



JAB

Code of Conduct, including Anti-Bribery & Anti-Corruption Policies



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1. INTRODUCTION

- 1.1 This Code of Conduct is established, and may be amended by, the Supervisory Board.
- 1.2 This Code of Conduct is complementary to applicable legislation and regulations and the Articles of Association.
- 1.3 The meaning of certain capitalized or uncapitalized terms used in this Code of Conduct is set forth in the List of Definitions attached as **Annex 1**.

2. APPLICABILITY

- 2.1 The Code of Conduct ("**Code**") applies to JAB Holdings B.V., its direct and indirect parent companies (i.e. JAB Investments S.à r.l. and JAB Holding Company S.à r.l. respectively), its direct wholly- and majority-owned subsidiaries ("**JAB**" or the "**Company**") and their directors, officers, full-time, part-time and seconded employees, and anyone working on JAB's behalf, e.g. consultants and representatives (collectively "**Employees**" or "**Personnel**"). You are expected to act in a manner that will enhance JAB's reputation for honesty, integrity and reliability. The Code applies in all countries in which JAB operates or conducts business. When the laws of those countries require a higher standard, such standard shall apply. Adherence to this Code is a condition of your employment and/or engagement with the Company, and therefore you must acknowledge you have understood the Code and have disclosed any suspected and actual violations through appropriate channels.
- 2.2 The Code will not give answers for every ethical or legal situation. If you have any doubts about the right thing to do, seek advice from the relevant member(s) of Compliance or from the General Counsel, as appropriate.
- 2.3 If you violate the Code, JAB policies and procedures or any of the laws that govern JAB's business, JAB will take immediate and appropriate action up to and including termination of employment.

3. DUTY TO REPORT AND HOW TO RAISE A CONCERN

- 3.1 JAB requires Personnel to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. You are responsible to report in good faith any and all actual or potential violations of laws, regulations, policies, procedures or this Code ("**Reportable Items**"), including and especially concerns as to accounting or auditing irregularities or fraud and corruption. If you have a problem or concern or become aware of any potential or actual violation of the Code, raise the issue with Compliance or the General Counsel or, if that is not possible for some reason, to the JAB HR Partner. Also, employees must notify Compliance or the General Counsel immediately if they believe that one of our suppliers, customers or other business partner breaches a law or regulation.
- 3.2 JAB's General Counsel is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. JAB's General Counsel will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The General Counsel will advise the Board of Directors and Supervisory Board of all complaints and its resolution. The General Counsel, Board of Directors or Supervisory Board may, at its sole discretion, escalate issues arising from ethical conduct to the Ethics Committee on a case by case basis. The Ethics Committee shall provide advice and recommendations and remediation actions to the extent necessary.
- 3.3 JAB will not retaliate against any person who raises in good faith an ethics or compliance issue through proper channels. Employees who raise concerns or who help us resolve reported matters are protected against Retaliation. Anyone who uses the ethics and compliance program to spread falsehoods, threaten others, discourage others from making a report, or damage another's reputation will be subject to

disciplinary action. Discouraging Personnel from making a report or getting the help they need is prohibited and could result in disciplinary action.

- 3.4 Reportable Items may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

4. COMPLIANCE WITH LAWS

Personnel must comply with applicable laws, regulations and company policies that govern their work, including without limitation the antitrust and competition, anti-bribery, and environmental laws of any other country or group of countries which are applicable to JAB's business.

5. ANTI-TRUST, PRACTICES AND COMPETITIVE INFORMATION

- 5.1 Antitrust and competition laws prohibit agreements that eliminate, diminish or discourage competition. JAB is committed to fair and competitive practices, and to uphold all applicable antitrust laws. You are to engage in transactions based on quality, service, price, suitability and similar and lawful factors.

- 5.2 Cartel conduct is considered the most serious form of illegal antitrust conduct. Cartel conduct can be a criminal offence and can result in substantial fines for JAB and potential imprisonment and fines for Personnel involved in any cartel conduct. Most relevant for JAB, cartel conduct can include the following:

- **Price Fixing:** Agreements among competitors, whether written or oral, which relate to prices are illegal. In other words, such agreements, by themselves, constitute violations of the antitrust laws.
- **Bid Rigging:** It is illegal to discuss or agree on terms of bids with competing bidders (for example with competing bidders for a concession). Decisions on whether to bid and the terms of that bid must be made independently. (Note that when JAB issues a request for bids, it should also be alert to whether the bidders are engaging in any anticompetitive conduct).
- **Information Sharing:** The sharing of commercially sensitive business information with competitors (such as information relating to prices and costs) can amount to illegal cartel conduct and must be avoided.
- **Other Conduct:** Agreeing with competitors to allocate markets (either geographically or by class of customer) or to restrict output will also amount to anticompetitive cartel conduct.

