

# Doing Good Business

## Anti-Bribery & Corruption Policy

ENZA ZADEN



2020

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## Key principles

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- Enza Zaden conducts business honestly, without the use of corrupt practices or acts of bribery. This means that we do not give, promise or receive anything of value for the purpose of gaining any improper advantage;
- Bribery and corruption may take various forms, including commissions or royalties, consulting fees, marketing expenses, travel and entertainment expenses, rebates or discounts or free goods, paid or provided directly or through third parties;
- Engaging in bribery or corruption, as well as supporting it indirectly, may lead to dismissal, substantial fines and even to imprisonment;
- Gifts and hospitality must be reasonable, proportionate and appropriate in the circumstances;
- Enza Zaden does not make donations to political individuals or entities. Charitable donations are permitted when they are not given with a corrupt intent; they are fully transparent and recorded fairly;
- We must ensure that third parties providing services to us or acting on our behalf do not engage in bribery or in corruption;
- All our books and accounts must be accurate and reasonably detailed and may not include false, artificial or misleading content.

# Contents

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- WE VALUE INTEGRITY .....4
- ABOUT THIS POLICY .....5
  - What is this policy about? .....5
  - Why is this policy important? .....5
  - Who is responsible for this policy? .....5
- OUR ANTI-BRIBERY AND CORRUPTION STANDARDS .....6
  - Bribery and corruption of all kinds are strictly prohibited .....6
  - Our core standards .....6
- SPECIFIC PRACTICES .....7
  - Gifts and entertainment .....7
  - Facilitation payments .....8
  - Political and charitable donations .....9
- THIRD PARTIES, INTERMEDIARIES AND ASSOCIATED PERSONS .....10
- RECORD KEEPING AND ACCURATE RECORDING .....13
- IN CASE YOU HAVE QUESTIONS OR ENCOUNTER ISSUES .....14

This policy is for internal use only. Enza Zaden accepts no liability or responsibility in connection with this policy to the fullest extent possible under applicable laws and regulations.

## We value integrity

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Enza Zaden has zero tolerance for bribery and corruption. This means that under no circumstances we give to or accept bribes or other corrupt advantages from any person, including government officials, customers, or business partners. Bribery and corruption are simply against everything we stand for.

Our Business Ethics Code sets out our core values on how we do business. This Anti-Bribery & Corruption Policy provides specific guidance on how to avoid, prevent and report bribery and corruption. It is designed to help you in your day-to-day work by explaining what you can and cannot do. We encourage you to seek advice before action when appropriate. This policy explains where to go to get advice and support when faced with questions or issues.

We acknowledge that at times, our standards may seem burdensome. In some markets doing business honestly may be challenging, particularly when our competitors do not adhere to the same ethical standards as we do. Nevertheless, at Enza Zaden we are committed to doing the right thing the right way at all times. This also means that when faced with the choice of acting honestly or giving up business, we will always choose to act honestly even if it costs us business. We believe ethical conduct is at the heart of our continued success.

It is the personal duty of each and every one of us to act with integrity in all our dealings and operations. The success of this policy depends on your cooperation. Together, we can ensure that Enza Zaden continues to benefit from its positive reputation in the years to come.

The Board of Directors

Jaap Mazereeuw  
Hein Bemelmans  
Allison Thomas  
Joep Lambalk  
Joost Gietelink



## About this policy

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### What is this policy about?

This policy contains Enza Zaden's anti-bribery and corruption standards. Its purpose is to assist our employees, officers, directors, agents, representatives and any other associated persons and third parties providing services to or acting on behalf of Enza Zaden in complying with our anti-bribery and corruption standards. It sets out our standards prohibiting bribery and corruption of any sort. This policy also explains under which circumstances gifts, corporate hospitality, and political and charitable donations are permissible. This policy explains what steps need to be taken in this respect.

### Why is this policy important?

Virtually every country prohibits bribery and corruption, sometimes even when the act is committed in another country. Acts of bribery and corruption put Enza Zaden at risk of heavy fines and measures imposed by the authorities, endangering Enza Zaden's business and reputation.

Anti-bribery and corruption laws also hold liable every person who engages in bribery or corruption, regardless of his/her position within the organisation's hierarchy. For that matter, those who aid or support bribery or corruption are often as guilty as the primary offenders. All persons that are directly or indirectly involved in bribery or corruption face the risk of severe fines and extensive jail sentences. In recent years major enforcement authorities are particularly interested in prosecuting individuals involved in bribery and corruption, next to companies.

