

	<b>SodaStream</b>	<b>Effective Date:</b> December 1, 2019 Revised October 31, 2020
	<b>Title:</b> <b>GLOBAL ANTI-BRIBERY COMPLIANCE POLICY</b>	<b>Page 1 of 5</b>
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## GLOBAL ANTI-BRIBERY COMPLIANCE POLICY

### OVERVIEW OF THE POLICY

This policy emphasizes our obligation to act ethically and responsibly in all business dealings by providing a clear framework that:

- Prohibits both public sector and commercial bribery
- Addresses required anticorruption due diligence processes to be conducted on third parties
- Explains the rules that must be followed regarding gifts, meals, travel, and entertainment relating to Government Officials
- Outlines requirements for donations, sponsorships, and corporate social responsibility (CSR) activities with a government touchpoint
- Emphasizes the importance of maintaining accurate books and records for all our transactions

Our [Global Anti-Bribery Compliance Policy FAQs](#) contain more detailed guidance on each of these core topics. The FAQs are available [here](#).

### APPLICABILITY OF THE POLICY

This policy applies to all SodaStream Associates. For purposes of this policy, SodaStream Associates include:

- All SodaStream associates around the world (including employees of our subsidiaries)
- Members of the PepsiCo Board of Directors when they act in their capacity as directors
- The employees, officers, and directors of any joint venture or affiliate over which SodaStream has majority ownership or management control

The provisions within this policy also apply, *where appropriate*, to all third parties who are bound by Our Supplier Code of Conduct.

#### Who Is a Government Official?

- All government employees, including employees of regulatory agencies, departments, ministries and other public bodies such as universities, civil servants such as customs officials and clerks, and inspectors
- Any candidate for political office (even if s/he never held political office)
- Any political party or an official of a political party
- Elected officials at any level of government, including mayors, commissioners, and municipal board members
- Representatives of public international organizations, such as the World Health Organization and World Bank
- Members of law enforcement/police and the military
- Employees of State-Owned Enterprises such as government-owned railways, airlines, hospitals, and laboratories, petrol stations, or prisons
- Members of royal families
- Employees of public international charities
- Spouses or immediate family members of any of the above

#### What is a Bribe?

A Bribe is any payment of, or an offer to pay, anything of value to a Government Official or to any person or entity in the private or commercial sector with the aim to induce the recipient to misuse his or her position or to provide an unfair business advantage

#### What is Anything of Value?

Anything of Value could be cash, cash equivalents such as gift cards that may be redeemed for products or cash, vouchers, gifts, hospitality, meals, goods, services or merchandise, event tickets, retail certificates, entertainment, travel perks, use of vacation homes, airfare or accommodations, favors such as educational, employment or internship opportunities for friends and relatives, stock options, donations to designated charities, discounts, personal services, loans, co-signing of a loan, or a promise of future employment

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## 1.0 BRIBES AND FACILITATING PAYMENTS

No SodaStream Associate may give or offer a Bribe or Facilitating Payment. SodaStream does not allow Facilitating Payments and such payments are a violation of this policy, even where allowed by law. Accordingly, all references within this policy to a Bribe also include Facilitating Payments.

SodaStream Associates must never pay a Bribe, except where a refusal to pay a Bribe demand would create an immediate threat to their health or safety. All Bribe payments made to avoid a dangerous situation, and all Bribe demands (regardless whether the payment was actually made), must be reported immediately to the SodaStream Legal Department. As discussed in [Section 5.0](#) below, all payments must be accurately recorded.

### What is a Facilitating Payment?

A Facilitating Payment is a payment made to a Government Official to expedite non-discretionary actions or services, such as providing police protection or mail service, processing visa, permit or licensing applications, or providing utilities like phone service, water and power; they are not allowed at SodaStream

## 2.0 BRIBERY RISKS RELATING TO THIRD PARTIES

SodaStream may be liable for the actions of Third Parties who offer or pay a Bribe to a Government Official on behalf of SodaStream. Bribes made through SodaStream's Third Parties are prohibited. It is also a breach of this policy to ignore warning signs that a Third Party's actions may result in a Bribe being given or offered.

