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# ARYSTA LIFESCIENCE LIMITED

## ANTI-BRIBERY/ANTI-CORRUPTION POLICY

### Payments, Gifts and Entertainment

September 25, 2013

Arysta LifeScience (“Arysta”) is committed to conducting business in accordance with the highest ethical standards and in compliance with all applicable laws and regulations.

It is the policy of Arysta that all Arysta Employees, and all agents and other persons engaged to act for or on behalf of any Arysta company, comply with all applicable anti-bribery and anti-corruption laws.

Entertaining and exchanging gifts are well established business practices in the countries in which we operate, and are part of forging Arysta’s relationships with business counterparts. However, when entertainment or gifts are too extravagant, too frequent or are otherwise provided inappropriately, they can create the appearance of attempting to improperly influence another party’s decision-making. Improper gifts and entertainment can also potentially put the involved employees personally at risk of civil or criminal penalties under applicable anti-bribery laws.

Arysta has adopted Rules for Anti-Bribery Compliance (the “Rules”) which are attached to and a part of this Policy. The Rules are intended to be compliant with, but do not take the place of applicable anti-bribery and anti-corruption laws and regulations. The Rules will be supplemented by more detailed and/or related policies and procedures adopted by Arysta’s separate Business Units. If there is any inconsistency among these policies and procedures, the highest standard should be applied.

When providing entertainment and gifts, it is important to observe the Rules, to follow common sense, and to observe relevant laws and regulations.

It is each individual’s responsibility to understand and follow the Rules as well as any Business Unit or local compliance policies and procedures and the laws and regulations that apply to Arysta’s business. Failure to follow the Rules, such other policies and procedures and applicable laws and regulations may result in disciplinary action up to and including termination of employment.

If any uncertainty arises in these matters, or if you become aware of any conduct that you believe is inconsistent with the Rules, other Arysta policies and procedures, or applicable law, you should

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raise the issue with your supervisor, a Compliance Officer, a Compliance Committee member, or the Regional Counsel for your Business Unit. You may also raise concerns or questions through any of the telephone numbers and email addresses that may be made available to you for that purpose. Arysta will not tolerate any form of retaliation against any person who raises issues or concerns under this policy in good faith.

The Rules may be supplemented by separate procedures addressing related matters such as vetting business partners, implementing model clauses in contracts with business partners, and conducting anti-bribery due diligence in corporate transactions. Your Compliance Officer will be able to assist you in determining if one or more separate procedures or policies should be consulted in a particular instance.

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## Table of Contents

1. General Principles	4
2. Providing Entertainment And Gifts To An Official	6
3. Providing Entertainment And Gifts To Non-Officials	8
4. Receiving Entertainment And Gifts	11
5. Regulatory Approvals	13
6. Political And Charitable Contributions	13
7. Communication Of Concerns	14
8. Roles And Responsibilities	14
9. Definitions	15

# 1. GENERAL PRINCIPLES

## 1.1 Overview of rules regarding entertainment and gifts

These Rules prohibit Arysta Employees from making or approving any offer, promise, payment, or gift of anything of value to any Official (as defined below), directly or through any other person, with the intent to influence a decision by the Official in return for receiving the thing of value. In other words, you may not offer or provide anything of value to an Official intending that the Official will make a favorable decision in exchange for his or her receipt of some benefit from Arysta. You must also take care not to interact with an Official in a manner that could create the appearance that Arysta is improperly seeking to obtain business or another advantage by providing something of value to an Official. To be clear, these Rules prohibit you from offering small or routine payments to secure or expedite governmental action.

These Rules include a number of additional restrictions and regulations that must be followed in providing entertainment, gifts and in arranging travel, food, or lodging for any person, whether or not he or she is an Official. It is strictly prohibited to provide entertainment, gifts or travel in violation of any provisions of these Rules. Arysta is subject to numerous laws in different jurisdiction that prohibit bribery or corrupt transactions. Severe civil and criminal penalties can flow to Arysta as well as to any Employee involved in violating any such law. In addition to the more detailed rules set out below, the following general principles govern the provision of entertainment and gifts to Officials, customers, suppliers, and other persons having an actual or potential business relationship with Arysta:

- (a) You must comply with all applicable laws and regulations.
- (b) Entertainment or gifts must not be provided with the intent that the recipient will enter into a business transaction or will make another decision (including offering terms or conditions more favorable to Arysta than they would have been absent the entertainment or gifts) that he or she would not otherwise have entered into or made in return for receiving the entertainment or gifts.
- (c) The entertainment or gift must be reasonable in value, in accordance with usual business practice, provided in an open and appropriate manner and should not be repeated too frequently in respect of the same counterparties. In other words, entertainment and gifts may not be so lavish or given in such a secretive or other unusual manner as to create the appearance that Arysta is intending to cause anyone to make a decision in return for receiving the entertainment or gifts.
- (d) The requirements and approval procedures set out in these Rules must be followed.

