

SuntoryPepsiCo Anti-Bribery and Corruption Policy

(1) PURPOSE, SCOPE AND RESPONSIBILITIES

1.1 SuntoryPepsiCo is required to comply with the U.S. Foreign Corrupt Practices Act (the “FCPA”), UK Bribery Act, and the anti-corruption laws of the countries in which we do business. Bribery is illegal in most countries and can result in both civil and criminal penalties, including significant fines and imprisonment. While the FCPA prohibits bribery of a foreign government official, some countries’ anti-corruption laws are even stricter than the FCPA (for example, the U.K.) and prohibit all forms of bribery, irrespective of government official involvement.

1.2 This policy applies to all “SuntoryPepsiCo Associates”, who are defined as:

- All SuntoryPepsiCo employees around the world (including employees of our subsidiaries);
- Members of the SuntoryPepsiCo Board of Directors when they act in their capacity as directors; and
- The employees, officers and directors of any joint venture over which SuntoryPepsiCo has management control.

1.3 Participation in any bribery by a SuntoryPepsiCo Associate is a violation of this policy and SuntoryPepsiCo’s Code of Business Ethics. It is the personal responsibility of every SuntoryPepsiCo Associate around the world to comply with this policy, to acquaint themselves with the standards and restrictions applicable to their assigned duties, and to conduct themselves in accordance with those standards and restrictions in all respects.

1.4 The Global Compliance and Ethics Department is responsible for the implementation and enforcement of this policy with the support of, and in coordination with, the SuntoryPepsiCo Law Department.

(2) DEFINITIONS

For the purposes of this policy:

2.1 “Bribe” means any payment of (or an offer, promise, or authorization to pay) Anything of Value to any Government Official or any other person or entity, including any person or entity in the private or commercial sector, if the payment is intended to induce the recipient to misuse his or her position or to otherwise obtain an unfair advantage.

2.2 “Anything of Value” is very broad and includes, but is not limited to, cash, cash equivalents (such as gift cards or vouchers), gifts, hospitality, meals, goods, services or merchandise, event tickets, retail certificates, entertainment, travel perks, use of vacation homes, free airfare or accommodations, special favors or privileges (such as educational or employment opportunities for friends and relatives), donations to designated charities, discounts, free personal services, financial or property loans, co-signing of a loan or mortgage, or a promise of future employment.

2.3 “Company” refers to SuntoryPepsiCo Beverage (Thailand) Co., Ltd.

2.4 “Government Official” is defined as an individual person and generally includes, but is not limited to:

- All government employees, including employees of environmental, licensing, tax, and custom agencies, commissions or departments;

- Representatives of public international organizations, such as the World Bank;
- Mayors or other local city officials;
- Members of law enforcement, including the military, local police and other enforcement agencies;
- Employees of State-Owned Enterprises such as government-run airlines, universities, school systems, hospitals or television stations;
- Members of royal families;
- Employees of companies that are owned by the government; Employees of public international charities, such as UNICEF, and;
- Spouses or immediate family members of any of the foregoing.

2.5 “SuntoryPepsiCo Associate” is defined in Section 1.2.

2.6 “State-Owned Enterprises” include any part or instrumentality of the government. It is sometimes difficult to know whether a company is state-owned. If a SuntoryPepsiCo Associate learns that the government owns all or part of a company, your local Compliance and Ethics representative or your local Law Department General Counsel must be consulted to determine whether the company will be considered an “instrumentality” of the government (and, therefore, a State-Owned Enterprise).

2.7 “Facilitating Payments” are minor payments made to low level Government Officials to expedite non-discretionary actions or services, such as police protection, processing visa, permit or licensing applications, or providing water and power.

(3) PROHIBITION OF BRIBES AND FACILITATING PAYMENTS

3.1 It is prohibited under this policy for any SuntoryPepsiCo Associate to give or offer (or engage in activities which give the appearance of giving or offering) a Bribe. This prohibition also applies to Facilitating Payments, as defined in Section 2.7, above. For purposes of this Policy, a Facilitating Payment shall be considered and treated as a Bribe and a violation of this policy, regardless of whether it would be legally permissible under the FCPA or any other applicable U.S. or foreign statute.

3.2 It is prohibited under this policy for any SuntoryPepsiCo Associate to (i) authorize a third party to give or offer a Bribe or Facilitating Payment on behalf of the Company, (ii) to engage the services of any third party to give or offer a Bribe or Facilitating Payment on behalf of the SuntoryPepsiCo; (iii) to engage the services of a third party in circumstances where it is probable that their activities may result in a Bribe or Facilitating Payment being given or offered; or (iv) to provide funds to a third party for the purpose of paying or reimbursing the third party’s payment of a Bribe or Facilitating Payment. SuntoryPepsiCo due diligence requirements for third parties deemed a risk under this policy are set out in Section 6 below.

