



## Global Anti-Bribery and Corruption Policy

### Purpose

Berry Global Group, Inc. and its subsidiaries (collectively, “Berry”), is committed to conducting business fairly and honestly. We prohibit all forms of bribery and corruption, whether it is with government officials, local officials or employees at other private entities. This policy provides guidance about conducting business ethically and in compliance with applicable anti-bribery/anti-corruption (ABAC) laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act (UKBA), France’s Sapin II and the Brazilian Clean Company Act (CCA) among others.

### Scope

We expect individuals working at all levels of Berry, including directors, officers, employees, interns, and temporary employees (“Berry Personnel”), in addition to Third Parties working on our behalf, to comply with this policy.

### Policy

#### Definitions

- Anything of Value
  - Any form of benefit, including, but not limited to cash or cash equivalents (e.g., gift cards), gifts, services, employment offers, loans, travel expenses, entertainment, political contributions, charitable donations, excessive discounts, per diem allowances, sponsorships, and honoraria, even if nominal in value.
- Bribery
  - Offering, promising, or giving anything of value to a Government Official or any other person, directly or through a third party, to improperly influence the decision-maker for the purpose of obtaining or retaining business or to gain a business advantage.
- Corruption
  - Abuse of power for personal gain, which includes bribery, fraud, money laundering and kickbacks.
- Facilitation Payment
  - Sometimes known as “grease payments,” facilitating payments are small bribes (e.g., cash, alcohol or tickets to events) used to secure or expedite the performance of a routine government action, for instance, processing a visa, obtaining a license or permit, having police protection and gaining utility services.
- Kickback
  - A seller gives a portion of sales for the purchased product to a buyer to improperly influence future purchasing decisions.
- Government Officials



## Global Anti-Bribery and Corruption Policy

- This includes anyone, regardless of title, who is (i) an officer or employee of a non-U.S. government or any department or agency of the government (e.g., members of parliament, customs inspectors, police officers, etc.) or instrumentality of a government; (ii) any person acting in an official capacity for or on behalf of a government or any department, agency, or instrumentality of a government; (iii) any officer or employee of a company that is owned in whole or part by a government or their decisions are at the government's discretion; (iv) any officer or employee of a public international organization (e.g., International Red Cross, World Bank or United Nations); (v) any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; (vi) any candidate for political office or (vii) any close relative of any of the above.
- Third Parties
  - An organization or person with whom Berry does business, for instance, agents, consultants, distributors, dealers and resellers, suppliers, contractors, joint venture partners, consultants, and other business partners.

### **Bribery**

Bribery and corruption undermine the free market and erode public confidence. Berry expects all Berry Personnel and Third Parties to act in accordance with the highest ethical standards. This means we compete in the market with honesty and integrity. There is no deal, no matter how lucrative, that is acceptable, if it is built on a foundation of illicit payments and unfair business practices. We hold ourselves accountable to speak up against corrupt actions and walk away from such business.

### **Facilitation Payments and Kickbacks**

Berry prohibits facilitation payments as we consider them a form of bribery. These payments are not about winning business, but speeding up the performance of routine governmental services. Even though, in very rare circumstances, they are permissible according to FCPA, they are illegal in most countries and according to UKBA, Brazilian CCA and France's Sapin II. Under no circumstances will Berry find facilitation payments acceptable. It is important to know that routine services are expected of the government, and so you should not pay for them to be completed in a timelier manner. In fact, such actions often lead to a slippery slope where the government official will expect you to continue paying small bribes for other routine services. If you feel that a facilitation payment is the only way to move business forward, contact Compliance ([compliance@berryglobal.com](mailto:compliance@berryglobal.com)) immediately.

### **Gifts, Entertainment and Hospitality**



## **Global Anti-Bribery and Corruption Policy**

Berry values the importance of building relationships with our business partners; in fact, Partnerships is one of our core values. We know that trust is not built overnight. Berry supports growing partnerships through events and dinners intended to create business connections, and it is permissible (with proper approval) to provide reasonable travel accommodations with similar intentions. However, it is never acceptable to give or receive a gift, even of nominal value (under US\$75 or local equivalent), if it has the intention of influencing the outcome of a business decision or could have the perception of impacting such a decision, or it violates another entity's policy. It is also unacceptable to give or receive an expensive gift or nominal gifts frequently. For further guidance on gifts and entertainment, see our Global Gifts & Entertainment Policy.

### **Charitable and Political Contributions**

Donations to charitable organizations are ordinarily regarded as good corporate citizenship. Berry may make charitable contributions in the form of in-kind services, knowledge, time or direct financial contributions. Contributions to charities and social projects require additional review as they can be a means to make corrupt payments. In order to minimize this risk, it is important to follow the process in our Monetary and Product Donation Policy & Procedure. The request should describe the rationale for the donation, details around the recipients of the donation and to note if someone directed you to the charitable organization. If necessary, Berry will conduct due diligence on the organization to ensure there is no connection to Government Officials. Any charitable contribution made by, or on behalf of, Berry must be made in accordance with the Monetary and Product Donation Policy & Procedure.

### **Third Parties**

Berry values our third parties as they are an integral part of our business. They are crucial to meet customer demands and fight corruption and unethical behavior. We expect our third parties to also hold themselves accountable to the highest ethical standards. This means they are true business partners, not conduits to make illicit payments. It is never acceptable to use a third party to make an improper payment, or give anything of value, to a Government Official or an employee or other representative of a commercial entity. Global ABAC laws explicitly state that Berry can be held responsible for the corrupt acts of a third party acting on our behalf. This is why we are responsible for knowing the third parties who perform services on our behalf. Simply turning a blind eye or ignoring red flags does not absolve us from responsibility.

