

C&C GROUP PLC - CODE OF CONDUCT (THE "CODE")

Dear Colleague

C&C Group plc is a leading, vertically integrated premium drinks company, which manufactures, markets and distributes branded beer, cider, wine, spirits and soft drinks across the UK and Ireland. We are a local business at heart, imbedded in the local communities we serve. This Code sets out the standards that each of us must observe when acting for or on behalf of the Company. It explains what we are committed to and what is expected of you as an employee. The underlying policies give further practical guidance on the various topics in the Code.

This Code applies to all colleagues employed by any Group company. It also applies to consultants, contractors and agency staff in relation to their work for, or on behalf of any of our companies. For 50% owned joint venture partners are expected to put in place policies consistent with this policy. It applies to every level of the business, both individually and as a team. We look after our people, our suppliers and our customers and ultimately our broader stakeholder community. Our continued success depends on the commitment of everyone working together, to demonstrate the highest standards of integrity in their role.

Our Code is more than showing compliance with applicable laws and regulations it defines the environment in which we run the business, and the standards which our customers, suppliers and stakeholders expect of us.

Please take the time to read the Code, discuss it with your colleagues and ask questions if you do not understand anything contained. Whilst we recognise this Code will not cover every scenario you may encounter, we hope this provides guidance if you face complicated or sensitive issues. Whatever the situation, the best course of action is an open and transparent one.

If you become aware of a violation of the Code or any of the policies please contact your line manager, HR contact, or the externally facilitated confidential whistleblowing hotline, details of which are set out at the end of this Code.

Stewart Gilliland
Interim Executive Chairman
12 May 2020





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- **PERSONAL INTEGRITY**

- **Conflicts of interest**

You should not allow your personal interests to affect your ability to act in the best interests of our Company at all times.

You should avoid any situation where your personal interests interfere or affect your ability to make decisions that are in the best interest of the Company. Please be mindful to avoid any situations where a conflict may arise, as even a perceived conflict of interest may cause harm to the reputation of the Company. In no circumstances should personal interests be placed ahead of those of the Company.

To ensure you avoid any potential conflicts you should disclose any conflicts and any potential conflict of interest to your manager in writing, and a record should be kept and reviewed on an ad hoc basis to ensure it is up to date as the nature of the business changes. Further information and guidance can be found within the C&C Conflicts of Interest Policy.

- **Insider trading**

You must not use inside information for your own benefit or the benefit of others.

During your employment you may acquire knowledge of confidential information about the Company which is not in the public domain. All confidential information must be protected, but some information is particularly sensitive. 'Inside information' includes information about the Company and its performance that may affect an investor's decision whether to buy, sell or hold shares or other securities in the Company. This could include details of a new contract that has been awarded, financial performance or information about a new acquisition. It is illegal to use inside information for your own benefit and sharing with others so they can trade.

Colleagues with access to potential inside information about C&C are placed upon a list of "insiders" and may not deal (along with their partners and other "connected persons") in C&C shares, except in accordance with the C&C Group plc Share Dealing Code.

- **Gifts, benefits, hospitality and samples**

Gifts or hospitality that may influence or could be perceived as influencing a business decision should not be accepted.

Giving and receiving gifts or hospitality can help build goodwill in business relationships, however in no circumstances should any colleague offer, give or accept any gift or hospitality regardless of value, which might be construed as influencing a business decision.

Any gift, hospitality, benefit, entertainment should be proportionate, within each business unit's thresholds for seeking approval for gifts and hospitality and logged in the Gifts and Hospitality Register.

Further information and guidance can be found within the C&C, Gifts & Hospitality Policy.

- **Responsible Consumption**



We promote the enjoyment of alcohol responsibly and recognise the importance of a healthy diet.

We are a sector leader in promoting enhanced public policy on responsible drinking. We have influenced at a local, national and international level in relation to minimum unit pricing of alcohol. We were the first drinks organisation to carry the UK Chief Medical Officer's new responsible drinking guidelines on our packaging in the UK. We also offer zero alcohol alternatives to all our main brands in the UK. The need to ensure that communities are well educated and protected in terms of their relationship with our products is central to our business.

Alcohol should be consumed in moderation, by those of the appropriate legal age and individuals should always abide by local drink driving limits.

Stemming from our belief that consumers should be given information about what they are consuming in order to make their own informed choices, we voluntarily display calorie information on our packaging in the UK and Ireland.

Our products are relatively low in sugar content with our leading cider brands containing less sugar than their key competitors and with Tennent's lager only containing trace levels of sugar. In Australia, Magners Blonde, a low carb version of Magners, has 85% lower carbohydrates than other ciders and no added sugar.

