

Anti-corruption Policy and Guidelines

Scope of activities

This policy and guidelines (this “**Policy**”) applies to all employees and board members in each company in the Lantmännen Ek. För. group of companies in which Lantmännen Ek. För. is a majority owner (jointly referred to as “**Lantmännen**” or the “**Company**”).¹ It also serves as guiding principles for persons engaged by the companies in which Lantmännen is a minority owner.

Background

Lantmännen sets and observes the highest standards of ethical and business conduct and is committed to combatting all forms of corruption. Lantmännen’s zero tolerance policy towards bribery and corruption is one of the fundamental principles set out in our Code of Conduct/Business Ethics (Sw. *Uppförandekod/Affärsetik*).

Bribery and corruption distort competition, lead to increase in costs for goods and services and destroy public confidence in companies and the economy as a whole. Any suspicion of bribery may lead to costly enforcement investigations against both Lantmännen and its employees, have a detrimental effect on Lantmännen’s good reputation and brand, and may result in criminal sanctions for the Company and the individuals concerned. Persons found guilty of bribery offences risk imprisonment and fines, as well as damages and trade prohibition (Sw. *Näringsförbud*). In certain countries, Lantmännen may also be excluded from participating in public procurement procedures.

The purpose of this Policy is to provide support and guidance to all employees in their efforts to prevent bribery and corruption. However, no guidelines can be all-inclusive and each individual bears the responsibility for complying with applicable laws and rules. There is no substitute for personal integrity and sound judgment. In this context, a useful guide when faced with a given situation may be to consider whether the contemplated conduct would cause embarrassment to or reflect negatively on Lantmännen if the conduct became public knowledge.

Legislation, ethical rules, etc.

Lantmännen complies at all times with all relevant laws and rules in the markets in which the Company conducts business, including the provisions of the Swedish anti-bribery legislation set forth in Chapter 10 of the Swedish Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act 2010. Lantmännen is a member of the UN Global Compact and – to the extent they do not contradict this Policy – adheres to the anti-corruption principles and guidelines set out by industry associations in which Lantmännen is a member.

Risk assessment

Lantmännen regularly identifies and analyses the risk of bribery and corruption within the Company and in the sectors and markets in which Lantmännen conducts operations. This risk assessment constitutes the basis for our decisions concerning effective and appropriate measures to

¹ I.e. this Policy applies to all Lantmännen’s business sectors and group functions in all markets and jurisdictions where Lantmännen conducts business.

combat bribery and corrupt behaviour. The head of each Sector and Business area must ensure that a risk analysis is conducted annually.

Accounting and auditing²

Lantmännen complies with generally accepted accounting principles. The annual report and the accounts are always subject to a statutory audit. The risk of corruption is reduced where correct accounting is the subject of a recurrent and independent audit. All accounts must correctly reflect transactions, allocations and other business events. All employees must comply with internal guidelines governing accounting and financial reporting.

Guidelines concerning benefits

This Policy does not prevent employees who, within the scope of Lantmännen's business relations, accept or give benefits in order to maintain and promote good business relations with customers, agents, distributors, suppliers and other business partners. However, the aforesaid is subject to the precondition that the benefit is moderate, accepted or given openly, i.e. is reported to the recipient's or giver's immediate manager and otherwise is in accordance with this Policy.

Generally, Lantmännen allows employees to accept or give:

- Meals in the ordinary course of business;
- Marks of respect in conjunction with special occasions, red-letter days, illness, etc.;
- Samples or marketing materials of nominal value in connection with company visits and alike;
- Specific sporting or cultural events provided that the value of the benefit is moderate and is offered in conjunction with site visits or other professionally motivated meetings and, to the extent given by a Lantmännen employee, provided that such invitation is not personal; and
- Gifts provided in the context of sponsorship activities and for charitable purposes, provided that they are carefully and diligently documented.

Employees must proceed with caution where a benefit is offered:

- On a regular basis;
- Is of more than moderate value or of a value that is disproportionate in relation to the purpose of the benefit;
- Could be utilised for private purposes;
- Is directed to a particular category of persons;
- In coincidence with business negotiations between the parties;
- In conjunction with a pending public procurement procedure; or
- The giver's manager is unaware of the offered benefit.

