

Cookpad Global Anti-Bribery & Corruption Policy

1. The Anti-Bribery & Corruption ("ABC") Policy

1.1 Cookpad Global ("**Cookpad**") has zero tolerance for bribery and corruption. Cookpad is a mission-led business and key to this is ensuring we act in accordance with our ethical values at all times. We are committed to conducting our business in a fair, honest and open manner.

1.2 All Cookpad employees, and those acting on our behalf, are expressly forbidden from offering, promising, or giving bribes to any other party or requesting or accepting bribes from any other party. It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties;
- (f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (g) engage in any other activity that might lead to a breach of this policy.

1.3 All those working for and those acting on the Cookpad behalf or as part of Cookpad's global operations in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located must comply with this ABC Policy and the anti-bribery and corruption laws applicable to them when undertaking work on behalf of Cookpad, including but not limited to complying with the UK Bribery Act 2010 ("**UKBA**").

2. What we mean by 'bribery'

2.1 '**Bribery**' can mean different things in different countries and can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit. For the purpose of this ABC Policy, bribery means offering, promising, giving, or requesting, agreeing to receive or accepting a financial or other advantage,

- (a) intending that advantage to induce the improper performance by another person of a relevant function or activity or to reward such improper performance;
- (b) knowing or believing acceptance of the advantage in itself constitutes the improper performance of a relevant function or activity; or
- (c) intending to obtain an advantage in business by influencing a foreign public official in their capacity as a foreign public official.

2.2 '**Corruption**' is the abuse of entrusted power or position for private gain.

- 2.3 A **'financial or other advantage'** includes anything of value, such as cash or hospitality.
- 2.4 A **'relevant function or activity'** is broadly defined to include any activity connected with a business or a person's employment, and any function of a public nature.
- 2.5 The **'improper performance'** of that relevant function or activity means breaching the expectation that a person will act in good faith, impartially or in accordance with a position of trust in undertaking that function or activity.
- 2.6 A **'third party'** means any individual or organisation you come into contact with during the course of your work for Cookpad, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 2.7 Small bribes paid to facilitate routine government action (often called facilitation or grease payments) are prohibited under the Facilitation and Kickback section of this ABC Policy and the UKBA.

3. **Consequences of breaching the policy**

- 3.1 If you breach this ABC Policy, you may breach the UKBA, be prosecuted, convicted of a criminal offence and sentenced to up to 10 years in prison and / or an unlimited fine. Cookpad may also be subject to a criminal conviction and an unlimited fine (as well as other commercial consequences including damage to our reputation). Depending on the circumstances, you may also breach other countries' anti-bribery laws and face penalties as a result (and / or cause Cookpad to be liable for offences arising from your behaviour).
- 3.2 If employees are suspected of breaching this ABC Policy and / or any anti-corruption laws applicable to them, they will be subject to a disciplinary procedure and may be dismissed as a result.
- 3.3 If Cookpad reasonably believes or suspects a third party, who performs services for or on behalf of Cookpad, has breached the terms of this ABC policy and / or any anti-corruption laws applicable to them, they may have their contract with Cookpad terminated.

4. **Gifts and Hospitality**

- 4.1 This ABC policy (and the UKBA) allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:
- (a) establishing or maintaining good business relationships;
 - (b) improving or maintaining our image or reputation; or
 - (c) marketing or presenting our products and/or services effectively.
- 4.2 The giving and accepting of gifts is allowed if the following requirements are met:
- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - (b) it is given in our name, not in your name;
 - (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
 - (e) it is given openly, not secretly; and
 - (f) it complies with any applicable local law.

- 4.3 Promotional gifts of low value, such as branded stationery, to or from existing customers, suppliers and business partners will usually be acceptable.
- 4.4 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 4.5 We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.
- 4.6 However, all employees and those who perform services for or on behalf of Cookpad, are forbidden from giving any gift or hospitality which is (or may reasonably be perceived as) a bribe.
- 4.7 *Giving hospitality:* Hospitality must only be given in accordance with the procedure in the Expenses section of the Staff Handbook, paragraph 3.5.8 "Entertaining clients".

5. **Donations**

- 5.1 Cookpad does not make political donations.
- 5.2 All charitable donations on behalf of Cookpad must be approved by the Managing Director, Tomoya Yasuda.

6. **Facilitation Payments and Kickbacks**

- 6.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- 6.2 Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK but are common in some other jurisdictions.
- 6.3 Facilitation Payments are typically payments made in return for a business favour or advantage.
- 6.4 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Managing Director, Tomoya Yasuda.
- 6.5 You must actively avoid practices that could appear to promote our business in any way other than legitimately. You must not seek favourable treatment from any government organisation or its officials or make charitable or political donations on behalf of Cookpad.

7. **Potential Risk Scenarios: "Red Flags"**

- 7.1 The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.
- 7.2 If you encounter any of these red flags while working for us, you must report them promptly to your manager or to the Managing Director, Tomoya Yasuda.
- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices or has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;

- (b) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us or requests an unexpected additional fee or commission to “facilitate” a service;
- (c) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (d) you receive an invoice from a third party that appears to be non-standard or customised;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (g) a third party requests that a payment is made to “overlook” potential legal violations;
- (h) a third party requests that you provide employment or some other advantage to a friend or relative;
- (i) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (j) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (k) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- (l) you are offered an unusually generous gift or offered lavish hospitality by a third party.

8. **Speaking up and Protection**

- 8.1 You must ensure that you read, understand and comply with this ABC Policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Cookpad. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.3 All Cookpad employees are expected to report any concerns they may have about potential breaches of this ABC Policy and / or applicable anti-bribery laws. If you have information concerning a potential breach of this ABC Policy, you should report that information to your line manager or, if you would prefer, you can raise your concern using the internal or external whistleblower hotlines set out in our Whistleblower Policy (see section 8 of the Staff Handbook).
- 8.4 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another’s wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 8.5 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Managing Director, Tomoya Yasuda, immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, a copy of which can be obtained by contacting the Head of Human Resources

9. **Review of ABC Policy**

- 9.1 This policy does not form part of any employee’s contract of employment and will be reviewed periodically by the board of directors, who may amend it at any time, ensuring this ABC Policy complies with our legal and ethical obligations, and that all those under our control comply with it.

9.2 If you have any questions in relation to complying with this ABC Policy, please address your questions to your line manager.

Approved by the board of Cookpad Limited on 05 November 2018
Effective from 05 November 2018