

**Sodrugestvo Group S.A.**

**PROVISIONS**

**Code of Ethics, Conduct and Behavior**

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## 1 Our commitment

We offer to agricultural markets the highest quality products and services. Fulfillment of our mission will enable us to be the leader, in terms of profitability, among the international suppliers of agricultural commodities by focusing on the high-growth high-margin-markets while leveraging on the structure we have developed since the mid-2000's.

We achieve our goals, mission and vision with strict adherence to our values:

- Respect for our co-workers, customers and suppliers, our environment and our communities;
- Hands-on lean management;
- Creativity to make more with less;
- Self-realization through hard work, to build extraordinary businesses;
- Discipline;
- Focus on delivering our results.

## 2 Purpose of this code

The purpose of this code of ethics, conduct and behavior is to define the professional standards we aspire to in all our activities, as well as to set the standards we expect of our employees.

In keeping with our commitment to ethical, social and environmental responsibility, we consider fairness in our dealings with employees to be of absolute importance. This code provides the basis for creating and maintaining the relationship of mutual trust, essential to our business success. Therefore, we see this code of ethics, conduct and behavior as a key element of our relation with all our stakeholders requiring strict compliance by employees of all entities of Sodrugestvo group of companies.

## 3 Corporate social responsibility

All employees are duty bound to observe all applicable laws and maintain the highest ethical standards.

Employees are expected to act at all times with social and environmental responsibility, according to the highest professional standards, and in keeping with the fundamental values of openness, loyalty, fair dealing, integrity, mutual respect and honesty. Employees should familiarize themselves with best business practices in their area of responsibility and implement them consistently. In situations where the law or this code do not provide clear guidance, employees shall exercise good judgment and common sense. They may seek support and guidance from their management, compliance, human resources or legal department as appropriate.

This code of ethics, conduct and behavior sets the standards our employees must meet in terms of:

- Ethical conduct and compliance with the law
- Professionalism and good business practice
- Respect for human rights and employment rights
- Fairness, courtesy and respect in dealings with fellow employees
- Fair and appropriate treatment of the rights and interests of key stakeholders, including business partners, customers, authorities and public
- Respect for the environment
- Loyalty to Sodrugestvo group of companies (Sodrugestvo).

This code of ethics, conduct and behavior applies to all actions and activities of Sodrugestvo in the pursuit of a high level of social responsibility. The spirit of this code of ethics, conduct and behavior governs the interpretation of any policy, procedure, process or work instruction adopted by Sodrugestvo, and describes Sodrugestvo's position in the following main areas:

- Law
- Environment, health and safety protection
- Right to rest
- Discrimination
- Oppression, bullying and sexual harassment

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- Conflict of interests
- Antibribery and corruption
- Fair competition
- Use and protection of business assets and confidential information
- Accuracy of records
- Business partnership
- Data privacy.

#### **4 Law**

All employees are expected to observe the law as it applies to their sphere of responsibility, while management is expected to provide appropriate training and guidance.

Sodrugestvo is firmly committed to employment based on fairness and equality, to safeguarding the health and safety of the employees and environmental protection. Sodrugestvo expects its employees to comply with all relevant legislation, to obtain all necessary permits and to operate its facilities in strict compliance with the law. Given the complex regulatory framework in which Sodrugestvo operates, issues of legal compliance may arise. Sodrugestvo will always take responsibility for its actions and abide by judicial decisions.

It is important that Sodrugestvo management is informed of any issues of compliance with any official requirements at the earliest opportunity.

Any failure to comply with this code of ethics, conduct and behavior, its supporting policies, or laws and regulations of the countries in which employees work, will be fully investigated and appropriate actions taken. This may include re-training or other corrective or disciplinary action, including termination of employment, depending on circumstances.

#### **5 Trade controls**

Sodrugestvo supports international efforts to prevent trade in technology, substances or materials that can be misused for warfare or warlike activities, or other internationally prohibited activities. In its export activities, Sodrugestvo is under a binding commitment to follow all national and international regulations regarding trade controls.

#### **6 Environment, health and safety**

Sodrugestvo is committed to exercising operations and practices which rule out inflicting harm to people and damage to the environment or property. Its policy on environment, health and safety, resulting from Sodrugestvo's ethical principles, applies throughout the group of companies.

Sodrugestvo provides a safe working environment and takes appropriate steps to ensure that its employees maintain the high standards necessary to minimize the impact of its activities on the environment.

#### **7 Right to rest**

Sodrugestvo respects employee rights to rest and annual paid leave. Moreover, we believe proper rest of all Sodrugestvo staff members to be essential for high-quality and efficient performance of their employment duties. That is why Sodrugestvo considers necessary that all employees should fully use annual paid leaves according to laws of countries where Sodrugestvo operates and bylaws of companies of Sodrugestvo group.

#### **8 Discrimination**

Sodrugestvo is committed to non-discriminatory working practices. Independent of their position, all employees are duty bound to treat their colleagues with fairness, courtesy and respect. Personal insults are strictly prohibited.

The company's employees, regardless of their position are fully and personally liable for discrimination and personal insults of their subordinates, colleagues or third parties.

