

Code Of Conduct Bavaria N.V.

The norms and values within our organisation should be recognisable from how we work and do business. That includes both how our employees behave towards each other and externally towards our business partners, our consumers and other clients.

This behaviour is carefully described in this Code of Conduct. Bavaria's Management Board endorses the standards, values and rules of conduct as laid down in this Code of Conduct. It expects other people working for Bavaria to do the same. We want to ask you to carefully read through the following.

As an independent family brewery Bavaria holds a unique position on the international beer market. For seven generations, the company has been managed by the Swinkels family. As the company has two malting plants of its own, the entire brewery process takes place in-house. Bavaria is the only large brewer in the Netherlands who brews its beer using pure, natural mineral waters from its own springs. This characterises Bavaria's most important philosophy, which is to provide beers with a constant, high quality.

In the meantime, we are active in more than 120 countries worldwide and have the ambition of sustainable growth. The principles of ethics, integrity, transparency and loyalty are guiding in Bavaria's business operations.

This Code of Conduct is a collection of standards and values that we adhere to. The code describes how we correctly and responsibly deal with the following topics.

1. Responsible drinking Beer fits perfectly in a responsible lifestyle if you handle it in the right way. This is also a responsibility for Bavaria. Bavaria takes that responsibility, with the aim that everyone can enjoy our products responsibly. We focus on providing alcohol-free alternatives, limiting the negative effects of alcohol consumption and reducing alcohol abuse.

What does this mean for you?

You understand that your reputation in this area also determines Bavaria's reputation. You give a good example and drink responsibly. Drinking and driving do not go together; you respect that there are legal age limits for consuming alcoholic beverages.

2. Health and safety Safety is paramount. At all times. Our customers and families rely on this. Bavaria aims to create a safe and healthy working environment for all employees, customers, visitors and suppliers. It is the responsibility of each employee to observe the company's policies and procedures relating to health and safety.

What does this mean for you?

You stay alert, you fully observe our policy and all of our procedures relating to health and safety at all times and if necessary address others about this. You have the right and the duty to stop work if anyone's health or safety is at risk. You are fit to work and not under the influence of alcohol and drugs.

3. Respectful behaviour Bavaria encourages a diverse culture in which all employees come into their own because of their specific talents and skills. Teams work better if staff complement each other, appreciate and respect each other. Inappropriate behaviour such as discrimination, bullying, harassment or violence is not tolerated.

In all countries where we operate, we support internationally recognised human rights, such as the right to trade unions, negotiations on collective bargaining agreements and the prohibition of forced labour and child labour.

What does this mean for you?

This means that:

you are open to the diversity of colleagues and aware of the advantages;

you are given equal opportunities in our company,

you treat your colleagues with respect and dignity and

you contribute to an atmosphere of honest and open communication.

You do not discriminate and intimidate others, and you address others about their behaviour if it is undesirable. Do what is reasonably within your power to prevent these human rights violations occurring at Bavaria.

4. Conflicting interests If you make or influence a business decision, you can only take Bavaria's interest into account and not a personal interest. If you do, we call that a conflict of interest. This conflict of interest can arise if your business decision affects or may affect your personal interest. Bavaria applies this policy: do not compete with Bavaria's activities and make sure that all your actions on behalf of our companies are never influenced, or appear to be influenced by your own personal interests or those of your family or close friends.

What does this mean for you?

Make business decisions in an objective and transparent manner. Solely in the interests of Bavaria.

Report if you have a possible personal interest or if your family member/partner/friend/client has an interest in the outcome of a matter you are deciding on. Withdraw from taking a decision on issues where you may have a personal interest. To avoid the appearance of conflict of interest, ask your supervisor for prior permission for all paid and unpaid side activities that may affect Bavaria.

5. Company resources

Company resources - for example, tools, vehicles, office materials, but also working hours and company knowledge - may only be used for work at Bavaria. Exceptions are always clearly communicated (such as some IT facilities).

What does this mean for you?

You basically use no company resources for private purposes. If you want to use a company resource for something other than business as an exception then this is only possible after prior written permission from your supervisor. You may not buy or take away residual materials or rejected products.

6. Confidential information and privacy

Confidential information and knowledge are our most important assets. You may not share valuable information with anyone either inside or outside the company. Such as recipes, know how, technical designs, prices or privacy-sensitive data. This also applies to:

- our intellectual property rights (for example, images of our logos and products; trademark rights) and
- industrial property rights (for example, production methods, patents).

Bavaria employees handle confidential information professionally.

What does this mean for you?

Always treat confidential information carefully. Protect this data at least as you would protect your own valuables. The same applies to information you have been given by clients in confidence. Keep to the applicable internal instructions for privacy-sensitive data: for example, use it only for the purpose for which you have permission. As an employee you are prohibited from profiting from confidential information (or allowing others to profit from it), for example through other paid activities.

