



## ANTI-BRIBERY POLICY

**Policy Owner:** Global Ethics & Compliance

**Effective Date:** 1. February 2023

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### I. SUMMARY

This Anti-Bribery Policy (the “Policy”) is designed to ensure compliance with applicable anti-bribery and corruption laws. Such anti-bribery and corruption laws, including, but not limited to, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act, generally apply to all IFF employees and IFF operations around the globe.

### II. APPLICABILITY & SCOPE

This Policy applies to all IFF Personnel and Business Partners, as well as contractors, consultants, and temporary employees or secondees.

This Policy applies to both public sector and private sector bribery and corruption and is not intended to be a substitute for substantive legal requirements of applicable anti-bribery and corruption laws.

This Policy and other relevant policies and procedures set a minimum standard that must be followed. Where local laws, regulations, or rules impose a higher standard, that higher standard or stricter guidelines must be followed.

IFF Country Managers may establish standards that are stricter than this Policy so long as they receive written approval from IFF’s Global Ethics & Compliance team by contacting [compliance@iff.com](mailto:compliance@iff.com).

### III. DEFINITIONS

See Appendix A.

### IV. POLICY REQUIREMENTS

Bribes can take many forms and include giving or receiving money, kickbacks, business or employment opportunities, Gifts, Hospitality, Sponsored Travel, special “favors”, or Anything of Value for an improper purpose such as:

- Influencing a decision;
- Obtaining or retaining business;
- Obtaining a business permit or other license; or
- Influencing the outcome of a government audit, inspection, or decision.

The rules at IFF are simple:

- IFF Personnel must never pay or offer to pay a bribe or Facilitation Payment to anyone, including to a Government Official or a Business Partner;
- IFF Personnel must never request or receive a bribe;
- IFF Personnel must never use a third party or agent on their behalf or on behalf of IFF to pay or receive a bribe;
- IFF Personnel must ensure that all Gifts, Hospitality, and Sponsored Travel are directly related to a legitimate business purpose, not lavish or extravagant, infrequent, aligned with local customary practices, lawful, and in line with expectations on ethical conduct as outlined in this Policy, in IFF's Travel and Business Expense Policy, the Conflict of Interest Policy and Code of Conduct; and
- IFF Personnel must ensure that all internal approval and recording requirements are met.

### **Facilitation Payments**

Facilitation Payments are typically cash payments provided to Government Officials to speed up routine government actions such as expediting an import through customs. IFF prohibits the making of Facilitation Payments, and efforts to disguise or conceal Facilitation Payments.

### **Gifts, Hospitality & Sponsored Travel**

At IFF, we promote successful working relationships and good will with our Business Partners, as they are vital to our success. We recognize that business entertainment such as dining out or attending events can play an important role in strengthening these relationships. Further, we appreciate that there are cultural practices that include gift-giving and receiving in countries where we do business.

While we respect these practices, we must be careful not to let them override our commitment to comply with the law and our policies. As a general rule, Gifts, Hospitality, or Sponsored Travel must never be given or received with the intent to obtain or retain business or to influence a business decision. IFF Personnel should also avoid circumstances that would create even the appearance of improper intent.

Gifts, Hospitality, or Sponsored Travel must be both lawful and in compliance with IFF's Travel and Business Expense Policy and this Policy.

Some Gifts, Hospitality, or Sponsored Travel are **never** acceptable, whether given or received, including:

- Cash or cash equivalents, e.g. gift certificates or gift cards or gift vouchers, lottery tickets, loans, securities, gold or precious gems or metals, etc.;

- Indecent or inappropriate materials or events that might damage IFF's reputation;
- Anything given or received during a tender process, regulatory or government decision-making period, or other pricing, purchasing, or business decision; or
- Anything that breaches applicable laws or regulations.

Where a Gift, Hospitality or Sponsored Travel is not appropriate, it may not be given or offered or must be rejected or immediately returned to the giver.

### **Gifts, Hospitality & Sponsored Travel: Government Officials**

This Policy applies to all interactions and transactions in both the public and private sectors. However, particular care must be taken when interacting with Government Officials and Government Entities as such interactions may present an increased risk for bribery and corruption due to the nature of their role in the public trust and stricter international laws concerning public corruption. While IFF Personnel should refrain wherever possible from offering Gifts, Hospitality, or Sponsored Travel to Government Officials, there may be specific circumstances where that is not practical. Therefore, where legally permissible, the permitted nominal value of Gifts, Hospitality, or Sponsored Travel to a Government Official per person, per event is 25 US dollars.

Where IFF must accommodate Sponsored Travel of a Government Official for a bona fide business purpose, e.g., site tour, IFF should pay those expenses directly to the service provider, rather than by reimbursing the Government Official. Sponsored Travel may only be provided for a Government Official and not for any Family Member of a Government Official unless that person is also a Government Official whose attendance is essential to the event. Under no circumstances should a Government Official receive a stipend or other cash or cash equivalent.

