



Anti-Bribery & Corruption Policy

DELIVERING BETTER NUTRITION
FOR EVERY STEP OF LIFE'S JOURNEY

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Introductory Letter



Dear Colleagues,

At Glanbia, we believe in conducting business in an open, honest and ethical manner, in full compliance with all laws and regulations. The culture we aspire to is enshrined in our core values 'The Customers Champion', 'Performance Matters', 'Find a Better Way', 'Winning Together' and 'Showing Respect'. We are focused on ensuring that we maintain and promote good governance and high ethical standards. This is essential to the long-term sustainability of the business, our strategy execution and our reputation.

Our Code of Conduct

Sets out clear guidelines on how we should operate, so that we live our core values and continue to do business in a responsible manner.

Our Position

Bribery or corrupt payments and any other forms of unethical business practice are strictly prohibited.

Leadership

The Group Board of Directors, Group Operating Executive and Group Senior Leadership Team are committed to anti-bribery compliance through promoting an ethical culture in line with our core values and overseeing that the standards set out in this Policy are implemented throughout the Group.

Policy Compliance is Mandatory

This Policy applies to all individuals working at all levels and grades, including Directors and employees (whether permanent, contract, agency or temporary staff) of Glanbia plc and every business in which Glanbia plc has a controlling interest.

Where Glanbia does not have control of a Joint Venture or Associate company we expect our business partners (including sales consultants, agents and intermediaries) to operate in compliance with applicable local and international anti-bribery and corruption law.

Your Responsibility

I ask you all to take the time to read this Policy carefully and apply it to your role. If you have any questions about how to apply this Policy in practice, please ask, use the avenues outlined in this Policy. If for any reason you believe that the Policy is not being followed, I encourage you to speak up and follow the procedures outlined. Glanbia values employees who raise concerns in good faith and will not tolerate retaliation.

A handwritten signature in black ink, appearing to read 'Siobhán Talbot'.

Siobhán Talbot

Group Managing Director

April 2022

How To Use This Policy

This Anti-Bribery and Corruption Policy clearly outlines Glanbia's expectations and how this Policy applies to you and your work activities. This Policy should be read in conjunction with the Glanbia Code of Conduct and additional regulatory requirements which you will need to follow for your specific role.

To assist you to navigate through this document – Key sections are identified as follows:



Key Requirement



Questions And Answers



Further Guidance

As we are a diverse company that operates globally, this Policy will be translated into the languages of the countries where we have a presence and/or do business.

What Is Expected Of Us?

We must:

- Read, understand and comply with this Policy.
- Seek advice if we are unsure how to apply this Policy within our work.
- Raise a concern if we believe or suspect that non-compliance with this Policy has occurred, or may occur in the future, (see **Speak Up Section** for details on how to raise a concern).

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Group. The Group expects all employees and associated persons to avoid any activity that might lead to, or suggest, a breach of this Policy.

What Is Expected Of Managers?



Managers are expected to lead by example.

While everybody who works for or on behalf of Glanbia has a responsibility for complying with this Policy those of you who are managers have an additional responsibility to ensure that the policy is applied throughout our business and in particular to ensure that:

- A culture is created and nurtured where every employee or third party that we interact with knows we have a zero tolerance to bribery or any other form of corrupt practice;
- All employees who report to you have a copy of this Policy and understand its requirements;
- You demonstrate your personal commitment to this Policy and lead by example in ensuring business processes in your area of responsibility comply with the policy;
- You support employees who in good faith, raise questions or concerns; and
- Where required you assist in ensuring reported violations are appropriately investigated.

What Happens If I Do Not Comply With This Policy?

Failure to comply with this Policy may lead to disciplinary action up to and including dismissal or, in the case of contract staff or suppliers, cancellation of contract.

Examples of behaviour that may result in disciplinary action include but are not limited to:

- Deliberately breaching, or asking others to breach, this Policy;
- Failing to report a clear breach of this policy; and
- Retaliation against a person who has raised a concern.



We Comply With All Applicable Laws



We comply with all applicable local and international laws within the countries where we do business.