Enza Zaden follows a zero-tolerance approach in dealing with those who do not follow this policy. Any violations of our anti-bribery and corruption standards are treated seriously, and may lead to disciplinary measures, including a reprimand, demotion, forfeiture of bonuses, suspension and/or dismissal.

**“Bribery and Corruption endangers Enza Zaden's business and reputation”**

### Who is responsible for this policy?

It is every person's own responsibility to know and follow this policy, and report issues. It is every manager's responsibility to ensure that those reporting to him or her adhere to this policy.

Our policy is fully endorsed by Enza Zaden's Supervisory Board and Board of Directors. The Board of Directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations and that all those under our control comply with it.

Our Business Ethics Officer has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness. Your local confidential counselor, if any, is another point of contact for questions or reporting issues.

## Our anti-bribery and corruption standards

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### Bribery and corruption of all kinds are strictly prohibited

Bribery and corruption are strictly prohibited by law in most countries and may involve individuals and corporations in criminal proceedings, high fines and even substantial jail sentences.

Most people will already have a general understanding of what a bribe is, and when there is corruption. Bribery and corruption go beyond the obvious case of handing over a suitcase full of cash to a government official or a customer to “ease” the winning of a contract. It covers a rather wide range of dishonest interactions in which anything of value is given or promised to a person in order to gain an improper advantage. The bribe could be camouflaged as friendly gestures, gifts, products free of charge, royalties, or consulting fees. The specific benefit that may be sought through bribery and corruption is obviously context-dependent. It may include all sorts of financial or other advantages, business opportunities, contracts, licences, waivers and more. In many occasions, bribery and corruption are hidden, implicit and carried out by third parties, e.g. by paying kick-backs to the person being bribed.

Enza Zaden opposes bribery and corruption as a matter of principle and because they are bad for our business. Corruption disadvantages honest business, it leads to distorted prices and increases the costs of doing business worldwide. Therefore, we have adopted high standards to ensure that all those working for us put our approach into practice.

**“Enza Zaden has a zero-tolerance approach on bribery and corruption”**

### Our core standards

- Enza Zaden conducts business honestly, without the use of corrupt practices or acts of bribery.
- Enza Zaden will not, directly or indirectly, receive from, promise, or provide to any person anything of value for the purpose of gaining or rewarding any improper advantage.

## Specific practices

### Gifts and entertainment (including travel and lodging and meals)

In many markets and cultures providing and receiving gifts and hospitality (such as travel and lodging, meals and entertainment) is a common and acceptable way of doing business. Nevertheless, anti-bribery and corruption laws prohibit receiving and providing such gifts and hospitality for the purpose of gaining or rewarding any advantage reached through improper performance or otherwise to obtain an improper advantage. Small gifts and reasonable hospitality are still appropriate when given or accepted in good faith, without any intention of influencing any person in order to gain any advantage through improper performance or otherwise obtaining an improper advantage.

For instance, small gifts, including marketing materials like shirts or caps, can be given, also as tokens of esteem or gratitude to display respect for other persons. Similarly, reasonable hospitality may be accepted or provided when directly related to the promotion, demonstration, or explanation of a company's products or services. In such cases, the gifts and hospitality should be given openly and transparently, and should be properly recorded in the giver's and the recipient's books and records. By contrast, expensive gifts and luxurious hospitality that is given or received primarily for entertainment purposes are not bona fide business expenses and may violate anti-bribery and corruption laws.

**“Gifts and hospitality should be reasonable, proportionate and appropriate”**

#### Our standards

- Receiving and providing gifts and hospitality are permitted, provided that they meet all of the conditions below. Accepting and providing gifts or hospitality that do not meet all conditions is strictly prohibited unless specifically approved by your manager (at least GMT level) in writing.
- General conditions applying to any gift or hospitality:
  - It is not made with the intention of influencing, inducing or rewarding any person in order to gain any advantage through improper performance or otherwise obtaining an improper advantage.
  - It is reasonable, proportionate and appropriate in the circumstances and could not reasonably be misunderstood by the recipient or others as a bribe.
  - The frequency of prior gifts or hospitality provided to the same recipient would not raise an appearance of impropriety.
  - It is given openly, not secretly, and it is recorded fairly and accurately in Enza Zaden's books and records.
  - It complies with local laws.
  - It is in line with the gift policy of the recipient.



