

# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

## YOUR DEPARTMENT

**Owner:** Ann De Jaeger

**Distribution:** All Employees

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Policy Owner:	Policy Champion:	
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## EFFECTIVE DATE

October 19, 2023  
(Version 2)

This policy complements the Code of Conduct Policy, and is in no way intended to replace these policies.

## 1. WHAT DOES THIS POLICY COVER?

- 1.1 This anti-bribery policy exists to set out the responsibilities of What's Cooking Group and those who work for What's Cooking with regard to observing and upholding a zero-tolerance position on bribery and corruption.
- 1.2 It also exists to act as a source of information and guidance for those working for What's Cooking. It helps them recognize and deal with bribery and corruption issues, as well as understand their responsibilities.

## 2. POLICY STATEMENT

- 2.1 What's Cooking is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure bribery is prevented. What's Cooking has zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.
- 2.2 What's Cooking will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which it operates. What's Cooking is bound by the laws of all countries where it is active, with regard to its conduct.
- 2.3 What's Cooking recognizes that bribery and corruption are punishable in most jurisdictions by imprisonment and/or fines. If the company is discovered to have taken part in corrupt activities, it may be subjected to an unlimited fine, be excluded from tendering for public contracts, and face serious damage to its reputation. It is with this in mind that What's Cooking commits to preventing bribery and corruption in its business, and take its legal responsibilities seriously.

## 3. WHO IS COVERED BY THE POLICY?

- 3.1 This anti-bribery policy applies to all employees (whether fixed-term or undefined term), temporary or interim workers, interns, trainees or student workers associated with What's Cooking, or any of our subsidiaries or their employees, no matter where they are located. The policy also applies to What's Cooking Officers, Trustees, Board, and/or Committee members at any level.
- 3.2 In the context of this policy, third-party refers to any individual or organization our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

- 3.3 Any arrangements our company makes with a third party is subject to clear contractual terms, including, where possible, specific provisions that require the third party to comply with minimum standards on anti-bribery and anti-corruption.

## 4. DEFINITION OF BRIBERY

- 4.1 Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.
- 4.2 A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.
- 4.3 Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- 4.4 Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from their manager or the company's compliance officer.

## 5. WHAT IS AND WHAT IS NOT ACCEPTABLE

- 5.1 This section of the policy refers to 4 areas:
- Gifts and hospitality.
  - Facilitation payments.
  - Political contributions.
  - Charitable contributions (see also Sponsoring policy).
- 5.2 Gifts and hospitality
- What's Cooking accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:
- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favors or benefits.
  - It is not made with the suggestion that a return favor is expected. It is in compliance with local law.
  - It is given in the name of the company, not in an individual's name.
  - It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
  - It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
  - It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
  - It is given/received openly, not secretly.
  - It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
  - It is not above a certain excessive value, as pre-determined (EUR 150).
  - It is not offered to, or accepted from, a government official or representative or politician or political party, without the prior written approval of the manager or the company's compliance manager.



- 5.3 Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the manager or the compliance officer, who will assess the circumstances.
- 5.4 What's Cooking recognizes that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.
- 5.5 As good practice, gifts given and received should always be disclosed to the compliance officer. Gifts from suppliers should always be disclosed.
- 5.6 The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the compliance officer should be sought.
- 5.7 **Facilitation Payments and Kickbacks**  
What's Cooking does not accept and will not make any form of facilitation payments of any nature. We recognize that facilitation payments are a form of bribery that involves expediting or facilitating the performance for a routine action, whether it involves public officials or not.
- 5.8 What's Cooking does not allow kickbacks to be made or accepted. We recognize that kickbacks are typically made in exchange for a business favor or advantage.
- 5.9 **Political Contributions**  
What's Cooking will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognize this may be perceived as an attempt to gain an improper business advantage.
- 5.10 **Charitable Contributions**  
What's Cooking accepts the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes. Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.  
What's Cooking will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the compliance officer.

## 6. EMPLOYEE RESPONSIBILITIES

- 6.1 As an employee of What's Cooking, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.
- 6.2 All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.
- 6.3 If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the compliance officer.



- 6.4 If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. What's Cooking has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

## 7. WHAT HAPPENS IF I NEED TO RAISE A CONCERN?

- 7.1 This section of the policy covers 3 areas:
- How to raise a concern.
  - What to do if you are a victim of bribery or corruption.
  - Protection.
- 7.2 How to raise a concern?  
If you suspect that there is an instance of bribery or corrupt activities occurring in relation to What's Cooking, you are encouraged to raise your concerns at as early a stage as possible. If you're uncertain about whether a certain action or behavior can be considered bribery or corruption, you should speak to your line manager or the compliance officer.
- 7.3 What's Cooking will familiarize all employees with its whistleblowing procedure so employees can vocalize their concerns swiftly and confidentially.
- 7.4 What to do if you are a victim of bribery or corruption?  
You must tell your compliance officer as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity.
- 7.5 Protection  
If you refuse to accept or offer a bribe or you report a concern relating to potential act(s) of bribery or corruption, What's Cooking understands that you may feel worried about potential repercussions. What's Cooking will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.
- 7.6 What's Cooking will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.
- 7.7 Detrimental treatment refers to dismissal, disciplinary action, threats, or unfavorable treatment in relation to the concern the individual raised.
- 7.8 If you have reason to believe you've been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform your line manager or the compliance officer immediately.

## 8. TRAINING AND COMMUNICATION

- 8.1 What's Cooking will provide this policy as part of the induction process for all new employees.



- 8.2 What's Cooking's anti-bribery and corruption zero-tolerance attitude will be communicated, to the extent possible, to all suppliers, contractors, business partners, and any third parties at the outset or renewal of business relations, and as appropriate thereafter.
- 8.3 What's Cooking will provide anti-bribery and corruption training to employees etc. where it feels their knowledge of how to comply with the relevant legislation needs to be enhanced. As good practice, all businesses should provide their employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

## 9. RECORD KEEPING

- 9.1 What's Cooking will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made.
- 9.2 What's Cooking will keep a record of the hospitality or gifts accepted and given, and understand that gifts and acts of hospitality are subject to managerial review.

## 10. MONITORING AND REVIEWING

- 10.1 What's Cooking's internal auditor will monitor the effectiveness of this policy and will review the implementation of it on a regular basis. The internal auditor will assess its suitability, adequacy, and effectiveness and report to the audit committee.
- 10.2 Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.
- 10.3 Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature can be addressed to the compliance officer.
- 10.4 This policy does not form part of an employee's contract of employment and What's Cooking may amend it at any time so to improve its effectiveness at combatting bribery and corruption.