable to all partners and suppliers who sell products and/or services to Agrial, regardless of their geographical location and profession. It is used in support of decision-making in the Purchasing process and the selection of Agrial partners and suppliers.

This Charter includes a set of common expectations regarding our relationships with our partners and suppliers, based on the laws and regulations applicable in all the territories in which Agrial, its suppliers and partners operate. However, in the event of a difference between the law and this Charter, the strictest rule must always be applied.

It supports the decision-making process of the Purchasing department in the selection of partners and suppliers by Agrial and must be always applied during the relationship between Agrial and its partners and suppliers.

WHAT ARE WE EXPECTING FROM OUR PARTNERS AND SUPPLIERS?

That they become aware of our values and that they share and respect the principles enacted in the Charter.

Our **ETHICAL AND RESPONSIBLE** commitments

From the farm to the consumer, **Agrial is committed to take action for sustainable development.** Cooperating responsibly and sustainably to help people and regions grow, to preserve the earth and living organisms and to offer healthy, sustainable food, in order to create shared value: this is the summary of our sustainable development approach, which we place at the heart of our corporate project. **It is built around 5 strong commitments** that contribute to the Sustainable Development Goals and the United Nations Global Compact, which we support:



Faced with evolving social and environmental challenges, and convinced that agriculture is a solution to climate change, **we are deploying this cross-functional, unifying approach to progress**, to collectively build, with our farmer-members, our employees and our partners, a sustainable future for all.

THE 10 PRINCIPLES OF THE GLOBAL COMPACT. AGRIAL ADHERES TO THEM AND IS COMMITTED TO DISSEMINATING THEM TO ITS STAKEHOLDERS.

HUMAN RIGHTS

- 01 Support and respect the protection of internationally proclaimed human rights.
- 02 Make sure that they are not complicit in human rights abuses.

INTERNATIONAL LABOUR STANDARDS

- 03 Uphold the freedom of association and the effective recognition of the right to collective bargaining.
- 04 Contribute to the elimination of all forms of forced or compulsory labour.
- 05 Contribute to the effective abolition of child labour.
- 06 Contribute to the elimination of discrimination in respect of employment and occupation.

ENVIRONMENTAL PROTECTION

- 07 Apply the precautionary approach to environmental challenges.
- 08 Undertake initiatives to promote greater environmental responsibility.
- 09 Encourage the development and diffusion of environmentally friendly technologies.

FIGHT AGAINST CORRUPTION

- 10 Take action against corruption in all its forms, including extortion and bribery.



Our commitments

FOR BUSINESS CONDUCT WITH OUR PARTNERS AND SUPPLIERS

CONDUCTING OUR BUSINESS RELATIONS IN AN IRREPROACHABLE WAY

We treat our partners and suppliers with honesty, impartiality and respect.

Our purchasing activities are conducted in accordance with high ethical and professional standards, as described in our Code of Conduct.

Throughout our value chain, we are vigilant in respecting the Human Rights of the United Nations and the Declaration of the International Labour Organization (ILO), as well as the 10 principles of the United Nations Global Compact.



EMPLOYEES MUST NEVER

- ✗ Offer, authorise or propose benefits in cash or in kind to anyone in order to benefit from an unfair advantage.
- ✗ Accept a gift or invitation from a partner or supplier during a commercial negotiation phase.
- ✗ Be influenced in their decisions by any kind of benefits.
- ✗ Ask a partner or supplier to make an undue facilitation payment to speed up the completion of an activity for Agrial.

PREVENTING CORRUPTION

We are committed to conducting our business in compliance with French anti-corruption laws and those applicable in the countries in which we operate.

We undertake to not create liabilities in order to obtain an undue advantage from a partner or supplier (advantageous commercial terms, contracts, etc.).

We strictly refuse to accept bribes (i) or other facilitation payments (ii) in any form, directly or indirectly, made by a partner or supplier with the aim of winning new business, retaining existing business or obtaining any other favour.

Similarly, all offers of entertainment or gifts made by a partner or supplier during calls for tenders must always be declined by our employees.

Business gifts, invitations and entertainment offered occasionally to any person in the public or private sector during business discussions or for maintaining good commercial relationships are generally acceptable, so long as they do not occur on a regular basis, that their value is low, and they are not forbidden by laws applied locally.

(i) «Bribes» are not limited to cash payments. They can be anything of value, including: consultancy fees and commissions paid to parties who do not provide any services, payments in kind, including anything of value or benefit other than cash, e.g. transport, accommodation, entertainment, job offers and gifts, jobs offered to family members of public officials without going through the usual recruitment process, sponsorships/donations.

