



ENZA ZADEN

Doing Good Business Anti-Bribery & Corruption Policy

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Enza Zaden Beheer B.V.
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The Netherlands

Business Ethics Officer
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Doing Good Business Anti-Bribery & Corruption Policy

Overview

We Value Integrity

Our anticorruption standards

- 1 Enza Zaden conducts business honestly, without corrupt practices.
- 2 Gifts and hospitality must be reasonable, proportionate and appropriate.
- 3 Enza Zaden does not make donations to political individuals and prohibits facilitation payments
- 4 We must ensure that third parties providing services to us or acting on our behalf do not engage in bribery
- 5 Enza Zaden's accounts must accurately and fairly reflect all transactions and other business engagements

Our compliance program

In case you have concerns or encounter suspicious conduct that might violate this Policy:
Speak Up!

This policy is for internal use only. Enza Zaden accepts no liability or responsibility in connection with this policy to the fullest extent possible under applicable laws and regulations.

We Value Integrity

Enza Zaden has zero tolerance for bribery and corruption. This means that under no circumstances do we give to or accept bribes or other corrupt advantages from any person, including government officials, customers, or business partners.

Our Business Ethics Code sets out our core values on how we do business. Our Global Anti-Bribery & Corruption Compliance Program implements those values in practice, regarding our behavior in everything related to anti-corruption. This policy, as part of the program, provides specific guidance on how to interact with our business partners and government officials with integrity. The policy applies to all the members of the Supervisory Board, Board of Directors, hired workers (contractors) and full-time and part-time employees of Enza Zaden. It also applies to our business partners – joint venture partners, vendors, distributors and suppliers. Our Business Ethics Officer, Aniek Verhaar, is your contact person for any questions you may have about compliance with this policy.

In some markets, doing business honestly may be challenging. Nevertheless, at Enza Zaden we are committed to doing the right thing in the right way at all times. We believe ethical conduct is at the heart of our continued success.

It is the personal duty of each and every one of us to act with integrity in all our dealings and operations. The success of this policy depends on your cooperation.

The Board of Directors

Jaap Mazereeuw
Hein Bemelmans
Dirk Neelis
Andreas Sewing
Allison Thomas

Our anti-corruption standards

- 1 Enza Zaden conducts business honestly, without corrupt practices.
- 2 Gifts and hospitality must be reasonable, proportionate and appropriate.
- 3 Enza Zaden prohibits facilitation payments.
- 4 Enza Zaden does not make donations to political individuals or political parties.
- 5 We ensure that third parties providing services to us or acting on our behalf do not engage in bribery.
- 6 All our books and accounts must be accurate and reasonably detailed, and may not include false, artificial or misleading content.

You can find practical guidance as to compliance with these requirements in 'Our anticorruption standards' chapter below.

Who is responsible for this policy?

It is everyone's responsibility to personally know and to adhere to this policy, and report issues. It is every manager's responsibility to ensure that those reporting to him or her adhere to this policy.

The Board of Directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

Our Business Ethics Officer has primary and day-to-day responsibility for implementing this policy and monitoring its use and effectiveness.

Any violations of our anti-bribery and corruption standards are treated seriously and may lead to disciplinary measures.

SPEAK UP!

All employees are encouraged to come forward and speak up in case of doubts or concerns about possible violation of anti-bribery laws. Please check the Speak Up! Procedure of Enza Zaden to learn more.

1 Enza Zaden conducts business honestly, without corrupt practices.

A bribe is a bribe, regardless of whether it takes the form of cash, an excessive or lavish gift, an employment offer or a charitable contribution. Anything which is offered or received with the intention of improperly influencing a business decision for or on behalf of Enza Zaden is considered a bribe.

The bribe could be camouflaged as friendly gestures, gifts, products free of charge, royalties, or consulting fees. The specific benefit that may be sought through bribery is obviously context dependent. It may include all sorts of financial or other advantages, business opportunities, contracts, licenses, waivers and more. On many occasions, bribery and corruption are hidden, implicit and carried out by third parties, e.g. by paying kick-backs to the person being bribed.

