

## PROCEDURE MANUAL

<b>Prepared By:</b> Human Resources	<b>Location:</b> Company Wide
<b>Function:</b> All Employees	<b>Activity:</b> Business Ethics/Anti Bribery Policy
<b>Procedure Number:</b> 1023	<b>Effective Date:</b> 7/25/07
<b>Mgmt Signature:</b>	<b>Revision Date:</b> 3/30/2015, 1/18/2016

**Scope:** All employees- full time, part time, exempt, and non exempt.

### Business Ethics/Anti Bribery Policy

#### 1. PURPOSE:

Asendia employees will maintain the highest ethical standards in the conduct of Company affairs. The intent of this policy is to establish rules regarding the behavior of employees with regard to carrying out the Company's business with integrity and complying with all applicable laws in a manner that excludes considerations of personal advantage or gain.

The following is our Company's local policy with respect to (1) gifts, favors, entertainment and payments given or received by Company associates, (2) potential conflicts of interest and (3) certain other matters:

#### 2. GENERAL POLICY APPLICATION:

**A. Gifts, Favors, and Payments by the Company:** Gifts, favors, and payments may be given to others at Company expense, if they meet all of the following criteria:

1. They are consistent with accepted business practices
2. They are of sufficiently limited value and in a form that will not be construed as a bribe or payoff
3. They are not in violation of applicable law and generally accepted ethical standards; and
4. Public disclosure of the facts will not embarrass the Company

#### **B. Gifts, Favors, Entertainment and Payments Received by Company Associates:**

1. Employees shall not seek or accept for themselves or others any gifts, favors, entertainment, payments without a legitimate business purpose from any persons or business organizations that do or seek to do business with or is a competitor of the Company. In the application of this policy:

a. Employees may accept for themselves and members of their families common courtesies usually associated with customary business practices. These include but are not limited to:

§ Lunch and/or dinner with vendors sometimes including spouses as long as the invitation is extended by the vendor.

§ Gifts of small value from vendors such as calendars, pens, pads, knives, etc.

§ Tickets to events (such as sports, arts, etc.) are acceptable if offered by the vendor but are not to be solicited by the employee. Attendance at such an event must be approved by the appropriate company officer.

§ The receipt of alcoholic beverages is generally discouraged.

§ Gifts of perishable items usually given during the holidays such as hams, cookies, nuts, etc., are acceptable.

b. A strict standard is expected with respect to gifts, services, discounts, entertainment or considerations of any kind from suppliers

Day outings such as golf are acceptable with prior approval from the appropriate company official. The vendor must be in attendance and participation by the associate's family members is not acceptable.

It is never permissible to accept a gift in cash or cash equivalent such as stocks or other forms of marketable securities of any amount.

2. Management should not accept gifts from employees under their supervision of more than limited value.

3. The maximum threshold for the value of small gifts that employees may receive is \$150 (in particular for invitation to sporting, cultural, or exhibition events). Small gifts under \$150 do not need to be reported to HR or Finance as they are in accordance with local policy.

4. Donations to charities, foundations, and associations must first be approved by the CEO. No donations will be authorized if the company's EBIT is negative.

5. Donations to political parties and connected associations are prohibited.

6. Gifts to third parties are permitted so long as they are below \$250 per individual. Gifts to public officials and facilitation payments are prohibited.

**\*Please note that Asendia Group anti-bribery policy annexed to this document is applicable to Asendia USA.**

### **C. Conflicts of Interest:**

Employees should avoid any situation which involves or may involve a conflict between their personal interest and the interest of the Company. As in all other facets of their duties, employees dealing with customers, suppliers, contractors, competitors or any person doing or seeking to do business with the company are to act in the best interest of the company. Each associate shall make prompt and full disclosure in writing to their manager of any potential situation which may involve a conflict of interest. Such conflicts include:

1. Ownership by employee or by a member of their family of a significant interest in any outside enterprise which does or seeks to do business with or is a competitor of the company.

2. Serving as a director, officer, partner, consultant, or in a managerial or technical capacity with an outside enterprise which does or is seeking to do business with or is a competitor of the company.

3. Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving the Company or its interests.

4. Any other arrangements or circumstances, including family or other personal relationships, which might dissuade the associate from acting in the best interest of the company.

