CODE OF CONDUCT
Dear Colleagues,

HARIBO is a multinational company and therefore does business in countries with a wide range of different cultures, conventions and framework conditions. However, one thing is the same all over the world: Integrity and compliance with the law, rules and regulations are essential if we want our customers, business partners and employees to trust us, which in turn ensures the long-term success of our company.

Within the scope of the work they perform for HARIBO, the company expects the conduct of all of its employees - from its trainees to the Managing Director - to strictly comply with all laws, rules and regulations and the internal guidelines. They should always act responsibly and in keeping with the corporate values. We say, unequivocally: no sales target, no financial performance indicator, and no gain over a competitor can be more important than our unreserved commitment to proper and principled conduct.

This Code of Conduct is designed to help you to meet your responsibilities in this respect. It does not reiterate all of the legal regulations that govern our business conduct but rather explicitly defines the principles that are either vital for HARIBO's long-term success, or may cause serious financial losses or tarnish our reputation if they are not adhered to. Accordingly, we expect all of our employees to comply with the law, rules and regulations and internal guidelines also in cases that are not explicitly covered by this Code of Conduct.

Please remember that any misconduct by an individual has a negative impact on all other employees and HARIBO as a company. Each employee is therefore personally responsible for conducting themselves in a way that complies with law, rules and regulations, and our principles. This particularly applies to our executive board and all of our managers with direct line responsibility as they are expected to lead by example in our day-to-day dealings with each other; the way they act and conduct themselves also influences the conduct of the employees. Together, we are responsible for protecting and strengthening the HARIBO Group’s reputation and ensuring its further positive development.

Hans Guido Riegel  
Managing Director  
HARIBO Holding GmbH & Co. KG

Hans Arndt Riegel  
Chair of the Supervisory Board  
HARIBO Holding GmbH & Co. KG
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FAIR TREATMENT OF EMPLOYEES AND BUSINESS PARTNERS

All of our activities focus on our business partners (customers, distribution partners and suppliers) and employees. We want the relationships with them to be governed by mutual reliance and sustainability. We expect honest conduct, polite manners, respect, and fairness.

Treating others fairly also means that we do not harass or discriminate against anybody for reasons of their race, skin color, nationality, natural origin, roots, sex, sexual identity, sexual orientation, faith or religion or philosophy, political opinions, age, physical conditions or looks, disability or veteran status, or any protected class.

We can only adhere to these principles if the managers demonstrate them in the way they deal with their employees, and the employees in the way they deal with each other.

Treating others with fairness also includes fair working conditions and fundamental rights as defined in the ILO standards such as, for example, the right to freely choose to work, or the unacceptability of forced or slave labor and human trafficking, child labor, freedom of association and the right to humane working conditions, but also compliance with legally prescribed or contractually agreed remuneration payments and working hours. Particularly all local laws for the protection of minors must be complied with.
HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD…

- create a good working atmosphere - everyone should lead by example in their own area and in the way they perform their duties.

- treat each other in a friendly, polite and respectful manner.

- respect cultural differences.

- never discriminate against or anyone due to their ethnic or social background, skin color, sex, age, family situation, disability, religion, nationality, sexual identity, or any other personal characteristics or protected class.

- make decisions and communicate them in a way that is transparent and comprehensible.

- demonstrate our commitment to fair working conditions not only at HARIBO but also in the businesses operated by our business partners.
Such forbidden agreements also include informal discussions, verbal “gentlemen’s agreements” or even just agreeing similar conduct in as far as this is aimed at agreeing or enforcing anti-competitive measures. Even seemingly agreed conduct must be avoided.

Failure to comply with the legal regulations may considerably harm the company, for example in the form of fines, claims for damages or loss of reputation, and the employee concerned as they will be fined or may lead to employment law related consequences or liability for compensation claims, in some countries.

In a free market economy, fair competition is protected by similar laws and regulations in almost all countries. In terms of content, they focus primarily on:

- the fact that agreements and the exchange of information about prices, the allocation of customers or dividing up areas, production volumes or other competition relevant parameters between competitors are against the law;

- price fixing by distribution partners is against the law; and

- the fact that abuse of a dominant market position is against the law.
ever agree any prices, price changes, conditions, production volumes, distribution areas, customer allocation or other crucial competitive factors with competitors.

→ never exchange any information with our competitors about factors that are relevant to competitiveness.

→ never influence the pricing structure or other sales terms of our buyers or distribution partners, especially not by threatening disadvantages or promising benefits.

→ never abuse a dominant market position, for example through delivery boycotts or discounted prices.

→ keep these aspects in mind in the context of subjects talked about at industry meetings or in the course of industry association related activities.

