



Good food, Good life

Iberian Anti-Bribery and Anti-Corruption Policy

Nestlé Group in Spain and Portugal





Good food, Good life

Issuing department

Iberian Legal Services & Compliance

Target audience

All employees in Spain and Portugal and Third Parties.

Approver

The Management Bodies of Nestlé Group in Spain and Portugal

Date of approval

June 2022

Repository

All Nestlé Principles and Policies, Standards and Guidelines can be found in [NestleDocs](#), on the Nest

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Introduction

Corruption affects every country in the world. It undermines trust, impacts millions of people, reduces economic growth and weakens democracy. The fight against corruption is not only crucial for building a peaceful, inclusive and prosperous society for all, it is also one of the conditions for accelerating progress towards the achievement of all Sustainable Development Goals. And businesses can play a key role to fight corruption.

Nestlé's Commitment against corruption

The **Nestlé Group in Spain and Portugal** (hereinafter referred to as "**Nestlé**") is strongly committed to the highest standards of business ethics and compliance.

Nestlé condemns any form of bribery and corruption (as set out in Sections 10 and 11 of the Code of Business Conduct). Thus, Nestlé is committed to act in compliance with all applicable laws, statutes, regulations and codes in those jurisdictions where it conducts business, including the Spanish and Portuguese Penal Codes and subsidiary legislation and all international anticorruption standards (for example, the United Nations Convention against Corruption, the OECD Convention on Fighting Bribery of Foreign Public Officials in International Business Transactions, etc.).

Nestlé also supports UN Sustainable Development Goal 16 that helps fight corruption, strengthens institutions, human rights and the rule of law, which are important business priorities for us, as well as Principle 10 of the UN Global Compact which flag corruption as a major hindrance to sustainable development.

Purpose of this Policy

The purpose of this Policy is to convey to all Nestlé's Employees¹ and Third Parties an unambiguous message of opposition to bribery and corruption in all of its manifestations. Thus,

this Policy describes Nestlé's commitment to this effort and the obligations of its Employees and Third Parties to conform our business activities to anticorruption regulations. Nestlé also encourages all Employees and Third Parties to denounce any corruption practice, namely by using our whistleblower system, the Speak Up Line.

Scope and application

This Policy applies to the Employees and Third Parties of Nestlé while conducting Nestlé's business.

This Policy provides a general framework to fight against bribery and corruption in Nestlé's business activities. With the purpose of developing and implementing the commitments and principles set forth in this Policy, the Compliance Committee may adopt procedures or rules. In any case, said procedures or rules shall: (i) not contravene the provisions set forth in this Policy; and (ii) be formally reported, reviewed and approved by the Compliance Committee.

In the event that the applicable local anticorruption regulations are stricter than those of this Policy, such provisions shall be complied with and, in any case, their violation will constitute also a violation of this Policy. Any exception to the rules and guidelines described in this Policy should be formally approved by the Compliance Committee.

The safety of Nestlé's Employees and Third Parties is a high priority for Nestlé. If to avoid imminent bodily harm or illegal detainment, an Employee or Third Party is compelled to act against the rules set out in this Policy, the affected Employee or Third Party shall immediately inform the Compliance Manager (either directly or through Speak Up line). If possible and practical under the circumstances, such situation should be discussed with the Compliance Committee prior to any act inconsistent with this Policy. Nestlé reserves the right to report such acts to the appropriate authorities.

¹ Employees and other persons working for Nestlé, regardless of the type of contractual relationship with Nestlé. Thus, it includes

employees at all levels, whether permanent or temporary, freelance contractors, managers, officers or directors.



General Commitments

Nestlé is committed to:

- 1) Comply and act in compliance with the anticorruption regulations.
- 2) Ensure that Nestlé's Employees and Third Parties understand this Policy and carry out business on behalf of Nestlé in a legal, ethical and professional manner, according to the anticorruption regulations.
- 3) Unwaveringly monitor and punish any conduct fostering corruption in any of its manifestations.
- 4) Maintain effective mechanisms to encourage Nestlé's Employees and Third Parties raising concerns in good faith, or on the basis of a reasonable belief, in confidence and without fear of reprisal.
- 5) Effectively implement this Policy through procedures or rules, appropriate training and other controls.