7. Truthful communication

All transactions and agreements made are communicated completely, correctly, punctually and clearly. That applies for any form of communication, not only financial reports. Your records and communication reflect a reliable and transparent idea of the reality.

What does this mean for you?

Make sure you keep complete, accurate, punctual and clear records. In this context, among other things you must also draw up and send your own internal and external reports, communications and invoices completely, correctly and in accordance with internal instructions. Record transactions in accordance with the appropriate procedures and guidelines. Transactions with cash are not allowed except with the prior written consent of your own financial director, and in accordance with the applicable procedure at Bavaria.

8. Social media If you use social media it could damage or harm your own reputation, but also that of Bavaria or its clients. This can also happen unintentionally and outside of working hours. Employees are expected not to make any statements that are harmful or risky to Bavaria and/or its clients.

What does this mean for you?

Always remember that others may know that you work for Bavaria and that your communications may affect Bavaria. You are always professional in your statements and you think about the possible consequences beforehand. If you have a discussion you ensure that it does not get out of hand. Avoid damage to your own reputation, Bavaria's and its clients' reputations. Do not use confidential information, photos, designs and such like without the prior explicit permission of all concerned.

9. Fraud Bavaria has a strict anti-fraud policy: fraud will not be tolerated. Bavaria endeavours to prevent fraud as much as possible. Fraud is defined as all kinds of deception or fraud, intended to unfairly benefit yourself and/or third parties. Acts such as

- falsifying invoices or other data,
- theft or
- the unauthorised sharing of (customer) files.

There are also less obvious forms, such as the intentionally incorrect dating of a document. Fraud always costs money. Bavaria also wants to prevent that criminals will profit from money laundering acts by purchases from or via us.

What does this mean for you?

Stick to the letter and spirit of this Code of Conduct. Make sure you are not involved in fraud or money laundering. You are required to make a report according to Bavaria's reporting procedure if you suspect fraud or money laundering. Look out for transactions that are not allowed or unusual (such as unusual cash payments, payments between unknown or suspicious organisations or intermediaries) and report these straightaway.

10. Promotional gifts, entertainment, bribery We use promotional gifts to create goodwill or show appropriate gratitude. Give these gifts only if you are sure that this will not cause any harm or risk to the reputation and interests of Bavaria, yourself and the recipient. Any form of direct or indirect bribery is completely unauthorised. We also want to avoid the appearance of undue influence. We make decisions based on business substantive and objective arguments. We also expect the same of our (potential) counterparts. We will therefore never offer anyone, directly or indirectly, anything of value to influence a business decision.

We ask special attention for:

- (a) relationships with civil servants and employees of companies in which a Government has a majority interest: they may usually not accept anything (not even lunch); and
- (b) sponsoring and charities: here the right reasons are important.

As far as not excessive and frequent, as an employee you may offer existing or potential customers gifts or entertainment: these should always be appropriate, in line with our core values and prevailing social opinions. The employees are allowed to accept corporate gifts or invitations to events up to an amount of €100 per year. The main rule is that accepting a gift, money (cash), entertainment, favour, loan, special service of any kind from any individual or organisation that does or will do business with Bavaria or competes with us is not allowed. Exceptions can be found in the guide here below.

What does this mean for you?

Make sure that your corporate gifts and entertainment are suitable in the circumstances. That means:

- *modest and sporadic;*
- *at the right time (for example never just before deciding on a licence; the signing of a contract; negotiation on money matters; etc.);*
- *and always with the right intention (therefore never to put pressure on the other party, or worse).*

When in doubt, always discuss this with your supervisor.

If you are offered corporate gifts or invitations to events for a value of more than €100 by (business) clients, you should report this to your supervisor who then will decide whether this gift can be accepted.

11. Environment and sustainability Bavaria deals responsibly with the environment. We strive towards minimising the harmful effects of our activities on the environment. We do this using methods that are socially responsible, scientifically based and economically sound. We are a leader in the field of sustainability. We want sustainability to be interwoven into all our activities: by actually being sustainable.

What does this mean for you?

We expect you to support our vision during your work in these areas, and that you will help us to achieve our goals. Stick to our rules on environment and sustainability. Be constantly aware of the daily contribution that you can make.

For example, you can contribute directly to:

- *CO2 reduction,*
- *making our transport sustainable,*
- *reducing our need for new raw materials,*
- *improving high-quality waste separation and*
- *reducing waste by reusing and recycling inside and outside our organisation.*

12. Customers, suppliers and competitors In dealing with suppliers, customers and competitors Bavaria will:

* compete powerfully and with integrity; * treat all customers and suppliers fairly and objectively; * not carry out any unfair or misleading activities; and * never make statements about the products of a competitor if such statements are not founded or necessary.