## Specific practices

- Additional conditions for receiving and providing gifts:
  - The value of the gift is small enough that it cannot be seen as an attempt to influence the recipient to misuse his/her position. As a guideline, EUR 50 or a local currency equalized is the maximum.
  - It does not include cash or a cash equivalent (such as gift certificates or vouchers).
- Additional conditions for receiving and providing hospitality (such as travel and lodging, meals and entertainment):
  - The hospitality can be paid only for those invitees whose participation is directly related to and necessary for the company's legitimate business purposes. Hospitality for spouses, family members or private guests is not appropriate.
  - The payment for hospitality should be made directly to the service provider (e.g., travel and lodging vendors) or reimburse costs only upon presentation of a receipt. Airline tickets will not be compensated.
  - An Enza Zaden representative should be present at all meals and entertainment activities.
  - Any entertainment (including invitations to attend exhibitions, sport events or parties), can only be received or provided for a legitimate business purpose, such as to better present products and services, or to establish cordial relations.
  - Meals received or provided are ordinary working meals under local standards.

### “Enza Zaden prohibits the payment of facilitation payments”

#### Facilitation payments

Facilitation payments are small payments made to secure or expedite routine governmental actions. These payments relate, for instance, to situations in which a person applies to obtain something he/she is entitled to from a government authority (e.g., visa, certificate, service, approval, permit or licence) but he/she wishes to get it faster than normal and therefore pays the government official to expedite the process. Facilitation payments are often hard to distinguish from a plain bribe. Therefore, in many countries such payments are explicitly prohibited.

#### Our standards

- Enza Zaden prohibits the payment of facilitation payments.
- Whenever you are asked to make a payment on Enza Zaden's behalf, you should be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Push back, ask for written proof and involve the boss of the officer.
- Escalate to your manager when you encounter any request you suspect to be a payment to facilitate a routine action. Such requests may arise more often in some countries than in others.

### Political and charitable donations

Anti-bribery and corruption laws do not prohibit charitable donations, but they do prohibit the misuse of such donations as a way of covering up bribes and other corrupt advantages. A particular risk arises when donations are given to political individuals or entities, because in many cases such donations are being used as a vehicle to conceal payments made to corruptly influence government officials. It should also be verified that local customs and cultural sensitivities are respected.

Enza Zaden sometimes engages in charitable giving as part of our identity as a responsible corporate citizen. Such donations are made with no expectations or intention to achieve an improper advantage. As such, it is our responsibility to ensure that those legitimate contributions do not create the appearance of bribery or corruption.

### Our standards

- Enza Zaden does not make contributions or donations to political parties, political organizations or independent candidates, nor does it incur any political expenditures.
- Charitable donations are permitted provided they meet the criteria below:
  - No donation is accepted or provided if it intends to improperly influence performance or to obtain an improper advantage or may reasonably create such an impression.
  - Donations must be fully transparent and recorded fairly and accurately in Enza Zaden's books and records.
  - Always obtain a receipt or other written acknowledgement for any donation made on Enza Zaden's behalf.
  - No donation should be made in cash or to private accounts.
  - Respect local customs and cultural sensitivities.
- Before accepting or providing donations discuss the donation with your line manager. If you have any doubts, contact the Business Ethics Officer for further guidance.

## Third parties, intermediaries and associated persons

Bribery and corruption practices are sometimes carried out by agents, representatives, intermediaries or any other associated persons who perform services for or act on behalf of a corporation. Anti-bribery and corruption laws mostly do not distinguish between a company and those acting on its behalf. They expressly prohibit corrupt practices, even when carried out through third parties.

This means that we have to be careful and selective when choosing the third parties we do business with. The nature of our relationships with third parties varies significantly. Some relationships carry a higher risk of bribery and corruption than others. This is, for instance, the case with third parties dealing with government officials or private sector clients on our behalf, as well as agents operating in countries where bribery and corruption are more widespread. We must ensure that they follow our policy to prevent bribery and corruption from taking place.

### Our standards

- Determine on a case-by-case basis what the bribery and corruption risks are according to the nature of our relationship with third parties and the circumstances of their operations. Consider the following actions as potential measure to minimize this risk:
  - Conduct a background check (due diligence) on third parties before entering into engagements to ensure authenticity, good reputation and qualification.
  - Clearly communicate our anti-bribery and corruption standards and our zero tolerance to bribery and corruption.
  - Seek a written commitment to comply with our anti-bribery and corruption standards and Business Ethics Code.
  - Include a clause in our contracts with third parties that allow us to terminate the contract without penalty in the event of violation of our anti-bribery and corruption standards and Business Ethics Code, and the right to audit this.
  - When appropriate, train the third party in our anti-bribery and corruption standards.
  - Seek advice from Enza Zaden's Business Ethics Officer on appropriate measures and precautions.
  
