

SPONSORSHIP POLICY

LEGAL DEPARTMENT

**Owner: GENERAL COUNSEL &
CORPORATE AFFAIRS DIRECTOR**

Distribution: All Employees / All locations

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CONTENTS

1. Introduction & purpose	2
2. Scope	2
3. List of references	2
4. General principles.....	2
4.1. THE CONNECTION BETWEEN SPONSORSHIP AND WHAT'S COOKING? BUSINESS ETHICS	3
4.2. WHAT WHAT'S COOKING? CAN SPONSOR.....	4
4.3. ACTIVITIES WHATS' COOKING? DOES NOT SPONSOR	4
4.4. HOW WHAT'S COOKING? SHALL SPONSOR	4
5. Roles and responsibilities	5
6. Implementation and awareness	6
7. List of related policies	6



1. Introduction & purpose

What's Cooking? receives many requests to sponsor various activities such as local sports clubs, charitable organisations and events. What's Cooking? is restrictive and selective in its consideration of sponsorships because the business value is usually limited while there are ethical risks to be considered.

This policy provides clarity in what and how What's Cooking? sponsors. It should make it easier for What's Cooking?'s employees to manage sponsorship requests in a way that strengthen customer relationships while avoiding ethical dilemmas and ineffective use of What's Cooking?'s resources. All sponsorship activity must comply with this sponsorship policy.

The policy specifies: activities that are classified as sponsorship, the connection between sponsorship and What's Cooking?'s brand and business ethics, what and how What's Cooking? shall sponsor, and who it is that makes sponsorship decisions.

2. Scope

The policy applies to all employees, temporary employees, and directors of the What's Cooking? Group (including all affiliates and business units in all jurisdictions). The policy covers all sponsorship issues, irrespective of amount or activity involved. For the sake of simplicity, the term "employee" as used in this policy refers to employees, temporary employees and directors.

3. List of references

- What's Cooking? Code of Conduct policy
- What's Cooking? Anti-bribery and corruption policy
- What's Cooking? Gifts, Hospitality and Entertainment policy (WIP)

4. General principles

The starting point for the policy is that What's Cooking? generally refrains from offering sponsorships both in money and in goods. Where sponsorships are considered, it is a fundamental rule that any sponsorship What's Cooking? does offer, whether internal or external, must be reviewed and approved by the Group General Counsel & Corporate Affairs Director also being Group Compliance Officer. In agreement with What's Cooking?'s CEO and Group Compliance Steerco they decide what What's Cooking? can sponsor irrespective of amount or activity

involved. Approval by a lower-level manager is not sufficient, even in cases where the manager is authorised to approve other types of contracts or agreements for the sponsorship amount involved.

The term “sponsorship” refers to any situation where What’s Cooking?, or anyone acting on its behalf (such as a contractor), provides contributions, through the provision of goods or services, to a third party at no cost or a discounted cost, or where What’s Cooking? makes charitable donations to third party organisations.

In a sponsorship, What’s Cooking? plays an active role by providing funds, financial support, or services, and in return it receives the benefit of having its corporate name associated with an important industry, charitable or community-related initiative. Classification as “sponsorship” requires mutual counter-performance or other consideration between the parties. If no such requirement is imposed, the activity is classified as a gift or donation. Gifts are regulated by What’s Cooking?’s Gifts, Hospitality and Entertainment policy (*Work in Progress*). The What’s Cooking? CEO and Group Compliance Officer makes decisions on donations.

It can sometimes be difficult to determine whether an activity is properly classified as a sponsorship. If you are uncertain as to whether a particular activity qualifies as a sponsorship, you should contact the General Counsel & Corporate Affairs Director for clarification.

4.1. The connection between sponsorship and What’s Cooking?’s business ethics

To prevent the risk of corruption sponsorships may not under any circumstances be provided:

- to influence a pending decision;
- as part of a personal benefit to an individual or individuals associated with the recipient organisation;
- without complying with the approval and documentation requirements of this policy;
- as part of a transaction involving the exchange of services within or outside the scope of a project; or
- to in any other way influence someone improperly.

All activities sponsored by What’s Cooking? shall be aligned with the company’s business ethics policies, which set high standards and require What’s Cooking? employees, and Business Partners (sub-consultants, consortium partners and agents/representatives) acting on What’s Cooking?’s behalf, to always act ethically and in What’s Cooking?’s best interests. Accordingly, sponsorships may not be connected to fraud, secret agreements, conflicts of interest, or bribes and may not be coercive or result in collusion or other unlawful competition. Further information concerning What’s Cooking?’s business ethics commitments can be found in the following policies, all of which must be complied with in full in connection with any sponsorship activities: the

What's Cooking? Code of Conduct policy; Gifts, Hospitality and Entertainment policy (WIP); and Anti-bribery and Corruption policy. All of these are available on What's Cooking?'s Intranet and the website.