Moreover, Bavaria makes clear to all suppliers:

° that we expect them to compete strongly and fairly in order to do business with us; ° that they endorse the principles of our Code of Conduct by signing and observing a Supplier's Code; and ° that they will make no agreements in violation of (competition) legislation.

What does that mean for you?

You compete firmly and honestly. You support and promote the above principles. You assume that any conversation and contact with a competitor may become public. You refrain from all anti-competitive agreements (such as price fixing) and use of confidential information regarding competitors. Towards suppliers and customers you are an example of integrity and responsible business conduct.

13. Good commercial practices/Participation in “Supply Chain Initiative” Bavaria expects its employees and business associates to do business in an honest and fair way. By this we mean: ethical, honest, transparent and loyal. Bavaria specifically details these principles by participating in *The Supply Chain Initiative*. This is the European framework for the application and enforcement of the principles of good practice in vertical relationships in the food supply chain . It is a European initiative for the introduction of a Code of Conduct for Fair Business Practices. Within a Framework the initiative is set out in a series of *Principles of Good Practice*.

Bavaria has registered for this initiative and therefore indicates that it endorses and respects the Principles of Good Practice. It is a way of doing business that respects contract freedom and competitiveness, confidence, continuity, innovation and the three pillars of sustainability (social, economic and environmental aspects).

What does this mean for you?

If you deal with suppliers or buyers in your work then make sure that you are aware of and remain aware of the Framework and what Bavaria expects of you in this area.

14. Trade embargoes International trade embargoes:

- raise national and international security
- sanction countries for their behaviour and
- combat terrorism.

Because of these embargoes we may not deal with some persons, countries or companies. We are aware of our obligation to act according to the legitimate interests of the countries in which we are active. We abide by all laws and regulations and respect the legal customs of these countries. There are “black lists” of names of countries, people and companies with which no or only limited business is done. When entering into a business transaction we must always consult these lists in advance!

What does this mean for you?

You respect the regulations regarding import, export, licence restrictions and doing business in the countries where we operate (or want to). If you deal with international transactions in your work then always check whether Bavaria is allowed to do business with the other party.

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Own responsibility

The success of our company depends on the active, ethical involvement of every employee. As an employee you have a responsibility to understand this Code of Conduct and ask questions relating to those subjects that are not yet clear to you. If you doubt whether something is in line with our core values and Code of Conduct, or cannot get on with colleagues please discuss this with your supervisor.

What does this mean for you?

If you do not understand anything in this Code of Conduct, ask your supervisor for an explanation. Keep asking until you really understand. If something happens that seems to be wrong or raises questions, discuss this with those involved. This means you can prevent further unwanted behaviour or activities. If you do not feel comfortable addressing the other person, then talk to your supervisor, someone from HR or a compliance officer.

Supervisors - an open and ethical culture

All employees have the responsibility to contribute to an open and honest corporate culture. Supervisors have additional responsibilities. They should also encourage their employees to act with integrity and in doing so set a good example. They must create a working environment in which employees can express doubts or concerns without fear of negative consequences. Supervisors must also see to it that this Code of Conduct is introduced, explained, tailored to their own department and complied with.

What does this mean for you?