These initiatives reflect our commitment to ensuring a sustainable relationship between ourselves, our products and our communities.

- **Expenses**

Only expenses that are necessary for Company purposes should be incurred.

When performing your role it may necessary to incur expenses. Expenses should only be incurred when it is necessary and employees should not manipulate, misrepresent, inaccurately record or abuse expenses, or claim sums not properly incurred on company business.

For further information please refer to your applicable Expenses Policy.

- **BUSINESS INTEGRITY**

- **Competition**

We compete vigorously, but in a fair and independent way.

As a Company we compete fairly, independently and in accordance with applicable competition laws. We believe competitive success is built on providing good choice, price and service. All countries in which we operate have competition laws which you will need to follow. They prohibit a variety of business practices that restrict free and fair competition, such as tender rigging, price fixing or market sharing.

Colleagues should therefore take great care dealing with competitors, as any kind of agreement with them can raise competition concerns. An agreement does not have to be in writing to be illegal. It can be an informal "understanding" about commercial behaviours.



Colleagues should not exchange non-public or other sensitive information with competitors or other parties (for example, about prices, particular customers or tenders). It can give the appearance of an inappropriate agreement or understanding.

Colleagues should likewise contact the Legal Department immediately if we receive confidential information we should not have obtained (for example, if a company to whom we submitted a tender accidentally returns a competitors information).

For further information please refer to the Competition Compliance Policy.

- **Money Laundering**

We have controls in place to mitigate the risk of money laundering.

We must be alert to the risk that criminals may attempt to use the Company to launder money or, finance terrorist or other criminal activities. Money laundering is the process where illegally obtained money is concealed by transferring it into a legitimate object this could be buying products.

In order to minimise this risk you should get to know your customers and suppliers. If at any point you become aware of any transactions that are suspicious or suggest illegal activity, report these to your line manager or via the confidential hotline immediately. You should not inform the customer or supplier of your suspicions; you should ask your line manager for guidance on how to manage the future customer or supplier relationship.

Colleagues should also ensure that they fully understand and abide by their obligations set out in the Anti-Money Laundering Policy.

- **Fraud**

We do not accept any kind of fraudulent behaviour

Fraud can have a significant financial and reputational impact on our Company. In order to protect the interests of all stakeholders, it is essential that we are alert to and prevent fraudulent behaviour. Fraud covers a very broad range of activities. Examples include concealing or failing to record accurately and completely the true nature of our activities, or falsifying or tampering with our books and records or pay more than the fair market value for goods and services.

You should never participate in any form of fraudulent or dishonest behaviour.

- **Bribery**

We have a zero tolerance approach to bribery

We refuse to offer, give or receive bribes or improper payments, or participate in any kind of corrupt activity, either directly or through any third party. Even an allegation of bribery or corruption can seriously damage the Company's reputation and it is important that even the appearance of wrongdoing is avoided.

Bribery is the giving or receiving something e.g. cash, gifts, hospitality or entertainment, to influence a third party's decision for business gain. Whether they are provided to or received from public officials or private individuals, bribes are against the law and against our Code, no matter what "local custom" may be. This includes facilitation payments *to officials to accelerate bureaucratic procedures*.

Colleagues should ensure that they fully understand and abide by their obligations set out in the anti-Bribery Policy.

- **Charitable Donations**

We may provide charitable donations, but we always do so in a transparent and professional manner

Charitable donations whether in the form of money or donations in kind, such as time, products or services are an important part of our commitment to social responsibility. Donations, however, may cause reputational harm to us if they are made to inappropriate causes. We are apolitical and do not make political donations. In extreme cases, a charitable donation that is made in order to obtain a benefit for us will be considered a bribe.

Colleagues can find more guidance on our policy on charitable donations in the Charitable Donations and Sponsorship Policy

- **Tax**

We have taken steps to safeguard our Company against tax evasion.

We take compliance with tax laws seriously. Tax evasion will typically involve concealment of assets or income, production of false or misleading documents or failure to properly and accurately report matters to tax authorities.

You must not do anything to assist a third party or a customer, supplier or third party from carrying out tax evasion anywhere in the world. An allegation that a member of our staff or someone else acting for us has helped with tax evasion could seriously damage the Company's reputation and could result in a criminal investigation and prosecution of the Company. Therefore, it is the responsibility of every colleague and other party acting for us to remain vigilant to the risks of tax evasion and other financial crime. You should report to your line manager or via the confidential hotline any attempts to get you to act in a way which could involve, or appear to involve, you helping in tax evasion and any suspicions you may have about tax evasion.