- 5.3 You may violate antitrust laws even in the absence of a formal agreement. Under certain circumstances, an agreement may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding.

6. SANCTIONS

All relevant JAB transactions must comply with and respect applicable national and international laws, conventions and sanctions. Through these national and international regulations certain "**Restricted Jurisdictions**" and "**Restricted Parties**" can be determined. Restricted Jurisdiction means any country, state, territory or region against which there are sanctions imposed by the United Nations (UN), the European Union (EU), the United States (US) or Switzerland.

Restricted Parties are those individuals and entities identified on various international prohibited party lists, with whom JAB may not transact business.

7. ANTI - BRIBERY AND ANTI - CORRUPTION

- 7.1 You are prohibited from offering, promising, authorizing, making, soliciting or accepting, directly or indirectly through a third party, e.g. a commercial agent, shipping agent, etc., anything of value, monetary or otherwise (including gifts and other favors), to any government official or private person for the purpose of improperly obtaining or retaining business. Never become involved in money laundering, Kickbacks or any form of Bribery (as defined in the list of definitions).
- 7.2 Interactions with government officials present heightened corruption risk and require special attention, and often rules and processes will be more stringent. Government officials include any elected or appointed official (executive, legislative or judicial) of a local, state, provincial, regional or national government; any government personnel, part-time government worker, unpaid government worker, or anyone empowered to act on behalf of a government; any political party, party official, or candidate for political office; any official or personnel of a public international organization such as the World Bank or United Nations; and any official, representative, or personnel of a company that is under even partial ownership or control by a government. This means that all employees of government-owned companies and instrumentalities are government officials for purposes of the Code, even if the companies are operated like privately owned corporations.
- 7.3 A charitable donation, made at the request of, or to support a government official or commercial counterparty for the purpose of improperly influencing that person's conduct is prohibited. Any such requests should be referred to the Chairman or the General Counsel.
- 7.4 You may encounter government officials in various areas of JAB's business, such as permitting and licensing, customs and exports, sales, and taxes. For example, adhering to published standard and expedited fees are usually acceptable for processing routine government action, such as a commercial visa service might provide to expedite obtaining travel visas. JAB does not authorize facilitation payments, i.e. small payments to government officials to expedite or secure a non-discretionary routine governmental action, even if only ministerial or clerical duties. For example, the payment of a small sum to a government official to speed the process of getting a license will fall under the definition of "facilitation payment". A larger payment made to receive a license that JAB would not otherwise receive would fall within the definition of "bribe". Both are prohibited.
- 7.5 Because under anti-corruption laws, JAB may be held liable for conduct of anyone acting on the Company's behalf, such as agents, consultants, joint venture partners, suppliers and other third parties, employees should select cautiously any third parties who will act on the Company's behalf. Efforts should be made to ensure that they uphold JAB's standards, adhere fully to the law, and safeguard the Company's reputation.
- 7.6 JAB is committed to transparency and accuracy in all dealings while respecting privacy and confidentiality obligations. For financial and tax purposes, you should ensure that information recorded and provided is timely, complete and fair, and accurately reflect in reasonable detail the Company's assets, liabilities, revenue and expenses and all other pertinent transactions. Do not for any reason make false, artificial, misleading or misstated entries in any of the Company's books, records or financial statements or engage in any arrangement that results in such prohibited acts. You are responsible for recording all transactions accurately and to follow all accounting procedures. Ensure that all financial entries reflect the real nature and purpose of the transaction reported, and never use corporate funds, assets, services or facilities except as described by the documents supporting the use in question.
- 7.7 Do not make or receive payments without adequate supporting documentation or establish or maintain undisclosed or unrecorded funds or assets ("off the books") for any purpose. Never agree to falsify

invoices or pay expenses that are unusual, excessive, inadequately described, insufficiently documented, or that otherwise raise questions.

