



***Business Code of
Conduct for
SUPPLIERS***

What's Cooking?
Previously named Ter Beke Group



Table of Contents

Introduction.....	3
Compliance with laws, rules and regulations.....	3
Conflicts of interest.....	4
Antitrust and fair dealing.....	4
Confidential information.....	5
Fraud, protection of company assets, accounting.....	5
Fundamental Social Principles.....	5
Child labour.....	6
Employment relationship – Forced labour.....	6
Discrimination.....	7
Freedom of association and right to collective bargaining.....	7
Health care and safety at work.....	7
Working hours.....	7
Payment.....	8
Fundamental Environmental Principles.....	8
Preservation of resources.....	8
Production.....	8
Packaging.....	8
Logistics.....	8
Water.....	8
Chemicals.....	8
Climate Change & Greenhouse gas emissions.....	9
Environment.....	9
Animal Welfare.....	9
Ethical Principles.....	9
Supplier selection process and conflicts of interest.....	9
Anti-bribery and corruption, money laundering, competition law, international trade sanctions and data privacy.....	10
Gifts and hospitality.....	10
Raising a concern.....	10
Failure to comply.....	11
Reporting illegal or non-compliant conduct.....	11
Signature Page.....	13



Introduction

What's Cooking? - Group's business practices have always been governed by integrity, honesty, fair dealing and full compliance with all applicable laws. What's Cooking? - Group has always upheld and lived these values and commitments in their everyday responsibilities, and What's Cooking? - Group's reputation remains one of the Company's most important assets today.

This Code of Conduct specifies and helps the continued implementation of What's Cooking? - Group's corporate and social values by establishing certain non-negotiable minimum standards of behavior in key areas.

The nature of this Code is not meant to cover all possible situations that may occur. It is designed to provide a frame of reference against which any activities can be measured in a spirit of Continuous Improvement.

When in doubt, Supplier should seek guidance about the proper course of action in a given situation, as it is the ultimate responsibility of each Supplier being part of our Food Chain to "do the right thing" for people and planet, a responsibility that cannot be delegated.

Supplier should always be guided by the following basic principles:

- avoid any conduct that could damage or risk What's Cooking? - Group or its reputation;
- put the Company's interests ahead of personal or other interests;
- act legally and honestly at all times.

We respect the law at all times

Compliance with laws, rules and regulations

What's Cooking? - Group and its Supplier are bound by the law. Compliance with all applicable laws and regulations is crucial and must never be compromised.

In addition, Supplier shall adhere to internal rules and regulations as they apply in any given situation. Those internal rules are specific to the Company and may go beyond what is required by the law.



We will always act in the best interest of What's Cooking? - Group

Conflicts of interest

A conflict of interest **related to the objective of this Code** occurs when personal interests of a Supplier or the interests of a third party compete with the interests of What's Cooking? - Group. In such a situation, it can be difficult for the Supplier to act fully in the best interests of What's Cooking? - Group.

Supplier shall avoid conflicts of interest whenever possible.

If a conflict of interest situation occurs or if an Supplier faces a situation that may involve or lead to a conflict of interest, the Supplier shall disclose this to his Ethics Line to resolve the situation in a fair and transparent manner.

We believe in the importance of free competition

Antitrust and fair dealing

What's Cooking? - Group is prepared to compete successfully in today's business environment and will always do so in full compliance with all applicable antitrust, competition and fair dealing laws. Supplier must at all times adhere to the following rules:

- Commercial policy and prices will be set independently and will never be agreed, formally or informally, with competitors or other non-related parties, whether directly or indirectly;
- Customers, territories or product markets will never be allocated between What's Cooking? - Group and its competitors but will always be the result of fair competition;
- Customers and suppliers will be dealt with fairly.

Especially those who are involved in marketing, sales and purchasing, have a responsibility to ensure that they are familiar with applicable competition laws. When in doubt, Supplier should contact their Legal Department in order to provide competition law advice and training.



We value and protect our confidential information and we respect the confidential information of others

Confidential information

Confidential information is any information that is not or not yet public information. It includes trade secrets, engineering and manufacturing ideas, product recipes, designs, data, records, salary information and any non-published financial or other data.

What's Cooking? - Group's success depends on the use of its confidential information and its non-disclosure to third parties. Unless required by law or authorized by their management, Supplier (if access got formally authorized to confidential information) shall not disclose confidential information or allow such disclosure. Supplier shall use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

In case that third parties, such as suppliers or customers, share with What's Cooking? - Group confidential information, such information shall be treated with the same care as if it was What's Cooking? - Group's confidential information. In that same spirit, Supplier shall protect confidential information that they have obtained in the course of the collaboration.

