

# Foreword

Our Group's reputation for being an honest, fair and capable firm with which to do business is one of our most valuable assets we are determined to preserve.

Maintaining high ethical standards within our company and in our relations with customers, suppliers, authorities and the public in general is vital to our continuous success wherever we operate.

For this reason we have developed this publication, the PVM Code of Conduct that sets forth the principles that apply to all PVM people everywhere and in every circumstance. It is important that its content is well known and understood by each of us, as it highlights our responsibility, as a Group and as individuals, to implement and protect our core values and our ethical standards in the way we do business.

Let us rely on this code and our shared values to guide our behaviour every day and everywhere, thus making PVM a great company to work for and to work with.

**Sameer Suneja**

Chief Executive Officer

Perfetti Van Melle Group B.V.

# Our vision, mission & values

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## Our vision

We will enhance our world leadership in confectionery by creating value for consumers through innovative and gratifying high-quality products.

## Our mission

We at Perfetti Van Melle:

- develop, manufacture and market high-quality and innovative products for our consumers through the efficient use of our resources and in collaboration with our business partners;
- create a fulfilling workplace for our employees built on trust, mutual respect, and appreciation of their diversity;
- value the role we play in our communities, as a socially and environmentally committed organization;
- generate economic value through superior growth and profitability.

Continuous focus on these principles will lead us toward Our Vision.

## Our values

Living the Perfetti Van Melle Values requires courage, vision, trust, commitment, and pragmatism. The following values will guide our actions in realizing our mission:

### Integrity Without Compromise

We conduct our business with honesty, integrity, and respect for those with whom we have relationships.

### Achieving Excellence

We pursue quality in everything we do. We strive for continuous improvement in the way we operate. Unremitting attention is given to details at every stage and resources are used in the most efficient way.

### Dedication to the Consumer

We will meet and exceed the differing needs and expectations of our consumers, offering them high quality, state-of-the-art and innovative products.

### Care for our People

We are committed to creating a global workplace where teamwork, involvement, open communication, flexibility and fun exist. We treat our people fairly; we value different styles, skills, experiences and backgrounds and acknowledge that these differences result in greater creativity and better insights. We encourage them to take initiative and expect them to approach their jobs with passion and commitment. We offer our people training opportunities and ongoing development so that each individual can reach his or her full potential.

### Social and Environmental Responsibility

We will conduct our business as responsible members of society, respecting the laws of the countries in which we operate, contributing to the progress of the local communities in line with the legitimate role of the business. We will operate safely, responsibly, and with sound environmental practices, aimed at minimizing our impact on the environment and working toward long-term sustainability.

### Independence

We are committed to achieving ambitious business goals while securing our company's profitability thus ensuring our independent growth.

# What is the code of conduct?

Our Group's reputation for being an honest, fair and capable firm with which to do business is one of our most valuable assets we are determined to preserve.

The Code of Conduct is a document approved by the Board of Directors of PERFETTI VAN MELLE Group B.V. (PVM Group BV) that contains the principles and commitments undertaken by all the Companies belonging to PERFETTI VAN MELLE GROUP (Group) as a whole and by each one of its employees, both towards the Group and to third parties.

The purpose of the Code of Conduct is to state to all PVM employees, managers, board members and stakeholders of every Operating Company of the Group our commitment to adhering to ethical principles under all circumstances, and in particular to:

- comply with the laws and regulations of each Country where the Group operates;
- be equitable, fair and polite in relationships with fellow employees;
- respect the interests of all stakeholders (customers, consumers, business partners, government agencies, authorities and the external community);
- play our business role with professionalism and integrity.

The principles contained in the Code of Conduct are the foundation of our corporate policies and inspire the practices, guidelines and operating procedures adopted by the Group. Whenever more detailed clarifications are needed on how to implement the Group's values and culture in operational practices, specific guidelines will be issued to supplement those already existing.

The Code of Conduct also indicates how to report violations of the Code and the measures to be applied in the event of violations.