We endeavour at all times to act in a socially responsible manner, within the laws, customs and appropriate traditions of the countries in which we operate, and do what we can to contribute in a responsible manner to the development of communities. Where differences exist between the standard of the law or regulations and the requirements of this Policy, the higher standard will be applied. Management with responsibility for operations are expected to ensure that our business processes are in compliance with the law.

Anti-bribery and anti-corruption laws vary from country to country. Nevertheless, we are expected to adhere strictly to relevant laws in relation to bribery and corruption including the Criminal Justice (Corruption Offences) Act, 2018 in Ireland, USA Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act 2010, as amended from time to time, and all other applicable local laws.

While these laws are often fundamentally similar, their differences can be material. Therefore, great consideration should be given to consulting with your line manager, Business Unit Legal Department or Group Legal to ensure compliance with all applicable laws. Remember, what is lawful in one country may be unlawful in another country. Similarly, what are considered ‘best practices’ in one jurisdiction may not be considered ‘best practice’ from another jurisdiction or Group perspective.

This Policy will be updated on a periodic basis to reflect legislative changes and when necessary, to address customs and laws of other countries where we do business but it will never compromise the Company’s commitment to lawful, honest and fair dealings with our customers, suppliers, employees and other stakeholders.



If you are unsure of the correct action to take you should consult your line manager, Business Unit Legal Department or Group Legal.

What This Policy Covers

This Policy provides guidance on the following areas:

- 1. Key Terms**
- 2. Prevention of Bribery & Corruption and Facilitation Payments**
- 3. Gifts and Hospitality**
- 4. Governments and Regulatory Authorities**
- 5. Political Contributions**
- 6. Our Business Partners**
- 7. Charitable and Community Donations**
- 8. High Risk Countries**
- 9. Recording of Payments**
- 10. Monitoring and Auditing**
- 11. Speak Up**

1. Key Terms

Bribery

The offering, promising, giving, accepting or soliciting of an advantage or inducement in order to gain a commercial, contractual, regulatory or personal advantage.

Inducements can take the form of gifts, loans, fees, rewards or other advantages (taxes, services, donations, favours etc.).

Examples:

Offering a bribe



Q: Tickets are offered to a potential customer to a major sporting event, but only if they agree to do business with the Company.

A: This would be an offence as the offer is being made to gain a commercial / contractual advantage. It may also be an offence for the potential customer to accept the offer.

Receiving a bribe



Q: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in the Company to ensure that it continues to do business with them.

A: It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Corruption

The abuse of entrusted power for private gain. Corruption can be classified as grand, petty and political, depending on the amounts of money lost and the sector where it occurs.

- **Grand:** The abuse of high-level power that benefits the few at the expense of the many, and causes serious and widespread harm to individuals and society.
- **Petty:** Everyday abuse of entrusted power by public officials in their interactions with ordinary citizens, who often are trying to access basic goods or services.
- **Political:** Manipulation of policies, institutions and rules of procedure in the allocation of resources and financing by political decision makers, who abuse their position to sustain their power, status and wealth.

Bribery is seen as a means of causing corruption.

Facilitation Payments

Facilitation payments are small payments made in money or in kind (i.e. products) to officials, in accordance with publicly-known or widely-followed local customs, for services that the payer is legally entitled to receive without making such payment, to expedite performance of routine government actions. For example processing a required government licence.

2. Prevention of Bribery & Corruption and Facilitation Payments

Bribery & Corruption



It is unacceptable for anyone in the organisation to receive or pay bribes or any other form of corrupt payment.