Virtually every country prohibits bribery and corruption, sometimes even when the act is committed in another country. Examples of such laws include the *US Foreign Corrupt Practices Act* or the *UK Bribery Act*.

Acts of bribery and corruption put Enza Zaden at risk of heavy fines and measures imposed by the authorities, endangering Enza Zaden's business and reputation. Anti-bribery laws also hold personally liable every person who engages in bribery, regardless of their position within the organization's hierarchy. For that matter, those who aid or support bribery or corruption are often as guilty as the primary offenders. **All persons that are directly or indirectly involved in bribery or corruption face the risk of various disciplinary measures, i.e. dismissal, severe fines and extensive jail sentences.**

2 Gifts and hospitality should be reasonable, proportionate and appropriate

Anti-bribery laws prohibit giving and receiving gifts or hospitality for the purpose of gaining or rewarding any advantage with improper acts. Small gifts and reasonable hospitality given or accepted in good faith are still appropriate., without any intention of influencing any person in order to gain any advantage through improper performance or otherwise obtaining an improper advantage.

Giving and receiving gifts and hospitality are permitted, provided that they meet all of the conditions below. Accepting and providing gifts or hospitality that do not meet all these conditions is strictly prohibited unless specifically approved in writing by a manager (at least BOD-1 level) and Business Ethics Officer. The Enza Zaden employee who intends to offer/receive gifts or hospitality, along with their supervisor, are responsible for compliance with this standard.

General conditions applying to any gift or hospitality:

- It complies with local laws and is not made with the intention of influencing, inducing or rewarding any person to gain an advantage through improper performance, or otherwise obtaining an improper advantage.

- It is reasonable, proportionate and appropriate to the circumstances and could not reasonably be misunderstood by the recipient or others as a bribe.
- It is given openly, not secretly, and it is recorded fairly and accurately in Enza Zaden's books and records.
- The value of the gift is small enough that it cannot be seen as an attempt to influence the recipient (specifically if he/she is a government official) to misuse their position. As a guideline, EUR 50 or an equivalent value in local currency is the maximum, and in all cases it should comply with local laws. This does not include cash or a cash equivalent.
- The frequency of gifts to the same recipient should not exceed a value of EUR 100 per calendar year (unless a stricter rule is prescribed by local laws). This rule also applies to Enza Zaden employees obtaining gifts, in order to prevent a conflict of interest situation in which the personal interest of the employee might conflict with interests of Enza Zaden.

Additional conditions for giving and receiving hospitality (such as travel and lodging, meals and entertainment):

- Hospitality should always aim to foster professional relationships, and must not create any expectation of favorable treatment or influence business decisions. Any hospitality (including invitations to attend exhibitions, sports events or business meals) can only be given or received for legitimate business purposes, such as to better present products and services.
- All employees must ensure that meals offered to clients, partners, or other stakeholders be modest and appropriate. The value of such hospitality should be proportionate to the context of the business relationship. Meals that are given or received are considered ordinary working meals under local standards.
- Hospitality can be offered by employees only for those invitees whose participation is directly related to and necessary for the company's legitimate business purposes. Hospitality for spouses, family members or private guests who are politically exposed persons (for instance, government officials) is not appropriate unless specifically approved by a manager (at least BOD-1 level) and Business Ethics Officer in writing.
- Payment for hospitality should be made directly to the service provider (e.g., travel and lodging vendors) or costs reimbursed only upon presentation of a receipt.
- An Enza Zaden representative should be present at all meals and hospitality activities.
- Any travel or lodging expenses that might be part of obtaining/offering hospitality to individuals who are not employees of Enza Zaden should be approved in line with corporate policies.

Rules on interactions with Politically Exposed Persons:

- Provision of gifts or entertainment (for instance, invitations to sports events, concerts, etc.) to Politically Exposed Persons (PEPs) is prohibited. This includes government officials, employees of state owned companies (for instance, companies in which the government has a stake), politicians and personnel of international organizations. This also applies to members of their families.
- Provision of modest meals to PEPs as part of business meetings should be in line with this policy.
- Invitation of PEPs to visit Enza Zaden's facilities for business purposes should be in line with this policy.

