

C-17 Policy Against Corruption and Bribery	
Policy Sponsor/Function:	EVP Legal Affairs and General Counsel
Policy Owner:	VP & Chief Business Integrity Officer and Head of Global Security
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STATEMENT OF MONDELĒZ INTERNATIONAL POLICY

At Mondelēz International, we deal honestly with the government, our business partners, our competitors and the public. We do not pay bribes for any reason. We comply with the law whenever and wherever we do business.

1. WHAT DOES THE LAW SAY?

Bribery is illegal in every country where we operate. Although the definition of bribery varies from place to place, bribery is generally a payment or an offer, authorization or promise (of money or something else of value) to improperly obtain a business advantage or influence the performance of someone’s official duties in a manner that constitutes an unlawful or improper means of conducting business. Bribery can occur with a public official in connection with his or her governmental duties, or it can occur with a private citizen in a commercial matter involving the Company’s private sector business partners (known as commercial bribery). A bribe can include a direct payment to the person being bribed, an indirect payment through a third party such as an agent or representative, or the giving of some other accommodation perhaps to a friend or family member of such a person. It can be a payment made at the direction of the person being bribed even if the person receiving the payment is not otherwise involved. A payment that would be legal under some circumstances – such as a political contribution, a charitable contribution, or hospitality -- can be a bribe if it is made for an illegal purpose. Remember - for liability to arise, a payment does not need to occur: an offer, authorization or promise is sufficient.

Payments to third parties present special risks because if a third party pays a bribe Mondelēz International may be held responsible even if no one at the Company intended that a bribe be paid but there were indications raising concerns about potential bribes and these concerns were ignored. One cannot avoid liability by looking the other way.

You might be asked by a government official, directly or through an intermediary, to make a “facilitating payment,” which is a small payment or thing of value given to a government official to perform routine, non-discretionary government action that the official ordinarily performs, such as issuing an exit visa or clearing shipping documents for importing goods. Although the U.S. Foreign Corrupt Practices Act (“FCPA”) provides a narrow exception to its anti-bribery rules to allow for facilitating payments outside the U.S., Mondelēz International does not permit such payments. Furthermore, even where such payments may be lawful under the FCPA, they are usually illegal under most other countries’ laws, including the U.K. Bribery Act.

In addition to local and national anti-bribery laws, some countries have bribery statutes that can apply anywhere in the world. For example, the FCPA can cover the actions of a foreign subsidiary of a company based in the United States even when those actions take place outside the United

States. The U.K. Bribery Act also can apply anywhere in the world. But unlike the FCPA, it prohibits both bribery of government officials as well as commercial bribery. The FCPA and the U.K. Bribery Act apply not only to companies but also to individuals.

2. WHAT DOES THIS POLICY COVER?

This Policy covers, and prohibits, any payment, offer, authorization or promise (of money or something else of value) made by or on behalf of Mondelēz International to influence another person's official conduct, including both government officials and private citizens, in a manner that constitutes improper conduct or results in improper business advantage. Additionally, this Policy covers, and prohibits, gifts and entertainment (including hospitality) intended to influence official conduct in a manner that constitutes improper conduct or results in improper business advantage. The foregoing includes "facilitating payments," which are also not permitted under this Policy. Note that the [Interacting with Government Officials Policy](#) explains who is considered a government official.

Gifts and entertainment that are not intended to influence official conduct in a manner that constitutes improper conduct or results in improper business advantage are covered in [Interacting with Government Officials Policy](#) and [External Gifts and Entertainment Policy](#).

This Policy does not cover payments for the purchase of goods or services (including permissible contributions to nonprofit organizations), as long as those payments are made for legitimate business purposes, are properly substantiated and recorded, and are not intended to exert influence over anyone's official conduct in a manner that constitutes improper conduct or results in improper business advantage.