Lantmännen does not permit employees to accept or give:

- Money, securities or money loans;
- Individually paid out and non-disclosed purchase discounts, commissions, bonuses or kickbacks;
- Pleasure trips or holidays;
- Work for the recipient for private purposes;
- Sponsorship to political parties or candidates in public elections;

² The wording is included to ensure compliance with the US Foreign Corrupt Practices Act.

- Other benefits which, due to the value thereof or any other relevant circumstances, typically will unduly influence the recipient's performance of his or her duties; or
- Gifts to Public Officials.

It is strictly forbidden to give, offer or promise any form of benefit, either directly or indirectly, to any Public Official in order to unduly influence the exercise of public authority, in the context of public procurement, to keep any other form of business or business transaction or which may otherwise entail an improper gain. By "**Public Official**" means any officer or employee of any national or local government or any department, agency, or instrumentality of any such government or of a public international organisation, or any person acting in an official capacity for or on behalf of any such person, or any political party or party official, or any candidate for political office. It is important to note that the term Public Official is very broad and it includes officers or employees of a government-owned or controlled entity, for example, a company that is owned or controlled by the government (i.e., the government has the right to make important decisions for the company).

Reporting of benefits

Lantmännen's employees must report any benefits provided to third parties together with the receipt or other form of supporting documentation containing information regarding the recipient, the recipient's company and purpose. Any employee who is uncertain whether he or she is entitled to provide a benefit should contact their immediate manager, group function Legal Affairs or group function Human Resources.

Employees who receive a benefit or an offer concerning a benefit which he or she suspects is in violation of this Policy must immediately return the benefit to the giver and report the incident to their immediate manager.

Training

Training concerning this Policy is part of the introduction programme for all new employees of Lantmännen. Managers at all levels shall ensure that employees read and receive training in how they should comply with this Policy.

Responsibility for this Policy, advice and notification

The board of Lantmännen has the overall responsibility for the implementation, compliance with and review of this Policy.

Group Function Legal Affairs has the overall responsibility for implementing this Policy and for initiating regular updates hereof. The head of each Sector and Business Area is obliged to perform risk assessments each year and establish local guidelines for the implementation and enforcement of the policy. Managers at all levels are responsible for ensuring compliance with this Policy in the day-to-day operations.

Lantmännen employees are at all times entitled to approach their immediate manager, group Function Legal Affairs or group function Human Resources for advice in respect of this Policy or to provide information concerning suspected impropriety. For this purpose, Lantmännen employees are also encouraged to use the whistle-blower function available at on Inside at [My Employment / Whistleblowing](#).

Protection against harassment

Lantmännen protects employees who refuse to accept or provide bribes or who notify any suspicion of impropriety from reprisals, even if such notification proves to be mistaken. Any person who refuses to participate in any form of bribery or corruption or who notifies impropriety will never run the risk of dismissal, disciplinary action or other unfair treatment as a result of such refusal or notification.

Any person who feels that they have been unfairly treated is urged to contact group function Human Resources or the whistle-blower function available on Inside at [My Employment / Whistleblowing](#).

Agents, distributors, suppliers and other business partners

Lantmännen provides information concerning its zero tolerance of bribery and corruption to all agents, distributors, suppliers and other business partners (jointly, “**Business Partners**”). Lantmännen expects that their Business Partners do not engage in the giving or receiving of bribes and other undue advantages when representing or otherwise working for Lantmännen.

Lantmännen does not act as an intermediary in respect of money or other benefits which may be used in order to unduly influence the exercise of public authority, in the context of public procurement or otherwise to gain an undue advantage from any third party. Compensation to Business Partners is based on reasonable compensation for services performed on objective grounds. Payment in cash or to a bank in any country other than where the business partner conducts operations or is registered will only be made if there are specific commercial grounds for doing so.

When required, Lantmännen examines the integrity of its Business Partners. Lantmännen will only enter into agreements on terms and conditions which provide that its Business Partners shall not provide undue advantages and shall be entitled to terminate agreements in the event it is demonstrated that the party in question has used bribes or other forms of corrupt practices in the course of their operations.

Approved 2015-05-05 by Lantmännen’s Board of Directors

Per Olof Nyman
CEO

Tove Cederborg
General Counsel