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GLOBAL ANTI-BRIBERY COMPLIANCE POLICY

OVERVIEW OF THE POLICY

This policy emphasizes Tropicana Brands Group’s (“TBG”) obligation to act ethically and responsibly in all business dealings by providing a clear framework that:

- Prohibits both public sector and commercial bribery
- Addresses required anticorruption due diligence processes to be conducted on third parties
- Explains the rules that must be followed regarding gifts, meals, travel, and entertainment relating to Government Officials
- Outlines requirements for donations, sponsorships, and corporate social responsibility (CSR) activities with a government touchpoint
- Emphasizes the importance of maintaining accurate books and records for all TBG transactions

APPLICABILITY OF THE POLICY

This policy applies to all TBG Associates. For purposes of this policy, TBG Associates include:

- All TBG associates around the world (including employees of our subsidiaries)
- Members of the TBG Board of Directors when they act in their capacity as directors
- The employees, officers, and directors of any joint venture or affiliate over which TBG has majority ownership or management control (e.g., consolidated subsidiaries)

Who is a Government Official?


- All government employees, including employees of regulatory agencies, departments, ministries and other public bodies such as universities, civil servants such as customs officials and clerks, and inspectors
- Any candidate for political office (even if s/he never held political office)
- Any political party or an official of a political party
- Elected officials at any level of government, including mayors, commissioners, and municipal board members
- Representatives of public international organizations, such as the World Health Organization and World Bank
- Members of law enforcement/police and the military
- Employees of State-Owned Enterprises such as government-owned railways, airlines, hospitals, and laboratories, petrol stations, or prisons
- Members of royal families
- Employees of public international charities
- Spouses or immediate family members of any of the above

What is a Bribe?

A Bribe is any payment of, or an offer to pay, anything of value to a Government Official or to any person or entity in the private or commercial sector with the aim to induce the recipient to misuse his or her position or to provide an unfair business advantage

What is Anything of Value?

Anything of Value could be cash, cash equivalents such as gift cards that may be redeemed for products or cash, vouchers, gifts, hospitality, meals, goods, services or merchandise, event tickets, retail certificates, entertainment, travel perks, use of vacation homes, airfare or accommodations, favors such as educational, employment or internship opportunities for friends and relatives, stock options, donations to designated charities, discounts, personal services, loans, co-signing of a loan, or a promise of future employment

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The provisions within this policy also apply, *where appropriate*, to all third parties who are bound by TBG’s Supplier Code of Conduct.

1.0 BRIBES AND FACILITATING PAYMENTS

No TBG Associate may give or offer a Bribe or Facilitating Payment. TBG does not allow Facilitating Payments and such payments are a violation of this policy, even where allowed by law. Accordingly, all references within this policy to a Bribe also include Facilitating Payments.

TBG Associates must never pay a Bribe, except where a refusal to pay a Bribe demand would create an immediate threat to their health or safety. All Bribe payments made to avoid a dangerous situation, and all Bribe demands (regardless whether the payment was actually made), must be reported immediately to the local Law Department. As discussed in [Section 5.0](#) below, all payments must be accurately recorded.

What is a Facilitating Payment?

A Facilitating Payment is a payment made to a Government Official to expedite non-discretionary actions or services, such as providing police protection or mail service, processing visa, permit or licensing applications, clearing goods through customs, or providing utilities like phone service, water and power; they are not allowed at TBG

2.0 BRIBERY RISKS RELATING TO THIRD PARTIES

TBG may be liable for the actions of Third Parties who offer or pay a Bribe to a Government Official on behalf of TBG. Bribes made through TBG Third Parties are prohibited. It is also a breach of this policy to ignore warning signs that a Third Party’s actions may result in a Bribe being given or offered.

What is a Third Party?

Under this policy, a Third Party is anyone TBG hires, such as suppliers, agents, consultants, vendors, or service providers. Distributors who buy product from TBG at negotiated prices, take title and resell to end users according to TBG’s negotiated terms and conditions are also considered Third Parties

Third Party Due Diligence (TPDD)

TBG has a risk-based anticorruption due diligence program, known as Third Party Due Diligence (TPDD).

Note: No TBG Associate may engage a Third Party until all required anticorruption due diligence processes have been completed. TBG Associates must provide at the point of vendor set-up supporting documentation demonstrating successful completion of applicable TPDD.

3.0 GIFTS, MEALS, TRAVEL, AND ENTERTAINMENT FOR GOVERNMENT OFFICIALS*

**For detailed requirements concerning business gifts to or from Customers, Suppliers, and Other Third Parties, please consult the [Global Business Gifts Policy](#).*

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Gifts, meals, travel and entertainment have the potential to improperly influence Government Officials. Therefore, TBG Associates are generally discouraged from providing gifts or hospitality to a Government Official. However, under limited circumstances, a reasonable gift or hospitality involving a Government Official may be permitted, provided that:

- (1) the expense meets a series of minimum requirements set out below; and
- (2) the TBG Associate receives **prior written approval of the local Law Department**

[Minimum Requirements for Expenses involving Government Officials¹](#)

Before offering a gift or hospitality to or for a Government Official, ensure that it is, at a minimum:

- given in good faith, without expecting any return favor or improper benefit or business advantage
- reasonable* and customary, meaning consistent with generally accepted standards for professional courtesy
- provided openly and transparently
- given infrequently without creating the appearance of impropriety
- allowed under local laws and regulations

* When determining a reasonable expense for hospitality, consider the global rate caps set out in Section 4.5.1 of, and the appendices to, the [Global Travel & Entertainment Policy](#).

| Any gift to Government Officials must also meet the following <i>additional</i> criteria: | Any hospitality for a Government Official must also meet the following <i>additional</i> criteria: |
|---|--|
| <ul style="list-style-type: none"> • it must be nominal in value (generally under \$75.00 USD) | <ul style="list-style-type: none"> • have an honest/legitimate business purpose |
| <ul style="list-style-type: none"> • be given on behalf of TBG and not on behalf of any individual | <ul style="list-style-type: none"> • be directly related to or associated with the active conduct of TBG business |

[Written Pre-Approval](#)

All gift, meal, travel and entertainment pre-approval requests for Government Officials must be submitted by completing a request in writing to the line manager, HR and Legal Departments.

