

Hilton Foods

Anti-Bribery and Anti-Corruption Policy

Zero Tolerance Approach to Bribery

Hilton Foods has a zero-tolerance approach to bribery and corruption. We conduct all our business with honesty and integrity and are committed to acting professionally, fairly, and ethically in all our relationships. We enforce effective systems to counter bribery and corruption and to maintain our business reputation. This policy is in line with our commitment to the United Nations Global Compact initiative, as we work against corruption in all its forms, including extortion and bribery as a business community.

Scope of this Policy

This policy applies to Hilton Food Group plc and its subsidiary companies.

The purpose of this policy is to provide you with practical advice and guidance to help detect and prevent bribery and corruption. It sets out our responsibilities in observing and upholding our approach to bribery and corruption.

It applies throughout the Group and to all business dealings and transactions in every country in which Hilton Foods, our subsidiaries and associates operate. This includes all persons working for us or on our behalf, in any capacity or location. Employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents; suppliers, contractors, external consultants, labour providers, third-party representatives, business partners, sponsors, or any other person associated with us, are strictly prohibited from engaging in any form of bribery or corruption.

To the extent that this policy conflicts with any local law or regulation, that law or regulation will take precedence.

Hilton Foods are committed to providing relevant and appropriate anti-bribery and corruption training. Those who work in areas within our business identified as being particularly high risk will receive additional training and support in identifying and preventing corrupt activities.

Who is Responsible for this Policy?

The Board, represented by the Group CEO, has overall responsibility for the effective operation of this policy, but the regional management teams have day-to-day responsibility for implementing and overseeing adherence with this policy.

Management at all levels are responsible for ensuring that those reporting to them are aware of and understand this policy and are given adequate and regular training on it. Group departments including the Company Secretary, Internal Audit and Risk, Finance and People and Culture support management with the effective implementation of this policy.

All individuals working for the Group are required to adhere to this policy as well as any applicable local laws. You should seek guidance from your line manager or local People and Culture department if you have any questions or concerns regarding anti-bribery and corruption laws and policies.

The Group will keep the contents of this policy under review and so from time to time you may be issued with amendments to policies and procedures.

Definitions

Bribery is the offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract, a job offer or anything else of value.

A person **acts improperly** where they act illegally, unethically, or where they abuse a position of trust to influence the decision-making of another person.

Bribery Examples

- 1) Offering a bribe:** An employee offers tickets for a major sporting event to a customer to influence the outcome of a tender process.
- 2) Receiving a bribe:** A supplier that you negotiate with on behalf of the company offers your relative an internship.
- 3) Bribing a foreign official:** Arrangement of a “facilitation payment” to a foreign official to speed up an administrative process.

Corruption is the abuse of entrusted power or position for private gain.

A **third party** means any individual or organisation you encounter whilst working for us, including actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties. Hilton Foods could be held responsible for the actions of a third party acting on its behalf. As such, care must be taken to ensure those third-parties do not engage in attempt to or engage in bribery or corruption.

A **conflict of interest** arises when the various interests, duties or commitments that a person may have; family, friends, work, voluntary work or political interests, come into conflict (or are very likely to). A conflict of interest is not necessarily an issue, but it can create a corruption risk if an employee or contracted third party acts in regard to another interest and does not advise the company of this. This improper behaviour, if serious enough, could expose the person to extortion demands or be the first step towards criminal behaviour including bribery.

Conflict of interest examples:

- An employee being a director, shareholder or consultant of another organisation that could compromise his or her duty to the company.
- An employee awarding a contract to a company in which they have a financial interest or a connection such as a relative or friend.
- Offering a role within the company to an unqualified relative or friend.

Facilitation payments, also known as "back-handers" or “grease payments.” Facilitation payments are unofficial payments made to secure or expedite a routine or necessary action. For example, by a government official obtaining licences and permits, or processing government documentation such as visas or customs clearance.

Gifts & Hospitality include the receipt or offer of gifts, meals, invitations to events or other social gatherings.

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

Guidance and How to Report

Corruption and bribery issues can be complex and stressful. You should always feel free to seek the support of your manager or People and Culture team on any questions or concerns.

If you have a concern regarding a suspected instance of bribery or corruption, please speak up. Your information and assistance can only help.

We have created multiple channels to allow you to do this. It is important that you report any concerns as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, believe a colleague is engaging in unlawful behaviour or believe that you are a victim of another form of unlawful activity.

If you need to report business misconduct:

- Report it to your line manager first, or if this is not appropriate speak to a senior manager, or People and Culture team.
- Contact Safecall – available 24/7 365 days and in your preferred language. All reports are treated confidentially, and you may remain anonymous if you wish.



Call – **0800 915 1571**

Online – **www.safecall.co.uk/report**



For more guidance please refer to your local Speak Up Policy or the Hilton Foods [Whistleblowing policy](#).

Zero Tolerance: What is Not Acceptable

It is not acceptable to:

- Give or offer bribes to further the Group's business.
- Accept a payment, gift, or hospitality that you suspect is offered with the expectation that it will provide a business advantage. This includes accepting any bribe or inducement to recruit or favour workers through any direct or in-direct recruitment channel.
- Give or accept a gift or hospitality during any commercial negotiations or tender process if this could be perceived as intended or likely to influence the outcome.
- Offer or accept a gift to or from government officials or representatives, or politicians or political parties.
- Threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy.
- Engage in any other activity that might lead to a breach of this policy.

Facilitation Payments

Facilitation payments and "kickbacks" of any kind are prohibited under this policy.

If you are unsure whether a particular payment is permissible, please speak to your line manager or local People and Culture team. Always follow your local site procedures for payment approval.

