

C-16 Interacting With Government Officials	
Policy Sponsor/Function:	EVP and General Counsel
Policy Owner:	VP & Chief Business Integrity Officer and Head of Global Security
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STATEMENT OF MONDELĒZ INTERNATIONAL POLICY

Mondelēz International will comply with all applicable laws and regulations when dealing with government officials or agencies and will never seek or exercise improper influence. When Mondelēz International seeks or conducts business with a government agency, it will do so fairly and lawfully.

1. WHAT DOES THE LAW SAY?

Like most companies, Mondelēz International routinely works with government officials regarding matters that concern our business. For example, we comment on possible changes in the law; we discuss compliance with existing laws; and we deal with various administrative matters. It is both necessary and appropriate for the Company to work with government officials. However, we have to do so in the right way. Laws around the world regulate interaction with government officials in order to preserve governmental integrity and to prevent improper influence. For example:

- Some countries require individuals or companies that interact with government officials to identify themselves as lobbyists, register with a government agency or publicly account for the way they spend their time and money;
- Some countries restrict political contributions and other corporate support for candidates for public office;
- Some countries limit or ban gifts and entertainment to government officials;
- Some countries impose special bidding, contracting, and other rules when conducting business with the government; and
- All countries prohibit bribes to government officials to influence policy decisions or induce officials to commit illegal acts. See Policy Against Corruption and Bribery C-17. In addition to prohibiting bribery of their own government officials, some countries prohibit bribery of government officials from other countries. See, for example, the U.S. Foreign Corrupt Practices Act (FCPA), and the U.K. Bribery Act (UKBA).

Violations of any of these rules can result in significant criminal and civil penalties for Mondelēz International and its employees, as well as serious damage to the Company’s reputation.

2. WHAT DOES THIS POLICY COVER?

This Policy covers any “interaction” between Mondelēz International and government officials. This Policy covers four specific areas of governmental interaction:

- lobbying;
- gifts and entertainment;
- political contributions; and
- conducting business.

3. WHO MUST FOLLOW THIS POLICY?

This Policy applies to all Mondelēz International employees who interact with government officials in any way, regardless of where the interactions occur or how brief they may be. In addition, all agents, contractors, and other third parties (including but not limited to sales brokers and delivery agents) acting on Mondelēz International's behalf must comply with this Policy.

For example, you must follow this Policy if you are:

- in Corporate Affairs or the Legal Department and meet with or write to government officials to explain Mondelēz International's point of view on regulatory or legislative matters;
- in the Supply Chain function and interact with government officials or inspectors when they visit Mondelēz International's plants or warehouses;
- participating in trade association activities and meet with government representatives on behalf of the association;
- in the Tax function and meet with government officials to discuss tax credits or other economic development incentives;
- in Sales or Foodservice and contract with a government agency for the sale of Mondelēz International products; or
- an agent, contractor, or other third party of Mondelēz International, such as a lawyer or a lobbyist, who engages with a government official or agency on behalf of the Company.

By understanding and following this Policy, you will help Mondelēz International comply with the law and protect yourself and the Company.

4. WHAT DOES THE COMPANY EXPECT OF ME?

Deal honestly with the government and with government officials. Use common sense and good judgment, and act with the highest level of integrity. This means more than just checking whether something is legal, but also considering how those outside the Company would view your conduct.

When interacting with a government official, **you must not** offer, give, pay, or promise to give or pay anything of value (which includes gifts, entertainment, and charitable donations) for the purpose of improperly obtaining or retaining Mondelēz International business, obtaining an improper business advantage for Mondelēz International, improperly directing or assisting Mondelēz International in directing business to any person, facilitating a routine government action, or as part of an agreement to do anything in return.

Before interacting with a government official, you must:

- ensure that you are in compliance with the laws and regulations regarding interaction with the government;
- comply with this Policy;
- seek advice from the Government Affairs Department (in the U.S.), the Corporate Affairs Department (outside the U.S.) or your legal counsel. If you have doubts or questions, contact your Regional Business Integrity Officer ("RIO");
- seek advice from your legal counsel if you are planning to sell Company products to the government; and
- act in accordance with the advice you receive, including maintaining records, which may be necessary to comply with legal requirements and assure that all information provided to a government official is accurate and not misleading.

If you manage an agent, contractor, or other third party who works with government officials on behalf of Mondelēz International, it is your responsibility to ensure that he or she understands our expectations under this Policy and follows them. To help you communicate this Policy, you may wish to provide the agent, contractor, or other third party with a copy of this Policy.

