

Policy on Anti-bribery and Corruption

This Anti-bribery and Corruption (“**ABC**”) Policy supplements Rizobacter’s Code of Ethics and applies to all officers, directors, employees, contractors, and third parties acting on behalf of Rizobacter or its controlled companies (see Code of Ethics section 4.2(B)).

Rizobacter is committed to complying with all anticorruption laws where it does business, including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act 2010, and the Organisation for Economic Cooperation and Development’s Anti-Bribery Convention.

Policy Statement on Anti-bribery and Corruption. Rizobacter does not tolerate bribery or other forms of corruption. Rizobacter complies with all applicable bribery and anti-corruption laws governing the countries where it conducts business. Those working for Rizobacter or acting on its behalf may not offer, promise, or give a bribe—which can be *anything* of value, even if not money—to anyone, nor may they request, agree to accept, or accept a bribe from anyone. All suspicions of bribery and corruption will be investigated and any violations of Company Policy or applicable law may result in disciplinary action, termination, or legal action. The Company may also report suspicions to the authorities, who may prosecute suspected offenders.

This Q&A section answers common questions about the ABC Policy.

What is bribery? Bribery is the act of giving something of value to another person so that the recipient will act illegally or dishonestly for the giver’s benefit. For example, if a person gives money to a policeman so that the policeman will stop investigating the person’s business, that is bribery.

The person who accepts the bribe breaks the law even if he or she never planned to do what was promised. It is the act of offering, giving, asking for, or receiving payment that is unlawful. The payment does not have to be money or financial in nature. It can be anything of value, including favorable treatment, a discount, a better job, or goods such as sports tickets or clothing. Last, someone giving or seeking a bribe does not have to do it directly, but rather can hire an agent. For example, if a government official hires someone else to request a bribe from a businessman, both the official and the person asking for the bribe have acted unlawfully, and the businessman will have acted unlawfully if he or she offers, promises or pays the bribe.

What are some other forms of corruption? Beyond bribery, common forms of corruption include kickbacks, extortion, graft, embezzlement, and fraud. Rizobacter does not tolerate any form of corruption.

Kickbacks are a type of bribe. With a kickback, the bribe-taker does something for the bribe-giver, and in return gets a commission from the bribe-giver. One example is a government official who accepts a company’s bid on a project, and in return gets 25% of the company’s profits on the project.

Extortion is when one person threatens another into giving him or her something. An example is “protection money,” where a group forces a business owner to pay so that the group will not destroy the business.

Graft is a general term for when someone in power wrongly uses their power for personal gain. For example, a government official commits graft if he or she has inside knowledge about a dam-building project, then uses that knowledge to buy land where the dam will be built so that he or she can sell it to the government for profit.

Embezzlement is when someone is trusted with another’s property, but then takes that property for himself or herself. For example, an accountant trusted with a company’s money commits graft if he or she takes some of the company’s money and puts it into his/her personal bank account.

Fraud, broadly, is the act of deceiving others for personal gain. If, for example, a customer pays a businessman for 20 boxes of products, but the businessman decides to send the customer 20 empty boxes, then the businessman has committed fraud.

Can I accept a gift from a business partner or third party? Under certain circumstances, you may accept traditional or customary gifts, or gifts of nominal value as permitted by applicable local laws. You may not accept cash or cash equivalents such as stipends or gift cards. Any gifts or hospitality that you accept cannot be tied to any valid business purpose or be intended to unduly influence a commercial decision. You must obtain approval from the Legal Department and the Internal Audit Department to accept gifts valued at over US\$100. We rely on you to exercise good judgment in accepting gifts or hospitality. If you have any questions or concerns, you should ask the Legal Department or the Internal Audit Department. You can find more information about exchanging benefits and gifts in section 3.3 of the Code of Ethics and in the training programmes scheduled twice per year by the Legal Department and the Internal Audit Department.

Can I offer gifts to third parties? Under certain circumstances, you may offer traditional or customary gifts, or gifts of nominal value as permitted by applicable local laws. You may not offer cash or cash equivalents such as stipends or gift cards. Any gifts that you offer cannot be tied to any valid business purpose or be intended to unduly influence a commercial decision. You must obtain approval from the Legal Department and the Internal Audit Department to offer gifts valued at over US\$100. We rely on you to exercise good judgment in offering gifts. If you have any questions or concerns, you should ask the Legal Department or the Internal Audit Department. You can find more information about exchanging benefits and gifts in section 3.3 of the Code of Ethics and about expenses in the Donations written procedure and also in the compliance training for all officers, directors and employees implemented by the Legal Department and the Internal Audit Department.

What if I am not sure if something constitutes a bribe or is corrupt? You should ask Legal Department or Internal Audit Department if you have any questions or concerns about bribery or corruption.

What is Rizobacter doing to prevent bribery and corruption? Rizobacter is committed to following applicable ABC laws. To ensure compliance, the Company has implemented periodic compliance training for all officers, directors and employees. In addition, the Company has implemented a screening process when conducting business in countries where the potential risk of corruption is perceived to be greater. Rizobacter conducts additional compliance due diligence when doing business in countries rated by Transparency International with a Corruption Perceptions Index (CPI) score of 60 or less, which signifies a greater risk of corruption. Rizobacter also requires reporting of politically exposed person (PEP) status for officers, directors, and certain employees and third party agents.

How should I report suspected corruption? If you suspect that a coworker or third party acting on behalf of Rizobacter is acting corruptly or trying to act corruptly, you should report it according to the Company's Compliance Reporting Policy. Every person in Rizobacter is responsible for helping to ensure that the Company complies with applicable ABC laws. If you think that a coworker or third party acting on behalf of Rizobacter has violated, is violating, or will violate applicable ABC laws or this Policy, you should immediately notify the Legal Department, pursuant to the Company's Compliance Reporting Policy. No one will face any adverse consequence for raising concerns in good faith. You can also make anonymous reports through the Company's compliance hotline, which can be accessed at: www.rizobacter.com.ar/argentina/compliance-hotline.