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## 1.2 Relationships with Business Partners

Arysta will seek to engage Business Partners to act for Arysta only for an ordinary and legitimate business purpose and on arms-length commercially reasonable terms. Compensation provided to a Business Partner should be commercially reasonable under the circumstances, and should be provided only in return for legitimate goods or business services required by Arysta and provided or to be provided by the Business Partner.

Arysta seeks to deter its Business Partners, as far as possible, from engaging in improper conduct. Arysta must endeavor to ensure that payments made by Arysta to a Business Partner shall not be used for corrupt purposes.

Guidance must be sought from the Local Compliance Officer or member of Arysta's legal department when seeking to engage Business Partners. Guidance must also be sought when engaging in mergers and acquisitions and other corporate transactions. A set of procedures will be available upon request from any Compliance Officer for vetting Business Partners, implementing model clauses in contracts with Business Partners, and conducting anti-bribery due diligence in corporate transactions.

## 1.3 Recordkeeping

All gifts, travel expenses, and business entertainment expenses must be documented according to Arysta's accounting, travel, and entertainment policies. Expenses must be accurately documented and such documentation should include the business purpose, cost, and recipient of the expense. Undocumented payments are prohibited, and no false or misleading entries in Arysta's books and records may be made.

## 1.4 How to get answers to your questions

If you have any questions about the appropriateness of any action in light of these Rules and/or applicable laws and regulations, including in relation to the provision of entertainment or gifts in a particular situation, confer with your supervisor, a Compliance Officer, a Compliance Committee member or the Regional Counsel for your Business Unit. You may also raise concerns or questions through any of the telephone numbers and email addresses made available for that purpose.

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## 2. PROVIDING ENTERTAINMENT AND GIFTS TO AN OFFICIAL

### 2.1 Restriction on entertainment and gifts for Officials

Subject to the exceptions in Section 2.2 below, you may not directly or indirectly provide entertainment or gifts to a current Official, irrespective of the job that he or she holds, and irrespective of whether he or she is a customer of Arysta.

You may not provide entertainment or gifts to a former Official in the following cases:

- When the entertainment or a gift is intended to or might appear to be provided as a reward for his/her services when he/she was an Official.
- When it is intended or might appear that the entertainment or gift has some influence on an incumbent Official, through the former Official.

You may not provide entertainment or gifts to a person whom you know or believe may become an Official in the future when the entertainment or gift is intended to or might appear to be provided in an effort to influence the person once he or she becomes an Official.

You may not provide entertainment or gifts to a close relative of an Official with the intent that or when it might appear that such entertainment or gift was provided to the relative in an effort to please or influence the Official.

### 2.2 Permitted entertainment and gifts for Officials

You may provide entertainment or gifts to an Official in the following limited situations:

- (a) You may serve coffee, tea or other light refreshments to an Official when he or she visits your office.
- (b) You may provide an Official items of modest value that are distributed by Arysta to numerous individuals.
- (c) You may provide a simple lunch, when having lunch together is necessary to efficiently use the limited time available for exchanging information in connection with a legitimate business meeting. When practical the expenses should be shared with the Official.

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(d) In some countries or regions, it is traditional to exchange gifts on certain national holidays and festivals, and these traditions have become part of standard business practices. Chinese New Year and the Vietnamese Mid-Autumn Festival are examples. Even under these circumstances, providing entertainment or gifts to an Official should be avoided in general. However, providing a modest and customary offering to an Official may be permitted, with the express prior approval of the Local Compliance Officer, provided that:

- the Local Compliance Officer first determines, based on local circumstances, that not making an offering on such an occasion would contravene social and business etiquette, and further determines that the Official is not restricted by law from receiving the offering; and
- any invoices or expense claims exceeding any pre-approved amount will require additional approval prior to payment.

(e) When sending congratulations or condolences to Officials, only a letter, telegram or other communication will generally be permitted. However, in specific cases an appropriate offering such as flowers or a small amount of cash may be permissible with the specific prior approval of the Local Compliance Officer, if each of the conditions set out above in relation to offerings made on national holidays and festivals has been satisfied.

