

POLICY ON BRIBERY



We do not allow any form of bribery, in any place, at any time

WHY THIS POLICY?

We conduct business with integrity and fairness. This means that we do not allow any form of bribery. It is our principle never to accept, ask for, engage in, make, offer, promise or authorize any bribes to anyone, in any place, at any time. Nearly all countries around the world have adopted anti-bribery laws, some of which apply outside their own borders. Even just appearing to violate an anti-bribery law can seriously damage HEINEKEN's reputation and yours. In order to protect our reputation and adhere to the law, we must take special care that well-intended actions could not qualify as a bribe. This policy explains what a bribe or bribery is, and what we expect you to do when confronted with bribes.

Be aware that stricter rules and procedures may apply in your company or country. If so, you must adhere to those rules and abide by such procedures.

WHAT IS BRIBERY?

Bribery can have many forms and descriptions as per local law. In general, with bribery we mean giving, offering, authorizing, promising or receiving anything of value (such as cash, vouchers, tickets, accommodation, entertainment, products, personal favors or services) to any person in order to obtain or retain business, influence decisions, or secure an improper advantage in the conduct of our business. In other words, if you give or receive something with the aim of having the other person perform a dishonest act, such as improperly influence the decision-maker or decision-making process. For example, if you pay an amount of money to a government official to grant you a specific permit, when this is not an official condition for a permit.

Nearly all countries around the world consider bribery to be a crime and violation of anti-bribery laws can lead to fines and even imprisonment.

Bribery can take many forms and therefore may sometimes be difficult to recognize:

- Bribery can take place both in the public sector (in relation to government officials) as well as in the private sector (in relation to private persons or persons working for private entities).
- Bribery also includes advantages given indirectly through a third party. For example, someone could give anything of value through another party that provides services for or on our Company's behalf.
- Giving or receiving anything of value can take many forms. Not only cash or vouchers can be seen as anything of value, but also a gift, entertainment, hospitality, a charitable donation or a political contribution.
- Facilitation payments can also be a form of bribery. A common example of a facilitation payment is giving something of value to a government official to perform or speed up the performance of a routine government action.



KEY DO'S AND DON'TS IN OFFERING ANYTHING OF VALUE

Do's

- Always make sure you know who you are giving or offering anything of value to. Take particular care when dealing with government officials and other politically exposed persons. Offering them anything of value can easily be perceived as an attempt to unduly influence decision-making.
- If you wish to give a gift, hospitality, entertainment, political contribution or donation to any person, always follow the appropriate policy. ▶▶▶ [HEINEKEN Policy on gifts, entertainment and hospitality](#) and ▶▶▶ [HEINEKEN Policy on political contributions, charitable donations and lobbying](#)
- If you are asked to make a payment for or to speed up routine government services, make sure such payments are allowed.
- If you give something of value to any person, always consider whether this cannot be perceived as having the aim to unduly receive favorable treatment and/or improperly influence decision-making.

Don'ts

- Do not give anything of value to any person with the aim to unduly receive favorable treatment and/or improperly influence decision-making.
- Do not hide evidence or falsify documents to cover bribery.
- Do not authorize or make any illegal promises or payments.
- Do not circumvent this or any of the other policies by using a third party, as this does not release you and our Company from the risk of being held criminally liable.

DO'S AND DON'TS IN DEALINGS WITH GOVERNMENT OFFICIALS AND OTHER POLITICALLY EXPOSED PERSONS

What is a government official?

- Individuals working for an administrative, legislative, executive or judicial government body or government controlled entity in the broadest sense. This for example includes police officers, army officers, judges, customs officials and other civil servants. This also includes persons working for state-owned enterprises.
- Individuals holding or performing a public function for a public agency, public (international) organisations (such as the UN) or public enterprise, or providing a public service.

What are other politically exposed persons?

- Individuals active in politics (not being a government official).
- Close family members of a government official.
- Advisors to politicians or government officials.
- Any individual publicly known to be a close personal or professional associate of a senior politician or government official.

Do's

- Take particular care when dealing with government officials or other politically exposed persons.
- Offering gifts to government officials and other politically exposed persons in principle is not allowed.
▶▶ You can find more guidance in the [HEINEKEN Policy on gifts, entertainment and hospitality](#)
- Offering business meals, entertainment and hospitality to government officials or other politically exposed persons is only allowed under very strict conditions:
 - ✓ It must be fully in line with laws and regulations in your country, and in line with all applicable anti-bribery laws;
 - ✓ You have received prior written approvals from (i) the Legal function and (ii) the Managing Director/ General Manager (or similar level manager);
 - ✓ It meets the additional conditions for offering business meals, entertainment and hospitality as described in the ▶▶ [HEINEKEN Policy on gifts, entertainment and hospitality](#); and
 - ✓ It cannot be perceived to be done with a view to improperly influence the recipient.
- When making use of third parties that are representing HEINEKEN or acting on the Company's behalf, make sure that these third parties do not engage in bribery on our behalf. Make sure all third parties representing HEINEKEN have a signed contract and/or a power of attorney in order to do so.
- If you are in doubt: consult your Legal function or Global Business Conduct.
- Although free beer and/or promotional materials in reasonable quantities at a government event are usually acceptable, check first with your Legal function or Global Business Conduct whether the laws of your country and our policies allow it.
- Although presenting a formal gift from our Company to a government body at public ceremonies is usually acceptable, check first with your Legal function or Global Business Conduct whether the laws of your country and our policies allow it.