3.3 Any request for a Bribe or a Facilitating Payment, and any concerns about whether a bribe has been request or paid, should be reported as soon as possible to your local Compliance and Ethics representative or local Law Department General Counsel. Alternatively, you may report requests for Bribes (including Facilitating Payments) on an anonymous basis (in countries where permitted) through the SuntoryPepsiCo Speak Up telephone line or SuntoryPepsiCo Speak Up webpage. In accordance with SuntoryPepsiCo’s Code of Business Ethics and SuntoryPepsiCo’s Non-Retaliation Policy, SuntoryPepsiCo is committed to protecting the rights of those individuals who report such issues to the Company and will not permit retaliation of any kind against any employee who in good faith reports a proposed or suspected Bribe or refuses to pay a Bribe.

3.4 If you receive a request from a Government Official for a Bribe or a Facilitating Payment, you must decline to make the payment unless you have a reasonable good faith belief that failure to make the payment would result in your incarceration, or that the health and safety of you or others around you may be jeopardized by your refusal to pay. If you are forced to make a Bribe or Facilitating Payment in order to avoid subjecting yourself or others to such consequences, you should report the payment and the surrounding circumstances immediately to your local Compliance and Ethics representative or local Law Department General Counsel. All such payments must be accurately recorded.

(4) GIFTS AND HOSPITALITY

4.1 As a general principle, any gifts or hospitality from a SuntoryPepsiCo Associate must serve a legitimate business purpose and be reasonable, proportionate and made in good faith. Providing gifts or hospitality to an individual Government Official or the spouse or immediate family member of a Government Official (as opposed to a government agency or department) is generally prohibited because such acts could be a violation of anti-corruption laws; however, a reasonable and bona fide expenditure involving a Government Official may be permitted in certain circumstances, provided that it is approved in accordance with the process outlined in Section 4.2 below.

4.2 Before directly or indirectly making any payment, gift or charitable contribution to (or at the request or direction of) a Government Official and before providing any meals, entertainment, travel or lodging to the Government Official, you must first consult with your local Compliance and Ethics representative or local Law Department General Counsel and receive written approval.

4.3 Even when legally permissible, employees must not give, offer or accept any gifts or hospitality if doing so would violate SuntoryPepsiCo policy. Refer to your applicable Smart Spending Events and Sponsorships Policy and Smart Spending Travel and Entertainment Policy for further guidance on this subject.

(5) ACCURATE BOOKS AND RECORDS

5.1 The FCPA requires the Company to keep accurate books and records and to establish appropriate internal controls regarding its business transactions. It is SuntoryPepsiCo's policy that our books and records must fairly and accurately reflect the facts of a transaction and give enough information to provide a complete understanding of the transaction. It is also our policy to maintain a system of internal financial controls that will provide reasonable assurance that transactions are properly authorized, executed and recorded.

5.2 It is the responsibility of each SuntoryPepsiCo Associate to ensure that he or she complies with the books and record-keeping requirements applicable to his or her role and responsibilities. All expenditures must be accurately and completely described and recorded.

(6) DUE DILIGENCE AND THIRD PARTY AGREEMENTS

Before tasking or retaining a third party that acts with discretion on SuntoryPepsiCo's behalf, you should ensure that you have a signed, written agreement approved by the Law Department with that third party. Consult with the your local Compliance and Ethics representative or local Law Department General Counsel for guidance on which categories of third parties require due diligence and how to conduct appropriate due diligence.

(7) REPORTING SUSPECTED VIOLATIONS

All SuntoryPepsiCo Associates are required to report suspected violations of this policy or any anti-corruption law by any SuntoryPepsiCo Associate or any third party meeting the criteria described in Section 6 of this policy. Reports of suspected violations should be made to your supervisor and your local Compliance and Ethics representative or local Law Department General Counsel. Alternatively, you may report suspected violations on an anonymous basis (in countries where permitted) through the SuntoryPepsiCo Speak Up line. In accordance with SuntoryPepsiCo's Global Code of Business Ethics, SuntoryPepsiCo is committed to protecting the rights of those individuals who report issues to SuntoryPepsiCo and will not permit retaliation of any kind against any employee who in good faith reports suspected misconduct.

(8) DISCIPLINE FOR POLICY VIOLATION

Any SuntoryPepsiCo Associate who violates this policy shall be subject to discipline, as determined by SuntoryPepsiCo, up to and including termination of employment.