### **Due Diligence**

Berry expects third parties acting on our behalf to adhere to the standards in this policy. To verify that third parties acting on our behalf are organizations we want to do business with, we will conduct a compliance review. All third parties require a valid and approved contract, which



## Global Anti-Bribery and Corruption Policy

may include a third party signing our expectations around anti-bribery and corruption or allowing us to conduct compliance audits on their business operations. If a third party refuses to sign a commitment to anti-bribery and corruption, for instance, we would consider this a red flag that must be documented and mitigated before moving forward.

### Red Flags

Red flags indicate a potential concern with a third party business relationship. It is important to note that red flags do not prevent us from doing business with a third party, but call attention to the risks that need documentation and proper mitigation before proceeding.

Third Party red flags include

- Performing services in countries where bribery is a common way of doing business or has a history of corruption
- Exposure to Government Officials
- Being reluctant to share information (e.g., organizational structure)
- Requests for payments to be made to a foreign bank account
- An unwillingness to sign a contract with ABAC language
- Consulting agreements described in vague terms
- Lack of experience in the services or industry for which they are being engaged
- Shell companies incorporated in offshore jurisdictions
- Unreasonably large discounts
- Excessive commissions
- A prior allegation of corrupt or illegal behavior
- Lack of documentation of work being performed
- Failing to provide detailed travel and expense documentation

### Internal Controls

Each Berry entity is required to keep accurate books and records that reflect the company's transactions, which include expense reports, invoices, vouchers, business entertainment and other courtesies. The requirement to be accurate and complete applies to all books and records, including forms required for processing payments, attachments used to justify payment requests, and authorizations and classifications of payments by accounting codes.

Expense reimbursements must be approved in accordance with this policy and the relevant processes that apply to you locally. Berry expects complete documentation, such as original receipts and detailed invoices, in order to be reimbursed. Such documentation includes a detailed description of the event, purpose, others involved and their organization, and amounts to be paid.



## Global Anti-Bribery and Corruption Policy

### Training and Communication

Berry provides training to all applicable team members on an annual basis on the principles of global ABAC, in addition to supporting the identification of red flags. Team members must complete the training when it is assigned. Our third parties will also be made aware of this policy, expected to follow it and provided avenues to speak up, if they have concerns.

### Risk Assessment

Berry conducts an annual enterprise-wide risk assessment. During this time, we capture general operational and business risks, along with reputational and compliance risks. We also periodically focus specifically on ABAC risks as we see changes in regulatory landscape or our global footprint.

The results from the risk assessment survey and discussions are documented and retained for record-keeping purposes.

### Comparison Chart: U.S.'s FCPA | UKBA | France's Sapin II | Brazil's CCA

	FCPA	UKBA	Sapin II	CCA
<b>Bribery of Government Officials</b>	Yes	Yes	Yes	Yes
<b>Bribery of Local Officials</b>	Yes, for Accounting Provisions	Yes	Yes	Yes
<b>Bribery in Private Context</b>	Yes, for Accounting Provisions	Yes	Yes	No
<b>Global (Extraterritorial) Reach</b>	Yes	Yes	Yes	Yes
<b>Books &amp; Records</b>	Yes	No (covered under other legislation)	No (covered under other legislation)	No (covered under other legislation)
<b>Corrupt Intent</b>	Yes, for Bribery Provisions	No	Yes	No
<b>Prohibits Facilitation Payments</b>	No, allowed in very rare cases	Yes	Yes	Yes
<b>Prosecute Individuals</b>	Yes	Yes	Yes	No

As summarized above, if a bribery offence is committed, there can be penalties for the individual concerned. In some instances, this can include imprisonment and/or monetary fines. Berry may also suffer severe reputational damage and be liable to a substantial monetary fine.



## Global Anti-Bribery and Corruption Policy

### Speaking Up & Anti-Retaliation

Berry encourages team members, third parties or customers who see something that doesn't seem right, to say something. Team members are always encouraged to speak with their Manager, Human Resources or Legal, if they have any questions. We also have a confidential reporting Ethics Helpline to raise any concerns. Visit our Ethics Helpline online at <https://secure.ethicspoint.com/domain/media/en/gui/39248/index.html> to report a concern or find your country phone number. Berry prohibits any form of retaliation for reporting a concern in good faith.

### Discipline

Failure to comply with any provision in this policy, including failure to report a violation or unwilling to cooperate in an investigation, is a serious violation, and may result in disciplinary action, up to and including termination, or termination of a business relationship, as well as possible civil or criminal charges.

### References

Gifts and Entertainment Policy  
Supplier Code of Conduct  
Travel and Entertainment Expense Policy and Guidelines  
Monetary and Product Donation Policy and Procedure  
Records Retention and Destruction Policy  
International Trade Compliance Policy  
Non-Retaliation Policy

### Version Control

Date	Version Number	Purpose/Change	Author/Approver
May 5, 2016	1.0	New Policy	Chief Legal Officer
March 4, 2021	2.0	Update – Major Revision	Chief Legal Officer
April 26, 2021	2.1	Update – Minor Revision	Chief Legal Officer