And, importantly, before retaining an agent, contractor, or other third party to work with government officials on behalf of Mondelēz International, you should follow the Company's Third Party Due Diligence Procedures, and consult your legal counsel as needed to ensure your full understanding of any legal requirements. See Policy Against Corruption and Bribery C-17.

Mondelēz International expects you to understand and follow the requirements of this Policy. If you violate this Policy, you may be disciplined, up to and including the loss of your job.

5. WHAT ARE THE ORGANIZATION'S RESPONSIBILITIES?

Mondelēz International, through its Business Units and Functions, may develop specific procedures, systems, processes, and training programs that are consistent with this Policy. The Legal Department will provide direction and guidance when necessary or appropriate. In some instances, Mondelēz International may monitor or track certain types of interactions with government officials and report certain contacts and any associated expenses.

6. WHAT DO I NEED TO KNOW ABOUT EACH KIND OF GOVERNMENT INTERACTION?

A government official is any officer or employee of a government entity. Such an official may be part of, or act on behalf of, a national, state, regional, or local government body ("government entity" such as an environmental protection agency, customs authority, municipality, etc.). A person need not be elected to a government post in order to be considered to be a "government official." For purposes of this Policy, examples of government officials include:

- civil servants;
- regulatory inspection officials;
- employees of state-owned or state-controlled entities;
- ambassadors and embassy employees;
- elected officials and members of their staffs;
- political officials and members of their staffs;
- political party officials;
- customs officials;
- members of the armed forces; and
- employees, officials, and representatives of multinational organizations such as the United Nations.

Most of the time, it is clear whether someone is a government official. But in some cases, there could be a question. If a government owns a stake in a company, for example, it may not be clear whether employees of that company are government officials. For purposes of this Policy, the employees of the following entities are considered government officials:

- Entities 50% or more owned, directly or indirectly, by a government or any of its agencies (e.g.- SASAC (State-owned Assets Supervision and Administration Commission));

- Entities less than 50% owned by a government but that are controlled by a government through legal or contractual rights (e.g.- the right of the government to appoint key officers or a majority of the Board of Directors or to exercise special voting rights in key decisions taken by the Board or shareholders of the entity); or
- Entities that are substantially funded or financially supported by a government or that receive funding or financial support from a government on terms or under circumstances that allow such government to exercise special rights over the entity (e.g., if the entity defaults on its obligations to a government, the latter has the right to exercise control over the entities operations).

Similarly, it may not be clear whether political party officials should be considered government officials. If you are unsure whether a person is a government official, you may wish to consult with your RIO for a determination of the person’s status; however, you should treat that person as a government official unless your RIO directs you otherwise.

A. LOBBYING

i. WHAT IS LOBBYING?

Lobbying is the process of communicating the Company’s point of view and interest in any proposed or projected government action in an effort to persuade government officials—directly or indirectly—to act in a way that Mondelēz International believes is good for its business and appropriate public policy. In some jurisdictions, lobbying includes: (a) “goodwill lobbying,” in which the Company does not seek any particular official action, but simply seeks to build a positive relationship with a government official; and (b) “grass roots lobbying,” in which Mondelēz International encourages employees or others to contact public officials to promote a public policy or action.

ii. WHAT DOES THE LAW SAY?

Many governments, including the federal and state governments in the U.S., regulate lobbying activity, which is sometimes referred to differently (*e.g.*, in Germany, lobbying is called “representation of interests”). In the U.S., communications with government officials can trigger legal requirements, such as registering as a lobbyist and reporting your activities or expenditures. Some laws may require employees to maintain documents and records, which enable the Company to demonstrate compliance with legal registration and reporting requirements. Many other countries have similar requirements.

Some lobbying rules seek voluntary, rather than mandatory, requirements. The European Commission takes this approach. Mondelēz International will take all reasonable steps to meet such voluntary requirements.

iii. WHAT DOES THE COMPANY EXPECT OF ME?

You must comply with this Policy if your work activities fall within its scope. Even if your job responsibilities do not typically require you to “interact with government officials,” this Policy may apply to you based on the nature of your work. And, of course, you must always represent Mondelēz International’s views accurately and honestly.