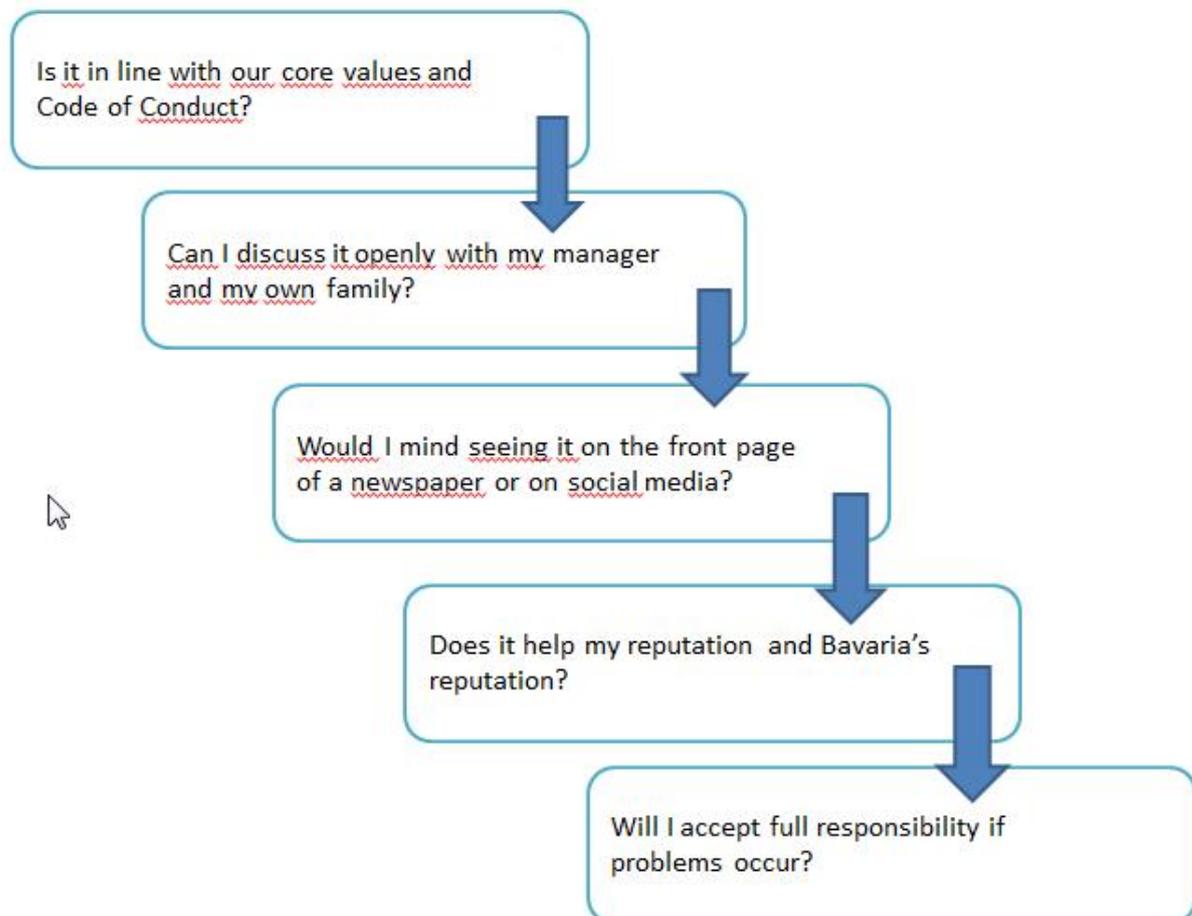
Be open and honest. Speak to others in an appropriate manner about (possible) unwanted behaviour or behaviour that is contrary to this code. Are you a supervisor? Always set a good example, promote an open, honest culture and ensure explanation and compliance.

Compliance and disciplinary action

This Code of Conduct describes the minimum standards that are required of all employees, regardless of their position within the Bavaria organisation. Therefore also:

the Management Board
temporary employees,
temporary workers and
similar service providers.

Codes of conduct can never include all situations. Therefore keep using your professional insights and common sense. Think of your own reputation and the possible consequences of your actions or omissions for the reputation of Bavaria and its clients. If you are not sure about something, ask yourself the following questions:



Are you still not sure? Then do not go any further but discuss these doubts with your supervisor.

Violations of this Code of Conduct or the law have very far-reaching consequences for Bavaria and yourself. Even not reporting something if that is required means an undesirable situation persists. You may be dismissed in some cases, you will have to compensate damage and you can even be given a prison sentence for some violations. Violations of our Code of Conduct or failure to fully cooperate with investigations leads to sanctions.

Just report suspicions

Are you not getting on with your direct colleagues or supervisors? Then talk to someone from HR or a Compliance Officer. They will deal with all questions, signs and reports confidentially and carefully. Bavaria makes sure you will not be at any disadvantage because of such a report.

In fact, if you suspect a violation of this Code of Conduct, it is your duty to raise this internally in an appropriate manner. Not discussing it can only aggravate the situation. Reporting to a compliance officer is even obligatory if you have suspicions about matters for which prison sentences can be given.

This includes for example:

fraud,

theft,

bribery,

violations of the Competition Act - including forbidden agreements with competitors) and situations that may threaten health.

As a last resort, you can report anonymously by sending a letter or an email to:

CodeOfConduct@Bavaria.com . >> *Reporting procedure*

Reporting by other interested parties Bavaria also expects other parties to make an appropriate report of behaviour and/or situations in which Bavaria is involved and which they consider contrary to this Code of Conduct or with national law immediately on a confidential and/or anonymous basis.

These other parties are:

business clients,

suppliers,

temporary employees,

advisers and

other service providers.

They can report to any supervisor and/or one of the compliance officers from Bavaria or via

CodeOfConduct@Bavaria.com.

In this Code of Conduct the expression 'Bavaria' is used to describe the group of companies of Bavaria N.V. including all of its subsidiaries and majority interests. Laws and regulations that are stricter than our Code of Conduct or manuals will take precedence. The same goes for stricter internal rules drawn up by subsidiaries, joint ventures and operating companies.

This Code of Conduct takes effect on 1 March 2017 and replaces previous codes of conduct. Changes may be made from time to time and are then communicated to employees. The Dutch version of the Code of Conduct is leading.

14 February 2017, Bavaria N.V