4.2. What What's Cooking? can sponsor

What's Cooking? sponsorship shall promote the following values:

- clearly support What's Cooking?'s business on a long-term basis by strengthening What's Cooking?'s brand and market position and demonstrating What's Cooking?'s recognised expertise;
- provide long-term value to the beneficiaries of the sponsorship;
- be aligned with What's Cooking?'s business ethics and values; and
- be aligned with What's Cooking?'s Communications policy and brand guidelines.

4.3. Activities What's Cooking? does not sponsor

What's Cooking? does not sponsor activities that lack any clear connection to What's Cooking?'s business or that raise potential risks under What's Cooking?'s ethics policies. Examples of prohibited sponsorships include the following:

- sponsorships for organisations that are not relevant to What's Cooking?'s business and purpose, such as hobby or recreational associations;
- any sponsorship intended to benefit a specific private individual or individuals - all What's Cooking? sponsorship activities must focus on ethical activity intended to achieve
 - a) a social community benefit (people and/or planet); and
 - b) the building of What's Cooking?'s relationship with current or potential institutional customers / consumers;
- activities with a political or religious connection, including any sponsorships for political organisations or any company that is majority-owned by, or otherwise acting on behalf of, a government official or political organisation of any country; and
- any other activities that are incompatible with What's Cooking?'s values and business ethics.

4.4. How What's Cooking? shall sponsor

The following mandatory procedures shall be followed in all What's Cooking? sponsorship activities:

- General Counsel & Corporate Affairs Director can approve **sponsoring in kind** if reasonable and linked to What's Cooking? purpose, and if below 3k EUR in value, requesting as counterpart to become visible with wording '*sponsored by*' and eventually some branding material of What's Cooking?;
- General Counsel & Local Quality can approve donations in kind or for a minimal compensation to Food Banks and the like, also including TGTG;
- We can NEVER allow product donations of a Retail Brand customer (Private label) other than with the approval of the customer. We need Retail Brand customer's consent in writing. Some may refuse – but if we discuss they can probably be convinced.
- In case of **sponsoring in money**, a short written contract must be prepared, approved by General Counsel & Corporate Affairs Director and executed that clearly specifies the rights and duties of What's Cooking? and the counterpart under the agreement. The terms of the agreement may not place What's Cooking? in a position that gives the counterpart "exclusive right" to What's Cooking? in any way.
- Due diligence shall be conducted, and documented in writing, to ensure that the recipient of the sponsorship is a legitimate organisation conducting its affairs lawfully, and that is not connected, directly or indirectly, to government officials or political organisations.

Before the sponsorship agreement can be executed, the written approval for the agreement must be obtained by the Group General Counsel & Corporate Affairs Director.

- Copies of all sponsorship agreements, documentation demonstrating the performance of obligations under those agreements, and any approvals secured under this policy, shall be uploaded once signed in a central, readily accessible file in the Contract Tool.
- If sponsorship includes financial compensation, such compensation shall always be paid directly to the organisation or association that is being sponsored. This is to ensure that payments are made properly and that no intermediaries are involved.
- All sponsorships shall also comply with What's Cooking?'s Code of Conduct.
- **All sponsorships / donations should be retraceable and documented for reporting and transparency reasons both by Quality for contributions in kind, Finance Department and Legal Department.**

Other appropriate marketing activities that may be undertaken in connection with the sponsorship shall always be taken into account.

5. Roles and Responsibilities

All managers are responsible for ensuring that they and their employees are aware of and comply with these policies.



All employees are responsible for familiarizing themselves with the content of the policies and to always follow them.

All What's Cooking? employees shall report all instances of which they are aware or suspect that sponsorship-related activities have occurred, or are contemplated, that may violate this policy or other What's Cooking? policies.

6. Implementation and awareness

Distribution in accordance with What's Cooking?'s general distribution plan for policies. Compliance Steerco is responsible for providing training to its employees as needed.

7. List of related policies

- What's Cooking? Code of Conduct policy
- What's Cooking? Anti-bribery and corruption policy
- What's Cooking? Gifts, Hospitality and Entertainment policy (WIP)