We insist on honesty and we respect the Company's assets and property

Fraud, protection of company assets, accounting

Supplier must never engage in fraudulent or any other dishonest conduct.

What's Cooking? - Group's financial records are the basis for managing the Company's business and fulfilling its obligations to various stakeholders. Any financial record must be accurate and in line with What's Cooking? - Group's accounting standards. Supplier shall safeguard and only make proper and efficient use of What's Cooking? - Group's property. All Supplier shall seek to protect their own (as well as the one of What's Cooking? - Group if applicable) property from loss, damage, misuse, theft, fraud and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, confidential information and information systems.

Fundamental Social Principles

The 7 social principles below refer to the international labour standards defined by the International Labour Organisation in general in combination with Sedex for UK.



Moreover each Supplier should aim to comply with the following:

- The OECD Guidelines for Multinational Enterprises
- The UN Guiding Principles on Business and Human Rights
- The International Labor Organization's (ILO) Declaration on Fundamental Principles and Rights at Work and the ILO eight fundamental labor conventions
- The Universal Declaration of Human Rights

Child labour

The Supplier does not employ children aged under 15. If the law sets a higher minimum working age or compulsory schooling is set to a higher age, this limit will be applicable. Educational programs and training are not included in this limitation.

Employment relationship – Forced labour

To every extent possible work performed must be on the basis of recognised employment relationship established through national law and practice.

Obligations to employees under labour or social security laws and regulations arising from the regular employment relationship shall not be avoided through the use of labour-only contracting, sub-contracting, or home-working arrangements, or through apprenticeship schemes where there is no real intent to impart skills or provide regular employment, nor shall any such obligations be avoided through the excessive use of fixed-term contracts of employment.

The Supplier, does not use forced or compulsory labour, meaning any work or service performed under threat or that is not consented by the person concerned.

This refers to the three following Principles:

1. Freedom of employment & termination: every worker should have freedom of movement and freedom to leave employment subject to normal contractual provisions.
2. Threat of violence, harassment & intimidation: The ability of workers to move freely should not be restricted by the Company through physical restriction (confinement), abuse practices, such as retention of passports and valuable possessions, threat of reporting illegal workers to the authorities or the menace of any form of penalties.
3. Coercion in wage payment, including debt bondage and bonded labour: no worker should pay for a job. Fees and costs associated with recruitment and employment should be paid by the employer, not the employee (Employer Pays Principle). No worker should be indebted or coerced to work. Workers should work freely, aware of the terms and conditions of their work in advance, and paid regularly as agreed. No worker should be indebted to work as a result of excessive recruitment fees, unauthorized deductions from wages, disciplinary measures, fines or inflated prices for company goods, tools or uniforms.



Discrimination

With due regard for applicable law, the Supplier refuses to engage in any discriminatory practices. Discrimination means any distinction, exclusion or preference limiting equality of opportunity or treatment. It may be based on race, color, sex, sexual orientation, religion, political opinion, age, nationality, family obligations or other considerations.

Freedom of association and right to collective bargaining

The Supplier recognizes and respects employees' freedom of association and their right to freely choose their representatives. The Supplier also recognizes employees' right to collective bargaining. The Supplier ensures that employee representatives do not suffer any discrimination.

Health care and safety at work

The Supplier ensures that the workplace and its environment do not endanger the physical integrity or health of employees. Action to reduce the causes of accidents and improve working conditions is the object of ongoing programs. Sanitary equipment, canteens and housing provided to employees are built and maintained in accordance with applicable legal requirements. As a minimum, the Supplier must provide employees with drinking water, clean toilets in adequate numbers, adequate ventilation, emergency exits, proper lighting and access to medical treatment.

Working hours

The Supplier must ensure that national applicable legal restrictions on working hours, including overtime, are complied with. Employees have at least one day off each week, apart from exceptional circumstances and for a limited period.

Working hours must comply with national laws, collective agreements, and the provisions of the paragraphs below, whichever affords the greater protection for workers. The below paragraphs are based on international labour standards.

Working hours, excluding overtime, shall be defined by contract, and shall not exceed 48 hours per week. All overtime shall be voluntary. Overtime shall be used responsibly, taking into account all the following: the extent, frequency and hours worked by individual workers and the workforce as a whole. It shall not be used to replace regular employment. Overtime shall always be compensated at a premium rate, which is recommended to be not less than 125% of the regular rate of pay.