(ii) Facilitation payments are low-value payments (in cash or in kind) made to public officials in return for regular tasks that they would otherwise be required to perform (for example, to speed up the obtaining of permits, licenses, visas, couriers or services). Facilitation payments do not include compliant administration fees paid to an organization (not an individual) to expedite a service, for which a receipt can be obtained on request.

GUARANTEEING EQUITABLE TREATMENT



We reject discriminatory behaviour in the selection process for our suppliers and partners. We select them impartially according to a predefined set of explicit and transparent criteria.

As such, we pay particular attention to quality, to services, to technology, to the proposed prices, to the ethical commitment and the environmental and social impacts of the proposed products and services and we exclude criteria that may be related to age, sex, disability, physical appearance, sexual preference, political and philosophical opinions, ethnic, social, cultural and national origins, trade union activities and religious beliefs.

We treat our partners and suppliers in the same way, whatever their size or geographical location.



EMPLOYEES MUST ALWAYS

- ✓ Guarantee equity between suppliers.
- ✓ Select suppliers based on impartial criteria as part of a consultation.
- ✓ Ensure contractual fairness regardless of the size or geographical location of the partner or supplier.



EMPLOYEES MUST ALWAYS

- ✓ Prevent and resolve situations of economic dependency of our partners or suppliers.
- ✓ Be attentive and provide support for the more vulnerable partners.
- ✓ Diversify as far as possible the portfolio of partners or suppliers for its essential supplies or services.
- ✓ Promote innovations proposed by partners and suppliers.



GUARANTEEING TECHNICAL AND ECONOMIC INDEPENDENCE

We seek to avoid any risk of economic dependencies

that could create an imbalance between Agrial or one of its subsidiaries and its partners and suppliers.

The risk of economic dependence exists when a partner's or supplier's business with Agrial represents too high a proportion of its total sales.

The risk also exists when the activity carried out by Agrial with a partner or supplier represents too high a proportion or is unavoidable for its supplies.

PROTECTING THE CONFIDENTIALITY OF INFORMATION AND INTELLECTUAL PROPERTY

We are committed to respecting business secrecy and the confidentiality of information determined as such, which is provided to us by our partners and suppliers. Furthermore, we pay particular attention to respecting all intellectual property rights.



EMPLOYEES MUST NEVER

- ✗ Disseminate confidential information from one of our partners or suppliers to a competitor, a customer or any other person not entitled to receive it.



EMPLOYEES MUST ALWAYS

- ✓ Include discriminating environmental criteria in specifications when justified by the activity.
- ✓ For equivalent services, give preference to partners and suppliers with the highest environmental standards.

PROTECTING THE ENVIRONMENT AND REDUCING THE CONSUMPTION OF NATURAL RESOURCES

Agrial undertakes to reduce its environmental impact and preserve resources at every level of the food-processing chain, from agricultural production to the transformation of food products. The preservation of soil and biodiversity, reductions in our water and energy consumption, the fight against climate change and waste, and the reduction of waste production are all key objectives for our business.

Our expectations **REGARDING OUR PARTNERS AND SUPPLIERS**

RESPECTING AGRIAL'S VALUES AND PRINCIPLES

Partners and suppliers undertake to respect the values and principles set out in this Charter within the context of their activities.

PROMOTING COMPLIANCE WITH HUMAN RIGHTS AND INTERNATIONAL STANDARDS

Partners and suppliers undertake to comply with all local and international laws in the conduct of their business. In particular, Agrial expects them to promote and respect international human rights law, the fundamental principles set out in the Universal Declaration of Human Rights and the International Labour Organisation Declaration, and all applicable laws and regulations relating to the preservation of the environment and the fight against corruption, influence peddling, fraud, money laundering, the financing of terrorism and anti-competitive practices.

Our suppliers and partners undertake to promote respect for these fundamental principles among their own suppliers and partners.

ABOLISHMENT OF FORCED LABOUR AND CHILD LABOUR

Partners and suppliers must prohibit the use of any form of forced, compulsory or unpaid prison labour, as well as unpaid overtime.

They respect the minimum age defined by ILO Conventions 138 and 182, i.e. 15, and 18 for hazardous or difficult activities. They undertake to ensure the protection of young workers in the performance of tasks likely to interfere with their education or hinder their physical development.

They will refrain from resorting to illegal practices such as the keeping possession of their employees' original identity documents.

Bonded labor is prohibited. Partners and suppliers will not resort to any form of bonded labor, nor will they authorize or encourage workers to incur debt through recruitment fees or other means.

Work «under non-cancellable contract» is prohibited. Suppliers will respect the right of workers to terminate their contracts after legal notice and to leave the workplace and factory after their shift.