Most lobbying by Mondelēz International is conducted by Government Affairs (in the U.S.) or Corporate Affairs (outside the U.S.). Employees in these departments have general authority to lobby (subject to the law and this Policy) and do not require case-by-case authorization. If you do not work in one of these departments, you may still have reason to lobby. Before conducting lobbying activities, however, you should: (a) obtain your supervisor’s approval, (b) confirm with your legal counsel that what you propose

to do is legal and complies with this Policy, and (c) coordinate your activities with Government Affairs (in the U.S.) or Corporate Affairs (outside the U.S.) before conducting any lobbying. You do not need to consult with your legal counsel, the Government Affairs Department, or the Corporate Affairs Department in advance of routine interactions—such as sales to government agencies—that are not intended to influence government policies (unless such transactions require approval from the Legal Department for reasons other than this Policy). These are not covered by this Policy because they are not deemed “lobbying.” If you plan to offer gifts or entertainment to government officials, see Subsection 6B below.

B. GIFTS AND ENTERTAINMENT BENEFITTING GOVERNMENT OFFICIALS

i. WHAT IS A GIFT?

A gift can be anything of value that a Company employee (or an agent, contractor, or other third party on the Company’s behalf) gives to a government official, including items of nominal value that are customary to give in certain cultures. Some gifts are acceptable; others are not. This will vary from place to place based primarily on local law. As a matter of Company policy, however, cash or cash equivalent gifts are not allowed. Note that Company policy does not permit you to make or offer a “facilitating payment,” which is a small payment or thing of value given to a government official to perform a routine non-discretionary government action. See the Policy Against Corruption and Bribery (C-17).

This Policy applies to gifts and entertainment provided to government officials only. For the rules about gifts and entertainment provided to others, see the External Business Gifts and Entertainment Policy (C-20).

ii. WHAT IS ENTERTAINMENT?

For most purposes, entertainment is a type of gift. It may include paying for a government official’s travel, attendance at events, lodging, or meals. When you host a government official on behalf of Mondelēz International, you are providing “entertainment” within the meaning of this Policy. As with gifts, the permissibility of entertaining a government official will depend on local law.

iii. APPROVAL

Strict rules apply to giving gifts and entertainment to government officials, and failure to abide by them could result in real problems for you, the Company, and the government official. The general rule is that providing gifts or entertainment to government officials should be avoided whenever possible. Among other reasons, gifts or entertainment may create the perception of a “quid pro quo” (“this for that”), which is improper and impermissible, even if unintended. Before you promise or offer any gift or entertainment to a government official, you must check with, and obtain the approval of, your supervisor, your Mondelēz International lawyer, and your contact in Corporate or Government Affairs. In all cases, gifts and entertainment must be reasonable and of modest value, and appropriate under the circumstances.

In some cases, on a country-by-country basis, you may obtain a “general approval” for certain types of gifts as a way of operating more efficiently. A “general approval” should specify the type and value of the gifts approved and should not exceed one year in duration. A general approval requires the approval of the Regional Law Vice President and your Regional Business Integrity Officer.

Unless a “general approval” has been granted, you must obtain advance business and legal approval as described on the chart below before you provide a gift or entertainment to a government official. The approval must be in writing and you must retain the approval for your records.

Sometimes it may not be clear whether a gift to a government entity is in fact a gift to a government official. Therefore, as a matter of Policy, proposed gifts to a government entity (e.g., product or equipment donation) should be reviewed and approved in the same manner as a proposed gift to a government official. However, the dollar values listed in the chart below should be multiplied by ten to identify the approvals required for a gift to a government entity (e.g., under \$2,500 required business approval from the supervisor and legal approval from the Local Counsel and Region Law VP). Further and as stated below, you should make sure to consider whether the gift is a “charitable contribution,” which is addressed in Corporate Affairs Policy CA-2 (Charitable Contributions)

Approvals for Gifts and Entertainment Benefiting Government Officials								
Business Approval:					Legal Approval:			
Value of Gift Per Recipient	Supervisor	Supervisor's Supervisor (Director or higher)	Function or Business Unit Head	Regional President or MLT Member	Local or Business Unit Counsel	Regional Law VP	Chief Business Integrity Officer	General Counsel
Under \$250 USD	YES				YES	YES		
Between \$250 and \$9,999 USD	YES	YES			YES	YES		
Between \$10,000 and \$49,999 USD	YES	YES	YES		YES	YES	YES	
\$50,000 USD and above	YES	YES	YES	YES	YES	YES	YES	YES

The amounts in the above table are for any one gift or entertainment event per official. Consult your legal counsel for questions regarding aggregate limitations on gifts and entertainment.