Please note that providing hospitality and gifts on behalf of Enza Zaden to its employees is explicitly excluded from this policy and is governed by respective HR policies.

3 Enza Zaden does not make donations to political individuals and prohibits facilitation payments.

Anti-bribery and anti-corruption laws do not prohibit charitable donations, but they do prohibit the misuse of such donations as a way of covering up bribes and other corrupt advantages. A particular risk arises when donations are given to political individuals or entities, because in many cases such donations are being used as a vehicle to conceal payments made to corruptly influence government officials.

Enza Zaden sometimes engages in charitable giving as part of our identity as a responsible corporate citizen.

Such donations are made with no expectations or intention to achieve an improper advantage. As such, it is our responsibility to ensure that those legitimate contributions do not create the appearance of bribery or corruption.

Enza Zaden does not make contributions or donations to political parties, political organizations or independent candidates, nor does it incur any political expenditures.

Charitable donations are permitted provided they meet the criteria below:

- The donation is duly approved in accordance with applicable internal procedures.
- No donation is received or provided if it is intended to improperly influence performance or to obtain an improper advantage, or could reasonably create such an impression.
- Donations are fully transparent and recorded fairly and accurately in Enza Zaden's books and records.
- A receipt or other written acknowledgement is always obtained for any donation made on Enza Zaden's behalf.
- No donation is made in cash or to private accounts;
- Local customs and cultural sensitivities are respected.

Before accepting or providing donations, discuss the donation with your line manager. If you have any doubts, contact the Business Ethics Officer for further guidance.

Facilitation payments, which are payments to induce officials to perform routine functions they are otherwise obligated to perform, are bribes. **Enza Zaden prohibits the payment of facilitation payments.** Inform the Business Ethics Officer if you encounter any request you suspect to be a payment to facilitate a routine action.

4 We must ensure that third parties providing services to us or acting on our behalf do not engage in bribery.

Bribery practices are sometimes carried out by agents, representatives, consultants, distributors or any other associated persons who perform services for or act on behalf of a company ("Third Parties"). Anti-bribery laws mostly do not distinguish between a company and those acting on its behalf. They expressly prohibit corrupt practices, even when carried out through third parties.

This means that we have to be careful and selective when choosing the third parties we do business with. The nature of our relationships with third parties varies significantly. Some relationships carry a higher risk of bribery and corruption than others. This is the case with third parties dealing with government officials or private sector clients on our behalf, for instance, as well as agents operating in countries where bribery and corruption are more widespread. We must ensure that they follow our policy to prevent bribery from taking place.

Determine on a case-by-case basis what the bribery and corruption risks are, based on the nature of our relationship with the third parties and the circumstances of their operations.

Consider the following as potential measures to minimize this risk:

- Check the purpose of engagement. It should be legal and ethical.
- **Conduct a background check (due diligence) on third parties before entering into engagements, to ensure authenticity, good reputation and qualification.** It is important that our business partners not be sanctioned by or linked to foreign government officials. In addition, we expect all of them to respect human rights and comply with sustainability standards.

"Always conduct a background check on your third parties"

- Clearly communicate our anti-bribery and corruption standards and our zero tolerance of bribery and corruption.
- Ensure that the fee for the service has a fair market value.
- When appropriate, train the third party in our anti-bribery and corruption standards.
- When engaging with third parties, have all mutual rights and obligations, as well as payments and exchanges, properly documented.
- Do not make payments in cash or to private accounts. Always obtain a receipt for any payment made on Enza Zaden's behalf. The receipt should specify the reason for the payment and be in compliance with respective Finance policies.
- In all communications with third parties, both oral and written, make sure not to create any erroneous impression of corrupt conduct. For instance, phrases like "destroy after reading," "this will be our little secret," and others, may create the wrong impression even if they were originally meant as a joke.
- In case of doubt, seek advice in advance from Enza Zaden's Business Ethics Officer on appropriate measures and precautions.