GUARANTEEING FAIR AND EQUITABLE TREATMENT FOR ALL EMPLOYEES

We expect our partners and suppliers to encourage diversity in the conduct of their activities and to not tolerate any form of violence, sexual or moral harassment, denigration or discrimination, on the grounds of age, sex, disability, physical appearance, sexual preference, political or philosophical opinion, ethnic, social, cultural or national origin, trade union membership or religious belief.

Agrial invites them to comply with all laws and regulations relating to wages and working hours, including those concerning the minimum wage, overtime pay, and other aspects of remuneration and benefits provided for by law, in accordance with national legislation and conventions of the International Labour Organization (whichever offers the best treatment of employees).

They guarantee to treat all workers with respect and dignity.

Partners and suppliers neither practice nor tolerate moral or physical harassment or abuse of any kind.

Finally, partners and suppliers guarantee workers the right to form or join a trade union of their choice and to bargain collectively, without the prior authorization of their managers. Partners and suppliers shall not hinder, prevent or interfere with these legitimate activities. Where applicable law restricts or prohibits freedom of association and collective bargaining, they will not oppose any other form of free and independent representation and negotiation, in accordance with ILO conventions.

GUARANTEEING PROTECTION OF HEALTH AND SAFETY AT WORK

Partners and suppliers undertake to provide all their employees, whether direct or indirect, with a safe and healthy working environment that respects their health and physical integrity.

They undertake to ensure compliance with the highest standards of safety at work and, at the very least, to take appropriate measures to:

- ✓ prevent accidents and damage to their employees' health in all the circumstances in which they carry out their work,
- ✓ provide them with the appropriate level of equipment and protection required for their work and to use products that are authorised on the market,

- ✓ define appropriate rest periods and working hours, in accordance with applicable laws,
- ✓ guarantee them access to clean sanitary facilities, drinking water and all necessary sanitary and health facilities,
- ✓ handle with the utmost diligence any case of violation of health and safety standards of which they become aware in the course of their activities,
- ✓ ensure that workers and managers receive regular training in health and safety prevention.



RESPECTING LAWS ON COMPETITION

Our policy and our joint responsibility include compliance with all international, European and national laws on competition. As such, we forbid price-fixing and market/clientele allocation agreements, collusion regarding invitations to tender and, in general, all other illicit agreements

to prevent, hinder or distort competition within a market. In this context, they undertake never to exchange sensitive information concerning Agrial with third parties.

RESPECTING LAWS TO FIGHT CORRUPTION

Agrial is subject to the requirements of French law no. 2016-1691 of December 9, 2016 on transparency, combating corruption and modernizing economic life. In accordance with this, Agrial requires its partners and suppliers to commit to respecting and ensuring respect for applicable international anti-corruption conventions.

In the course of their business, they guarantee not to provide or promise any undue advantage, that no one may offer, authorize or propose the payment of money, bribes, facilitation payments or any type of benefits to any person in the public or private sector to obtain or benefit from an unfair commercial advantage.

The partners and suppliers and Agrial reciprocally undertake to:

- ✓ Never solicit, propose to or accept from an employee or officer of the other party, at any time, directly or indirectly, offers, promises, gifts or benefits of any kind whatsoever for himself or herself or for another person, so that this person performs or refrains from performing an act of his or her activity or function or facilitated by his or her activity in violation of his or her legal, contractual or professional obligations;

- ✓ Never misuse their real or supposed influence, directly or indirectly, in order to obtain from a public authority or administration or from a public official, any decision favourable to the other party;
- ✓ Avoid situations of real or potential conflict of interest likely to impair the independence or objectivity of their professional actions or decisions.

Business gifts, invitations and entertainment offered occasionally to any person in the public or private sector during business discussions or for maintaining good commercial relationships are generally acceptable, so long as they do not occur on a regular basis, that their value is low, and they are not forbidden by laws applied locally.

RESPECTING TAX OBLIGATIONS AND FINANCIAL LAWS



Agrial is resolutely committed to the fight against fraudulent practices such as illicit trading, money-laundering and the financing of terrorism. Agrial expects its partners and suppliers to meet their financial and fiscal obligations, and to never engage in fraud, forgery, money laundering or the financing of terrorism, in general and particularly in the context of activities carried out directly or indirectly with or for Agrial.

PROTECTING PERSONAL DATA

We expect our partners and suppliers to comply with all local laws applicable to the protection of personal data and, in particular, the European Regulation on the Protection of Personal Data (RGPD).

COMMITTING TO THE SUSTAINABLE USE OF RESOURCES

We expect our partners and suppliers to commit to initiating and/or developing approaches to preserve the environment and natural resources.

We expect our partners and suppliers to commit to initiating and/or developing approaches to preserve the environment and natural resources.

They are also invited to raise awareness and train all their staff in the actions undertaken to protect the environment.

