



# CODE OF CONDUCT

ALL  
CONCERNED



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## OUR PRINCIPLES OF CONDUCT...



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# INTRODUCTION

The establishment of Agrial is the result of more than a **century's history of agricultural cooperatives in France**. The incredible growth of agricultural production, combined with farmers' numbers reducing, have led them to **organise themselves in cooperatives to pool their efforts**.

In the context of trade globalisation, we base the sustainability of our model on **controlling where our products come from, the diversity of our agricultural industries, excellence in our businesses** and the **ability** the women and men who make up Agrial have to innovate. We also intend to accept the challenges of **growing food demand** all while respecting the consumer demands and our stakeholders regarding the production **quality and social and environmental conditions** of our products.

## WHO IS THIS CODE FOR?

This Code, which is freely available for everyone to refer to, is the reference document intended for our **employees, members and partners**. It applies to all of the Agrial subsidiaries throughout the world. It is a reference tool that must enable each person to act with **integrity** in how they go about their business with Agrial. It supports our employees in applying our values and decision making while carrying out their duties.

## WHAT WE EXPECT FROM OUR EMPLOYEES AND PARTNERS

In line with the Agrial values and principles of conduct recalled in this Code, we request that all Agrial employees and business partners **have exemplary, honesty conduct that respects laws and regulations**.

The Code reminds employees of **how they should behave** in our business, and groups together a set of shared expectations with regard our conduct, around the key element of **respecting the laws and regulations** applicable in all the countries where we perform our activities. For all that, **the strictest rule will always be applied** should there be a difference between the Law and our Code. Breaches of the legal, regulatory or stated provisions in Agrial's Code of Conduct may be subject to **disciplinary sanctions** such as provided for in each Group companies' rules and regulations.

### More specifically, we expect that our managers:

- ▼ Ensure that the principles of this Code are respected and give their teams regular information about its content.
- ▼ Endeavour to create a positive climate that enables their teams to express themselves freely in order to speak about their concerns.
- ▼ Report any contentious situation they know about to the appropriate people.



## LETTER FROM MANAGEMENT

**"As an intermediary between farmers, consumers and civil society, Agrial supports agriculture that is nourishing and sustainable, innovative and high performance in order to satisfy its clients and its 12,000 farmer members.** They are what makes our cooperative group successful along with our 22,000 employees. **As we are invested in a growth dynamic, we consider our reputation of integrity, professionalism and loyalty** to be a precious advantage, a gauge of confidence in the eyes of all our stakeholders.

It is to this end that **the principles of conduct** conveyed in this Code are added to our fundamental values. We strictly apply the laws in force in each country where we operate and

it is important to us to comply with the principles enacted by the International Labour Organization and the United Nations Global Compact. All of these principles must guide our considerations and actions every day. We must all – employees, members and suppliers – respect them with the greatest rigour as we are convinced that **ethics form the base of our reputation.**

This Code of Conduct is a framework, a set of guiding principles each of us can refer to **make the right decision.** It provides the information required **to act with integrity** and in **accordance with the laws and regulations** that apply to our activities.

We are counting on you, employees, members, partners, to be **ambassadors of our values** and the principles in this Code. Questions of ethics are rarely simple, don't keep them to yourself, **talk about them and ask for advice".**



**Bernard Guillard**  
Chairman of Agrial

**Julien Heillaut**  
Chief Executive Officer  
of Agrial

## DIRECTORS' COMMITMENT

Individually and collectively, we undertake to convey and **transmit the values of the Code of Conduct** in our everyday activities. It is vital for us to act as **relays** of these principles in order to **make a success of Agrial's development** by maintaining the **trust** of all of our stakeholders place in us.

**Everyone must share** the values presented in this Code, employees, members and partners of Agrial. They must be taken into account in each decision we make. More than ever we invite you to let us know your **questions, things you find unclear or doubts** regarding how to behave when dealing with a delicate situation.

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



**Julien Heillaut**  
Chief Executive Officer  
of Agrial



**Nicolas Laigle**  
EVP of the  
Agricultural Division



**Gilles Rabouille**  
EVP of the  
Dairy Division



**Jean-Marc FAUJOUR**  
EVP of the Fresh  
Produce Division



**Stéphane Poyac**  
EVP of the  
Meat Division



**Benjamin Dupuy**  
EVP of the  
Beverage Division



**Yves Jacobs**  
Chief Finance and  
Operations Officer



**Sophie Maroulier**  
Chief CSR



**Thomas Guerton**  
Chief Human  
Resources Officer





## OUR FUNDAMENTAL VALUES

and our ethical<sup>”</sup>  
principles



Agrial has built itself according to the firm idea that the **cooperative model** can provide an efficient response **to the economic, social and environmental challenges** of today and tomorrow. We embody a **united and efficient** model ensuring citizen consumers' needs and the eco-friendly aspirations of farmer-members meet. This model enables us to pool the energy of our members and employees, who each contribute to our company's performance and regions' vitality. Loyal to its history and culture, Agrial conveys four strong values:



## LONGTERMISM

▼ We develop our model looking to the long term all while maintaining our cooperative identity, respecting Humans and the Earth. **As a multispecialist company, we ensure that we anticipate changes in our environment** and consumer expectations to guarantee the sustainability and longevity of our activities.