General Prohibitions

Nestlé strictly prohibits the following conducts (or clear derivations from it) to Nestlé's Employees and Third Parties:

Active Bribery	<p>Paying, giving, offering or promising Anything of Value²² to anyone (including, among others, Public Officials, employees, representatives or managers of Nestlé's counterparties) for the purpose of improperly obtaining or retaining business, or for any other improper purpose or business advantage.</p> <p>Paying, giving, offering or promising Anything of Value to Public Officials or equivalents (other than official taxes and fees) for the purpose of improperly influencing official action, in consideration for them carrying out their official duties or to breach said duties.</p>
Facilitation Payments	<p>Making any small payment (other than official taxes and fees) to low-level Public Officials or equivalent in order to expedite or secure performance of routine governmental action over which the Public Official has no discretion (such as permits, licenses, visas and in general obtaining or processing governmental papers or official documents).</p>
Passive Bribery	<p>Seeking, accepting or receiving Anything of Value (other than Gifts and Hospitalities allowed under this Nestlé's procedures and rules) offered in exchange for a preferential treatment or other type of advantage in the context of Nestlé's business.</p>
Influence Peddling	<p>Influencing any Public Official or equivalent by taking advantage of their personal relationship with him/her to obtain favors or preferential treatment for Nestlé.</p>

²² **Anything of Value** has the meaning of: anything having a value, such as Cash, gifts, entertainment (including tickets or invitations to sporting and cultural events), meals, drinks, refreshments, or other hospitality, payment or reimbursement of travel expenses or vacations, offers of employment to the recipient or a Related Person, cancellations of debt, free use of Nestlé's services, facilities or properties or any other tangible or intangible items having monetary value.

Cash has the meaning of: physical currency, vouchers, bonds, cheques, coupons, gift cards, or anything equivalent to cash.



Key principles of conduct

In order to protect themselves and Nestlé from bribery risks, Nestlé's Employees and Third Parties shall observe the following principles:

- ✓ **Integrity:** always act with honesty and consistency in doing the "right" thing according to the values set forth in Nestlé's Business Principles, Nestlé's Code of Business Conduct and this Policy.
- ✓ **Transparency:** all Nestlé's business activities and transactions shall be conducted in a transparent manner.
- ✓ **Impartiality and lack of conflict of interest:** never use business connections or advantages to their own (or family's) advantage or to that of a third party or to the disadvantage of Nestlé.
- ✓ **Documentation:** transactions shall be documented in writing and accurately recorded in Nestlé's books and records.
- ✓ **Know your partner:** verify the capacity and integrity of potential Third Parties and other business partners to ensure that Nestlé establishes business relationships only with qualified and reputable individuals and entities.



Roles & Responsibilities

All **Nestlé's Employees** and **Third Parties** are individually required to read, understand and comply with this Policy.

Nestlé's management bodies of Spanish and Portuguese legal entities have overall responsibility for the implementation of this Policy.

The **Compliance Committee** and the **Compliance Manager** are the owners of this Policy and have ultimate responsibility for implementation and supervision of the same. The Compliance Committee is entrusted with the continual improvement of the Compliance Program of Nestlé and the Compliance Officer is entrusted with the day-to-day, management of the Policy, jointly deciding with the Compliance Committee.

The Compliance Committee

It is an internal, autonomous and independent body, which has been entrusted with the functions of:

- (i) providing support and advising Nestlé in the process of implementing its Compliance Program;
- (ii) monitoring the compliance of the same by Nestlé's Employees; and
- (iii) managing any breach of such Compliance Program.

The Compliance Committee may be local (i.e. Spanish or Portuguese) or Iberian, but in any case ensuring the principles and requirements required by the applicable regulations in each jurisdiction.