### Third Party Due Diligence (TPDD)

We have a risk-based anticorruption due diligence program, known as Third Party Due Diligence (TPDD).<sup>1</sup>

**Note:** No SodaStream Associate may engage a Third Party until all required anticorruption due diligence processes have been completed. SodaStream Associates must provide at the point of vendor set-up supporting documentation demonstrating successful completion of applicable TPDD.

### What is a Third Party?

Under this policy, a Third Party is anyone SodaStream hires, such as suppliers, agents, consultants, vendors, or service providers. Distributors who buy product from SodaStream at negotiated prices, take title and resell to end users according to SodaStream's negotiated terms and conditions are also considered Third Parties

## 3.0 GIFTS, MEALS, TRAVEL, AND ENTERTAINMENT FOR GOVERNMENT OFFICIALS\*

*\*For detailed requirements concerning business gifts to or from Customers, Suppliers, and Other Third Parties, please consult the [Global Business Gifts Policy](#).*

<sup>1</sup> To be implemented by SodaStream by the end of 2020 and rolled out by the end of 2021.

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Gifts, meals, travel and entertainment have the potential to improperly influence Government Officials. Therefore, SodaStream Associates are generally discouraged from providing gifts or hospitality to a Government Official. However, under limited circumstances, a reasonable gift or hospitality involving a Government Official may be permitted, provided that:

- (1) the expense meets a series of minimum requirements set out below; and
- (2) the SodaStream Associate receives **prior written approval of the SodaStream Legal Department**

### Minimum Requirements for Expenses involving Government Officials<sup>2</sup>

Before offering a gift or hospitality to or for a Government Official, ensure that it is, at a minimum:

- given in good faith, without expecting any return favor or improper benefit or business advantage
- reasonable\* and customary, meaning consistent with generally accepted standards for professional courtesy
- provided openly and transparently
- given infrequently without creating the appearance of impropriety
- allowed under local laws and regulations

\* When determining a reasonable expense for hospitality, consider the global rate caps set out in [SodaStream’s travel and entertainment policy](#).

<u>Any gift to Government Officials must also meet the following <i>additional</i> criteria:</u>	<u>Any hospitality for a Government Official must also meet the following <i>additional</i> criteria:</u>
<ul style="list-style-type: none"> <li>• it must be nominal in value (generally under \$75.00 USD)</li> </ul>	<ul style="list-style-type: none"> <li>• have an honest/legitimate business purpose</li> </ul>
<ul style="list-style-type: none"> <li>• be given on behalf of SodaStream and not on behalf of any individual</li> </ul>	<ul style="list-style-type: none"> <li>• be directly related to or associated with the active conduct of SodaStream business</li> </ul>

### Written Pre-Approval

All gift, meal, travel and entertainment pre-approval requests for Government Officials must be submitted by completing a brief online form (the Pre-approval Form) available [here](#).

### Exemptions from the Pre-Approval Requirement

*Subject to applicable local laws and regulations*, pre-approval is not necessary for expenses related to Government Officials **only** in the following narrow situations:

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<sup>2</sup> Separate approvals relating to campaign finance, government ethics, lobbying and disclosure laws may be necessary since country-specific laws and regulations may impose restrictions and exemptions that are different from those outlined in this policy.

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- giving (or with respect to a Government Entity, donating, *see* Section 4.0 below) promotional or advertising items with PepsiCo’s or SodaStream’s logo (such as logo golf balls, T-shirts or similar items), with a value of \$75.00 USD or less per Government Official (not to exceed \$200.00 USD per Government Official per year, and with respect to a Government Entity, not to exceed \$1,000.00 USD per year)
- small hospitality for Government Officials such as a sandwich, beverage, snack, etc., whether on or off SodaStream premises and totaling \$10.00 USD, so long as the hospitality is provided in connection with the active conduct of SodaStream business.