Bribery or corrupt payments and any other forms of unethical business practice are strictly prohibited. Under no circumstance may any Glanbia officer, employee, agent or representative make, offer, promise or authorise any payment or gift to, or receive from, any third party:

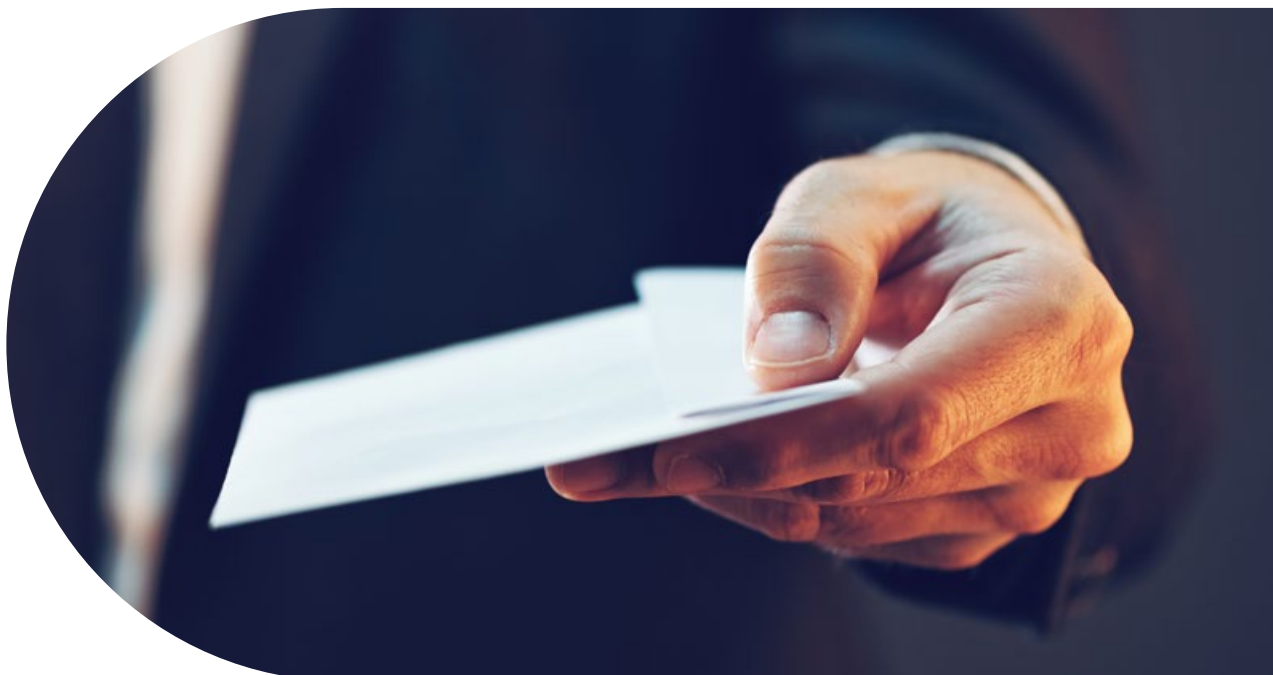
- To gain any business advantage, favour, financial reward or other benefit;
- To influence the policy of any government; or
- That could bear the appearance of impropriety.

All transactions with third parties must be conducted in accordance with all relevant local and international legislation in particular, the Criminal Justice (Corruption Offences) Act, 2018 in Ireland, the USA FCPA and the UK Bribery Act, 2010.



Q: I am currently running a tender process amongst suppliers for an inventory management software solution. One of the potential suppliers has offered me tickets to a major sold out global sporting event. Can I accept these tickets?

A: No. As you are in a tender process, you may be seen as accepting a bribe and invitations such as this should be declined. You should inform your line manager of the approach. Outside of a tender process this would be considered as the normal giving and receiving of modest gifts or entertainment (see Section 3 'Gifts and Hospitality').



Facilitation Payments



Facilitation payments are prohibited. If you are unsure if the request constitutes a facilitation payment escalate to your line manager, Business Unit Legal Department or Group Legal for further guidance.

Facilitation payments are prohibited within Glanbia.

Some jurisdictions, such as the UK, have enacted laws and regulations that prohibit these unethical practices and Glanbia is subject to these regulations. No such payments should be channelled through an agent.

If you are asked for a payment and are concerned that it is a facilitation payment you should:

- Ask for proof that the payment is legitimate;
- Request an official receipt for the payment, and if no satisfactory proof is available, refuse to make the payment, explaining that it is not allowed under your company's internal policy; and
- Make a record of the event, and report it to your line manager.