The Compliance Manager

It is an internal, autonomous and independent Officer, which has been entrusted with the functions of:

- (i) managing the Speak Up Line complaints and follow the necessary investigative steps, in coordination with Head of Human Resources of each countries except in the event of a conflict of interest;
- (ii) supporting the Compliance Committee in its functions; and
- (iii) implementing and monitoring the Compliance with the Prevention Plan for Corruption Risk and Related Offenses.



Final provisions

Questions and complaints

All Nestlé's Employees, must promptly contact their superior, the Compliance Manager or the Compliance Committee when questions or doubts arise about this Policy.

Likewise, all Nestlé's Employees who suspect violations of this Policy must speak up and raise the issue to their superior, to the Compliance Manager or to the Head of HR.

For the purposes of raising complaints, namely on suspected violations of this Policy, Employees or Third Parties may use Nestlé's Whistleblowing Channel, **SPEAK UP** available to them. In no event shall Nestlé's Employees or Third Parties be subject to retaliation for good-faith reporting of suspected breaches of this Policy or for cooperating under this Policy.

Complying with this Policy

Nestlé will not tolerate violations of this Policy. Failure to comply with this Policy will result in appropriate disciplinary action which, depending on the circumstances, may include termination of employment or of the commercial relationship. Moreover, the commission of any of the general prohibitions set out in this Policy, may result in criminal liability of the relevant Nestlé legal entity and personal criminal liability of Nestlé's Employees + 3RD PARTIES involved in the infringement.

Nestlé will fully support any Nestlé's Employee or Third Party who declines an opportunity or advantage the securing of which would place Nestlé's ethical principles and reputation at risk. Nestlé will cooperate with any government investigation or enforcement action concerning an alleged violation of this Policy.

Monitoring and continuous improvement

Nestlé will periodically conduct internal or external audits or other reviews such as due

diligence to certain Third Parties to assess the Compliance of the principles set out in this Policy.

This Policy is subject to continuous review and improvement.

Related documents

- Nestlé's Business Principles.
- Nestlé's Code of Business Conduct.
- Prevention Plan for Corruption Risk and Related Offenses (Portugal)

HOW CAN YOU ACCESS SPEAK UP?

You can choose between using the web link, the QR code or calling the phone number and leaving a message. The handling procedure is the same.



SPAIN - [Web LINK](#)
900 973 174 (Access Code 76260)



PORTUGAL - [Web LINK](#)
800 831 528 (Access Code 81216)

SPEAK UP

WITH ALL GUARANTEES

- This system is managed by an external Service provider, which provides an additional guarantee in case, as whistleblower, you wish to remain **anonymous**.
- It guarantees the absolute **confidentiality** of both the reported facts, as well as the whistleblower and the denounced at all stages of the investigation.
- It guarantees the right to **non-retaliation** of the bona fide whistleblower.

Definitions

Public Official/s or equivalent	<p>Includes:</p> <ul style="list-style-type: none">i. officials and/or employees of a government (“public administration”) at any level, irrespective of decision-making power or seniority;ii. officials and/or employees of a government instrumentality, such as a government owned or controlled undertaking, including but not limited to state-owned companies;iii. officials and/or employees of a public international organization (such as the World Bank, United Nations or their specialised bodies);iv. representatives or persons carrying out official functions on behalf of a public administration, government instrumentality or public international organization; orv. political parties, party officials, and candidates standing for public or political office. <p>It also includes the legal concepts of “Public Official” set forth in both Spain and Portugal’s legislation.</p>
Related Person/s	<p>Includes an individual´s:</p> <ul style="list-style-type: none">i. spouse or significant other;ii. relatives until the fourth level either by consanguinity, relationship or adoption; andiii. those with substantially similar relationships, whether familiar or personal.
Third Party/ies	<p>Any individual or legal entity external to Nestlé with the capacity to act on behalf of Nestlé (such as agents, agency staff, representatives, lobbyists, certain subcontractors, consultants or facilitators, introducers and finders) or otherwise, any other entity with relationships with Nestlé, including clients or suppliers.</p>