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Sodruestvo does not tolerate any discrimination, harassment or bullying on the basis of ethnicity, national origin, color, religion, sexual orientation, creed, age, sex, disability or any other characteristic. Nor will Sodruestvo engage in or support, directly or indirectly, child labor, bonded or forced labor of any kind.

## **9 Oppression, bullying and sexual harassment**

Every one of us has a right to respect and human dignity. Sodruestvo does not accept any kind of behavior or actions violating this right, including any forms of oppression, bullying or sexual harassment.

Sodruestvo facilitates creation of productive working atmosphere and does not allow any forms of oppression, bullying or insults. Relations among employees should be based on respect and dignity. Sodruestvo staff members should treat their colleagues and business partners in such a way as they would like to be treated themselves. Sodruestvo employees should also refrain from any forms of sexual harassment both within and outside the company with respect to third parties with whom they maintain professional relations.

## **10 Conflict of interests**

Sodruestvo's best interests are the paramount and ultimate consideration in all business transactions. Therefore, no employee may benefit, directly or indirectly, from improper use of a relationship with individual or entities outside the group.

It is not allowed for Sodruestvo employees to do their own business directly or through affiliated individual or legal entity in the spheres of business interest of Sodruestvo.

Employees should do everything in their power to avoid situations which may give rise to conflict between their responsibilities towards Sodruestvo and their personal interests. If, in spite of the best efforts of those concerned, a conflict or potential conflict of interest does arise, employee must inform his/her line manager in order to take further decision to be taken by managing director of region.

## **11 Antibribery and corruption**

No employee shall offer any payment or improper financial advantage to any government official employee, or government controlled agency, public international organization or any other third party, including customers and suppliers, for the purpose of obtaining commercial advantage of any kind.

Any legislation prohibiting bribery and corruption, including the OECD convention on combating bribery of foreign public officials, must be strictly observed. As well as not offering bribes, employees must also not accept them.

In no circumstances may agents, contractors, advisors or other third parties working on Sodruestvo's behalf engage in or support violation of any of the rules of conduct set up above.

Offering, soliciting or accepting gifts and donations related to our business is prohibited. However, entertainment and gifts of insignificant monetary value arising out of ordinary corporate hospitality are acceptable provided they do not violate any applicable law.

## **12 Fair competition**

Sodruestvo is committed to the principles of fair competition and respects the national and international laws restricting the operation of cartels and other monopolistic practices.

Compliance with antitrust legislation applies to all forms of businesses, business arrangement and practice, though it does not apply to arrangements between companies of the group.

## **13 Use and protection of business assets and confidential information**

In accordance with good practices, Sodruestvo has a duty to protect and make careful use of its business assets.

Confidentiality should be maintained with regards to sensitive information and commercial secrets. Additional protection may be necessary in the form of intellectual property rights. Sodruestvo employees privy to confidential business information or commercial secrets may not disclose such information to third

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parties, including family and friends, or use it in any way other than for legitimate business purposes. Employees should take all reasonable precautions to safeguard and protect sensitive business information and trade secrets to prevent misuse of any kind.

All information circulated and stored within the company shall be handled by a professional information management system. Employees shall maintain confidentiality even if there is no formal secrecy obligation.

#### **14 Accuracy of records**

Sodrugestvo will keep books, records and accounts that accurately and fairly reflect all transactions, dispositions of assets and other events. All of Sodrugestvo's records must accurately and fairly represent the relevant facts and the true nature of transactions.

No payment on behalf of Sodrugestvo shall be approved or made with the intention or awareness that any part of the payment is to be used for any purpose other than that described by the documentation supporting the payment.

#### **15 Data privacy**

Sodrugestvo values the personal data entrusted to the group and is committed to collecting, using, retaining and disclosing personal data in a legitimate, fair, transparent and secure way.

Sodrugestvo holds personal data about its employees, customers and suppliers, ensuring all data collected is the minimum necessary for its business needs, such as to meet specific human resources, compliance or legal purposes.

Sodrugestvo must protect the personal data held by ensuring there are effective safeguards in place so it does not fall into the wrong hands.

Once Sodrugestvo no longer has a business need for certain personal data, it shall be destroyed in accordance with legal obligations and company's retention policies.

#### **16 Implementation**

Breaches of this code of ethics, conduct and behavior may result in disciplinary action or even dismissal.

Each employee shall receive a copy of this code of ethics, conduct and behavior. Sodrugestvo management will ensure that it is included in employee training programs and monitor compliance. Records of employee training will be maintained and audits of compliance with this code will occur periodically.

When implementing this code, Sodrugestvo affiliates shall take into full consideration local rules and regulations. The board of directors of Sodrugestvo affiliates shall pass appropriate resolutions enabling the implementation. Anyone who raises a concern regarding another employee or other person about a possible compliance breach in good faith will be supported by management, and will not be subject to any retaliation. Any act or threat of retaliation will in itself be considered a serious violation of this code of ethics, conduct and behavior.

Employees may at some time come across a situation that appears to violate this code or other policy. Employees have a duty to report any suspected violation promptly.

In general, employees should first seek to address their concerns with their line manager. If the employee believes this is not appropriate, contact human resources, legal department or internal audit.

Employees can also express concern by sending an email to: [compliance@sodru.com](mailto:compliance@sodru.com)