## PROXIMITY

▼ Our grain to plate presence every day enables us to maintain a close relationship with all our stakeholders: **farmer-members, employees, customers, consumers and partners.** Our activities contribute to the dynamics of the regions we are in and contribute to their development and attractiveness, in France and internationally.



## SOLIDARITY

▼ **We have built a cooperative model placing solidarity between members at the heart of our action,** strongly convinced that there is strength in unity. Faced with the challenges of a rapidly-changing world, our multispecialist model thus represents a real gauge of resilience and stability.



## BOLDNESS

▼ Our success is the fruit of our ability to innovate and take action with humility, curiosity and ambition. Members, employees and partners, **together we cultivate this desire to advance and seize the opportunities of a world in motion.**

## IN LINE WITH ITS VALUES AND RESPONSIBLE COMMITMENTS, AGRIAL CONTRIBUTES TO THE UNITED NATIONS GLOBAL COMPACT PRINCIPLES

### HUMAN RIGHTS

- 01 Promoting and respecting protection of international Human Rights law.
- 02 Ensuring that we do not become complicit with violating Human Rights.

### INTERNATIONAL LABOUR STANDARDS

- 03 Respecting freedom of association and recognising the right to collective bargaining.
- 04 Contributing to eradicating forms of forced or mandatory labour.
- 05 Contributing to the effective abolition of child labour.
- 06 Contributing to eradicating all discrimination in terms of employment and profession.

### ENVIRONMENT

- 07 Applying the precautionary approach when faced with problems affecting the environment.
- 08 Taking initiatives that tend to promote greater responsibility in terms of the environment.
- 09 Fostering development and distribution of technologies that respect the environment.

### FIGHTING CORRUPTION

- 10 Acting against corruption in all its forms, including extortion of money and bribes.



## OUR PRINCIPLES OF CONDUCT REGARDING men and women

- From the farmer to the consumer, **women and men are involved at all levels of our value chain to enrich our activities.** We are vigilant that basic human rights are respected and promoted as laid out in the Declaration of Human Rights and the International Labour Organization.

# OUR MEMBERS

**Our members are the essence and strength of our Cooperative.**

Proud of its cooperative values, Agrial has implemented appropriate governance that enables the following to be covered:

- ▼ A balance between representation of regions and representation of sectors and productions.
- ▼ Active participation of members in the regions and productions.
- ▼ Renewal of generations among members and within Agrial governance bodies.
- ▼ Clear distribution of powers between elected members and directors.
- ▼ Sharing between Agrial elected members and board members the Cooperative's values and principles of integrity, independence, probity, loyalty, confidentiality and exemplarity, such as defined in its Governance Charter.

We undertake to do everything to perpetuate the values of our cooperative model **by placing humans at the centre of our concerns** and by acting **in the interest of all of our community**.

Finally we ensure we guide our members towards **sustainable agriculture that performs well**.



## WHAT MEMBERS MUST DO

- ✓ Respect the Cooperative's regulations.
- ✓ Respect the safety rules on Agrial sites.
- ✓ Respect the principles of this Code in how they conduct their activities with the Cooperative.



## WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Ignore the health and safety at work rules.
- ✗ Ignore their company regulations and principles enacted in this Code.
- ✗ Behave in a discriminatory way for reasons related to sex, disability, physical appearance, sexual preference, age, political or philosophical opinions, ethnic, social, cultural or national origins, trade union activities and religious convictions.
- ✗ Cause harm to a person's moral or physical integrity.
- ✗ Ignore the regulations and obligations related to their function.
- ✗ Base any decision about recruitment or promotion on criteria that are anything other than objective and professional.

# OUR EMPLOYEES

We believe in our employees' **motivation, competency, spirit of innovation** and **sense of responsibility**.

We endeavour to provide **a safe and healthy working environment** for all of our employees, guaranteeing their **physical integrity**. It is each person's responsibility **to respect the health and safety rules**.

We guarantee the **principles of respect and equality** in working relationships and within our recruitment and training processes. The diversity of our regions and know-how is a strength for the company. **We encourage this diversity** and do not tolerate any form of violence, denigration or discrimination.