8. GIFTS AND ENTERTAINMENT

- 8.1 In most cultures, constructive relationships with organizations and individuals doing business, or seeking to do business with JAB may include incidental business meals, gifts and entertainment, including tickets to sporting, recreational or other events, (collectively “**Hospitality**”). You are expected to exercise good judgment in offering and receiving Hospitality, taking into account pertinent circumstances, including the character of the Hospitality; its purpose; its appearance; the positions of the persons providing and receiving the Hospitality; the business context; the expectation of reciprocity, and applicable laws and social norms. Under no circumstances may any Hospitality improperly influence or appear to influence business decisions or subject JAB to any obligation expectation of reciprocity.
- 8.2 All hospitality must be modest, never lavish or extravagant, and offered and received transparently. All Hospitality expenses must be recorded in all instances identifying the recipient and donor name, title, organization, business purpose and date, all attendees and any other pertinent data.

9. CONFLICT OF INTEREST

You should ensure that no conflict exists between your personal interests and those of JAB. You should also avoid placing yourself in positions that may be perceived as conflicts. You must notify the General Counsel of any existing and potential Conflicts of Interest (as defined in the list of definitions) as they arise in order to develop an appropriate risk mitigation strategy or otherwise avoid the situation if the conflict cannot be resolved satisfactorily.

10. INSIDER DEALING

- 10.1 Involvement in transactions such as acquisition of or investment in a listed company (i.e. a company whose shares are quoted on a stock exchange anywhere in the world for public trading), might lead to Personnel having access to “**Material Non Public Information**”. Buying or selling relevant shares on a stock exchange on the basis of such information (privately or on behalf of JAB) is usually not allowed, although legal definitions vary from country to country. Moreover, it is illegal for you to “tip” off someone else who then buys or sells stock based on the insider information.
- 10.2 You may frequently become aware of Material Non Public Information relating to listed companies in which JAB is invested (“**Insider Information**”). Trading in bonds of JAB, or shares or bonds of a listed company in which JAB is invested when you have Insider Information, or sharing Insider Information with others (for the avoidance of doubt this includes your family members) is illegal and shall result in severe penalties. JAB prohibits Personnel from using Insider Information for personal gain, such as for purposes of stock trading, or for any other purpose other than the conduct of our business. If you have any doubts when in possession of Insider Information, seek advice from the General Counsel.
- 10.3 Material Non Public Information means that the information is not generally available to the normal investor, and is likely to be considered important in deciding whether to buy, sell or hold the shares. It is also known as “**price sensitive information**” as it would be likely to affect the market price of the share. Examples of information that might be material include (but is not limited to):
- Proposals/agreements for a merger, acquisition or the divestiture, or sale/purchase of substantial assets
 - The significant expansion or contraction of operations
 - The institution of, or a significant development in, litigation or a regulatory proceeding

11. CONFIDENTIAL INFORMATION

- 11.1 You may have access to intellectual property, including copyrights, patents, trade secrets, trademarks, ideas, inventions, and processes and know-how, and other information that is non- public, confidential, privileged, or of value to competitors of JAB or that may be damaging to JAB if improperly disclosed, as well as to Intellectual Property and other non-public information of companies with which JAB does business (collectively “**Confidential Information**”).
- 11.2 You shall keep Confidential Information always strictly confidential and not disclose Confidential Information to third parties, by whatever means without proper authorization. As a condition of your employment or other engagement with JAB, you agreed to keep all such information in confidence and never (during your employment/engagement or after) make unauthorized disclosure or remove confidential information from Company premises unless consistent with your duties to the Company.

12. EXTERNAL COMMUNICATION

- 12.1 All external communication (including oral) with customers, business partners, friends etc. can affect the reputation of JAB and the individual reputation of the relevant Personnel. Among other things, all external communications must be lawful, truthful, professional and in good taste. While using social media such as Facebook, LinkedIn, Twitter, Pinterest, blogs, photo and video sharing websites (YouTube, Flickr, etc.), wikis and discussion forums, stakeholders should use precaution. Only duly authorized Personnel may speak on the Company's behalf or post information, images, comments, etc., in connection with the company on social media.
- 12.2 If you are contacted or approached by someone who says he or she is from the media, you must not engage him or her in any way or respond to questions. If you are contacted by someone that you do not know, always insist on finding out who they work for and their contact details.
- 12.3 All press and media inquiries should be referred immediately, without comment, to the CEO and General Counsel.

13. RESPONSIBILITY FOR RESOURCES

Use Company resources for company use only, unless otherwise authorized in writing. Never use Company resources for personal gain or illegal or unethical activities. All Personnel are responsible for protecting JAB's assets and resources, and designated Personnel are responsible for establishing and maintaining appropriate internal controls to safeguard JAB resources against loss from unauthorized or improper use or disposition. JAB resources include work time, materials, supplies, equipment, information, electronic mail and computer systems.