It is important to understand that you are never permitted to give certain types of gifts or entertainment to government officials. Such things include:

- anything illegal;
- cash or cash equivalents;
- a gift that can be converted to cash (such as loans, stock options, gift cards, gift certificates);
- anything as a “quid pro quo” (“this for that”), or as part of an agreement to do anything in return; or
- anything that is unsavory, sexually oriented, or culturally offensive.

This list of prohibited gifts and entertainment is not exhaustive; there may be other types. If you are unsure if something is allowed, consult with your Regional Business Integrity Officer.

iv. CHARITABLE CONTRIBUTIONS THAT MAY BE CONSIDERED GIFTS TO GOVERNMENT OFFICIALS

A charitable contribution: (a) made at the request of a government official; (b) given to an organization controlled by a government official; or (c) from which a government official will benefit personally can be considered a gift to the government official. Any such contribution must be approved as provided in Corporate Affairs Policy CA-2 (Charitable Contributions) and by the Regional Law Vice President.

C. POLITICAL CONTRIBUTIONS

i. WHAT IS A POLITICAL CONTRIBUTION?

A political contribution is anything of value (including money, goods, or services) that is provided in support of (or in opposition to) a candidate, slate of candidates, a political party, or a referendum. Examples of political contributions may include a purchase of tickets to attend a function such as a social event, sporting event, or fund-raising dinner in support of, or organized for or by, a candidate, slate of candidates, a political party, or political group. Contributions may also include free product or use of Company resources, such as office or conference space, telephones, fax or copying machines, computers (including email), and other equipment, and an employee’s time during working hours. Contributions to government-sponsored charities or events may also be classified as political contributions.

Political contributions made by Mondelēz International’s political action committee are subject to review under its bylaws and not under this Policy.

ii. WHAT DOES THE LAW SAY?

Most governments regulate political contributions. Some countries prohibit or strictly limit the use of corporate contributions or other resources for electoral campaigns, political party organizations, or political action committees.

iii. WHAT DOES THE COMPANY EXPECT OF ME?

Before you discuss, promise, offer, or give any type of political contribution from Mondelēz International, you must obtain approval from Corporate Affairs or Government Affairs. You also must obtain legal approval from the Regional Law Vice President or their designees. Remember that the laws vary from

place to place, and what is legal in one country may be illegal in another country. Failure to check with the Legal Department could result in real problems for you, the Company, and the recipient of the contribution.

No individual (including an employee) or organization may use their own funds or the funds of any third party to make a political contribution on behalf of Mondelēz International, and Mondelēz International will not directly or indirectly reimburse a political contribution made by an individual or organization (either in advance or after the fact).

No employee will be pressured to make a personal political contribution at the risk of his or her job or other employment-related consequences. Consistent with applicable law, Mondelez International will not take any adverse employment action against an employee based on the employee's political affiliation or contributions. If you feel that you have been pressured, or are experiencing adverse employment action, you should report this action as a potential violation of this Policy as directed below.

D. CONTRACTING WITH THE GOVERNMENT

i. What is a Government Contract?

Government business generally is conducted pursuant to a contract. A contract is an agreement between two or more parties, usually for the purchase or sale of goods or services in exchange for something of value, usually money. Many contracts are written, but you should always remember that your words or actions can create an obligation that will bind the Company even if nothing is in writing.

Mondelēz International enters into a “government contract” when it agrees to sell goods or services to, or receive goods or services from, any local, state, or federal government or government official. For example, Mondelēz International enters into a government contract when we agree to sell our products to the U.S. military.

ii. What Does the Law Say?

a. Bidding

Governments place great emphasis on fair bidding, and governments may impose criminal and civil penalties for violations of the fair-bidding process. For example, if we are involved in a bid for a government contract we cannot communicate with other bidders, nor interact inappropriately with government officials during the process.

b. Representations and Certifications

Governments generally require their contractors and subcontractors to represent or certify certain things, such as compliance with all applicable laws and regulations. When we enter into a contract with the government, we are considered a contractor. In addition, there may be times when Mondelēz International is a subcontractor, to a government contract.