**We firmly condemn** any form of harassment, forced, mandatory or illegal labour.

We also see **that employees' work-life balance is respected** and provide remuneration and a number of working hours that are fair.

**We encourage dialogue** and respect the right to freedom of association.

All our employees undertake to share our values and to apply and have applied all the principles enacted in this Code of Conduct in their daily activities, individually and collectively.



## OUR CONSUMERS

It is important to us to ensure that **our consumers are satisfied**, and the food safety and quality of all of our products and services in particular. We guarantee **their origin and quality** through respecting high standards, site labels and certifications, procedures, sectors and/or products.

One of Agrial's strengths is the diversity of its territories and its know-how which enable it to **permanently renew** product ranges proposed to consumers and to **promote health and tasty foods**.

We undertake to provide **honest advertising, and clear labelling and traceability** of our products.

## OUR CUSTOMERS

We want to maintain relationships with our customers that are based on the principles **of equity, honesty, trust and dialogue**. We think that these principles are key in building lasting relationships, based on clear commercial conditions which respect our respective legitimate interests.

In addition we encourage our customers **to adopt ethical principles which are equivalent** to those in this document.





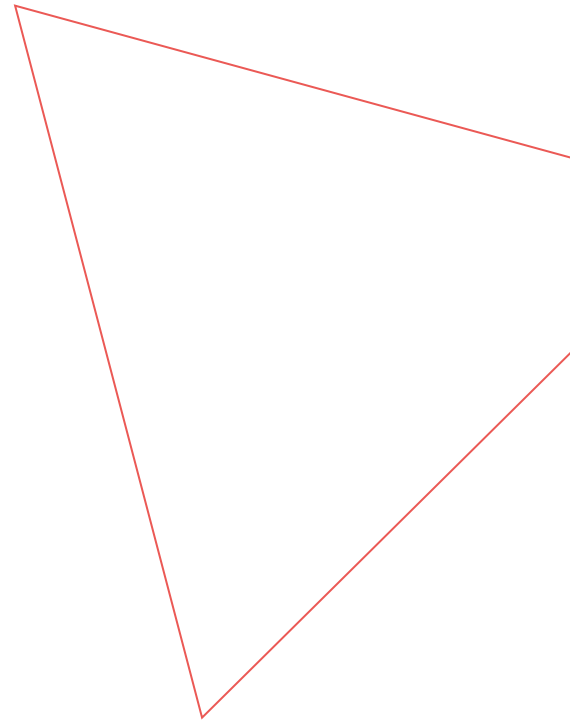


## OUR SUPPLIERS, SUBCONTRACTORS AND PARTNERS

Our purchasing policy must be **impartial and transparent**, being mainly based on ethical criteria in selecting our suppliers. As our suppliers support us in our development every day, it is therefore vital they are selected according to principles **of impartiality, fairness and quality**.

We expect that our suppliers have the ability to support us in **our most innovative projects** all while respecting our ethical principles. Agrial bases its success on its **product quality** and its **customers' satisfaction**. Thereby the choice of the suppliers we work with is an essential element in protecting the reputation of our cooperative group.

Agrial therefore endeavours that **all suppliers become familiar with its Code of Conduct** and apply equivalent standards, respecting the principles defined in its Sustainable Purchasing Charter, in particular human rights such as they are established in the basic conventions of the International Labour Organization.



## COMMUNITIES

**Respect and dialogue** permanently guide our relationships and actions towards our stakeholders.

By virtue of its international geographic locations, Agrial must respect the various **national regulations and laws**. We also respect local customs and cultures, as well as the natural environments and resources in the countries we operate in.

We respect the **local communities**, in their diversity and identity. Our strong involvement in rural regions leads us to closely collaborate with local organisations and associations. For all that, we abstain from financing political parties or partisan organisations.

In all honesty we make **our know-how available for the well-being of the community**.



## OUR PRINCIPLES OF CONDUCT in business

- ▶ Agrial undertakes to respect laws and regulations applicable in terms of **competition, ethics and combatting corruption in business**. We expect that our employees and partners respect the following regulatory framework and principles.

# COMPLYING WITH COMPETITION LAWS

Our policy and our shared responsibility consist of us conforming to international, European and national competition laws. As such, we ban any practice of price fixing, market and customer distribution, any practice of collusion in terms of calls for tender and in general any other illegal agreement that aims to prevent, hamper, or distort competition on a market. Likewise, we must never exchange sensitive information about our company with our competition.

## The right to competition notably bans:

- ▼ agreements between competitors, formal or not, aiming at hampering competition at the expense of the consumer, such as understandings on prices and agreements sharing clientele, regions or markets;
- ▼ agreements, formal or not, aiming to impose a resale price of a product on a customer;
- ▼ any practice of abuse of dominance on a market.