For clarification as to whether a particular payment constitutes a facilitation payment, please consult with your line manager, Business Unit Legal Department or Group Legal.



Q: I need a work visa for a business trip. From speaking to a local embassy official, I was advised that if I provide a small cash contribution to him, my visa application will be fast tracked, is this allowable?

A: No, providing a cash contribution to obtain preferential treatment is not allowable.



3. Gifts and Hospitality

The giving and receiving of modest gifts or entertainment is a legitimate part of building good business relationships with customers, suppliers and other parties but do require written line manager approval. However, if they are disproportionate or inappropriate, they can cloud judgement.

Gifts of cash or cash equivalents such as vouchers, gift cards or shares are considered inappropriate. We must not let our business decisions be influenced by gifts or entertainment. You must therefore exercise care when offering or accepting gifts or hospitality to protect both your and our reputation against allegations of impropriety and to ensure bribery/anti-corruption laws are not breached.

When necessary or appropriate in the ordinary course of business, it is generally acceptable to give and receive occasional gifts or entertainment as long as such activity:

- is properly disclosed and approved by your line manager (up to a cumulative value of €200 or \$250 from/to any external party in a calendar year);
- complies with applicable laws or in the case of a third party their company's code of conduct;
- is reasonable and customary within the industry and national practice; and
- does not improperly influence the nature or continuation of the business relationship.

Gifts or entertainment in excess of €200 or \$250 from/to any external party in a calendar year must be firstly approved by your line manager and where the gift is deemed appropriate a member of the Business Unit Senior Leadership team.

No gift or entertainment may be provided to any government official or politician without prior approval from Group Corporate Affairs. Normal gestures such as working meals, coffee, etc. are excluded provided they are not excessive.



Q: A supplier has sent a small gift with their company logo on it to acknowledge our good working relationship. Can I keep it?

A: Yes. You may accept nominal gifts, as long as they are customary for the business and not excessive in terms of value and/or frequency.

Q: A sales representative from a prospective supplier, who is currently participating in a tender process with Glanbia, offers you tickets in a corporate box for an upcoming football match, which has been sold out for weeks, with a view to “checking in” on their bid proposal.

A: No, you may not accept the tickets, as the sales representative has offered you tickets with a view to discussing an ongoing tender bid, this gift could be seen as a bribe.



Consult your line manager, local HR manager, Group HR or the Group Secretary for further guidance.



4. Governments and Regulatory Authorities

When dealing with government, regulatory officials and agencies you must not put the Group at risk of working outside the standards we strive to uphold, as special rules and regulations apply to these interactions.

Therefore, we have an extra responsibility always to:

- Know and comply with all contract or licence requirements;
- Never provide gifts, hospitality or other benefits to government officials without advance written approval from Group Legal and Group Corporate Affairs; and
- Ensure all reports, certifications and statements to all government agencies are truthful, accurate and complete.



Employees should be aware of legislative requirements and procedures when dealing with public officials. If in doubt of the requirements reach out to your line manager, Business Unit Legal Department or Group Legal for further guidance.



5. Political Contributions

Political contributions include any contribution, made in cash or kind, to support a political cause, party, candidate or issue. Contributions in kind can include gifts of the use of company property or services, advertising or promotional activities endorsing a political party, the purchase of tickets to fundraising events or the use of employees' time to assist with political campaigning.

Political contributions to or through political parties, organisations or individuals engaged in politics should not be made as a way of obtaining an advantage in business transactions.

On the limited occasion, a political contribution is deemed to be appropriate and is not given as a means of obtaining business advantage and supports the democratic process, the Business Unit Chief Executive Officer may, subject to approval from the Chief ESG and Corporate Affairs Officer and subject to the relevant law, give written approval for such a contribution.

All such relevant expenditure should be fully documented, clearly receipted, recorded in the company's records and publicly declared where required.



All political donations must be approved by the relevant Business Unit Chief Executive Officer and the Chief ESG and Corporate Affairs Officer and disclosed within the Group Management Representation Letter.



6. Our Business Partners



Business partners are expected to share our commitment to ethical business practices.

