



FRAGRANCE OILS

SCENTMAKERS SINCE 1967

GLOBAL ETHICS AND COMPLIANCE PROGRAMME POLICY

This Global Ethics and Compliance Programme Policy (“this Policy”) is established by the Givaudan Group Corporate Ethics and Compliance Committee to detail the purpose, scope and governance of the Ethics and Compliance Programme (the “Programme”). It replaces all earlier versions.

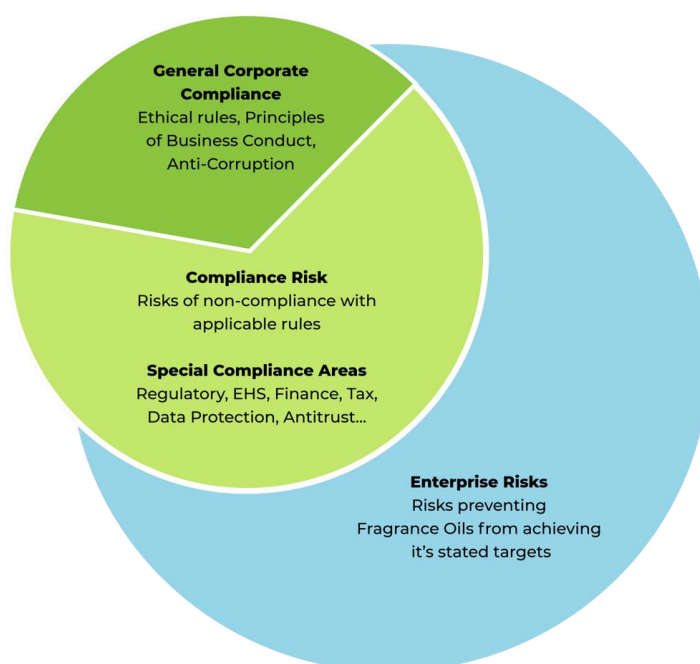
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1. Purpose and scope of the Global Ethics and Compliance Programme

All employees and representatives of Fragrance Oils and any Fragrance Oils company throughout the world are expected to adhere to highest legal and ethical standards. They are also expected to comply with Fragrance Oils Principles of Conduct and all internal policies, procedures and other compliance documents.

Principles and policies are of little value without rigorous procedures to make sure they are applied.

Compliance management is a part of risk management; as non-compliant behaviour can be a threat to Fragrance Oils achieving its financial and non-financial targets. The management of compliance topics at Fragrance Oils is divided into the general compliance and special compliance management.



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Givaudan Group Corporate Ethics and Compliance deals with the Givaudan Group General Ethics and Compliance framework as well as with some specific external compliance areas that are strongly connected to rules of ethical conduct (esp. anti-bribery). Therefore, the Programme covers general rules of integrity as covered by the Principles of Business Conduct. In addition, the Programme covers the compliance areas of anti-bribery/anti-corruption and conflict of interest.



Other specific main external (regulatory) compliance areas are managed by other functions and the Programme does not cover the following compliance areas, which are assigned to different organisations, including:

- a. product compliance (covered by the Regulatory departments of the two divisions);
- b. compliance regarding environment, health and safety (covered by the EHS and Sustainability organisations);
- c. compliance with customs and trade regulations (covered by the Trade Affairs organisation);
- d. financial compliance (covered by the Controlling organisation);
- e. tax compliance (covered by the Tax organisation);
- f. compliance with human resources rules (covered by the HR organisation);
- g. compliance with information technology requirements (covered by the IT organisation, including in particular the Information Security Officer);
- h. compliance of suppliers and with Human Rights (covered by the Procurement and Sustainability organisation);
- i. data protection compliance (covered by the Data Protection organisation);
- j. compliance with anti-trust/anti-competition and insider dealing regulations (covered by the Legal organisation).