¹ Separate approvals relating to campaign finance, government ethics, lobbying and disclosure laws may be necessary since country-specific laws and regulations may impose restrictions and exemptions that are different from those outlined in this policy.

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Exemptions from the Pre-Approval Requirement

Subject to applicable local laws and regulations, pre-approval is not necessary for expenses related to Government Officials only in the following narrow situations:

- giving (or with respect to a Government Entity, donating, *see* Section 4.0 below) promotional or advertising items with TBG’s logo (such as logo’d golf balls, T-shirts or similar items), with a value of \$75.00 USD or less per Government Official (not to exceed \$200.00 USD per Government Official per year, and with respect to a Government Entity, not to exceed \$1,000.00 USD per year)
- small hospitality for Government Officials such as a sandwich, beverage, snack, etc., whether on or off TBG premises and totaling \$10.00 USD, so long as the hospitality is provided in connection with the active conduct of TBG business

These exemptions do NOT allow for recurring/repetitive hospitality for a Government Official, even at \$10.00 USD or less each time, from any one TBG source.

Reimbursement Documentation

When seeking reimbursement for Anything of Value provided to a Government Official, TBG Associates must clearly specify on their reimbursement reports the name, title, and government affiliation of the Government Official and the purpose for the expense, and must submit a receipt for the expenditure, regardless of the value. In addition, the written pre-approval authorizing the expenditure must be submitted. TBG Associates must select the appropriate “Government Official” expense category available in the local expense reporting system (e.g., Concur).

No TBG manager may approve any direct report’s reimbursement request for expenses incurred on behalf of a Government Official without evidence of written pre-approval. TBG managers will be prompted to confirm a valid pre-approval prior to authorizing the reimbursement.

What is a Government Entity?

- Any governments, regulatory agencies, departments or ministries, such as safety, health, tax, licensing and customs agencies, police or fire departments, and the military;
- Any public bodies or state-*owned* entities (SOEs), such as public universities, laboratories, television stations or hospitals;
- Any state-*controlled* commercial enterprises even if not majority owned, such as a minority stake in public airlines or utility companies managed by the government;
- Public international organizations, such as the World Health Organization, the World Bank, international labor organizations or international charities
- Political parties

4.0 DONATIONS, SPONSORSHIPS, & CSR ACTIVITIES TO/FOR GOVERNMENT ENTITIES OR RELATING TO GOVERNMENT OFFICIALS

Charitable donations include the donating of cash, product, or corporate resources (including personnel time). Charitable donations or sponsorships made directly or indirectly to a Government Official are never allowed. However, donations to, or sponsorships of, Government Entities or *relating* to a Government Official, may be given in limited circumstances. For purposes of this policy, a donation or sponsorship recipient is considered “relating to” a Government Official if the recipient entity is known to

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be owned, managed, or directly controlled by a Government Official, including where a Government Official sits on the board.

All donations must be made only for purely charitable purposes, with no intention of influencing a specific business decision. All sponsorships must be made to foster legitimate business interests.

Since Corporate Social Responsibility (CSR) activities frequently involve interactions with local municipalities, any CSR initiative involving a Government Entity or relating to a Government Official is also covered by this policy. This policy does not, however, address charitable donations, sponsorships or CSR activities made by TBG to Non-Government Entities.

Pre-Approval Requirement

If a donation, sponsorship or CSR activity will be provided to a Government Entity or relates to a Government Official and is *not already subject to legal review*, **prior written approval of the local Law Department** must be obtained.² All pre-approval requests must be submitted in writing by completing the online Pre-approval Form as described in Section 3.0 above.

Please consult the local Law Department for any additional applicable requirements for charitable donations, sponsorships and CSR activities to be provided to Government Entities or relating to Government Officials.

5.0 ACCURATE BOOKS AND RECORDS

TBG is required to make and keep books and records that fairly and accurately reflect transactions and provide sufficient information to present a complete understanding of every transaction. Transactions should never be made without proper manager approval and should be recorded in a transparent manner which allows for the accurate preparation of financial statements. All TBG Associates need to ensure that they comply with the books and record-keeping requirements applicable to their roles and responsibilities.

6.0 REPORTING SUSPECTED VIOLATIONS

All TBG Associates are required to report suspected violations of this policy or any applicable anticorruption law to the local Law Department. Alternatively,

² If unsure whether the expenditure requires pre-approval, seek advice from the local Law Department or submit directly for pre-approval

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suspected violations may be reported through the TBG Ethics hotline. Reports made to the Hotline can be anonymous in countries where permitted by law. TBG’s Global Non-Retaliation Policy prohibits retaliation against any individual who reports in good faith what he or she believes to be a violation of the Global Code of Conduct, TBG policies or the law. You can access the Hotline at: <http://tropicana.ethicspoint.com>, or via any of the following numbers:

- US / Canada – 1 844 609 0718**
- Belgium - 0800 13 078**
- France - 0 800 90 65 17**
- Ireland - 1-800-851-163**
- Switzerland - 0800 123 013**
- United Kingdom - 0808 196 8136**

7.0 DISCIPLINE FOR POLICY VIOLATIONS

Any TBG Associate who violates this policy may be subject to discipline, including termination of employment.