Business partners will typically include sales consultants, agents, intermediaries, distributors, lobbyists and our Joint Venture partners. We utilise our partners' expertise to develop our business and geographic spread.

This requires us to perform a detailed analysis on all our partners that operate on our behalf to assist in securing, preparing or negotiating bids for new contracts or the extension of existing contracts. Therefore we should ensure:

- That our suppliers follow the principles outlined in the Group Supplier Code of Conduct;
- That contractual commitments are documented to ensure that ethical business standards are maintained; and
- That compensation paid to business partners is proportionate to the services provided in accordance with any agreed contract, properly recorded, approved and paid by cheque or bank transfer (not cash).



We expect our suppliers to follow the principles outlined in the Supplier Code of Conduct and Glanbia's Global Procurement Policy.



7. Charitable and Community Donations

As a responsible corporate citizen, we encourage active participation by our companies and employees in charitable, educational and community service activities in the form of monetary and other assistance. It is not possible to set specific rules covering every situation and we recognise that the practices vary across countries and regions.

The Group guideline is that Business Unit contributions should reflect our focus on nutrition or support for local communities, and should be managed by each business unit in line with its own set of rules regarding charitable and community donations. The charitable contributions must not be influenced by, or related in any way to, public policy considerations or public officials.

Glanbia does not make charitable donations to close customer or supplier agreements or seek favour from decision makers. It is possible, however, for Business Units to support non-profit organisations, as long as they approach it as part of an ongoing, positive business relationship and not to close business or otherwise secure favourable treatment on decisions affecting Glanbia.

Any queries in relation to potential conflicts of interest should be raised with your line manager and HR.



Q: A customer is holding a fundraiser for a local charity, and has requested a donation, is this allowable?

A: Yes, as long as the donation has gone through the appropriate approval channels and also the cheque or bank transfer is made payable to the local charity and not to the customer directly.

Q: A customer asks me to donate to the local sports club fundraiser, she is collecting cash donations. Can I make a donation on behalf of Glanbia?

A: No, donations in cash, and donations to individuals are strictly prohibited, all donations to charity should be preapproved, using a traceable payment method such as cheque or electronic transfer and made payable to the registered charity / organisation name.



All donations must be approved by the Business Unit Chief Executive Officer and the Chief ESG and Corporate Affairs Officer and must be documented, received and recorded in the company's accounts.



8. High Risk Countries

High risk countries are countries where bribery and corruption are reasonably common. The corruption perceptions index published by Transparency International (www.transparency.org) is a good risk indicator for an individual country. Before doing business with a party in a country which is deemed high risk, we must:

- Carry out suitable checks to see if they have any history of involvement in bribery, corruption or other illegal or improper practices;
- Check out what policies and procedures they have in place to prevent bribery and corruption within their own organisation;
- Ensure suitable clauses within any contracts are in place; and
- Look out for danger signs such as inappropriate hospitality, connections with the government or requests for unsupported payments.



9. Recording Of Payments

All payments must be recorded in the appropriate ledgers in accordance with Glanbia's accounting policies and applicable laws. Secret accounts and/or bookkeeping outside Glanbia's accounts are strictly prohibited. Apart from petty cash transactions, cash payments to third parties are not permitted; all payments should be made to a bank account designated in writing.

Any request from a supplier to change bank account payment details on our systems should be carefully verified with our senior level supplier contacts.



10. Monitoring and Auditing



We are committed to the continual improvement of our anti-bribery controls and procedures.

External and internal bribery risks will be regularly assessed and adequate risk-based procedures aimed at preventing bribery will be implemented, including those designed to ensure:

- Financial and commercial controls are in place to minimise the risk of corrupt payments, including maintaining complete and accurate books and records;
- Training is provided to all relevant employees as appropriate to their activities and the associated risks;
- Risk of successor liability is mitigated by effective and comprehensive due diligence in advance of acquisition/ Joint Venture transactions and acquired Business Units are appropriately integrated to comply with our policies;
- Business Units conduct reasonable due diligence when engaging in business relationships with third parties (including business partners and suppliers), such as following the Group Purchasing policy guidelines;
- Our business partners (including sales consultants, agents and intermediaries) operate in compliance with applicable local and international anti-bribery and corruption law; and
- Engagement with governments, government officials and agents will be strictly managed through, and approved by, Corporate Affairs.