14. INTERNET AND E - MAIL

- 14.1 JAB's computer networks and information resources include electronic mail and messaging systems, internal Intranet, the public Internet and mobile smart phones (hereinafter: “**ICT**”). JAB's ICT is provided for company-related business purposes only. Excessive personal use is inappropriate. Use of JAB's ICT to view, retrieve or send sexually-related or pornographic messages or material; violent or hate-related messages or material; bigoted, racist or other offensive messages or other messages or material related to illegal activities is strictly prohibited.
- 14.2 In protecting JAB's ICT, JAB reserves the right to periodically monitor access and contents of JAB's ICT systems and networks according to local legislation. Personnel should not assume they have any right to privacy of electronic data residing on JAB's computer resources.

15. COMPANY NAME

You must not use your employment status to obtain personal gain from those doing or seeking to do business with JAB. You may not use JAB's name or purchasing power to obtain personal discounts or rebates unless the discounts are made available to all Personnel and approved by the CEO and the Chairman.

16. WORKPLACE ENVIRONMENT

- 16.1 JAB is committed to a workplace environment where Personnel are treated with dignity, fairness and respect. Personnel have the right to work in an atmosphere that provides equal employment opportunities and is free of discriminatory practices and illegal harassment.
- 16.2 Neither JAB nor any Personnel shall refuse to employ or continue to employ, nor shall they discriminate against any person with regard to employment, term or condition of employment, based on race, national or ethnic origin, color, religion, age, gender (including pregnancy or child-birth) sexual orientation, marital status, family status, and disability, all as defined by the European Convention of Human Rights or other similar applicable rules.
- 16.3 Any form of illegal harassment or any other conduct that interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment will not be tolerated. Forms of harassment include, but are not limited to, unwelcome verbal or physical advances and sexually, racially, or otherwise derogatory or discriminatory materials, statements, or remarks. All Personnel, including supervisors and managers, will be subject to disciplinary action up to and including termination of employment for any act of harassment. Individuals who believe they have been subjected to harassment should immediately report the incident to the JAB HR Partner. All complaints will be promptly and thoroughly investigated.

17. POLITICAL INVOLVEMENT

- 17.1 JAB's political engagement (if any) will comply with all applicable laws and regulations and related disclosure requirements.
- 17.2 As a general rule, it is not allowed for Employees to engage JAB in any political involvements (including contacts with lobbying and / or government representatives) on behalf of JAB subject to the Supervisory Board prior approval.
- 17.3 Any political donations and/or lobbying expenses, as approved by the Supervisory Board, will be disclosed.

18. JAB GOLDEN PRIVACY RULES

- 18.1 Data privacy laws safeguard information about individuals – their personal data. At JAB, we respect the privacy rights of our staff, customers, suppliers and business partners. We are committed to managing personal data in a professional, lawful and ethical way.
- 18.2 Personal data are broadly defined as any information relating to an identified or identifiable individual such as name and contact details. Some private information, such as race or ethnic origin, health data, sexual orientation, criminal behavior or trade union membership is sensitive personal data and subject to more stringent requirements. Processing means any action involving personal data, including collecting, using, accessing, viewing and even deleting them.
- 18.3 As personal data are everywhere, privacy rules apply to virtually every business process in a company. If we do not comply with privacy rules, we risk causing harm to individuals, being ordered to cease any

processing, and potential fines or litigation. We are also putting JAB's reputation at risk.

18.4 Privacy dos and don'ts

- Comply with privacy laws. Always follow JAB's Code when processing personal data.
- Only process personal data for specific, defined, legitimate business purposes.
- Do not excessively process personal data; do not process more personal data than necessary; do not access more personal data than strictly necessary for the performance of your job.
- Do not keep personal data longer than necessary, and then ensure they are securely and irreversibly deleted.
- Treat personal data as confidential and use appropriate physical and IT security safeguards. Tell the General Counsel immediately if you know of or suspect any security breach.
- Inform individuals, using clear and easy to understand language, about why you are collecting their personal data, what you are going to do with their data and for how long. In some cases, you will need to get their prior consent.
- Safeguard personal data before disclosing or sharing them with third parties, by entering into proper contracts.
- Respect the rights of individuals to access, correct, restrict and remove their personal data.
- Identify privacy risks before processing personal data, such as in a new IT system, business process or service.

When in doubt about how to apply the golden privacy rules, or if you have any other questions relating to privacy, please contact the General Counsel.