The total hours worked in any 7 day period shall not exceed 60 hours, except where covered by the paragraph below. Working hours may exceed 60 hours in any 7 day period only in exceptional circumstances where all of the following are met:

- this is allowed by national law;
- this is allowed by a collective agreement freely negotiated with a workers' organisation representing a significant portion of the workforce;



- appropriate safeguards are taken to protect the workers' health and safety; and
- the employer can demonstrate that exceptional circumstances apply such as unexpected production peaks, accidents or emergencies.

Workers shall be provided with at least one day off in every 7 day period or, where allowed by national law, 2 days off in every 14 day period.

Payment

The Supplier ensures that:

- No wage is lower than the applicable legal minimum;
- All employees receive a pay slip;
- Employees receive a decent wage as compared to standard pay practices in their country;
- Wage rates concerning overtime are in all cases higher than those concerning normal working hours.

Fundamental Environmental Principles

Preservation of resources

Production

The Supplier shall at sole request be transparent about country of origin and shall work on minimizing the consumption of energy coming from all the sources. It will develop the use of renewable energy.

Packaging

The Supplier shall work on minimizing product's packaging for optimizing the product service (Eco-conception). To do so, the Supplier shall privilege the recycled raw materials, contribute to developing recycling and recycling fields.

Logistics

The Supplier shall optimize transportation in order to reduce fuel consumption.

Water

The Supplier shall minimize the water consumption.

Chemicals

The Supplier shall reduce the use of chemicals and fertilizers and exclude the use of chemicals and fertilizers which are hazardous to the health of consumers.



Climate Change & Greenhouse gas emissions

The Supplier shall work together with What's Cooking? - Group and its providers (eg. Ecovadis and/or others) on target-setting, measuring and reporting of absolute direct and indirect greenhouse gas emissions of its different activities and the product carbon footprint of the products it delivers to What's Cooking? - Group. The Supplier shall work at minimizing its overall greenhouse gas emissions. Supplier shall complete such reporting databases upon request of What's Cooking? - Group and shall partner together with What's Cooking? - Group on Continuous Improvement plans with the ambition of doing better together - day by day.

Environment

The Supplier shall work at measuring and controlling its environmental risks. The Supplier shall work at measuring its transported, imported and hazardous wastes according to the Basel Convention. The Supplier shall aim to put in place the environmental management system recognized by national/international authorities.

Supplier shall assure that no sourcing in relation to What's Cooking? - Group products is made from deforested land and/or does not adversely affects ecosystem conversion. Moreover if palm oil is used for or delivered by Supplier to What's Cooking? - Group it will only be RSPO certified segregated palm oil and Supplier will at all times comply with What's Cooking? - Group's policy of only RSPO certified palm oil, only free range eggs, only ASC/MSC certified fish and only FSC/PEFC certified cardboard & paper.

Animal Welfare

Suppliers who provide e.g. meat, dairy and/or other ingredients, such as milk, eggs, etc. to What's Cooking? - Group should incorporate measures to protect the welfare of their livestock. Animal testing should not be performed if another scientifically satisfactory method of obtaining the result sought, not entailing the use of an animal, is reasonably and practically available. Suppliers of meat ensure that their animals will in no event be slaughtered without anesthesia and upon explicit formal request comply with Halal. During transport the supplier shall take all reasonable efforts in order to keep the animals as calm as possible and minimize their experience of stress. To this end, the Supplier ensures that the animals have sufficient space both in the stables as during transport and an optimal temperature is guaranteed. Moreover Supplier of meat and What's Cooking? - Group shall work together on guidelines supporting the transition to regenerative agriculture.

Ethical Principles

Supplier selection process and conflicts of interest

The Supplier shall cooperate and provide background information for the purpose of integrity screening as part of the selection and monitoring process in the context of this Code. The Supplier shall declare any potential conflict of interest related to the objective of this Code to What's Cooking? - Group prior to the start of the selection process and at any time during the business relationship.



Anti-bribery and corruption, money laundering, competition law, international trade sanctions and data privacy

The Supplier shall abide by all applicable anti-corruption, anti-money laundering, international trade sanctions, data privacy and competition laws. The Supplier shall not engage in any form of bribery or corruption to obtain an unfair or improper advantage, whether actual or perceived.

The Supplier shall not participate in activities which could prevent competition. The Supplier shall not have dealings with restricted parties (in accordance with international trade sanctions law).

Gifts and hospitality

The Supplier is prohibited from offering gifts or hospitality exceeding a nominal value to What's Cooking? - Group employees, What's Cooking? - Group customers or other relevant stakeholders (such as government officials) when working on behalf of What's Cooking? - Group.