# Who is subject to the code of conduct?

Our Group's reputation for being an honest, fair and capable firm with which to do business is one of our most valuable assets we are determined to preserve.

The Code of Conduct provisions apply, without exception, to all employees, managers, board members of the companies belonging to the Group, as well as to third parties who entertain business relations with the Group and its operating companies in all of the countries where the Group operates.

All employees are required to read the Code and to conform their conduct to the principles stated herein. Employees are also required to report any violations of this Code to the relevant persons/functions as indicated in greater detail in the last part of this document.

Compliance with the provisions of the Code of Conduct is considered an essential part of the contractual obligations of employees, and any person or entity conducting business with the Group.

The Management of the Group is responsible for making sure that this Code is distributed, explained to, and understood by, all Group employees. The Management must also ensure that the requirements of the Code of Conduct are met by all Group Operating Companies and Functional Departments.

## Code of conduct provisions

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# 1. Conflicts of interest

In performing their tasks, all employees shall avoid all situations which may give rise to potential conflicts of interest, in particular with respect to personal and/or family interests that might influence their independent judgment and come into conflict with their responsibilities towards the Group.

Employees shall immediately report any situation that constitutes or may give rise to a potential conflict of interest to their managers and/or to the top management of their Company. Specifically, employees must report the existence of any permanent or temporary employment relation, any financial, commercial, professional or family relation with persons or entities external to the Group, which may interfere with or affect the fairness of their conduct, or compromise the integrity of their actions.

# 2. Gifts, presents and benefits

This Code prohibits the offering and receiving of gifts or benefits which may be viewed as exceeding customary business and courtesy practices, or which may be interpreted as means to obtain privileged treatment in the performance of work activities. Gifts with a high money value or in cash or securities are not allowed. In particular, any behavior intended to corrupt government officers, officials or employees of Public Administration, authorities or public institutions in any form or through any means, is strictly prohibited. Local laws and regulations on the matter shall be scrupulously complied with. Entertainment and gifts offered to public officers, if allowed, shall be approved by local and Business Unit Management and shall comply with local laws and regulations.

The provisions in this section shall be applicable whether the gifts and/or benefits are offered directly or through third parties.

The term “gifts” includes benefits such as holiday packages, participation in events, or employment promises. In case of doubt whether to accept or offer a gift whose value exceeds token value, employees must immediately inform their supervisor/manager.

# 3. Competition and anti-trust regulations

In operating in the market, the Group conducts its business fairly, avoiding those behaviors that may constitute a misuse of dominant position or impair free competition.

The Group observes all free competition and anti-trust regulations applicable in the countries where it operates. Employees are requested to contact the Corporate General and Legal Affairs Department for clarifications and assistance on these regulations. The Group Operating Companies shall inform the Corporate General and Legal Affairs Department of any anti-trust initiatives they undertake.

The Group shall not deny, conceal or delay any information requested by antitrust authorities or by other regulatory bodies in the course of their inspection activities, and shall actively cooperate throughout the investigative procedures.

## 4. Accounting record accuracy and transparency

The Group's administrative and accounting methods are such as to ensure the utmost transparency, truthfulness, accuracy and completeness of all accounting records and data.

To prevent any misuse of corporate funds or recording of fictitious transactions, each transaction must be documented by appropriate records, reporting the nature of the transactions and the person(s) who authorized the transaction. Employees shall also act in strict compliance with all administrative and accounting procedures applicable at Group and/or Operating Company level.

The information provided by each Operating Company in their periodical financial reports must be complete, accurate, reliable and comprehensible.

## 5. Protection of corporate assets

Employees shall diligently protect the company's assets, using all tools and instruments assigned to them carefully and responsibly, avoiding improper use. In particular, with regard to the use of computer equipment, employees shall strictly observe the company's procedures and regulations to avoid compromising computer system operation and security. Specifically, employees shall:

- use the tools available to them (programs, e-mail, internet, telephone, fax, etc.) for purposes related to business needs;
- not download unauthorized programs or install unauthorized software, or any programs or software other than those provided by the employer;
- not send abusive e-mail messages, or messages that may be offensive to the recipient and/or damaging to the company's image;
- not visit websites displaying improper or offensive contents.