19. MISCELLANEOUS

- 19.1 **Occasional non-compliance.** Subject to applicable law and regulation, the Supervisory Board may occasionally and in specific events decide at its sole discretion that this Code can be deviated from.
- 19.2 **Amendment.** This Code may be amended by the Supervisory Board at its sole discretion without prior notification.
- 19.3 **Interpretation.** In case of uncertainty or difference of opinion on how a provision of this Code should be interpreted, the opinion of the Chairman shall be decisive.
- 19.4 **Governing law and jurisdiction.** This Code is governed by the laws of the Netherlands. The courts of the Netherlands have exclusive jurisdiction to settle any dispute arising from or in connection with this Code (including any dispute regarding the existence, validity or termination of these rules).
- 19.5 **Complementarity to Dutch law and Articles of Association.** This Code is complementary to the provisions governing the Supervisory Board as contained in Dutch law, other applicable Dutch, or EU regulations and the Articles of Association. Where this Code is inconsistent with Dutch law, other applicable Dutch or EU rules and regulations or the Articles of Association, the latter shall prevail. Where this Code is consistent with the Articles of Association but inconsistent with Dutch law or other applicable Dutch or EU rules and regulations, the latter shall prevail.
- 19.6 **Partial invalidity.** If one or more provisions of this Code are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board may replace the invalid provisions by provisions which are valid and the effect of which, given the contents and purpose of this Code is, to the greatest extent possible, similar to that of the invalid provisions.

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ANNEX 1

1. LIST OF DEFINITIONS

1. In this Code, the following terms have the following meanings:

Articles of Association means the articles of association of the Company.

Bribery, a bribe means an inducement or reward offered, promised or provided in order to influence a business outcome. A bribe can be anything of value or any type of advantage, financial or otherwise. Bribes can take many forms including money, certain gifts and hospitality, job offers, holiday charitable or political contributions. Bribery and corruption can be direct, or indirect through third parties like suppliers, contractors, agents, intermediaries or other associated persons acting on behalf of the Company. For liability to arise, a payment does not need to occur, an offer, authorization or promise is sufficient. Bribery also includes facilitation payments even though in some countries facilitation payments are legal.

Chairman means the chairman of the Supervisory Board.

Code means this Code of Conduct.

Company means JAB Holdings B.V., its direct and indirect parent companies (i.e. JAB Investments S.à r.l. and JAB Holding Company S.à r.l. respectively), its direct wholly- and majority-owned subsidiaries.

Conflict of Interest means a situation in which an employee of JAB or the organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another. Typically, this relates to a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity.

Facilitation payments are small payments to government officials to expedite or secure a non-discretionary routine governmental action, even if only ministerial or clerical duties.

General Counsel means the general counsel of JAB.

Hospitality has the meaning attributed to it in 7.1.

Insider Information has the meaning attributed to it in 9.2.

in writing means by letter, by telecopier, by e-mail, by WhatsApp or by message which is transmitted via any other current means of communication and which can be received in written form.

JAB means JAB Holdings B.V., its direct and indirect parent companies (i.e. JAB Investments S.à r.l. and JAB Holding Company S.à r.l. respectively), its direct wholly- and majority-owned subsidiaries.

JAB Treasurer means the Treasurer of JAB and, for the purposes of this definition, any person he or she may entrust within his or her team with ad hoc responsibilities under this policy from time to time.

Kickbacks are typically payments made in return for a business favor or advantage.

Material Non Public Information has the meaning attributed to it in 9.1.

Personnel means the directors, officers, full-time, part-time and seconded employees of JAB, and anyone working on JAB's behalf, e.g. consultants and representatives.

Reportable Items has the meaning attributed to it in 2.1.

Retaliation is any adverse action, harassment, threats, or other conduct that would discourage a reasonable person from making a report or participating in a complaint process.

Subsidiary has the meaning attributed to it in Section 2:24a of the Dutch Civil Code.

Supervisory Board means the supervisory board of JAB Holdings B.V.

2. Save where the context dictates otherwise, in this Code:
 - (a) unless a different intention clearly appears, a reference to a Clause or Annex is a reference to a clause or annex of this Code;
 - (b) words and expressions expressed in the singular form also include the plural form, and vice versa;
 - (c) words and expressions expressed in the masculine form also include the feminine form; and
 - (d) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.

3. Headings of clauses and other headings in this Code are inserted for ease of reference and do not form part of this Code for the purpose of interpretation.