## QUESTION

A competitor suggests that we agree on the distribution of certain markets, what should I do?

### Agrial's response:

You should refuse and withdraw from the discussion. If it is a meeting or official encounter, inform your contact that you want this withdrawal to be reported in the meeting minutes so that Agrial is not associated with fixing.

## QUESTION

A former colleague and friend offers to give me important information about the next call for tenders their company is going to launch. This information could be considerably favourable for Agrial, what should I do?

### Agrial's response:

Even if it may seem to be a major advantage for Agrial, it is essential that you refuse receiving this information in order to respect our ethical principles. We forbid strategic information being obtained illegally or dishonestly. This action could be disciplined with regard to the law applicable to relationships with our competitors.



## WHAT AN EMPLOYEE MUST DO

- ✓ Withdraw from any discussion about market distribution agreements or that relate to major, illegal and dishonest information about calls for tender that are ongoing or in the future.
- ✓ Ask for or draw up reports for any discussion with the greatest transparency.

# PREVENTING CORRUPTION

No employee, nor anyone acting on behalf of Agrial, must offer, authorise or propose to transfer money or any type of advantage to any person in the public or private sector, so that these persons carry out or abstain from accomplishing an act which comes under or is facilitated by their activity or function, or to benefit an unfair commercial advantage.

Bribes\* or other facilitation payments\*\*, whatever their form, can be in any case received or paid, directly or indirectly, to anyone in the aim of winning new markets, retaining current markets or obtaining any other favour. 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.

**Business gifts, invitations or entertainment likely to create a feeling of indebtedness must not be offered or accepted.**

## QUESTION

In the local culture it is the custom to exchange gifts with customers at the end of the year. However the Code indicates that these gifts may be considered to be inappropriate in certain situations. What must I do?



### Agrial's response:

Several factors must be taken into account: usage, laws and local regulations, Agrial policies and those of our customers. Gifts or invitations for personal use and/or the value of which may create a feeling of dependency must be banned. In any event, giving or receiving a gift while a contract is being negotiated must be forbidden. We must also be particularly careful when we do our activity with public officers.

\* "Bribes" are not only cash payments. They can be something of value, including: consultation fees and commissions paid to parties who do not provide any service, payments in kind, including any element of value or advantage other than cash, for example transport, accommodation, entertainment, job offers and gifts, jobs offered to members of the family of public officers without using the usual recruitment process, sponsorships/ donations.

\*\* facilitation payments are low value payments (in cash or kind) paid to public agents in exchange for regular tasks that they would otherwise have to carry out (for example, to accelerate obtaining permits, licences, visas, letters or services). The following are not considered to be facilitation payments, compliant management expenses paid to an organisation (and not a person) with a view to accelerating a service, for which a receipt may be provided on request.



## WHAT AN EMPLOYEE MUST DO

- ✓ Never offer, authorise or propose an advantage in cash or kind to any person to benefit from an unfair advantage.
- ✓ Never accept a bribe or facilitation payment.
- ✓ Refuse gifts and invitations that may put them in a situation of indebtedness, in particular while a contract is being negotiated.
- ✓ In general and particularly in case of doubt about the legitimacy of a gift, refer to your line manager or suitable internal correspondents.





## RELATIONS WITH PUBLIC OFFICERS

We must permanently conduct our business in compliance with French anticorruption laws and those applicable in the countries we are located in. These laws determine all our interactions with public officers. **Therefore, no payment can be made with the aim of obtaining the favourable intervention of a public officer, or an administrative or governmental authority.** Gifts, services or entertainment offered to public officers, employees or directors of these authorities are strictly forbidden. This is because they may be interpreted as constituting attempts to influence governmental and administrative decisions in order to favour Agrial.

### QUESTION

Who is considered to be a public officer?

↳ **Agrial's response:**

This notion is defined in the broadest sense to include any person who works for a governmental body, any political party candidate and any company belonging to and/or managed by an officer of the State. In addition, the notion of "government" includes all administrations, levels and subdivisions of any government. This notion includes in particular:

- ▼ Any representative or officer elected or nominated by the State;
- ▼ Any employee, official officer, subcontractor, consultant or representative of a government or any administration, agency or public company or controlled by the State;
- ▼ Any employee or any person acting in the name of an official representative, administration or company carrying out a governmental function, such as a regulation agent or financial administrator;
- ▼ Any political party, officer, employee or person acting for or on behalf of a political party or a candidate for a public mandate.



### WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Propose (directly or indirectly) illegal payments or bribes, whatever the reason.
- ✗ Have recourse to a third party to propose or accept bribes or facilitation payments.