The Group reserves the right to prevent any misuse of its assets and infrastructure using applicable controls in compliance with existing laws and regulations.

## 6. Protection of information and intellectual property

All information and intellectual property owned by the Group, whether commercial, financial, technological or of other nature, constitutes an asset that the Group is determined to protect. Employees shall not disclose to unauthorized persons, inside or outside the Group, any information which may compromise the security and integrity of the Group's technological and commercial assets.

The Group considers the protection of its intellectual property, including trademarks, patents, formulas, computer software, etc., as a top priority to be pursued with all legal means available.

Similarly, the Group shall keep strictly confidential any information received from third parties. Specific policies and procedures for the protection of information are implemented and updated on an ongoing basis.

## 7. Personnel relations

### 7.1 Compliance with contractual obligations and employment regulations

Group Operating companies are committed to observing the fundamental human rights and employment regulations applicable in the different countries. In particular, all employees are hired through regular work contracts in the forms allowed by the different country legislations. Any form of child labour is severely forbidden.

### 7.2 Selection, management and development of personnel

The Group shall avoid all forms of discrimination against its employees, and adopt objective criteria for the selection, management and development of its human resources.

In particular, the evaluation of candidates to be hired is based on the person's profile (experience/skills) versus the position requirements. Equal opportunities are ensured to all candidates.

The Group is committed to enhancing and improving the skills of its employees, offering development opportunities on the basis of competencies and abilities, avoiding all forms of discrimination, whether related to age, gender, race, sexual orientation, health, national origins, political opinions or religious belief.

### 7.3 Protection of personnel's health and safety

The Group considers the health and safety of its employees as a top priority: for this purpose, it strives to ensure that the conditions in the workplace are healthy, safe, and respectful of individual dignity. In particular, the company strictly forbids:

- abuse of power; it is considered abuse of authority when a manager or supervisor requests, due to his/her position, any personal service or favor, or exhibits attitudes or performs actions that are against the employee's dignity or independence;
- acts of psychological violence; attitudes or behaviors that are discriminatory or offensive to the person or his/her beliefs;
- sexual harassment; behavior or speech that may be physically or morally harmful to another individual.

The Group is committed to promoting and strengthening a culture of safety, raising risk awareness, and encouraging responsible behavior by all its employees, by adopting suitable work methods and appropriate training programs.

### 7.4 Employees' privacy

Employees' privacy is protected through compliance with law requirements and the adoption of appropriate methods for the processing and maintenance of the personal data that employees are required to provide to the company. Except as provided by law, no personal data shall be disclosed without prior authorization from the party concerned. Conducting surveys or investigations on personal opinions or preferences, or on employees' private life in general, is strictly forbidden.

## 8. Relations between the Group's Operating Companies

While recognizing the independence of its subsidiaries, PVM Group BV requests each Operating Company to adopt the values stated in the Code of Conduct, and to cooperate loyally in the pursuit of the Group's objectives, including compliance with all applicable laws and regulations.

PVM Group BV also requires its subsidiaries to avoid any behavior or decision which, though beneficial to themselves, may be harmful to the integrity or the image of the Group or of other Operating Companies.

Decision making and communication processes within the Group must follow principles of truthfulness, fairness, completeness, transparency and respect of each Operating Company's independence.

## 9. Customer and supplier relations

All relations and communications with customers shall be based on the utmost integrity and compliance with applicable regulations, and no improper or unfair business practices shall be used.

In purchasing processes, suppliers shall be selected on the basis of objective criteria, including price and service quality, offering equal opportunities to all suppliers. The Group Operating companies shall ensure adequate competition among suppliers, for example by requesting offers from more than one vendor.

The following are priority selection criteria:

- appropriately documented availability of means, including financial resources, organizational structures, design capabilities and resources, know-how, etc.;
- existence and implementation of quality management systems (e.g. ISO certification);
- compliance with the rules of the PVM's Code of Conduct or their own business conduct policies.