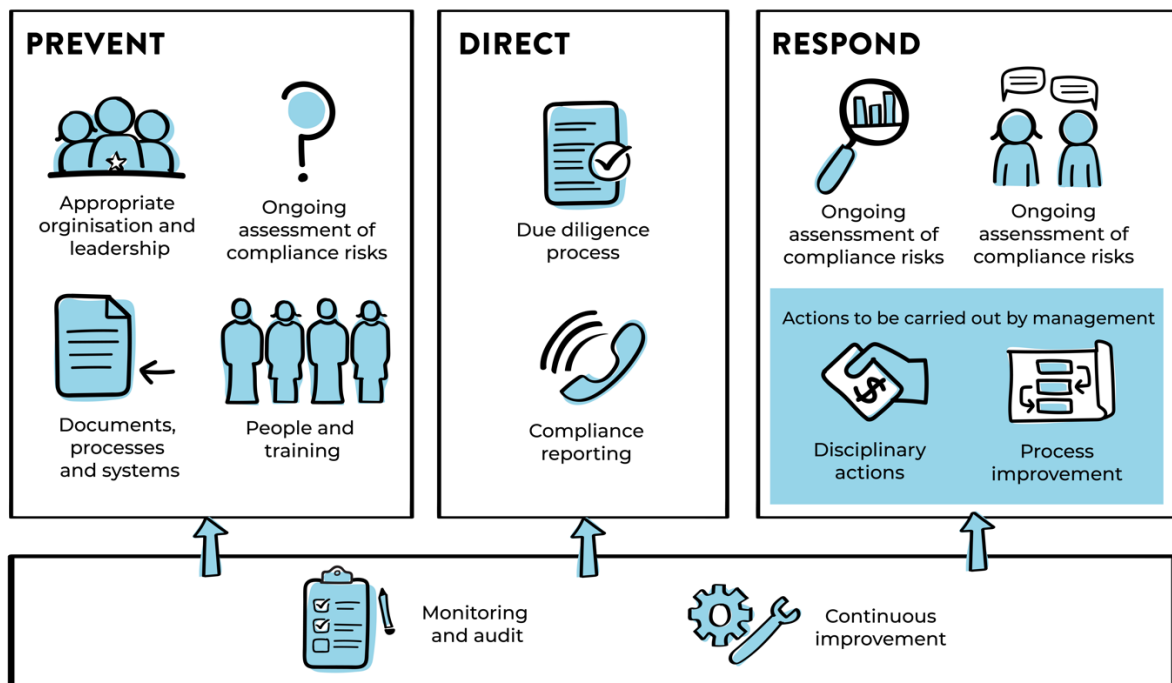
Compliance with ESG criteria are dealt with by the function that owns the underlying activity.



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The Programme is established in accordance with applicable law and in line with best practice. Givaudan uses ISO 37301, 37001 and 37002 as reference standards as well as the concept of the three pillars of fraud detection “prevent – detect – respond”.



2. Roles and responsibilities for the Global Ethics and Compliance Programme

The following section describes the roles and responsibilities of each of the key actors in the Programme.

2.1 Corporate Ethics and Compliance Officer

The following section describes the roles and responsibilities of each of the key actors in the Programme.

Givaudan Group Corporate Ethics and Compliance partners including Fragrance Oils with the business to minimise compliance risk, protect Fragrance Oils brand and reputation, foster a climate and culture of high performance with integrity, and provide employees a safe haven for reporting concerns.

The Givaudan Group Corporate Ethics and Head of Fragrance Oils (together with his/her team) is responsible for the administration of the Compliance Programme, i.e.:

- Establishes and chairs the Givaudan Group Corporate Ethics and Compliance Committee;

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- Creates an organisation to ensure the Programme is adhered to in the different countries as well as on a regional and corporate level;
- Monitors the legal and regulatory environment within the scope of the Programme and disseminates compliance information to affected parts of the business;
- Leads Group-wide compliance risk management including with the other compliance functions;
- Develops and releases Company-wide compliance documents such as the Principles of Conduct and related policies and procedures;
- Develops and rolls out policy training for employees and monitors training completion;
- Oversees processes for reporting and investigating compliance allegations;
- Cooperates with internal and external auditors for the review of the Programme as required.

In particular, the Corporate Ethics and Compliance Officer:

- Ensures that the Principles of Conduct and other policies and guidelines issued as part of the Programme are made available to the employees concerned in the appropriate languages;
- Provides guidance to employees and Local Compliance Officers regarding the Principles of Conduct and other policies and guidelines issued as part of the Programme;
- Prepares training material for Compliance training and makes it available to Local Compliance Officers;
- Organises and runs a reporting system allowing employees (through the “Compliance Helpline”) and third parties (through the email grievance reporting process) to raise allegations about non-compliances in confidence;
- Establishes rules for the investigation of alleged non-compliances, including classification of cases and competencies for investigation;
- Establishes rules for the due diligence of sales agents and distributors (which can be extended to include further sales-facing intermediates of interest; due diligence of other third parties is carried out by other departments such as Credit Management, Trade Affairs and/or Procurement);



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- Presents an annual review of Fragrance Oils Ethics and Compliance activities and issues under the Programme to the Corporate Compliance Committee, the Board of Directors and to the Audit Committee, as per the charters of these bodies.

2.2 Local Compliance Officer

The Company Manager of each Fragrance Oils company/country is designated as its Local Compliance Officer, unless the CEO specifically appoints someone else.