(f) There are other limited circumstances under which the Local Compliance Officer may approve the provision of entertainment or gifts or the payment of travel expenses for an Official. For example, if appropriate the Local Compliance Officer may approve publicly offered goodwill gifts of small value on special occasions when representatives of foreign governments or international organizations visit Arysta facilities. For another example, when appropriate, the Local Compliance Officer may approve the payment of travel expenses for an Official when such travel is necessary for the Official to appropriately conduct his or her duties, or in order for the Official to attend training or a demonstration legitimately related to Arysta's business, and such travel does not include any significant leisure or recreational component.

As set out above, in no case should any Arysta Employee provide or shall a Local Compliance Officer approve the direct or indirect provision of anything of value to an Official with the intent to influence the Official to take an action or make a decision in return for receiving the thing of value.

More specific rules and procedures with respect to the nature and value of permissible gifts and entertainment may be established by your Business Unit. Arysta Employees should consult their Compliance Officer before making any gift or providing any entertainment to an Official.



## 3. PROVIDING ENTERTAINMENT AND GIFTS TO NON-OFFICIALS

This Section 3 discusses the provision of entertainment and gifts to people who are not Officials. See Section 2 above for rules pertaining to entertainment and gifts when Officials are involved.

### 3.1 Providing entertainment

Arysta will reimburse you for occasional modest business entertainment expenditures incurred in fulfilling the responsibilities of your position. You should not incur entertainment expenses, and you will not be reimbursed for them, if any of the prohibitions set out in Section 3.2 below apply, or if any of the following rules are violated:

- (a) All applicable laws and regulations must be observed.
- (b) Each entertainment expenditure must have a clear business purpose and be ordinary and necessary. Entertainment must include the presence of an Arysta Employee to be eligible for reimbursement.
- (c) Generally, each business Unit will have adopted guidelines with respect to the nature and cost of meals and other business entertainment expenditures.
- (d) Entertainment should be carried out in a suitable but conservative manner. You must consider the time, place, cost, and the number of participants, to ensure that the entertainment does not create the appearance that Arysta is attempting to develop an inappropriately close relationship with any customer or other person and that the entertainment is not too extravagant.
- (e) In general, entertainment shall be provided by managers. When it is unavoidable, an Employee other than a manager but with substantial experience and authority may provide entertainment, provided that his or her supervising managers are consulted beforehand.
- (f) Spouses should only be invited in situations where it is appropriate under the circumstances and customary to do so. If there is any doubt as to the propriety of including spouses at a particular event the Local Compliance Officer should be consulted.
- (g) Any claim for reimbursement of expenses should include the names of the persons entertained, Arysta Employees attending and the description of the business purpose of the meeting and must comply in all respects with the travel and expense policies of the applicable Business Unit.

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The rules set out above do not apply to light refreshments such as coffee or tea provided to a person visiting your office.

### **3.2 Prohibited types of entertainment**

It is prohibited to provide entertainment to any person, and you will not be reimbursed for any related expenses, if:

- (a) The entertainment is unreasonably extravagant or too frequent. This cannot be determined by a fixed standard and must be assessed by Arysta Employees and Local Compliance Officers on a case by case basis. Each Business Unit and local operation is encouraged to develop guidance on this issue taking local business customs and practices into consideration.
- (b) The entertainment is being provided to a customer or other person with the intent that the person will agree to enter into a business transaction or will make another decision in return for being entertained. In all instances, you must use your common sense to consider whether the entertainment is sufficiently costly or extravagant to create the appearance that Arysta is attempting to induce the recipient to make a decision in return for being entertained, or to place the recipient under an obligation to Arysta.
- (c) The main guests are Arysta Employees, including Employees who have been temporarily transferred to a customer. Exceptions may be made, with the specific prior approval from the Local Compliance Officer, for customary occasions such as, in Japan, a modest end-of-term celebratory function for a reasonable number of Arysta Employees in an office or business group.
- (d) The entertainment would take place at an inappropriate place (for example, at an “adult” nightclub).
- (e) The entertainment would involve leisure activities, such as golfing, during business days, except with the specific prior approval of the Local Compliance Officer.

### **3.3 Giving gifts**

Before giving a gift you must carefully consider whether gift giving is necessary or appropriate under the circumstances, whether it has or may be deemed to have a business purpose, and, if it does or may have a business purpose, whether it is an ordinary and legitimate business purpose, just as you must consider the necessity and business purpose of providing entertainment. Gifts may not be

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given routinely without considering the necessity each time, except for items of modest value that are distributed by Arysta to numerous individuals, such as t-shirts, hats, or other items with an Arysta name or logo. The Business Units may have specific rules, regulations and procedures regarding business gifts relating to nature, value and approval processes.