Specifically, contracts with suppliers shall contain provisions requiring:

- self-certification by the supplier attesting observance of specific social obligations (e.g. respect of fundamental workers' rights, equal treatment and non-discrimination principles, and protection of minor labour);
- possibility of visiting the supplier's manufacturing units or operating sites, to verify that these requirements are met.

Any violations by the suppliers of the general principles stated in this Code of Conduct shall result into penalties and/or other measures, in order to safeguard the reputation of our Group, in particular versus Public Authorities and the community. For this purpose, the Group encourages the Operating Companies to include, whenever applicable, ad hoc provisions in the individual supply contracts.

## 10. Consumer and media relations

The Group Operating companies are committed to ensuring prompt, professional and competent responses to customers' needs, and to providing accurate and truthful information on product quality, use, and guidelines for consumption.

The Operating Companies' advertising and promotional communications shall be responsible, correct and mindful of the sensitivity of the audience, especially the younger public.

The Group's external communications shall respect the public's right to information. The publication of false or misleading news or comments shall not be allowed under any circumstances.

To ensure complete and consistent information, the Group will conduct media relations exclusively through persons specifically designated by the Management and in accordance with the relevant Group policy.

## 11 Relations with the community and the Government

### 11.1 Environmental policy

The Group is aware that its activities may impact, directly or indirectly, the economic, social and development conditions, as well as the general welfare of the communities in which it operates. For these reasons, the Group promotes an environmental strategy, so as to control its environmental impact, in line with the laws of the Countries where it operates. The Group also develops and implements environmental management systems aimed at obtaining the ISO 14001 certification for its manufacturing units. ISO 14001 is an international standard for the continuous improvement of environmental performance and organization.

### 11.2 Financial relations with political parties, labour organizations and associations

The Group does not provide funds to political parties or their representatives or candidates, and it does not sponsor meetings or events with purposes of political propaganda. The Group does not engage in lobbying activities or any kind of direct or indirect pressure on politicians. The Group does not provide contributions to organizations with which actual or apparent conflicts of interest may exist (e.g. labour unions, environmental or consumer protection associations). However, the company may cooperate with such associations, also through financial support, only in case all the following conditions are met:

- purposes in line with the Group's mission, and
- clear and documented allocation of resources, and
- official authorization by the relevant function/department responsible for handling these relations within the Group.

### 11.3 Contributions to charitable associations

The Group may fulfill the requests for charitable contributions, on condition that the requesting entity or association is a non-profit organization with legally valid charters and bylaws.

### 11.4 Relations with Public Authorities

Relations with national Authorities, as well as national and international institutions, shall concern the implications of laws and regulations applicable to the Group

Operating Companies. The Operating Companies shall respond to requests for information or communicate their positions on matters concerning their business activities.

For this purpose, the Group shall:

- establish permanent communication channels with institutional representatives at the international, regional and local levels;
- represent the interests and positions of the Group Operating Companies in a transparent, rigorous and consistent manner, avoiding collusive behaviors.

To ensure utmost transparency in relationships, interactions with institutional representatives shall only be carried out through persons/functions designated by the Management of the Group.

# Compliance with the code of conduct

Our Group's reputation for being an honest, fair and capable firm with which to do business is one of our most valuable assets we are determined to preserve.

Compliance with the Code of Conduct is to be considered an essential part of the contractual obligations undertaken by our employees, temporary workers, independent contractors, and other parties doing business within the Group.

The Management of Group's Operating Companies and of the Corporate Functions is responsible for ensuring that all employees understand and meet the Group's expectations. Therefore, the Management must make sure that the commitments stated in the Code of Conduct are implemented in all the Business Units and Corporate Functions.

# Reporting violations

Our Group's reputation for being an honest, fair and capable firm with which to do business is one of our most valuable assets we are determined to preserve.

For an effective enforcement of the Code of Conduct, the Company expects anyone who becomes aware of a case of non-compliance with the Code within the Group to report the violation.