- Mind that we need to be able to show that our relationship with third-parties is based on integrity. Therefore:
  - When engaging with third parties have all mutual rights and obligations, as well as payments and exchanges, properly documented.
  - Make sure that all communications with third parties, both oral and written, do not create any wrong impression of corrupt conduct. For instance, phrases such as "destroy after reading", "this will be our little secret", and others, may create a wrong impression even if they were originally meant as a joke.
  
- Reference is made to the attached Third Party Due Diligence Checklist of Enza Zaden. This checklist could be followed to fulfil the due diligence requirements mentioned above in each and every case you want to enter into a new business relationship.

## Third parties, intermediaries and associated persons

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- Report immediately to your manager any red flags associated with third parties, such as:
  - Excessive commissions to third party agents, commissioners or consultants;
  - Requests of a third party to keep his identity hidden or to create false statements;
  - Unreasonably large discounts or fees to third party distributors;
  - Third party “consulting agreements” that include only vaguely described services;
  - The third party consultant is in a different line of business than that for which it has been engaged;
  - The third party is merely a shell company incorporated in an offshore jurisdiction;
  - The third party requests cash payment or payment to an offshore bank account.

**“Always conduct a background  
check on your third parties”**

- No payment should be made in cash or to private accounts. Always obtain a receipt for any payment made on Enza Zaden’s behalf. The receipt should specify the reason for the payment.

## Record keeping and accurate recording

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Full transparency is the best way to combat bribery and corruption. Among many other reasons, the prevention of bribery and corruption is a major reason to ensure that all correspondence, memoranda, accounts, files, documents, presentations and books are reasonably detailed, accurate and credible. According to anti-bribery laws, the attempt to include a false record or account consists of an independent violation that is severely punished. Enza Zaden maintains a robust system of internal accounting controls and requires all employees, officers, directors, agents and representatives—with no exception—to ensure our books, records and accounts are fully credible and reliable.

We recommend to introduce within your part of the organization a gift register in which all incoming and outgoing gifts and hospitality, dates, value and reasons will be described.

**“Enza Zaden’s books and accounts must accurately and fairly reflect all transactions and other business engagements”**

### Our standards

- All Enza Zaden’s books and accounts must be reasonably detailed. They must accurately and fairly reflect all transactions and other business engagements.
- Include no false, artificial or misleading content in any books and records.
- Have all transactions, gifts and hospitality, received and given, fully documented: all accounts, invoices, memoranda and third party related documents should be prepared accurately and completely.
- Ensure that all expense claims relating to gifts and hospitality incurred from or with third parties are submitted according to our internal policies.
- Escalate to Enza Zaden’s Business Ethics Officer when you encounter any suspicious record or attempt to falsify books and records.

## In case you have questions or encounter issues... take responsibility and speak up!

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We encourage everybody to discuss questions they may have about this policy and to suggest ways to improve it with their managers and Enza Zaden's Business Ethics Officer. Additionally, we urge everybody to report to their supervisors and to Enza Zaden's Business Ethics Officer any concerns and suspicious conduct that may violate this policy. Employees who in good faith genuinely do so will be supported and not be punished in whatever way, even if they turn out to be mistaken.

**“Any concerns or encounter suspicious conduct  
that may violate this Policy: Speak Up!”**

### Additional Internal resources for further guidance

- Enza Zaden 's Business Ethics Code - available at EnzaPlaza  
> Our Company > Business Ethics Code & Speak Up.
- Enza Zaden 's Speak Up! Procedure - available at EnzaPlaza  
> Our Company > Business Ethics Code & Speak Up.



In case you have questions or encounter issues...  
take responsibility and speak up!

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### Day-to-day assistance

Enza Zaden 's Business Ethics Officers are available to provide you with day-to-day assistance. Please do not hesitate to contact one of them:

#### Wijgert Gooijer

Telephone: +31 228 784 615

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### Training

As part of the expansion of our Business Ethics Programme, we provide from time to time training to all employees most affected by our policies.

### Speak Up!

Would you like to share any concern or red flag with us? We invite you to involve your direct manager or to use our established Speak Up! Procedure line through the telephone number or email, the details of which you have been provided with or can be found at Enza Plaza.

According to our policy, your confidentiality is protected by this process and you have Enza Zaden's commitment that your issues and concerns will receive the appropriate follow-up.

See our official Speak Up! Procedure on [EnzaPlaza > Our Company > Business Ethics Code & Speak Up](#).