# DONATIONS, SPONSORING AND POLITICAL CONTRIBUTIONS

Donations and sponsoring are gifts paid for a charitable purpose or to support a specific cause. It may be food, money, services, new or used articles, or humanitarian or emergency aid, development support and medical assistance. In the event of sponsorship, the company's support is most often in exchange for various forms of visibility.

In coherence with its sustainable commitments, Agrial intends to support the development of populations and communities, as well as preserve the environment, but undertakes that these donation and sponsorship activities be carried out in the **strictest respect of applicable anticorruption laws**.

In order to guarantee the impartiality of political life, Agrial and its subsidiaries do not pay any funds and do not provide any service to political parties, holders of a public mandate or candidates for such a mandate, even if the lawful character of such contributions would be recognised in accordance with the laws of the country where such payments would be likely to be made.



## WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Offer, promise or give money or anything else of value (gifts, invitations...) to charities or similar organisations, with the aim of obtaining any form of advantage for Agrial from a public authority representative or a political party or a trade union.
- ✗ Use donations made to charity associations to dissimulate acts of corruption.
- ✗ Use donations to local populations to cover political contributions.



## WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Act in contradiction with local and international laws and regulations in terms of combatting corruption as part of its representation of interest activities.
- ✗ Act in contradiction with the principles and values of the Agrial Code of Conduct during discussions with stakeholders and in all their activities.
- ✗ Use their involvement in public and/or political activities as part of their private activities in order to influence a public authority decision for the benefit of Agrial.

# REPRESENTATION OF INTERESTS

Agrial's reputation for integrity is built on respecting laws, regulations and other obligations in force, whichever the country where the company is set up. Agrial undertakes to respect this obligations within the influence activities that may be executed as part of activities, directly or through representative bodies.

**We condemn any offer of an advantage or compensation** to a person who can take a decision that is likely to impact the decision makers as part of representation and lobbying activities.

## QUESTION

What is lobbying and representation of interests?



### Agrial's response:

The idea is appreciated in every sense in order to include all of the influence actions that may be taken directly or indirectly, by Agrial or through a group, a trade union or any other representative body, in order to defend our interests before public institutions in a position to take decisions likely to have an impact on our activities.

# FRAUD AND MONEY LAUNDERING

Agrial is firmly engaged in **combatting fraud of regulations** like trafficking counterfeit elements, money laundering or financing terrorism.

We reject any attempt to use our activities to make illegally-obtained funds legal and select our commercial partners according to criteria of integrity and legality. To combat fraud and money laundering, we must establish relationships of confidence with partners and be particularly vigilant in our relationships and transactions with them.

We condemn any fraud regarding regulations applicable to our activities whether they are agricultural or in food-processing. We reject any attempt to use our activities to make counterfeit legal (certificates, products, authorisations, etc.).

The spirit of this combat is interpreted through knowing our stakeholders, controlling our financial commitments and our reporting processes.

## QUESTION

One of our customers asked us if they could pay in cash exceptionally, can we accept this approach or do we have to refuse it at the risk of losing this contract?



### Agrial's response:

It is essential to respect the regulations in force in terms of payment in cash. Before making any decision, the limit authorised by Agrial should be checked to accept a payment in cash and analyse the unusual character of this request. Be vigilant in this type of situation, tell your line manager before accepting this type of payment and take all possible measures to ensure that this transaction is legal.

# CONFLICT OF INTERESTS

**A conflict of interests is a situation in which the interests of Agrial differ from our employees' personal interests or their close family and friends.** Our employees must never find themselves in situations that do not enable them to remain objective and impartial in carrying out their duties.

They must warn their line manager in the event of a potential situation where a conflict of interests arises and must not interfere in decision-making.



## WHAT AN EMPLOYEE MUST DO

- ✓ Respect the public and company rules in terms of cash payments and let their line manager know before accepting this kind of payment.
- ✓ Be vigilant in any circumstance about the risks of fraud.
- ✓ Assess all of the company's processes and products or that of its partners in all honesty, even if that is not in Agrial's favour.



## WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Recruit a relative without having authorisation.
- ✗ Do Agrial business with close family and friends or through a company with which they or their family are associated.
- ✗ Request, directly or indirectly, a personal advantage which is granted to them as an employee of the Group or due to their hierarchical line or dominant position regarding Agrial.
- ✗ Accept a job or position outside Agrial that may be contrary to their missions in Agrial.
- ✗ Take directly or through parents, friends or intermediaries, shares in the company of a competitor, supplier or customer, without the official permission of their line manager.
- ✗ Use for their personal use goods or resources that belong to the company that employs them without having been authorised.

# CONFIDENTIALITY

**Our confidential information has a very important and strategic character.** Our employees and Agrial elected members many know about confidential information which is the property of Agrial. They are required to ensure it is kept strictly confidentiality except having prior authorisation or a legal obligation. The protection of this information is a requirement. Any disclosure may be likely to harm the growth and success of our cooperative group.