Gifts and Hospitality

This policy allows for modest and appropriate hospitality to be given to or received from third parties for the purpose of:

- Establishing or maintaining good business relationships
- Improving or maintaining our image or reputation
- Marketing or presenting our products and services effectively.

The following rules apply in all circumstances:

- Never give or accept cash gifts or cash equivalents such as a gift voucher.
- Gifts and entertainment should be appropriate to the circumstances and never given secretly.
- Never agree to a daily expenses allowance. Actual expenses must be reviewed in line with the relevant local policy.
- Gifts and hospitality should always be associated with a valid business purpose.
- Gifts and entertainment should never be offered to or accepted from a person who is able to influence a business matter involving the Company such as an inspection, contract negotiation or tender process.
- All gifts offered or received must be accurately recorded in line with your local site Gifts and Hospitality Policy.
- Be aware of the gift and hospitality policies of any third parties you are working with, as these may differ to ours.
- If you are offered something that exceeds local guidelines or is greater than nominal value, you should politely decline it and explain the Company's rules. There may be exceptional instances when refusing a gift will cause significant offence or embarrassment. In such circumstances you should discuss this with your line manager as it may be possible to donate the gift to charity.

The following are not normally considered Corporate Hospitality and do not require prior approval:

- Normal working lunches or refreshments provided during a business visit.
- Hospitality at a management approved seminar, conference or other external event, provided that such hospitality is extended to all who are in attendance.
- Free seminars, talks or workshops, if they are free to all in attendance and are not provided solely for employees of the Group.

Please refer to your local Gift and Hospitality policy for more details, including the process for obtaining approval and for recording gifts and entertainment.

How to evaluate what is 'acceptable'

Consider the following before giving or accepting a gift or entertainment:

- What is the purpose – is it to build a relationship or is it something else?
- How would this look if these details were on the front of a newspaper?
- What if the situation were to be reversed – would there be a double standard?

If you find it difficult to answer any of the above questions, it may pose a risk to the Group's reputation and business and could also be unlawful. If at all uncertain, please speak to your line manager or local People and Culture Department. You can also refer to the red flags at the end of this policy for more guidance.

Donations

We do not make direct or indirect contributions to political parties.

We only make charitable donations and sponsorship offers to genuine charities that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval from the local site managing director. For donations over the equivalent of £500, prior approval is required from the relevant Managing Director, Regional Managing Director or ELT member.

All charitable donations and sponsorships must be recorded in line with the local site policies for gifts, hospitality and expenses. All charitable donations will be publicly disclosed in our annual report. All charitable donations must be receipted or have a letter of acknowledgement from the charity to ensure that the donations receive the proper tax treatment.

Record-Keeping

It is essential that all transactions associated with the giving or receiving of anything of value, are correctly and accurately recorded in the relevant company records. Please refer to your local Gift and Hospitality Policy for more detail.

All expense claims related to third party hospitality, gifts or payments must be submitted for review and recorded in accordance with your local Travel & Expenses Policy, evidencing the business reason for the transaction.

Protection for Employees Who Report Bribery and Corruption

We want all our employees to feel able to voice concerns openly under this policy. If you are offered a bribe, or are asked to make one, or if you suspect that a breach of this policy has occurred, you must report it in accordance with our [Whistleblowing Policy](#) as soon as possible.

We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

All reported concerns will be treated confidentially. We will respect, as far as we are able, any request for anonymity and where this is not possible, we will make efforts to inform you.

Hilton Foods will not tolerate victimisation of any person who raises a concern in good faith, even if it transpires that no malpractice has occurred, or is likely to occur, and will take appropriate steps to protect them, including taking disciplinary action against anyone who is found to be pursuing any form of retaliation or has threatened to do so.

If you believe that you have suffered any form of retaliation as a consequence of reporting a breach or suspected breach of this policy, you should inform a senior manager or local People and Culture department immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

Corporate Criminal Offence

Please refer to our Anti-Facilitation of Tax Evasion Policy for more information about our approach to the Corporate Criminal Offence of the Failure to Prevent the Criminal Facilitation of Tax Evasion ("CCO").

Breaches of this Policy

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

It is therefore extremely important that you familiarise yourself with this Policy and strictly adhere to it. If you have any questions, please consult your local People and Culture Manager or reach out to the Company Secretary.

We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

Identifying Bribery & Corruption

To help you identify scenarios and situations where there could be a risk of bribery or corruption below is a range of “Red Flags.” If whilst working for us you encounter any of these red flags or any other situation which you think might be in breach of this policy, you must report them in line with our [Whistleblowing Policy](#). The list is not intended to be exhaustive and is for illustrative purposes only.

- You become aware that a person or company is, or might be, engaging in improper business practices.
- You learn that a person or company has a reputation for paying or requesting bribes.
- A person or company you are dealing with has a “special relationship” with foreign government officials.
- A third-party requests extra payments or gifts e.g. before agreeing to sign a contract.
- A third party requests an inappropriate method of payment (e.g. payments to a geographic location different from where the company conducts business, payments to a third-party bank account or cash payments).
- A person or company is reluctant to sign a formal contract, or to provide relevant invoices or receipts.
- A request for payments to different companies or through different countries.
- A person or company requests an unexpected additional fee or commission to "facilitate" a service.
- A payment is requested by a third party to "overlook" potential legal violations.
- A person or company requests that you provide an advantage to a friend or relative e.g. a job or tickets to an event.
- You receive an invoice that appears to be non- standard or customised.
- A fee or invoice appears disproportionate for the goods or service provided.
- A person or company requests the use of an agent, intermediary, labour provider, consultant, distributor or supplier that is not known to us.
- You are offered an unusually generous gift or lavish hospitality by a third party.
- You are invited to provide a facilitation payment to expedite goods through customs.

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