#### **Disclosure Requirements**

On an ongoing basis, every IFF employee must disclose all Gifts, Hospitality (such as the payment for hotel, transportation, meal and entertainment expenses), or Anything of Value provided or offered on behalf of IFF to a Government Official, regardless of value. Such disclosures must be submitted online via the IFF Ethics and Compliance Portal, which can be accessed via OKTA, by selecting the Convercent tile. See Appendix B for detailed instructions.

Giving a Gift, Hospitality or Sponsored Travel to a Government Official valued at more than the stated nominal value above requires pre-approval from the IFF Personnel's supervisor and from IFF's Global Ethics & Compliance team. Pre-approval requests must be submitted online via the IFF Ethics and Compliance Portal. See Appendix C for detailed instructions on the pre-approval requests.

The following timing expectations must be followed:

- Submit all disclosures related to Gifts or Hospitality to a Government Official within 30 days of the giving.
- Submit all pre-approval requests for giving or offering Gifts, Hospitality or Sponsored Travel to a Government Official 14 days prior to the event.

## **Accurate Books & Records**

Complete and accurate books and records are legally required and essential to managing IFF's business and maintaining the accuracy and integrity of our financial reporting and disclosures – all of which ultimately affect IFF's credibility and reputation.

"Books and records" do not refer to just financial accounts, but to all records prepared, generated, or maintained in the course of IFF's business, including invoices, purchase orders, agreements, travel and expense reports, safety, and environmental reports and regulatory filings.

Given the extensive list of records, the responsibility for ensuring their accuracy and completeness rests with each of us, not just IFF's accounting and financial personnel. When you contribute to the creation of business records, for example, by submitting an expense report, a timesheet or purchase order, you are responsible for the honesty and accuracy of the information you submit.

The rule is clear: all records and reporting must be complete, fair, accurate, timely, and not misleading. No exceptions.

## **Engaging Third Parties**

IFF requires all Business Partners, including third parties or intermediaries, to comply with this Policy and other IFF policies and procedures including the Vendor Code of Conduct.

IFF prohibits any employee and anyone acting on behalf of IFF from retaining a third party knowing such person will engage in corrupt behavior on behalf of IFF. The term "knowing" includes information you knew or should have known, or that you disregarded or ignored.

If you believe that a third party may be improperly influencing, bribing, or engaging in any corrupt behavior on behalf of IFF, you must report the issue immediately to IFF's Global Ethics & Compliance team or Legal.

Before engaging a High Risk Third Party, a thorough inquiry must be made into the third party's background, qualifications, and reputation. For more information, please consult IFF's Background Check Procedure.

## **Charitable Contributions**

IFF is committed to giving back to the communities where we operate and regularly makes Charitable Contributions as part of this commitment.

However, charitable donations, whether in the form of a cash donation, corporate sponsorship, or any other in-kind benefit, must never be made to any political organization, politician, or any organization that is affiliated or linked to a politician so as to avoid the risk or appearance of bribery and corruption.

Contribution requests need to be reviewed and approved following IFF's Charitable Contribution Approval Policy and Procedure.

## Political Activities

IFF Personnel are encouraged to be involved in their communities, and to be politically and socially active citizens. However, IFF does not permit the use of employees' working time or other company resources or assets for these purposes.

For more information, please consult IFF's Political Contribution Policy.

## V. WHERE TO GO FOR HELP

If you have questions about this Policy, how to comply, or believe that someone may have violated this policy, please contact IFF's Global Ethics & Compliance team at [compliance@iff.com](mailto:compliance@iff.com).

You may also report a concern or violation at [iff.com/speakup](http://iff.com/speakup).

IFF strictly forbids reprisal, retaliation, or subsequent discrimination against any person who in good faith raises a concern or reports possible misconduct.

IFF will investigate alleged misconduct in relation to this Policy in accordance with internal procedures on investigations. Any IFF Personnel who violates this Policy may be subject to disciplinary measures, up to and including termination of employment.

## VI. REFERENCE DOCUMENTS

The following policies and procedures provide additional guidance and direction:

- IFF Code of Conduct
- IFF Vendor Code of Conduct
- IFF Background Check Procedure
- IFF Travel & Business Expense Policy
- IFF Charitable Contribution Approval Policy
- IFF Political Contribution Policy
- IFF Conflict of Interest Policy

All IFF policies, procedures, and guidelines can be found in the [Policies & Procedures](#) section on IFFConnect.

## VII. DOCUMENT HISTORY

Issue Date	Version	Description for Changes
1 December 2016	1.0	Initial release.
1 February 2021	2.0	Revisions for clarity and consistency with IFF's Code and other policies and procedures.