Don'ts

- Do not give any money, monetary equivalents or vouchers to government officials or politicians or politically exposed persons, either directly or indirectly through a third party.
- Do not bypass this policy by making use of third parties.
- Do not provide anything else of value if it could be perceived as having the aim to unduly obtain favorable treatment and/or improperly influence decision-making.

Q: I have been told that the best way to get the permits I need from a foreign government is to hire a certain local consultant to take care of it. I have met him and he has asked for USD 15,000 as an advance payment to arrange the permit. Do I need to worry about what he does with the money, as long as we get the permit?

A: You do need to be concerned. If any part of the retainer fee is used as a bribe, it could expose HEINEKEN to criminal liability, even if HEINEKEN did not pay the sum directly. You should refuse such requests and you should consult your Legal function for further guidance. Before hiring the consultant proper research should be done into the consultant and his intention with the advance payment.

FACILITATION PAYMENTS

Facilitation payments (small payments made to secure or speed up what should be a routine government action) can also be a form of bribery and are therefore not allowed. However this does not mean that you may never make payments to governmental agents or bodies' for better government services. Under certain conditions, such payments in connection with some type of government services may be allowed. Specific examples of such government services that might be allowed are:

- VIP treatment or express services offered by the relevant government authorities (for example express service at the airport).
- A raid carried out by the police in relation to anti-counterfeiting, trademark infringements and similar activities at our request.

Payments in connection with such services are only allowed if all the conditions below are met:

- It is legally allowed (consult with your Legal function);
- It is common commercial practice in the specific country;
- A specified and legitimate service is provided;
- The fee paid is reasonable and within the law and commercial norms in your country;
- The payment is made directly to the government agency, ministry, municipality or other government body and never to any government official in their individual capacity;
- An official receipt of payment is provided; and
- All expenditures are correctly and fully recorded.

Q: I was told I would have to pay a small unofficial amount to a lower-ranked government official to get our products cleared through customs. We are under pressure to get the delivery to the customer as soon as possible, and it is not against the law in my country to make such a payment. What should I do?

A: Making facilitation payments to officials to ensure performance of official duties is not allowed. This applies even in countries where such payments are not against the law. Seek the advice of your Legal function to determine legally acceptable alternatives to secure the release of the goods.

DO'S AND DON'TS IN DEALING WITH IMPROPER REQUESTS

Sometimes you may be confronted with improper requests or demands for a bribe. People may ask you for instance to make an unofficial payment to perform a specific duty.

Do's

- Reject any demand for a bribe immediately.
- Report it to your manager and the Legal function or Global Business Conduct.
- Seek advice of the Legal function or Global Business Conduct on whether to continue pursuing the business opportunity or maintain the relationship.

Don'ts

- Do not risk your personal safety. If you find yourself in a situation where any such payment would be unavoidable because of a direct threat to you or to your family members' health and safety or in an emergency situation, make the payment. Inform your Managing Director/General Manager (or similar level manager) as soon as possible and fully and correctly document the situation.

Practical tips to deal with a demand for a bribe:

- Set realistic deadlines, so you can afford to decline improper requests because you have time to find alternatives.
- When declining a demand for a bribe, you can refer to our Code and this policy. In order for our Company to resist such demands, it is essential for our employees to be transparent and report any demands for bribes.
- Considerer escalating the issue to the superiors of the individual demanding a bribe.
- Inform those demanding a bribe that it may be necessary for you to inform the authorities (like your own embassy) of such a demand.

SPEAK UP

If you have any concern regarding a possible violation of this policy, speak up! Raise any concern you have through your manager, Trusted Representative, Global Business Conduct or through our Speak Up service: online (<http://speakup.heineken.com>) or by phone through the Integrity Line in your country. All reporting is done confidentially and you can share your concerns anonymously (if allowed by the laws of your country) or not. Whatever feels comfortable to you.

The logo for 'SPEAK UP' features the word 'SPEAK' in a light purple, sans-serif font, followed by 'UP' in a bold, white, sans-serif font inside a green speech bubble shape.

▶▶▶ You can find more guidance in the HEINEKEN Speak Up Policy



QUESTIONS?

If you are in doubt, be transparent and discuss any questions you may have with your colleagues or consult your manager or Legal function.

For further guidance and support you can contact Global Business Conduct (businessconduct@heineken.com).

- Note that not acting in accordance with this policy may lead to disciplinary measures, including dismissal.
▶▶▶ You can find more guidance in the [HEINEKEN Policy on disciplinary measures](#)
- This policy applies to all individuals as described in the HEINEKEN Code of Business Conduct.