REPORTING

Agrial whistleblowing mechanism

Each and every one of us, whatever our position or role within Agrial, has the right to speak out about situations of concern. We all have a responsibility to report the facts and share our concerns, and to do so fairly, honestly and professionally.

The Agrial professional whistleblowing mechanism.

As provided for by French law no. 2016-1691 of 9 December 2016 relating to transparency, combating corruption and modernising economic life, Agrial makes available for all its employees as well as its professional stakeholders, members or co-contractors, a provision enabling situations that may harm people's integrity and/or rights, affect the company's activity or critically make it liable with regards general interest and regulations to be reported, wherever the Group is present.s.

The Agrial whistleblowing mechanism must enable any report to be collected from a physical person, who brings to light a situation they are aware of without financial compensation and good faith, as part of their professional activities, or otherwise personally.

Reports must relate to the facts that happened or are highly likely to have happened, that may be a crime or misdemeanour, a threat or serious prejudice for general interest, a violation or attempt to hide a violation of an international undertaking legally ratified or approved by France, a unilateral act by an international organisation taken on the basis of such an undertaking, of European Union law, the law or regulations applicable everywhere where the Group is present, or any breaches of the principles of the Agrial Code of Conduct, in particular concerning facts:

- violation of the integrity, safety and/or rights of people, and human rights,
- corruption, insider influence or conflicts of interest,
- non-compliance with competition law and the regulation of public contracts,
- money laundering and financing terrorism, framed by European regulations and the monetary or financial code or general regulations of the Financial Markets Authority,s,
- violation of the safety and compliance of products and foods intended for human and animal food,

- violation of human and animal health and safety, protection of consumers and also the environment,
- violation of personal data and private life protection, and the security of IT systems and networks.

The Agrial professional whistleblowing mechanism is subject to a procedure available on the website **www.ethic.agrial.com**

Protecting the whistleblower

Agrial undertakes to protect employees and its stakeholders, authors of a whistleblowing incident via this mechanism against any retaliation so long as they have acted in good faith. However, if the whistleblowing mechanism is used with the intention to harm the other person, the whistleblower may be disciplined by Agrial or will be likely to be subject to legal proceedings.

What does retaliation consist of?

We consider retaliation to be any action, direct or hidden, which enables an employee or stakeholder to be unlawfully disciplined for reporting a real or suspected situation of concern in good faith.

Retaliation constitutes a serious breach that Agrial will not tolerate, and any employee who may act in this way may be disciplined.

Confidentiality and anonymity

Any situation reported within the scope of this professional whistleblowing mechanism will be treated impartially and in complete confidentiality. A situation may be reported anonymously. It will be treated if enough elements are provided on reporting it to allow it.

How to whistleblow?

- To the contact person identified within the scope of activities with Agrial or one of its subsidiaries
- To Agrial Compliance management

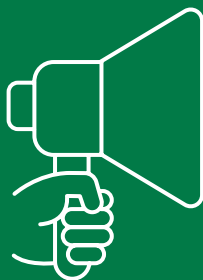
By e-mail:

direction.compliance@agriale.com

By post:

AGRIAL – Direction Compliance
4, rue des Roquemonts – CS35051
14050 CAEN Cedex 4 – France

By the professional whistleblowing
mechanism online
www.ethic.agriale.com



SITUATIONS OF NON-COMPLIANCE with the Responsible Purchasing Charter

Partners and suppliers authorise Agrial to carry out checks to ensure their compliance with the values and principles set out in the Charter. These controls may take the form of documentary requests or audits carried out on the sites of partners and suppliers by Agrial employees or third-party organisations mandated by Agrial.

Following these controls, the partners and suppliers undertake to propose action plans to respond to any discrepancies or non-compliant situations found and thus promote continuous improvement in these areas.

- In the event of minor breaches, Agrial may verify compliance with this action plan by conducting a verification audit, either by itself or by a third party of its choice.
- In the event of major or recurring breaches, Agrial reserves the right to suspend all commercial relations until the situation of non-compliance has been resolved, or even to withdraw and terminate all or part of its commercial relations with the defective supplier or partner.

SIGNING OF THE RESPONSIBLE PURCHASING CHARTER

I the undersigned (name and surname)

Acting in my capacity as (job title)

A legal representative of (company name)

Located at (head office address)

Town Post Code

Country

- Acknowledge that I have received and read Agrial's «Responsible Purchasing Charter» and undertake to comply with all of the above provisions.
- Make a commitment to inform staff about this Charter and its requirements.
- Declare to be knowledgeable about and in compliance with the regulations in the countries in which we operate, at least regarding the topics covered by this Policy.
- Commit myself to promoting these values to our own suppliers and partners and to alert Agrial as soon as possible in the event of changes or modifications that may impact this commitment.

Date and signature

Company Stamp



www.agrial.com