All employees should report any violation or suspected violation to their direct manager/supervisor or, in cases when this may be ineffective or inappropriate, they should contact the Human Resources Department and/or the General Manager and/or the Managing Director of their company, or directly the Compliance Office / Officer (Compliance Office) of their Company or, in absence of it, the Compliance Officer of PVM Group BV.

When a violation report is submitted to the informant's manager/supervisor or to the Human Resources Department or to the General Manager and/or Managing Director or to the Compliance Office, the Management of the Company involved shall immediately conduct investigations and, if necessary, apply the appropriate disciplinary measures.

The Compliance Office is a body appointed by the Board of Directors of the Operating Company and vested with initiative and control powers. The Compliance Office shall verify the reported information promptly and carefully, and, if it is found accurate, shall submit the case to the appropriate Manager/Function responsible for applying any disciplinary measure or terminating the offender's employment contract. The Compliance Office may summon and interview the informant and any other parties involved, in consultation with the Management of the Company involved (General Manager and/or Managing Director), if appropriate.

Third parties shall address their notice of violation directly to the Compliance Office of PVM Group B.V.

Reports to the Compliance Office of PVM Group B.V. should be made in writing and sent to either of the following addresses:

- Compliance Office, c/o Perfetti Van Melle Group B.V., Stationsplein ZW 997, Tristar 3, 1117 CE Schiphol - Oost.
- [complianceoffice@nl.pvmgrp.com](mailto:complianceoffice@nl.pvmgrp.com)

The Group shall make sure that no one who reports an actual or attempted violation to the Code of Conduct is subject to any form of retaliation, illicit conditioning, harassment or discrimination at the workplace, as a consequence of his/her reporting a violation of the Code or of any internal procedure.

Any form of reprisal against persons who, in good faith, report violations of the Code of Conduct, constitutes a violation of this Code as well. Accusing other employees of a violation with the conscious knowledge that the accusation is false is also a violation of the Code of Conduct.

# Disciplinary measures

Our Group's reputation for being an honest, fair and capable firm with which to do business is one of our most valuable assets we are determined to preserve.

Violations to the principles stated in the Code of Conduct and in the Company's internal procedures compromise the trust between the Group and any person(s) who commits the violation (including managers, employees, consultants, contractors, customers, suppliers, business or financial partners).

Once a violation is ascertained, firm and immediate actions shall be taken against the offender(s), through appropriate and proportionate disciplinary measures in accordance with applicable laws and regulations. When the violation constitutes a criminal offense, such measures shall be applied in addition to and regardless of the initiation of a criminal prosecution.

Disciplinary measures applied for violations of the Code of Conduct are adopted by the Company in accordance with applicable regulations and employment contracts stipulated at the national or company level. Such measures may include termination of employment.

To safeguard its image and protect its assets, the Group shall not entertain relations of any nature with parties who do not intend to act in strict compliance with applicable regulations, and/or who refuse to conform their behavior to the values and principles stated in the Code of Conduct.

# Code of conduct distribution

Our Group's reputation for being an honest, fair and capable firm with which to do business is one of our most valuable assets we are determined to preserve.

This Code of Conduct is distributed to the Board Members, employees, consultants, contractors, and third parties authorized to act on behalf of the Group and its

Operating Companies. All the listed recipients are required to read and understand the Code of Conduct and to conform to its contents.

The Code of Conduct is published with adequate prominence in the corporate intranet and in the websites of the Group and of the Operating companies in their respective local languages. Hard copies of the Code of Conduct shall be distributed to all current and future employees. Additional copies may be requested from the Human Resources Department or the Compliance Office of PVM Group BV.

Revisions and updates of the Code of Conduct are defined and approved by the Board of Directors of PVM Group BV.

For proper understanding of this Code of Conduct across the Group, the Group shall develop a communication program to ensure that the Code is explained and distributed to all employees of all the Group Operating Companies and Corporate Functions.

November 2013

## Code of conduct

Implementing and protecting our core values and ethical standards.

- [Download our code of conduct](#) (PDF 193KB)

[Read our code of conduct](#)