- **Data protection**

We respect the information we hold about customers, colleagues, suppliers and business partners by protecting it and ensuring it is handled responsibly. We have an important duty to our customers, our colleagues and business partners to respect the information we hold about them and ensure it is protected and handled responsibly. In your role you may need to collect personal data, or any data relating to an individual. This must be handled with care and only used for the lawful purpose it was obtained in line with applicable laws and our



Data Protection Policy. The information must be held securely and disposed of once the requirement has been fulfilled.

Please ensure you have read and understand the obligations with regards to data in our Data Protection Policy.

- **Our Suppliers**

We only partner with businesses who are working towards the same high standards.

We want to ensure that every part of our Company is working collaboratively towards the high standards set out in the Code. We recognise that suppliers are an essential part of our Company operations and encourage employees to develop strong working relationships with our supply chain. The benefits of doing so are that we can share information on best practice techniques and know-how, not only improving practices in our Company but throughout the supply chain. By having greater visibility of our suppliers operations we obtain greater transparency in our own business.

- **RESPECT FOR INDIVIDUALS AND THE ENVIRONMENT**

- **Health and safety**

The health and wellbeing of our colleagues, customers, contractors and visitors is paramount.

The provision of a safe environment for our colleagues, customers, contractors and visitors is a key focus for the Company. We achieve this by carrying out risk assessments on our business activities and provide training to allow staff to do the job safely. We also hold a health and safety forum where any concerns may be raised. We provide regular colleague updates on health, safety and security and our performance is actively monitored and tracked with any identified trends being tackled.

Everyone has a responsibility to ensure work is undertaken safely and in accordance with our health and safety policy so that at the end of the working day, we all go home without injury or illness. When visiting suppliers or customers sites please make sure you adhere to applicable safety rules and procedures.

If you observe careless behaviour which could result in injury or harm, such as the operation of machinery by untrained staff or working at height without safety equipment, you must immediately report this to your line manager

You can find further guidance within our Health, Safety and Environmental Management Handbook.

- **Diversity in the Company**

Everyone has the right to be treated with dignity and respect.

We believe that meeting the needs of a diverse customer base requires a highly skilled, competent and flexible workforce. We want colleagues to reflect the diversity of the communities they serve and our employment practices need to respond to the differing work and family demands in modern society.





We aim to achieve this through the ethos of working for equality of opportunity. This aim is supported by policies and procedures such as recruitment, performance management, pay and benefits, training, promotion and transfers, which recognise individual contribution and performance, develop individuals' capability and gives everyone an equal opportunity to use their talent and release their potential.

We regard any form of discrimination, harassment, victimisation or bullying as totally unacceptable conduct; it will not be permitted or condoned in any form.

- **Human Rights**

We are committed to doing business with respect for human rights.

We aim to operate to the highest standards and respect individual's dignity and human rights in everything we do. We expect you and everyone who we do business with to operate to the same standard including our suppliers, business partners and other third parties. We will not tolerate forced, bonded or involuntary labour. We commit to comply with the following principles:

- Employment is freely chosen;
- There shall be no discrimination or harassment;
- Child labour shall not be used;
- No discrimination is practiced; and
- Employees shall have a safe working environment.

We are committed to implementing and enforcing effective systems and controls to guarantee that human rights are not being breached but please notify us if you observe or suspect any human rights breaches. Please make yourself familiar with our Modern Slavery policy.

- **Sustainability and the environment**

We aspire to grow a sustainable business and to minimise our effect of the environment.

We have a responsibility to reduce our environmental impact and identify any efficiencies that can be obtained. To do this we must work with colleagues, suppliers and customers to identify opportunities in the Company to improve sustainability whilst maintaining choice, price and service and being economically sensible.

- **SECURITY OF COMPANY ASSETS**

- **Physical assets**

We respect and protect Company property.

To perform your role you will be provided with Company assets. This may include physical assets such as the Company's; buildings and its fixtures and fittings; machinery; materials; parts; products; electronic equipment such as laptops, phones and printers; and vehicles. The Company has trusted that you will take care of the assets and protect them as if they were your own. Everyone has an obligation to ensure that Company assets are used responsibly and lawfully and for the purpose which was intended. Ownership in the assets remains with the Company and you should never attempt to sell or give them away and should protect them from any damage, theft, or misuse.

You can find further guidance on the use of electronic equipment in our Fair Use Policy.



- **Intellectual Property**

The Company's Intellectual Property is a valuable asset that must be protected.