These exemptions do NOT allow for recurring/repetitive hospitality for a Government Official, even at \$10.00 USD or less each time, from any one SodaStream source.

#### Reimbursement Documentation

When seeking reimbursement for Anything of Value provided to a Government Official, SodaStream Associates must clearly specify on their reimbursement reports the name, title, and government affiliation of the Government Official and the purpose for the expense, and must submit a receipt for the expenditure, regardless of the value. In addition, the written pre-approval authorizing the expenditure must be submitted. SodaStream Associates must select a “Government Official” expense category, if available in the local expense reporting system.

No manager may approve any direct report’s reimbursement request for expenses incurred on behalf of a Government Official without evidence of written pre-approval. SodaStream managers will be prompted to confirm a valid pre-approval prior to authorizing the reimbursement.

#### 4.0 CHARITABLE DONATIONS, SPONSORSHIPS, AND CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES HAVING GOVERNMENT TOUCHPOINTS

Charitable donations (of cash or product) or sponsorships made directly or indirectly to a Government Official are never allowed. However, donations to, or sponsorships of, Government Entities or *relating* to a Government Official, may be given in limited circumstances. For purposes of this policy, a donation or sponsorship recipient is considered “relating to” a Government Official if the recipient entity is known to be owned, managed, or directly controlled by a Government Official, including where a Government Official sits on the board.

#### **What is a Government Entity?**

- Any governments, regulatory agencies, departments or ministries, such as safety or health inspectors, tax, licensing and customs agencies, police or fire departments, and the military;
- Any public bodies or state-*owned* entities (SOEs), such as public universities, laboratories, television stations or hospitals;
- Any state-*controlled* commercial enterprises even if not majority owned, such as a minority stake in public airlines or utility companies managed by the government;
- Public international organizations, such as the World Health Organization, the World Bank, international labor organizations or international charities
- Political parties

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All donations must be made only for purely charitable purposes, with no intention of influencing a specific business decision. All sponsorships must be made to foster legitimate business interests.

Since Corporate Social Responsibility (CSR) activities frequently involve interactions with local municipalities, any CSR initiative involving a Government Entity or relating to a Government Official is also covered by this policy. This policy does not, however, address charitable donations, sponsorships or CSR activities made by SodaStream to Non-Government Entities. For detailed requirements concerning donations to Non-Government Entities, consult the [Global Donations Policy](#).

### Pre-Approval Requirement

If a donation, sponsorship or CSR activity concerns a Government Entity or relates to a Government Official and is *not already subject to legal review*, **prior written approval of the SodaStream Legal Department** must be obtained. All pre-approval requests must be submitted in writing by completing the online [Pre-approval Form](#) as described in Section 3.0 above.

Please consult the SodaStream Legal Department for any additional applicable requirements for charitable donations, sponsorships and CSR activities having government touchpoints.

## **5.0 ACCURATE BOOKS AND RECORDS**

SodaStream is required to keep accurate books and records that fairly and accurately reflect transactions and provide sufficient information to present a complete understanding of every transaction. Transactions should never be made without proper manager approval and should be recorded in a transparent manner which allows for the accurate preparation of financial statements. All SodaStream Associates need to ensure that they comply with the books and record-keeping requirements applicable to their roles and responsibilities.

## **6.0 REPORTING SUSPECTED VIOLATIONS**

All SodaStream Associates are required to report suspected violations of this policy or any applicable anticorruption law to the SodaStream Legal Department. Alternatively, suspected violations may be reported through the Speak Up line. Reports made to the Speak Up line can be anonymous in countries where permitted by law. Global Non-Retaliation Policy prohibits retaliation against any individual who reports in good faith what he or she believes to be a violation of the Global Code of Conduct, our policies or the law.

## **7.0 DISCIPLINE FOR POLICY VIOLATIONS**

Any SodaStream Associate who violates this policy may be subject to discipline, as determined by the Company, including termination of employment.