In any event, employees and elected members undertake to only use this confidential information as part of the legitimate framework of their activities within Agrial and in compliance with the instructions they are given.

## QUESTION

During a meeting, a person that I do not know introduces themselves as the marketing manager of an agency chosen for a campaign about one of our products, but they haven't signed a contract with Agrial yet. Can I discuss the product's characteristics with them?

### Agrial's response:

As long as a confidentiality or non-disclosure agreement has not been signed by the parties, both this person and their company may not have access to sensitive and confidential information about one of our products.



## WHAT AN EMPLOYEE MUST DO

- ✓ Never communicate confidential information to a person in or outside the company without a confidentiality agreement having been signed by the parties.
- ✓ Never disclose confidential information about the company even in private.



## WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Ask a partner for personal information that does not serve the company's needs.
- ✗ Recuperate personal information from consumers to reuse it for personal reasons.
- ✗ Collect personal data about people without their knowledge.

# DATA PROTECTION

Agrial collects and uses personal data from different people, in particular its employees, members, consumers and partners and undertakes to respect the regulations that apply in this case.

We expect our employees to implement all means possible to protect and ensure the confidentiality of the data they have access to when carrying out their missions.

A team dedicated to these subjects within the Group can be contacted at the following address: [rgpd.groupe@agrial.com](mailto:rgpd.groupe@agrial.com). Its role is to create awareness and train teams, advise the business lines, audit processes and ensure that people's rights are well respected.



# HONESTY

Agrial's honesty and integrity in conducting its activities as in all its communication is **a precious guarantee of confidence** for all of our stakeholders and for the image and reputation of Agrial's brands.

Agrial communicates honestly in all its advertisements as much regarding its employees and members, partners and all publics.

Only authorised people are authorised to communicate information about Agrial to external stakeholders. They undertake to share honest information as part of their daily activities and to preserve the company's reputation.



## WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Take a decision contrary to Agrial's financial obligations or its branches.
- ✗ Set up complex financial and fiscal arrangements with the main aim of taking the company away from its fiscal obligations.

## RESPECT OF FISCAL OBLIGATIONS

Whatever our local location, **we respect the fiscal obligations we have** that emanate from regions where we are located. We pay all of the national taxes and levies required. Respecting fiscal obligations applies to all our divisions and fiscal measures must all part of our ethical values.



## PROTECTING THE WORKFORCE

Agrial draws up and implements a Group insurance policy to **ensure its employees' and workforce's protection**. Alongside this, all employees are asked to respect the Agrial workforce in all activities undertaken.

In the same way, Agrial's systems, data and IT and digital equipment are also assets to protect. Each employee must respect the charter and IT security rules that give the principles and good IT practices that each employee must apply in their activities.

Agrial forbids its employees from making any speculation on financial or commodities markets that may lead to an economic risk.



## WHAT AN EMPLOYEE MUST NEVER DO

- ✗ Take positions on financial or commodities markets beyond quantities or volumes that are truly necessary for operations.
- ✗ Take out insurance cover that is less expensive than the previous one but which does not offer the guarantees Agrial employees and its assets requires.
- ✗ Ignore the Agrial IT charter and share authentication parameters that may put the company's IT and digital assets in danger.



## OUR PRINCIPLES OF CONDUCT REGARDING THE earth and living things »

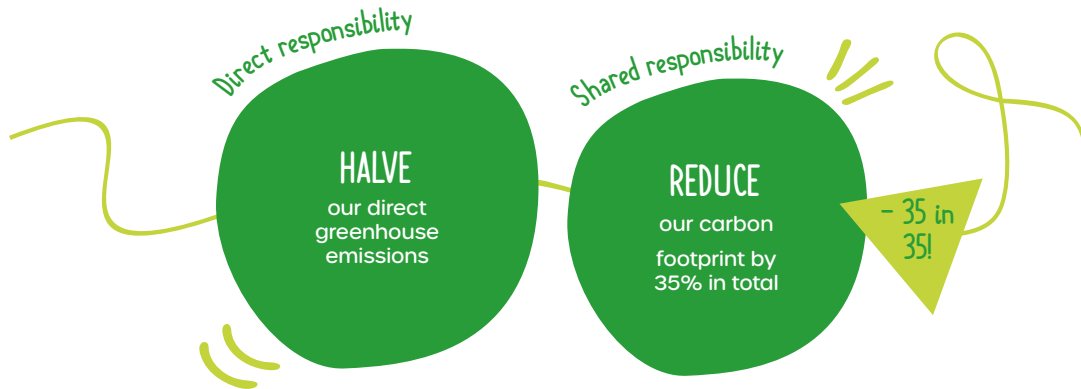
- As our farmers have always had to adapt to the climate, because farming is the only sector able to store carbon; because our processing and distribution activities also have an impact, the combat against climate change is the priority for our Cooperative, which shapes our commitments and actions for the environment presented in our 2035 Climate Plan.