The Company's brands occupy cherished positions in the hearts and minds of Irish, Scottish and British drinkers. To preserve the Company's reputation these brands and the Company's other intangible assets such as trademarks, logos, copyright and trade secrets must be protected. You should not allow a third party to use or attempt to sell the Company's intellectual property rights. If you become aware that the Company's intellectual property is being wrongfully used by a third party please inform the legal department immediately. It is also important that we respect the rights of our supplier's and only use their intellectual property rights where we have a licence to do so.

Please talk to the legal department if you have any questions regarding intellectual property.

- **Confidentiality**

We must protect confidential information.

During your employment you may have access to confidential information which is not in the public domain. The Company's confidential information may come in many forms including trade secrets, reports, pricing and plans. If this was disclosed to our competitors, it could prejudice our commercial interest and we may lose our competitive edge. We must all ensure this valuable asset is protected by; protecting access to information through passwords; only sharing the information internally on a need to know basis; and if confidential information needs to be shared externally, only doing so if you have spoken to the legal department and only provided once suitable non-disclosure agreements are in place.

During your employment you may also acquire knowledge of confidential information belonging to our customer, suppliers and other third parties. The obligations of confidentiality also applies to this information. If you have any concerns please speak to a member of the legal department.

- **External activity**

- **Reporting and accounting**

We accurately report and communicate our Company records.

We have an obligation to ensure all Company records provide an up to date, true picture of the Company's activities. Company records such as accounts, financial information, legal agreements, business plans and insight information may all be used to help the Company make informed decisions. In your role you are responsible for ensuring that the information contained in any business record such as financial statements, contracts or agreement is true and accurate. When reporting and accounting you must always comply with internal controls, procedures and policies.

- **Responsible communications**

You must always communicate responsibly.

The communications or representations you make externally as representatives of the Company have an effect on how third parties perceive us. It is therefore important that if you are representing the Company externally you do so in accordance with internal policies. This



includes any online communication such as or commenting on news articles, social media or blog posts. You must always take care when representing the Company online and always act in a responsible and professional manner.

- **Your Responsibilities**

This Code applies not only to all colleagues, but also to consultants, contractors and agency staff in relation to their work for, or on behalf of any Group company. For 50% owned joint venture partners are expected to put in place policies consistent with this policy. We expect all individuals, to act in accordance with this Code, the underlying policies and applicable laws at all times.

Everyone as representatives of the Company plays a role in promoting the principals set out in this Code and monitoring adherence to them. Failure to follow the Code may lead to significant damage to the Company. Any cases of non-compliance will be investigated and may lead to disciplinary action, termination of employment and potential civil and criminal liability.

We accept that this Code or the underlying policies cannot contain guidance for every situation. We promote an open environment and if you have any questions or feel you need further help or support please seek help or advice from your manager. Please always apply common sense and professional judgement when questioning a situation.

Reporting Malpractice

If you believe or suspect that a breach of this Code or any of the policies has occurred you must report it as soon as possible.

Who should you speak to?

- Your line manager is the person you should speak to first – unless you think they have breached the Code;
- If you cannot speak to your line manager, you should speak to your HR Manager or a member of the Legal Department;
- If you need to raise your concern in complete confidence, you can contact the C&C confidential hotline on :-
- **1800 567 014 (Ireland)**
- **0800 374 199 (United Kingdom)**
- **1877 533 5310 (United States) or**
- **By email to wrs.expolink.co.uk/candcgroup.**

Expolink is completely confidential and run by an independent company for C&C. You don't have to give your name when you call although if you do, the Expolink will be able to update you on the outcome of any investigation and will also be able to contact you for additional information if necessary.

Please feel confident that no one will be penalised for raising concerns in good faith about suspected misconduct. Any form of retaliation against you for raising a concern will not be tolerated. Retaliation against reporters is treated as a violation of this Code and consequently may lead to disciplinary action.





This Code is effective as from 12 May 2020 and supersedes any previous code of conduct. Amendments can be made from time to time as communicated





Important information referred to

Topic	Further reading	
Conflicts of interest	C&C Conflicts of Interest Policy	
Insider trading	C&C Group plc Share Dealing Code	
Gifts, benefits, hospitality and samples	C&C Gifts & Hospitality Policy	
Responsible consumption	Drug and Alcohol Policy	
Expenses	C&C Expenses Policy	
Competition	Competition compliance Policy	
Money Laundering	Money Laundering Policy	
Bribery	C&C Anti-bribery Policy	
Charitable Donations	Charitable Donations Policy	
Data protection	Data Protection Policy – for each business	
Health & Safety	Health, Safety and Environmental Management Handbook	
Diversity	C&C Diversity Policy	
Modern Slavery	Modern Slavery Policy	
Security of Company Assets	Fair Use Policy	