3. WHO MUST FOLLOW THIS POLICY?

Each of us, and any third party acting on the Company's behalf, has a duty to follow the anti-corruption and anti-bribery laws of each country where we do business. You must follow this Policy if, for example, you:

- interact directly with government officials, such as dealing with customs officials on cross-border transactions or with local building officials on construction permits and inspections;
- manage third parties who act on the Company's behalf in interacting with government officials (note that such third parties may include, for example: tax consultants, environmental consultants, customs brokers, freight forwarders, logistics/transportation providers, distributors, construction companies that deal with license or permits, visa application handlers, license application handlers, media agencies, etc.);
- interact directly with private sector business partners; or
- manage third parties who act on the Company's behalf in dealing with private sector business partners.

If you manage an agent, contractor, or other third party per the above, it is your responsibility to ensure that he or she understands our expectations related to this Policy and follows them. To help you communicate such expectations, you may wish to provide the third party with a copy of this Policy.

4. WHAT DOES THE COMPANY EXPECT OF ME?

In order to protect yourself and the Company:

A. FOLLOW THIRD PARTY DUE DILIGENCE REQUIREMENTS

Third parties acting on our behalf can create significant liability for the Company if they act unlawfully or unethically. The exposure is heightened when the third party is engaged to perform sensitive duties on our behalf, such as interacting with government officials and agencies. We address this serious risk to the Company by requiring third party due diligence procedures. You are expected to comply with these procedural requirements when selecting third parties to perform sensitive work for the Company.

You should immediately advise your Regional Business Integrity Officer or your legal counsel if you have any indication that a third party might make (or has made) an improper payment, based on the presence of the following indicators or other “red flags”:

- Consider the relationship of the third party to the governmental entity or contracting party:
 - ✓ Is the third party himself a government official or closely related to a government official?
 - ✓ Is the third party owned in part by a government official or his family?
- Consider the size of the payment to the third party:
 - ✓ Is the payment excessive in light of payments made by the Company elsewhere for similar services?
 - ✓ Is the payment excessive in light of local custom or local law for legitimate services?
- Consider the nature of the payment to the third party:
 - ✓ Has the third party made comments to the effect that a particular amount of money is needed in order for him to “get the business,” “make the necessary arrangements,” etc.?
 - ✓ Are there strong indications that business in that country is usually done by bribing officials?

- Consider the services to be performed by the third party:
 - ✓ Is it legal for the third party to act as such in that country and under our contract?
 - ✓ Are the services of the third party really necessary, or are they merely a cover for a prohibited payment?
- Consider the method and manner of the payment to the third party:
 - ✓ Will the payment be all or partly in cash or a bearer instrument?
 - ✓ Will the payment be made partly to another person or company?
 - ✓ Will the payment be made in a country other than the one where the services were rendered?
 - ✓ Has the third party requested any false or misleading documentation (e.g., false invoicing or failure to report the payment to host country fiscal authorities)?
- Consider the reputation of the third party:
 - ✓ Does the third party have a reputation for honesty and effective service?
 - ✓ Are there business references available to confirm the expertise, experience and integrity of the third party?

For more information see [Procurement Policy and Procedures](#).

B. MAKE NO PAYMENTS TO INFLUENCE OFFICIAL CONDUCT

Our Company competes solely on its merits and acts fairly and ethically across its entire business operations. You must not offer, promise, authorize or pay any money or other thing of value to anyone to influence that person's (or any other person's) official conduct in a manner that constitutes improper conduct or results in improper business advantage. For example, you must not pay a customs official personally (directly or indirectly) anything of value to avoid full compliance with applicable customs laws and regulations. See [Customs and Trade Law Policy](#).

C. PROVIDE GIFTS & ENTERTAINMENT CONSISTENT WITH POLICY

All gifts and entertainment must be consistent with the law and Company policy. Gifts of money or monetary equivalents are not permitted.

- For gifts or entertainment benefiting government officials (including employees of government-controlled companies and institutions), you must follow [Interacting with Government Officials Policy](#).
- For gifts or entertainment benefiting private citizens (including customers and suppliers), you must follow [External Business Gifts and Entertainment Policy](#).

D. RESPOND CAUTIOUSLY TO REQUESTS FOR CHARITABLE AND POLITICAL CONTRIBUTIONS

Although charitable and political contributions are generally lawful and appropriate, they can be misused. Such contributions warrant especially close scrutiny if they are solicited by a government official or a business partner as they can be conduits for bribery, or could otherwise be reasonably interpreted as intending to influence official conduct in a manner that constitutes improper conduct or results in improper business advantage (whether or not that was your intention). See [Policy on Charitable Contributions](#) and [Interacting with Government Officials Policy](#).