<b>1 November 2022</b>	<b>3.0</b>	Revisions for clarity and to provide specific guidance on gifts and hospitality and the pre-approval process related to Government Officials; added Appendix B: Obligation for Ongoing Disclosures and Appendix C: Pre-approval request – gifts to Government Officials in excess of 25 US dollars.
<b>1 February 2023</b>	<b>4.0</b>	Specific guidance on timing expectations added: Disclosures of Gifts or Hospitality to Government Officials and Pre-approval Requests of Gifts to Government Officials in excess of 25 US dollars.

## Appendix A

### DEFINITIONS

**Anything of Value:** Any tangible or intangible thing that has value (regardless of amount) to the recipient and may include, but is not limited to: money, transfers of stocks, bonds or any other property, payment of expenses, provision of services of any type, Gifts, Hospitality, travel, employment, job offers, internships, the forgiveness of debt, donations to designated charities, any other transfer of goods, services, or tangible or intangible benefits to the recipient.

**Business Partner:** Any agent, distributor, joint venture and equity investment partner, customs broker, consultant, or any other third party that is authorized to act for, or on behalf of, IFF.

**Bribe:** Giving, promising, authorizing, or accepting Anything of Value for the purpose of improperly influencing the recipient to act, fail to act, or to otherwise influence the recipient's behavior or viewpoint.

**Charitable Contributions:** A contribution and/or donation of any kind to a recognized and legal charity by IFF aligned with IFF priorities.

**Code:** IFF's Code of Conduct

**Conflict of Interest:** A "conflict of interest" occurs when a personal interest of IFF Personnel (or the personal interest of a Family Member of IFF Personnel) conflicts with an interest of IFF. Conflicts of Interest can be actual (the conflict exists), potential (a situation exists or might exist in the near future in which a Conflict of Interest might arise, or perceived (there is no actual conflict, but a reasonable person might believe one exists).

**Facilitation Payment:** Facilitation payments are typically cash payments provided to Government Officials to speed up routine government actions such as expediting an import through customs.

**Family Member:** A parent, spouse, romantic partner, sibling, child, stepparent, or in-law. In addition to these individuals, any other person living in the same household will be considered as a Family Member under this Policy.

**Gift:** Any tangible thing of value given or received for free or at a reduced (non-market) cost. This includes cash, vouchers, gift cards, bank transfers or discounts not available to the general public, jewelry, food or beverage (not taken with others as part of an event, e.g. packaged chocolates), flowers, loans, travel (other than sponsored travel) and any other type of advantage.

**Government Entity:** Any agency, instrumentality, subdivision, department, or other body of any federal, regional, municipal government or regulatory body; any commercial or similar entity that the government majority-owns, has a material interest in or otherwise controls, including any state-owned and state-operated companies or enterprises including armed forces, policy, tax, permitting, import/export, environmental and other regulatory authorities, or any state-controlled enterprise, such as hospitals, orphanages, universities, and schools; public international organizations such as the International Monetary Fund, United Nations or the World Bank; and any political party.

**Government Official:** An employee or any other person acting in an official capacity or exercising government or regulatory functions, or candidate for such position, regardless of rank, of any Government Entity. This includes any official, employee, officer, director, manager, consultant or candidate for office of a national, provisional or local Government or Government Entity.

The following are examples of persons who may be considered Government Officials:

- Any officer or employee of a foreign government, regardless of rank;
- Employees of a government-owned or government-controlled business or entity, including armed forces, police, tax, permitting, import/export, environmental and other regulatory authorities, or any state-controlled or state-owned enterprise (such as hospitals, schools, universities, prisons, etc.);
- Member of a royal or ruling family;
- Foreign politicians, political parties, or candidates for office; and
- A Family Member or agent of the above.

**Government-Related Entity:** Any company or organization owned or controlled by a Government Official or by an individual who is a Family Member of a Government Official.

**High Risk Third Party:** Any broker, agent, distributor, potential joint venture partner, project management companies, building contractors, and contractors for major equipment supply projects or any consultant, supplier, or other third party who has been authorized, instructed, or contracted to act for or on behalf of IFF and who will interact with Government Officials or with Government Entities.

**Hospitality:** Any intangible thing of value given or received for free or at a reduced (non-market) cost, including:

- Meals, including lunches, dinners, and refreshments;
- All forms of entertainment, such as invitations to sporting events, theater, cultural events, including vacation/holidays, training events, conferences and other similar functions or events,
- IFF-sponsored events, including those for which tickets and related travel and accommodation expenses are provided; and
- Externally paid-for attendance to professional events, such as conferences, tradeshows, training, etc., including any related travel and accommodation expenses.

**IFF:** International Flavors & Fragrances, Inc. and its subsidiaries and affiliates and any company that is directly or indirectly wholly or majority-owned or otherwise controlled by it.

**IFF Personnel:** Any worldwide employee, officer, or director of IFF.

**Sponsored Travel:** Includes any form of transportation (such as flight tickets and land transportation) and associated Hospitality and lodging (such as hotel booking, meet and greet services, and other related arrangements) that are offered as part of a business-related engagement, such as conferences, site visits or meetings.