Red flags

REPORT any red flags associated with third parties to your manager and Business Ethics Officer immediately, such as:

- excessive commissions to third party agents, commissioners or consultants;
- requests of a third party to keep his identity hidden or to create false statements;
- unreasonably large discounts or fees to third party distributors;
- third party “consulting agreements” that include only vaguely described services;
- the third party consultant is in a different line of business than that for which it has been engaged;
- the third party is merely a shell company incorporated in an offshore jurisdiction;
- the third party requests cash payment or payment to an offshore bank account.

5 Enza Zaden’s accounts must accurately and fairly reflect all transactions and other business engagements.

Full transparency is the best way to combat bribery and corruption.

Among many other reasons, the prevention of bribery and corruption is a major reason to ensure that all correspondence, memoranda, accounts, files, documents, presentations and books are reasonably detailed, accurate and credible. According to anti-bribery laws, the attempt to include a false record or account is an independent violation and would be severely punished.

Enza Zaden maintains a robust system of internal accounting controls and requires all employees, officers, directors, agents and representatives—with no exception—to ensure our books, records and accounts are fully credible and reliable.

“Enza Zaden’s books and accounts must accurately and fairly reflect all transactions and other business engagements”

- All Enza Zaden’s books and accounts must be reasonably detailed. They must accurately and fairly reflect all transactions and other business engagements.
- Include no false, artificial or misleading content in any books or records.
- Have all transactions, gifts and hospitality, whether given or received, be fully documented: all accounts, invoices, memoranda and third party-related documents should be prepared accurately and completely.
- Ensure that all expense claims relating to gifts and hospitality incurred from or with third parties are submitted according to our internal policies.
- Escalate to Enza Zaden’s Business Ethics Officer when you encounter any suspicious record or attempt to falsify books and records.

Our compliance program

Our Global Anti-Bribery & Corruption Compliance Program applies to our business activities all over the world. The key elements of the program include:

- Business Ethics Code and procedures
- Compliance organization – oversight, autonomy
- Compliance risk management
- Continuous improvement, periodic review and testing
- Incentives and disciplinary measures
- Investigations, analysis, and remediation of misconduct
- M&A pre-acquisition DD and post-acquisition integration
- Management and employee training and awareness in line with Enza Zaden's values
- Speak Up! Reporting line
- Third-party due diligence and payments.

“In case you have concerns or encounter suspicious conduct that may violate this policy: Speak Up!”

We encourage everybody to discuss questions they may have about this policy and to talk about how to improve it with their managers and/or Enza Zaden’s Business Ethics Officer. Additionally, we urge everybody to report any concerns and suspicious conduct that may violate this policy to their supervisors and/or to Enza Zaden’s Business Ethics Officer. If you see or suspect any illegal behavior, fraud, or violation of this policy, speak up. Raising a concern about misconduct is not disloyalty to one’s colleagues or Enza Zaden; it is a step towards containing potential issues before they lead to problems and damage the company’s reputation or harm our colleagues. Please refer to our Speak Up! Procedure at the How do we do business page at www.enzazaden.com for more details.

Day-to-day assistance

Enza Zaden’s Business Ethics Officer is available to provide you with day-to-day assistance. Please do not hesitate to contact her:

Aniek Verhaar

Business Ethics Officer

Email: speakup@enzazaden.nl

Address: Enza Zaden Beheer B.V.

P.O. Box 7, 1600 AA Enkhuizen

The Netherlands

Training

As part of our Global Anti-Bribery & Corruption Compliance Program, from time to time we provide training to all employees most affected by our policies.

Additional internal resources for further guidance:

Enza Zaden’s Business Ethics Code - available at EnzaPlaza (> Use the search bar).

Enza Zaden’s Speak Up! Procedure - available at EnzaPlaza (> Use the search bar).

More information about our ethics and integrity efforts can be found at www.enzazaden.com