→ consult the Legal department with regard to all projects that may potentially have anti-competitive effects or aims or, if in doubt, refrain from such activities.

→ refrain from using untrue or misleading advertising claims.

HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD…
HARIBO is committed to integrity and mutual trust in all of its business activities. This also means that we want to ensure that our competitive success is based on the particular quality of our products. We object to any form of corruption and in particular, we neither want to bribe anyone nor harm our company in consequence of activities involving third party bribes.

In simple terms, corruption means the abuse of power entrusted to us for personal gain. Therefore, we must not demand, accept, offer or grant personal advantages or preferential treatment during the negotiation, tender or fulfilment of an order in the context of employment-related activities. Corruption is a criminal offense both on the part of the person offering or granting a personal advantage and also on the part of the person who demands or accepts such an advantage.

The extension of invitations and the giving of gifts or their acceptance do not constitute corrupt conduct. This is legally permitted, provided they are commonly accepted benefits in a particular culture (business dinners, participation in events of an employment related character etc.) and are not offered for the purpose of illegal preferential treatment, for example in connection with tenders. However, in order to avoid the risk of such behavior being misinterpreted as seemingly improper inducement; invitations or gifts should only be extended, given or accepted if they are within the scope defined in HARIBO’s anti-corruption guidelines.
The rules are even stricter where national or international government officers or other people in official positions are concerned. They must not enjoy any advantages of any kind. Even so-called „facilitation payments“ in order to speed up perfectly legal routine government actions are forbidden.

HARIBO will also not tolerate consultants, agents, distributors or other third parties acting on behalf of HARIBO offering or granting illegal advantages. Care must therefore be taken that such third parties are contractually obliged to comply with the HARIBO Supplier Code of Conduct, which makes the respective provisions.

**HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...**

- **not** base our business decisions on receiving a personal advantage in return.
- **not** attempt to influence business decisions in favor of HARIBO by the promise or granting of personal advantages to the decision-makers who work for our business partners.
- **refuse any attempts at bribery** and immediately inform the direct line manager or compliance officer of such attempts.
- **proceed with caution** when we receive business invitations or are offered gifts and strictly comply with the anti-corruption guidelines.
- **never accept or gift cash** within the scope of our employment for HARIBO.
- **exclusively** use the recipient’s business address to deal with all gifts or invitations made or issued by HARIBO.
- If in doubt, **consult** your direct line manager or compliance officer on the matter.
AVOIDANCE OF CONFLICTING INTERESTS AND PRIVATE GAIN

Staff members are not permitted to attempt to gain personal advantages or pursue their own interests within the scope of their work for us. All business decisions must be made only in the best interests of HARIBO.

However, there may be day-to-day business situations where the private and personal interests or relationships of staff members may be in opposition to the interests of HARIBO. Such conflicting interests might, for example, result from an employee’s own (self-employed, part-time) business activities or maybe also from those of family members. Even just the impression that personal interests influence business decisions must be avoided.

To prevent conflicting interests from arising in the first place, the Human Resources department must be informed of any parallel employment contracts, own self-employed business activities, acceptance of other positions or similar, and the respective approval obtained. In as far as actual or potential conflicting interests nevertheless exist, they must be disclosed to the direct line manager.
Conflicting interests that have not been disclosed or parallel employment that has not been approved may harm the company and have employment law related consequences for the respective staff member.

Special rules apply to employees that are related or married to each other, or have or had a similarly close personal relationship; such employees may not work in jobs that are governed by the same reporting line.

HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

- **disclose** actual or potential **conflicting interests** to the direct line manager responsible or the compliance officer.

- **pass on decisions** that may lead to conflicting interests to a colleague or the direct line manager.

- Inform our direct line manager and **obtain the approval of the Human Resources** department if we take up parallel employment, for example accepting a position that may cause us to act for another company, working for another company or pursuing self-employed business activities.
HANDLING COMPANY PROPERTY

All of our employees must handle all HARIBO assets and equipment with care and use them exclusively for business purposes.

The workplace and all operational or workforce facilities or equipment must be kept in good working order at all times; the direct line manager must immediately be informed of any damages.

Company property may not be used for private purposes or removed from the company premises without the explicit approval of the respectively responsible in-house department.

Breaking these rules may lead to consequences under criminal or employment law for the respective employee.
protect company property against loss, damage or misuse and immediately call attention to any damages or loss.

- use the materials provided by the company sparingly and carefully.

- comply with the respectively applicable travel expense guidelines when we book business trips and claim the related expenses.

- use company property for private purposes or remove it from the company premises only with the approval of the direct line manager.

- never use company property for illegal or other unauthorized purposes.