E. FOLLOW COMPANY POLICY AGAINST MONEY LAUNDERING

You must not accept or make any payment in any form that (i) would disguise the nature, location, source, ownership, or control of the proceeds of an illegal activity or (ii) would avoid a reporting requirement. Also, do not make a payment to an entity other than the one with whom we have contracted for goods or services without first consulting with the Legal and Business Integrity Department. See [Policy Against Money Laundering](#).

F. DRIVE COMPLIANCE WITH THIS POLICY

If you are responsible for selecting or contracting with a third party that interacts with government officials or private sector business partners on the Company's behalf, then you are responsible for ensuring that the third party is familiar with this Policy and follows it. Similarly, if you manage other employees who select or contract with such sensitive third parties, then you must ensure that your direct reports follow this Policy.

G. PURSUE ACQUISITIONS AND JOINT VENTURES CAREFULLY

Acquisitions and joint ventures require proper due diligence to ensure that we fully understand the prospective acquisition company's, or JV partner's values and business practices. In parts of the world where corruption is more prevalent, this may require enhanced due diligence. Obtain guidance in advance from the Legal and Business Integrity Department regarding how to properly conduct any such due diligence.

H. MAINTAIN ACCURATE RECORDS

If you pay money (or anything else of value) to another person or entity, keep clear and accurate records regarding the payment, including the date, the recipient, the purpose and the amount.

You must not disguise or misrepresent the actual purpose of any payment by recording it imprecisely, inaccurately or in any way that fails to make clear its actual purpose. No payment on behalf of the Company will be approved or made without adequate supporting documentation.

No undisclosed or unrecorded funds or accounts may be established for any purpose.

I. FOLLOW POLICY IF SOLICITED FOR BRIBE

If you are solicited directly or indirectly for a bribe while acting on behalf of the Company, you must immediately refuse the solicitation. You must also advise the person who solicits the bribe that Mondelēz International’s policies strictly prohibit paying bribes of any kind. If a solicitation is made, you must immediately report the matter to your Manager and your legal counsel. Legal counsel must notify the appropriate Regional Law Vice President, who will advise the Chief Business Integrity Officer. The Regional Law Vice President and the Chief Business Integrity Officer will determine the appropriate response.

PERSONAL SAFETY EXCEPTION:

You might be solicited to make a payment to ensure your physical safety (e.g., to avoid an imminent threat of bodily harm or unfounded detention not in accordance with local law) or to ensure the physical safety of another person (“Personal Safety Payment”). A Personal Safety Payment does not include a payment to protect personal property or Company property unless necessary to ensure your physical safety (e.g., your vehicle being taken at night in a high crime area that would then leave you exposed to physical danger). Although Personal Safety Payments should be avoided if possible, they are not a violation of this Policy if absolutely necessary to avoid personal harm to you, your family, or a fellow employee. If a Personal Safety Payment is requested or made, you must immediately report the matter to your Manager and your legal counsel. Legal counsel must notify the appropriate Regional Law Vice President, who will advise the Chief Business Integrity Officer. The Regional Law Vice President and the Chief Business Integrity Officer will determine the appropriate response. The Regional Law Vice President will verify the validity of the payment and the purposes for which it was made and work with Finance to ensure its timely and accurate recording in the Company’s books.

We recognize that our businesses might confront situations in which a government official refuses to take an essential action he or she is supposed to take (e.g., issue a visa or provide a customs form) unless he or she receives a facilitating payment. As stated previously, you are not permitted to make a facilitating payment. Therefore, if this occurs, please immediately advise your Regional Business Integrity Officer or your legal counsel. They will consult with Mondelēz International’s Chief Business Integrity Officer and/or the General Counsel or his designee, who will help you and the business work through the situation in an acceptable manner. Mondelēz International expects you to understand and follow the requirements relevant to this Policy. If you violate this Policy, you may be disciplined, up to and including the loss of your job.

5. 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 [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](#).

6. 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.