When acting as a government contractor or subcontractor, Mondelēz International may be required to complete a variety of representations and certifications as a condition of doing business with the government. We will do so accurately and completely. An inaccurate or incomplete response could subject Mondelēz International or you to termination of the contract, debarment from other government contracts, and in some cases, criminal, civil or administrative liability.

c. Special Contractual Terms and Conditions

In some instances, the terms and conditions of a government contract are different from the terms and conditions that might appear in a commercial contract, including containing provisions not found in our contracts with distributors and retailers. For example, in the U.S., it is quite common for government contracts to contain a price warranty or certification by the company, generally referred to as “most-favored-customer provision.” This provision guarantees that the prices we offer to the government (including any discount or rebate arrangement) do not exceed the prices charged to the Company’s most-favored-customers for like items, in similar quantities, under comparable conditions, and in the same general geographic area (which may be national) at the same time. Governments may impose numerous other requirements on us. These requirements may relate Mondelēz International, our subcontractors (and their employees), the manufacturing facilities, and a broad range of other matters.

iii. WHAT DOES THE COMPANY EXPECT OF ME?

a. Approval

Before you do business with the government, which includes but is not limited to entering into a contract with the government, you are required to check with your legal counsel. If you intend to enter into a contract with a consultant, agent, or contractor to assist in obtaining, retaining or performing a government contract, you must have prior authorization from the Legal Department. If you use contractors, agents, or consultants that interact with government officials, you must manage their activity and ensure that they comply with this Policy. Please note that contractors, agents, and consultants must never engage in political activity on the Company’s behalf without first obtaining proper authorization from Mondelēz International.

This Policy is not intended to require approval from the Legal Department when you conduct business with government-owned commercial businesses, as long as our dealings with the government are only in their commercial capacity (e.g., purchasing a ticket on a government-owned airline such as Emirates Airlines, or buying energy or telephone services from a government-owned utility company). Sales to the government in a non-commercial capacity (e.g. food supplied to the military) must follow the government procurement rules and this Policy. If there is any question as to whether a transaction is commercial or governmental in nature, consult your legal counsel for guidance.

b. Bidding and Contracting

When bidding for or negotiating a government contract, you are expected to be truthful and complete in all representations and certifications. Never seek or share confidential bid information with third parties, except for Mondelēz International sales brokers or delivery agents. When dealing with the government, allow enough time to get all necessary paperwork properly completed and reviewed before submittal. You should consult with your legal counsel before you begin negotiating contracts with government entities.

c. Executing Terms of Performance

When carrying out the terms of performance under the contract, you are expected to conform strictly to the contract’s pricing, quality, quantity, testing and other requirements. Always consult with your legal counsel, your manager and/or the Regional Business Integrity Officer if you have questions or concerns about a particular representation or certification, possible non-compliance, or proper bidding procedures. Because an award of a government contract may carry with it unique compliance obligations (such as ongoing price certifications) that are different from our normal commercial activities, you must make

certain that Mondelēz International can fulfill these requirements and that the proper measures are in place to do so.

7. REPORTING SUSPECTED MISCONDUCT

When you are not sure what to do, ask. Keep asking until you get an answer. And, you must always report potential or suspected policy violations or illegal activity. For more guidance, see our [Speaking Up & Investigations Policy](#).

A. WHAT IF I THINK SOMEONE HAS VIOLATED THIS POLICY?

If you think someone has violated this Policy, report it immediately to:

- your supervisor;
- your supervisor's supervisor;
- your department head;
- your [Mondelēz International lawyer](#);
- your [Regional Business Integrity Officer](#);
- Mondelēz International's [Chief Business Integrity Officer](#); or
- [Business Integrity Group](#)

Face-to-face discussions are often best, but there may be times when you may not feel comfortable talking to someone in person or you may prefer to remain anonymous. That is why the Integrity HelpLine and Integrity WebLine are available. The HelpLine and WebLine, both operated by a third-party for the company, allow you to report your concerns anywhere, anytime, anonymously if you wish.

B. CAN I BE RETALIATED AGAINST FOR REPORTING A VIOLATION?

No. When you speak up and raise concerns or report wrongdoing in good faith, you are doing the right thing and Mondelēz International will not tolerate any retaliation against you. If you think someone has retaliated against you or any other employee for raising a concern, tell your Regional Business Integrity Officer or Business Integrity, or contact the [Integrity HelpLine](#) or [Integrity WebLine](#), as soon as possible. Anyone who retaliates against another employee for raising a concern in good faith will face discipline, which may include termination. On the other hand, concerns or allegations raised in bad faith (e.g., knowing they are not true) will not be tolerated and employees who make them are subject to discipline, including termination of employment. For more information about "speaking up," refer to the [Speaking Up & Investigations Policy](#).

8. HOW CAN I LEARN MORE?

If you have any questions about how to interpret this policy, contact your Regional Business Integrity Officer or a Mondelēz International lawyer. You also can visit the [Business Integrity Intranet Site](#) to learn more about our compliance program and reporting mechanisms such as the Integrity HelpLine and Integrity WebLine.