- watch out for any third party attempts to obtain our company assets, for example by way of theft, fraud or hacker attacks.
Our confidential business information and our expertise are extremely important for the long-term success of our company. All employees must therefore ensure that no third parties gain knowledge of this intellectual property or unauthorized access to it.

Intellectual property includes, for example, recipes, technologies or product prototypes that were developed in-house, but also confidential business information such as details about our customers, suppliers and prices. Sharing confidential business information may have a negative impact on the future success of the company and therefore also on its employees.

Extremely significant in this context is the proper use or utilization of IT security measures such as passwords, anti-virus software, access concepts and refraining from using any non-company soft- or hardware. However, it is equally important that business documents are kept at the workplace only and not at home or somewhere else off the company premises, unless this is absolutely necessary for business reasons. These security measures protect our intellectual property against access by unauthorized third parties, data theft, the loss of our expertise, or the consequences of malicious software.

All employees are legally obliged to keep all confidential business information and expert business knowledge confidential while employed by HARIBO as well as after leaving the company. It is a crime to intentionally share confidential business information.

Any confidential business information belonging to third parties must also be kept confidential and must not be used without authorization to do so; the legally protected rights of third parties must be respected.
HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

- **keep confidential information** related to the company secret and not pass it on to unauthorized persons – which includes family members and friends – for as long as we work for the company as well as afterwards.

- ensure that paper and digital files **cannot be accessed** by unauthorized persons.

- keep/store paper and digital files only **where they are supposed to be kept/stored**.

- **comply with the security standards stipulated** by the IT and other departments when we communicate with third parties, and also apply these security standards to confidential third party information.

- never pass on any confidential information when we use **social media**.

- never store company data on **private electronic devices**, in the Cloud (like on Dropbox, for example) or send it to private email accounts.

- never connect **private electronic devices or devices of unknown origin** to the company network.

- **not permit the taking of photographs** or recording of videos in the immediate vicinity of the production facilities.
When we communicate with others, our company must speak with one voice. To ensure this, all external communications are dealt with exclusively by the experts from the Corporate Communications department.

Our employees are therefore not permitted to respond to media enquiries or give interviews without the prior approval of the respective senior management. Furthermore, employees may not participate in public discussions, for example lecture events or internet forums, or share company relevant information with the public, for example online, unless they have been authorized to do so as a HARIBO staff member.
HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

⇒ without exception refer all media enquiries to the Corporate Communications department.

⇒ have external presentations approved in advance by the Corporate Communications department.

⇒ not make any public statements on behalf of HARIBO without explicit approval.
HARIBO is an internationally active company and has to comply with the legal restrictions regarding the free trade of goods that apply in global business.

Various national and international laws or embargos restrict or prohibit the import, export or domestic trade in goods, equipment or services as well as capital and payment transactions. The restrictions and bans may be due to certain properties of the goods, the country of origin or the destination country, or they may be due to the identity of the business partner. Particular attention should be paid to existing financial sanctions with regard to people, companies and organizations.

Each HARIBO company and the staff involved in import and export transactions must comply with the respective customs regulations.

Any breaches of the respective regulations may not only have serious consequences for the respective business unit but also seriously damage the reputation of the entire group of companies and therefore have incalculable consequences.
HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

停产 ask the respectively responsible experts to ascertain whether the goods and services we buy, sell, procure and bring into circulation or the technology or equipment we transfer are subject to restrictions or bans.  
停产 if necessary, obtain the requisite official permits before proceeding with the respective transaction.  
停产 check and comply with the respective customs regulations when we conduct import and export business.
For HARIBO, ensuring the occupational health and safety of its staff is a fundamental principle.

That is why each HARIBO company is responsible for ensuring that the necessary accident prevention and occupational health and safety measures are in place in their operations, and for ensuring that the working conditions are humane. In their own interest as well as in the interest of the other staff, all members of staff must strictly comply with the occupational health and safety regulations. Each direct line manager is responsible for the health and safety of their staff and must instruct, train and supervise them accordingly.

For us, occupational health and safety also includes providing professional support to our staff before and during business trips.
HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

- comply with the **safety regulations** at all times, e.g. when handling hazardous goods.

- develop an **awareness** of all safety aspects and always consider safety in any respective situation at work.

- conduct ourselves in such a way as to **prevent situations** that may carry a safety risk.

- **rectify** dangerous situations immediately.

- **immediately report accidents** or potential risks or dangers as well as accident hazards to the responsible direct line manager.

- clarify in advance whether it is **safe to travel** to a destination on a business trip.

- make use of the **preventive health measures** offered by the company.
Numerous legal regulations are in place to ensure that the products we manufacture are safe to handle and consume. HARIBO products must never pose a risk to consumer health and safety and must comply with all of the locally applicable legal regulations.