**D. Confidential Information:**

The revelation or use of any confidential product information, data on decisions, plans, or any other information which might be contrary to the interest of the Company without prior authorization, is prohibited. The misuse, unauthorized access to, or mishandling of confidential information, particularly personnel information, is strictly prohibited and will subject an employee to disciplinary action up to and including immediate discharge.

**E. Compliance:**

Any violation of this policy will subject the employee to disciplinary action or immediate discharge. Any employee having knowledge of any violation of the policy shall promptly report such violation to the appropriate level of management. Each department head is responsible for compliance in their area of responsibility. When questions arise concerning any aspect of this policy, contact Human Resources.

Asendia USA has an anonymous reporting hotline for any issues linked to bribery, ethical violations, conflicts of interest, theft, embezzlement, improper conduct, and other conduct issues. The toll free number is 1-844-240-0005.

## ANNEX 1 - ASENDIA GROUP ANTI-BRIBERY POLICY

Asendia has adopted an anti-bribery policy based on the legal principles against bribery adopted by different countries and international organizations all over the world. This anti-bribery policy is applicable to all the companies belonging to Asendia group, i.e. Asendia Holding AG and its subsidiaries (companies that are controlled at more than 50% by Asendia Holding AG), here-after called together “Asendia” or individually “Asendia” or “Asendia company”.

For reminder: Bribery consists in:

- The procurement or the promise of any illegal gift or advantage,
- For the “Improper performance” of its duties or activity by the beneficiary of the gift.
- In the view of obtaining or retaining business or a business advantage for the company at the origin of the gift.

Bribery may include Facilitation Payments, i.e. small bribes paid to facilitate routine Government actions. Bribery is an offense and may lead to severe sentences for the companies and the individuals involved.

**Asendia is committed to prevent Bribery.** Asendia Anti-Bribery policy is applicable to Asendia and its employees (including casual or temporary employees) and to Asendia’s suppliers, consultants, agents, distributors and commercial partners (“the Contractors”).

Asendia anti-bribery policy is based on the following principles, here-after called

### **“ASENDIA GROUP ANTI-BRIBERY PRINCIPLES”:**

- 1** – Bribery is prohibited in the relationships with Asendia and with its employees. No active or passive bribery will be tolerated. This prohibition concerns both domestic and international business and the relationships with public officials and/or private persons, including intermediaries.
  - 2** –Asendia has integrated its Asendia Anti-Bribery policy in its internal rules and in its purchase conditions. Asendia anti-bribery policy is publicly available on Asendia’s website ([www.asendia.com](http://www.asendia.com)).
  - 3** – Any bribe attempt and any gift or advantage proposal will be reported immediately to the Head of Human Resources and to the CEO of the relevant Asendia company who will take appropriate measures.
  - 4** - Facilitation payments are prohibited within Asendia. This does not concern fast-track procedures fees that are publicly available and are legally authorized according to the local law.
  - 5** - Donations to Charities or other associations or foundations are subject to the prior assessment of the reputation of the potential recipient and will be approved only if the donation a) complies with local laws, b) may not alter Asendia’s image, c) does not exceed the thresholds authorized by Asendia internal rules (Asendia Business and Responsibility Regulations and other internal rules as applicable). No donation to any political party or connected association is authorized within Asendia.
  - 6** - Corporate entertainments, gifts, hospitality and promotional expenditures by Asendia may only be authorized further to a prior assessment by the Head of Human Resources and by the CEO of the relevant Asendia company. Under no circumstance shall such kind of advantage be offered to public officials.
- These kinds of gifts shall not be authorized if:
- they do not comply with local law,
  - they are disproportionate with regard to the objective of general promotion of Asendia,
  - they may create a conflict of interest with the recipient and/or his/her organization rules.
- 7** - Each Asendia company may determine in writing in its internal rules a threshold under which small gifts to the employees may be authorized in strict compliance with local law and standards. Under no circumstance should such kind of gifts be solicited.
  - 8** - Asendia asks its Contractors to comply with Asendia Anti-Bribery Policy. Non-compliance may lead the relevant Asendia company not to enter into contractual relationship with the Contractor, or to

terminate such relationship with immediate effect when the non-compliance is discovered, or to ask the Contractor to remedy the situation, depending on the gravity of the situation.

**9** - Asendia will regularly assess the performance of its anti-bribery policy and will review it as necessary.