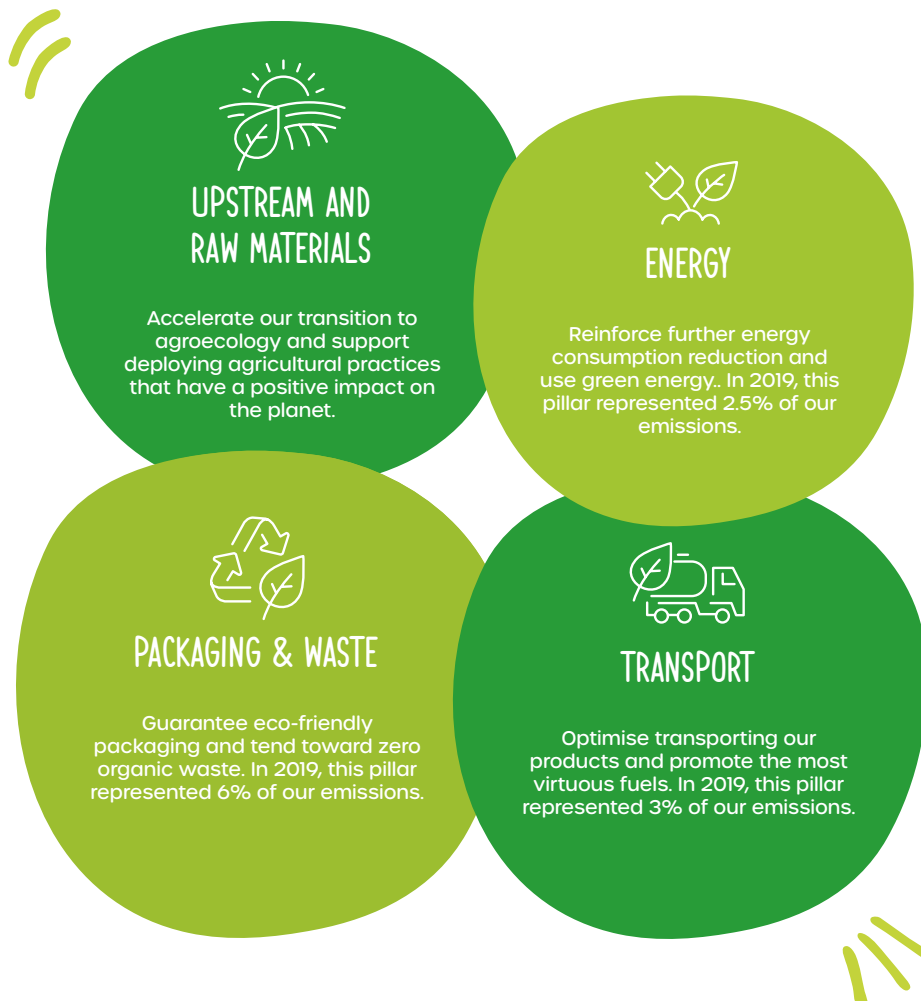
# OUR 2035 CLIMATE PLAN

Our 2035 Climate Plan was drawn up in 2021 and certified in 2022 by the SBTi (Science Based Target initiative), laid out around 2 strong commitments and 4 levers: upstream and raw materials, energy, packaging and waste, transport. Agrial makes a commitment alongside its members, employees and partners to take up this challenge together.