Failure to comply with legal requirements either intentionally or through negligence will result in disciplinary procedures being fully enforced including termination of employment and/ or relevant contracts.

The rule prohibiting bribes of any form may not be circumvented by commission payments. Any commission payment should be justified by a clear and traceable service rendered to a Business Unit. The remuneration of agents, distributors or commissioners cannot exceed normal business rates and practices. Government officials must not be appointed by a Business Unit as agents, distributors or commissioners.



11. Speak Up

If you are unsure about how to apply this Policy in practice, please ask your line manager, Business Unit Legal Department or Group Legal.

If you believe that this Policy is not being followed you have an obligation to raise a concern.

There are a number of avenues to raise a concern; these include contacting one of the following:

- Your line manager;
- HR manager;
- Business Unit leader; or
- Group Secretary.

When it is difficult or impractical to communicate to any of the resources above, we also have a hotline service that will allow you to report the issue confidentially. You can contact the hotline 24 hours a day, 7 days a week using the freephone/ toll-free numbers outlined on the next page.

Raising a Concern – No Reprisal

The procedures for raising a concern are operated in a confidential and trusting manner. Employees should feel they can discuss workplace concerns directly with management without fear of harassment or retaliation. There will be no action or reprisal taken against any person reporting a genuine concern.

Reporting a genuine concern means that the individual believes that what he or she is asserting is true, whether a subsequent investigation proves that report to be true or not. We will not tolerate retaliation or retribution for reporting such concerns. Employees who provide reports of a genuine concern will be protected from intimidation and retaliation. For full details please see our Code of Conduct and Speak Up Policy.



Q: I have a concern about the actions of a colleague. How should I report this?

A: The most important thing is that you report your concern. It does not matter which of the routes you choose. If you feel comfortable talking to your line manager, do that. Your line manager is there to support you and can help you choose the correct course of action.

Q: What if I report something that turns out not to be a breach of compliance?

A: You will not get into trouble for raising genuine concerns made in good faith, which means that you are providing information that you believe to be true. We would prefer you to make a report which turned out to be harmless than not report your concerns.



Contact Safecall, an Independent Service for Raising Concerns

If you have a concern about a legal or ethical issue and are not comfortable using one of the standard internal methods, you can contact Safecall, an independent service for raising concerns.

You can use the following Freephone numbers:

Country	Phone Number
Australia	0011 800 72332255
Belgium	00 800 72332255
Brazil	0800 892 1750
Canada	1877 59 98073
China (Shanghai, Suzhou, Beijing)	10800 7440605 (China Unicom/Netcom) 10800 4400682 (China Telecom)
Denmark	00 800 72332255
France	00 800 72332255
Germany	00 800 72332255
India	000 800 4401256
Indonesia	001 803 440884
Ireland	1800 812740
Japan	0120 921067
Jordan	+44 191 516 7756 (Not toll free)
Malaysia	1800 220 054
Mexico	01800 1231758
Netherlands	00 800 72332255
New Zealand	00 800 7233 2255
Northern Ireland	0800 9151571
Norway	00 800 7233 2255
Philippines	1800 14410499
Poland	00 800 72332255
Portugal	00 800 72332255
Russia	810 800 72332255
Singapore	001 800 72332255 (SingTel) 002 800 72332255 (M1) 008 800 72332255 (Star Hub)
South Africa	00 800 72332255
South Korea	001 800 72332255 (Korea Telecom) 002 800 72332255 (Dacom)
Spain	00 800 72332255
Sweden	0850 252 122
Switzerland	00800 7233 2255
Thailand	001 800 72332255
Turkey	00800 4488 20729
United Kingdom	0800 9151571
Uruguay	0004 044037
UAE	8000 4413376
USA	1 866 901 3295
Vietnam	120 11157



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