Unsafe products can be seriously harmful, not only to the company (e.g. product recalls, tarnished reputation) but also and above all to the end consumers. In an emergency, all necessary efforts must therefore be made, and no expense spared, when unsafe products have come into circulation.
HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

- comply with all quality assurance rules.
- check and handle all ingredients supplied to us carefully.
- only market foodstuffs that fully comply with legal requirements.
- inform our customers and immediately initiate remedial measures if any risk is traced back to our products.
The easier and more comprehensive electronic data processing becomes, the more important the privacy of the personal data of our customers, business partners and staff (e.g. name, address, date of birth, tax number, health information).

Such personal data may only be processed and passed on within the scope of the respectively applicable laws.

There are high penalties to be paid for any breaches of the data protection regulations.
clearly understand to what extent we are dealing with personal data.

inform the data protection officer responsible about the fact that we are handling personal data.

collect, store or pass on personal data only if this is necessary for doing our job and legally permitted.

protect personal data against unauthorized access.

store personal data only where it is supposed to be stored and on the company premises.

dispose of any documents that contain personal data in a secure and controlled way.

if in doubt, contact our data protection officer or direct line manager.
All business transactions must be properly documented in the form of accounts and on balance sheets and tax returns.

All of the relevant circumstances must therefore be recorded correctly and in full, documented in a reproducible way and archived. Any contravention harbors the risk of being subject to investigations for balance sheet manipulation, record-keeping related offenses, alleged fraud, tax evasion or money laundering allegations.

Money laundering means hiding the origins of illegally obtained money (e.g. through terrorism, drug dealing, bribes and other criminal offences) by channeling it into the legal economic cycle in order to make it appear as if it were obtained legally. It is one of HARIBO’s declared aims to avoid being misused for money laundering or other illegal purposes or to facilitate these.
Financial integrity and combating money laundering | CoC

HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

➔ keep to the accounting rules.

➔ not conduct any business outside of the usual processes.

➔ archive all documents associated with business transactions in an orderly manner.

➔ comply with the legally required periods of record retention.

➔ not arbitrarily alter or destroy documents that are related to investigations by a government agency or legal disputes governed by private law.

➔ not conduct any cash business transactions over $1,000.

➔ not enter into any business transactions if there are indications that money laundering may be involved, and always consult our direct line manager or respectively responsible compliance officer on the matter in cases where we suspect this.
As a responsible company, HARIBO does not direct communications for marketing purposes primarily at children under the age of twelve. This applies to the contents as well as the media procured. HARIBO’s communications for marketing purposes, including all advertising, is primarily directed at adult heads of households and also at young consumers who are at least twelve years old. Of course, HARIBO respects higher age limits prescribed by local laws.
HOW SHOULD WE CONDUCT OURSELVES? WE SHOULD...

→ not primarily direct our advertising contents and media at children under the age of twelve.

→ hand out samples to children under the age of twelve only if a responsible "gatekeeper", for example a parent, is present.

→ refrain from offering non-food products with our brands for the targeted use in schools visited by children who are younger than twelve years old or allow such conduct through licensing agreements with third parties.

→ take heed of stricter local regulations regarding advertising aimed at children.
PARTICULAR RESPONSIBILITIES OF DIRECT LINE OR SENIOR MANAGERS

Managing Directors and managers have particular responsibilities when it comes to compliance with the Code of Conduct.
be a role model for others.

ensure that the employees they are responsible for are familiar with the Code of Conduct standards, understand them and adhere to them.

ensure that the employees they are responsible for are accordingly instructed and trained.

ensure the health and safety of the employees they are responsible for during the day-to-day business operations.

ensure that the Code of Conduct is strictly adhered to and initiate corrective or disciplinary measures if necessary.

ensure that the employees they are responsible for can approach them with regard to these matters and are supported by them, for instance by following up information about suspected misconduct.
CoC | Conduct if in doubt and who to contact with information

Every employee is expected to turn to their direct line manager, the respectively responsible departments, the internal bodies that represent the interests of the employees or the Compliance department if they are unsure whether their own conduct is legal or if they have information about legally dubious conduct or transactions in their working environment.

On request, any such information will be dealt with in the strictest confidence and can also be shared anonymously via an online whistleblowing system.

Please refer to “Legal & Compliance” on the company intranet for more information about all of the issues addressed in this Code of Conduct, details of who to contact and the online whistleblowing system.
not be afraid to ask questions in cases of doubt and to point out suspected misconduct.

inform the local HARIBO organisation or, if such suspicions are not dealt with locally, the higher level organisation.