Any gifts offered must be of a purely nominal value and must not be intended (or able to be perceived as such) to influence a business decision. Hospitality offered must be linked to business purposes, must be of an appropriate value and must not be intended (or able to be perceived as such) to influence a business decision. No gifts or hospitality may be offered during tender or contractual negotiations.

Raising a concern

What's Cooking? - Group expects the Supplier, its agents and its sub-contractors, to be familiar with and comply with all applicable legal and contractual obligations relating to their business activities, including these Ethical Principles as reflected in the What's Cooking? - Group Business Code of Conduct (available on its website) and reflected in its whistleblowing policy.

If anyone would have any concerns regarding these Sustainability and Ethical Principles or their application, feel free to directly reach out to your point of contact within What's Cooking? - Group.

However, if you prefer to report a concern confidentially through another channel, we offer you a dedicated reporting tool which is called "WHAT'S COOKING? - GROUP'S ETHICS LINE" or by using **codeofconduct.ethicsline@whatscooking.group**. This tool can also be used anonymously. Anyone who genuinely reports a concern shall be protected from retaliation. **The Sustainability Principles and Business Code of Conduct are available on our website <https://whatscooking.group> and referenced in our General Terms & Conditions of Purchase.**



We will consult the Code, comply with its provisions and seek guidance where needed

Failure to comply

It is each Supplier's responsibility to ensure full compliance with all provisions of this Code and to seek guidance where necessary from their Legal Department. To "do the right thing" and to ensure the highest standards of integrity is each Supplier's responsibility. When in doubt, Supplier should always be guided by the basic principles stated in the introduction to this Code. Any failure to comply with this Code may result in legal proceedings or criminal sanctions.

We take responsibility for ensuring that we all act with integrity in all situations

Reporting illegal or non-compliant conduct

Supplier shall report any practices or actions believed to be inappropriate under this Code or even illegal to the Ethics Line.

All complaints shall be properly investigated. What's Cooking? - Group prohibits retaliation against any Supplier for such reports made in good faith, while it also protects the rights of any incriminated persons.

Reference is made to the group whistle-blowing policy in this respect.

If it is appropriate, in view of the nature of the reported matter, reports of violations may be made directly to higher levels by sending an email to

codeofconduct.ethicsline@whatscooking.group reaching the Legal and Compliance function, or reporting into the **Whistleblower Tool**. Where appropriate, complaints may be made on an anonymous basis.

OBJECTIVE of the Group EU/UK Whistleblower Policy

The **What's Cooking?** group of companies (the "Group") is committed to conducting business operations in accordance with the highest standards of ethical and legal business conduct. That commitment **with ability to report to Local Report Manager** as well as **Whistleblower Software Platform** (<http://whistleblower.whatscooking.group>) is reflected in the Group's Code of Conduct (<https://whatscooking.group/en-GB/ethics-line>) which sets forth the ethical and legal principles that are fundamental to the way in which the Group conducts its business operations.



The purpose of this Policy is to encourage Employees and Third Parties to promptly report suspected Breaches (as all these terms are defined below) which may affect the European and UK subsidiaries of What's Cooking?¹ (any European/UK subsidiary, the "Subsidiary", all of them, "the Group", and each of the European countries in which each Subsidiary is located, the "Relevant Country"), providing safe channels to report them without fear of retaliation with the aim to strengthen the compliance and information culture within the Group.

Reference is made to the group EU/UK Whistleblower Policy in this respect including the Whistleblower Tool:

- Click on the reporting page link: <http://whistleblower.whatscooking.group>
- Fill out the form and SAVE your password
- Follow-up on your report thanks to your given password

All complaints shall be properly investigated and treated confidentially.



¹ "What's Cooking?" means What's Cooking Group NV, with registered office at Beke 1, 9950 Lievegem (Belgium) with RLP in Ghent nr. 0421.364.139.



Signature Page

I, duly representative of [**name and address of the Supplier**],

hereby make the following statement and represent and warrant that Supplier understand and has fully complied with, and will strictly abide by, this Business Code of Conduct of What's Cooking? - Group.

Supplier confirms it returns such signed statement to What's Cooking? - Group and will confirm the same on a regular basis upon request of What's Cooking? - Group.

Supplier accept to complete any Questionnaire and/or Database which What's Cooking? - Group may provide on a regular basis in the context of its ESG reporting duties.

[**Date and place** to be included]

[**Signature**

Name of the representative

Position

Name Supplier]