## ► 2 COMMITMENTS FOR 2035



## ► A CLIMATE PLAN STRUCTURED AROUND 4 MAJOR LEVERS

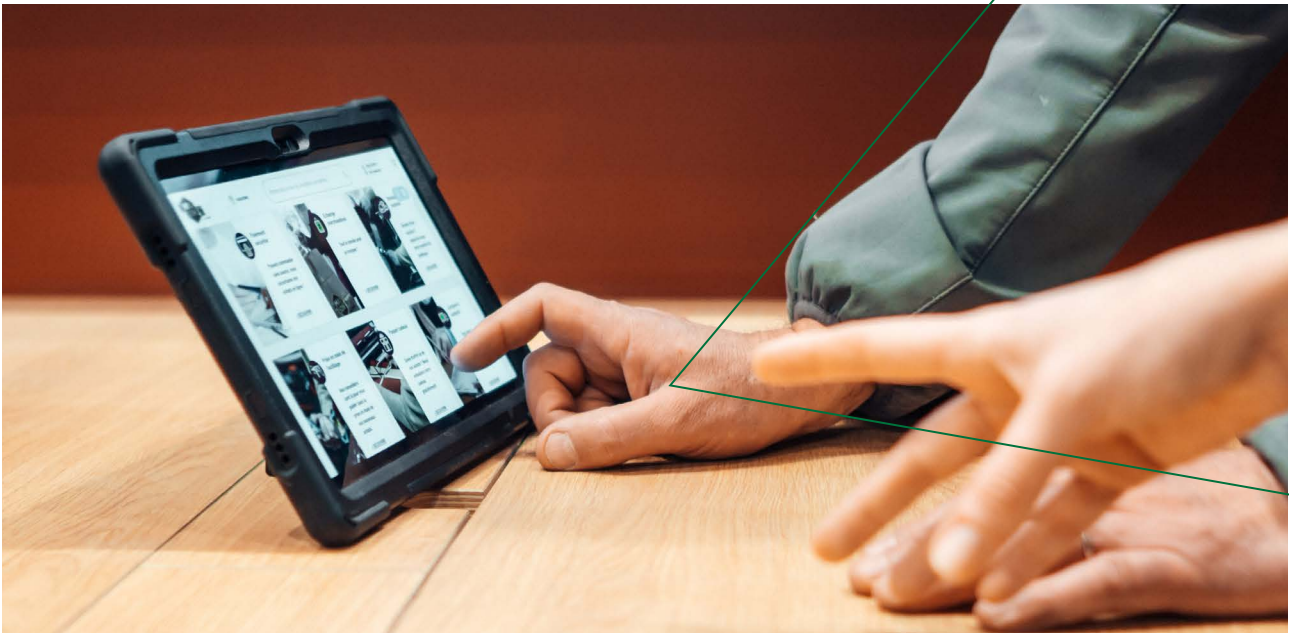




# our ethical code and compliance **GOVERNANCE\***

\* Regulatory compliance or conformity can be defined as all of the processes which enable ensuring that how the company, its directors and employees behave is compliant with the legal and ethical standards that apply to them.





Agrial's management has implemented a **special organisation** to ensure that the legal obligations regarding ethics, combatting corruption and anti-competition practices are respected. Agrial has therefore adopted policies and procedures to comply with the laws, regulations and ethical standards required in conducting all of its activities.

The compliance department **coordinates implementing this organisation and that these obligations are respected** in Agrial's activities. It is ensured by the compliance director at Group level and supported by two governance bodies in its mission which set boundaries and monitor Agrial implementing an effective compliance programme. These governance bodies are:

## THE ETHICS COMMITTEE

**It is a supervisory body attached to the board of directors.**

It approves the orientations in terms of Agrial's compliance and ethics. It makes recommendations for defining the Group's strategy in these areas and ensures that the Code of Conduct and internal procedures are applied well in all activities.

It is made up of members of the Agrial board of directors (including the Chairman of the Board, the Agrial Chairman, the 1<sup>st</sup> Vice-President and the 2<sup>nd</sup> Vice-President), the Chief Executive Officer, the Financial Director and the Agrial Group Compliance Director.

## THE COMPLIANCE COMMITTEE

**This is an operational committee in charge of steering, implementing and regularly assessing the compliance programme.**

It reports to the Ethics committee on how the programme is progressing and its effectiveness, as well as situations that must be brought to its attention. It deals with whistleblowing and may carry out enquiries in order to examine situations of non-compliance.

It is made up of the CEO, Finance Director, Human Resources Chief Officer, the Compliance Director and the Agrial Group Legal Director. Two activity division directors complete this committee. The Agrial Executive Committee appoints them for a duration of 2 non-renewable years.

# TALKING ABOUT WHISTLEBLOWING AT AGRIAL

Each of us, whatever our position in the organisational chart or role in Agrial, **has the right to speak about situations of concern that we are faced with**. We all have the responsibility of reporting facts and telling someone about our concerns, and do so in a fair, honest and professional way.



## 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.

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,
- ▶ 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: [agrial.integrityline.app/](https://agrial.integrityline.app/)



## 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 your **line manager**
- To the **point of contact identified** within the scope of activities with Agrial or one of its subsidiaries
- To Agrial **Compliance management**
  - **By email:** [direction.compliance@agrial.com](mailto:direction.compliance@agrial.com)
  - **By post:** AGRIAL – Direction Compliance  
4, rue des Roquemonts – CS35051  
14050 CAEN Cedex 4 – France
- By the professional whistleblowing mechanism online: **[agrial.integrityline.app/](https://agrial.integrityline.app/)**



If you have questions about how to apply  
or interpret this charter, we  
invite you to contact  
Agrial Compliance management:

**[direction.compliance@agrial.com](mailto:direction.compliance@agrial.com)**



**[www.agrial.com](http://www.agrial.com)**