The Local Compliance Officer for his or her organisation:

- Ensures that the Principles of Conduct are made available to all employees;
- Ensures adherence to the Principles of Conduct and the policies and guidelines mentioned therein in the local affiliated Company;
- Ensures proper information and training on compliance including in the local onboarding process for new employees;
- Carries out an annual Compliance Risk Assessment in cooperation with the Corporate Compliance Officer;
- Implements corporate policies and guidelines as well as drafts and implements division / country specific policies and guidelines within his/her organisation;
- Oversees third party due diligence for agents and distributors for his or her organisation;
- Reports to the Givaudan Group Corporate Ethics and Compliance Officer any cases of serious misconduct and any material issue relating to the Ethics and Compliance Programme in accordance with applicable procedures;
- Investigates cases of alleged non-compliance as assigned to him or her in accordance with applicable procedures;
- Applies appropriate disciplinary actions and/or sanctions in accordance with applicable corporate guidelines and undertake necessary measures to prevent the reoccurrence of misconduct;
- Report to the Givaudan Group Corporate Ethics and Compliance Officer once annually through the means of an annual certificate.

2.3 Local Finance Manager

The Finance Director of each Fragrance Oils company has the following responsibilities regarding compliance:



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- Assist the Company Manager in the implementation of all compliance measures including implementation of corporate policies and guidelines as well as division/country specific policies and guidelines;
- In particular, carry out the following actions of day-to-day compliance managing and monitoring:
 - Upon request assist with investigation of compliance incidents in accordance with the Fragrance Oils Global Incident Investigation Procedure;
 - Assist with maintaining compliance logs for the local organisation(s) including gift logs for gifts, entertainment and hospitality in accordance with the Global Anti-Bribery, Gifts, Entertainment and Hospitality Policy;
 - Participate in the compliance risk assessments in cooperation with the Corporate Ethics and Compliance Officer, as and when requested.

2.4 The Givaudan Regional Compliance Coordinators

The Givaudan Regional Legal Directors function as regional compliance coordinators.

The Givaudan Regional Legal Directors assist the Givaudan Group Corporate Ethics and Compliance Officer with providing support, information and guidance to Local Compliance Officers in their regions.

They do not assume responsibility for ensuring adherence to rules by the employees in the various countries.

2.5 The Givaudan Corporate Ethics and Compliance Committee

The Givaudan Group Corporate Ethics and Compliance Committee consists of the members of the Executive Committee and the Corporate Ethics and Compliance Officer. The Committee meets no less than semi-annually and at such other times as may be determined by the Corporate Ethics and Compliance Officer, or if requested by two other members of the Committee.

The Committee:

- Reviews issues relating to the Principles of Conduct and their application;
- Regularly reviews other general policies under the Programme;
- Regularly reviews the management system of the Programme;
- Reviews annually the activities and issues under the Programme;
- Periodically reviews the Principles of Conduct and propose appropriate changes to the Board of Directors;
- The Corporate Ethics and Compliance Committee meets at least twice per year.



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2.6 Executive Committee / CEO

Apart from constituting (together with the Corporate Ethics and Compliance Officer) the Givaudan Group Corporate Ethics and Compliance Committee, the Executive Committee and the CEO sponsor and promote the Programme internally and externally.

2.7 All Fragrance Oils employees

Each Fragrance Oils employee is responsible for complying with all applicable rules, policies and procedures. All employees are strongly encouraged to report any non-compliant behaviour using any of the available reporting channels.

3. Reporting

The Givaudan Group Corporate Ethics and Compliance Officer reports at least once annually or as directed by the recipients of the reporting to senior management, to the Audit Committee and to the Board of Directors on the state and performance of the Ethics and Compliance Programme.

The Head of Fragrance Oils reports once annually on the activities and issues in his or her organisation to the Givaudan Group Corporate Ethics and Compliance Officer by means of an annual certificate.

4. Approval, effectiveness and review

This Compliance and Ethics Programme Policy has been approved by the Givaudan group Corporate Ethics and Compliance Committee on 24 May 2023. It is effective from that date and replaces any previous compliance governance document on the subject matter.

This Givaudan Group Ethics and Compliance Programme Policy is reviewed at least once every five years. The Corporate Ethics and Compliance Officer or the Corporate Ethics and Compliance Committee can request an earlier review at all times.

In case of any doubts or concerns, please reach out to Givaudan Corporate Ethics and Compliance global.compliancecenter@givaudan.com.




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COMPANY POLICY AND PROCEDURE

POLICY SCHEDULE	
Policy Title	Global Ethics and Compliance Programme
Policy Owner	Head of Fragrance Oils – Andy Crossman

VERSION NUMBER	IMPLEMENTED	REVIEW DATE	SIGNATURE
1	March 2025	-	
		March 2030	

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This policy does not form part of your contract of employment and may be revised at any time at managements discretion.

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