In some countries or regions, there are national holidays or festivals, such as Chinese New Year, where people traditionally exchange gifts among their business contacts. In addition, in some countries, there are special circumstances under which it is customary to make a gift as a form of congratulations or condolence. Under such circumstances the Local Compliance Officer will typically approve reasonable and customary gifts if the Local Compliance Officer determines, based on local circumstances, that not providing the gift would contravene social and business etiquette.

However, it is prohibited to:

- (a) Give a gift to a customer or other person with the intent that the person will agree to enter into a business transaction, will make another decision, or will be under an obligation to Arysta, in return for receiving the gift. It is also prohibited to give a gift in a manner that could create the appearance that the recipient will make a decision or be under an obligation to Arysta as a result of receiving the gift.
- (b) Give a gift to a recipient from whom Arysta is involved in any active tender for business.
- (c) Give an expensive or extravagant gift, except with the specific prior approval of the Local Compliance Officer.
- (d) Make a gift in cash or cash equivalents (including cash cards and other items that can be easily exchanged for cash), except with the specific prior approval of the Local Compliance Officer, which may be granted, for example, when local customs call for a modest cash gift on a national holiday or festival or when offering condolences.
- (e) Provide, as a gift, services free of charge or for a fee much lower than the market price. Of course, discounts may be permissible when they are negotiated as part of an ordinary, arms-length commercial transaction.

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## 4. RECEIVING ENTERTAINMENT AND GIFTS

### 4.1 Receiving entertainment

As used below, “receiving entertainment” refers to any situation in which an Arysta customer or supplier provides food, travel, leisure activities, or other entertainment to an Arysta Employee.

In considering whether you may receive entertainment from any person, consider carefully your compliance with applicable laws and these Rules as well as whether the proposed entertainment is reasonable, customary and whether the entertainment is intended to or might reasonably appear to be intended to cause you to take or refrain from taking a particular action or actions in connection with Arysta’s business. For example, it may be permissible to:

- Attend a meeting where expenses are shared with a customer or supplier, so long as the meeting is for a business purpose and allows for the exchange of information.
- Accept light refreshments when you visit the office of a customer or supplier.

However, you may not receive entertainment if:

- The entertainment is unreasonably extravagant or too frequent.
- There is an expectation, or there could appear to be an expectation that you will agree on behalf of Arysta to enter into a business transaction or make another decision in return for being entertained.
- The entertainment would take place at an inappropriate place (for example, at an “adult” nightclub).
- Your spouse or the spouse of any guest is invited, unless it is customary in the situation to invite spouses and the entertainment relates to a genuine business purpose and otherwise accords with these Rules.
- The entertainment is officially designated as business travel (such as a trip to see a customer’s facilities), but in reality consists primarily of sightseeing or other leisure or recreational activities.

You should not accept entertainment that would involve leisure activities during regular business hours unless you have the specific prior approval of the Local Compliance Officer.

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## 4.2 Restriction on receiving gifts; reports of offered gifts

As used below, “receiving a gift” refers to any situation in which an Arysta customer or supplier provides anything of value, other than entertainment, to an Arysta Employee.

Subject to the exceptions set out in Section 4.3 below, Arysta Employees are prohibited from receiving gifts from any Arysta customer or supplier. If you are offered a gift, and none of the exceptions set out in Section 4.3 apply, you must refuse it after explaining that Arysta’s internal rules prohibit receiving gifts from customers or suppliers.

Whenever you receive a gift from a customer or supplier you must report it to the Local Compliance Officer. Business Unit or local policies may require that gifts received by Arysta Employees be recorded on a form available with the Local Compliance Officer.

In addition, even if you decline to accept a gift, you must report any gift offered to you by a customer or supplier, if it would involve:

- A personal reward as a consideration for business.
- Money or its equivalent as a gift (even if it is given to Arysta, not an individual).
- The purchase of goods or services at a significantly lower price than the market price. You must not personally purchase merchandise or accept services from a customer or supplier for significantly less than the market price.
- A personal purchase of stock or other securities from a customer or supplier.
- The disclosure of information in order to sell or purchase stock or other securities.
- Any other type of offered gift that is extravagant or unusual.

## 4.3 When receiving a gift is allowed as an exception

In general, receiving a gift is prohibited. However, in the following cases it is allowed as an exception. Even in such cases, receiving the gift must be appropriate in light of common sense:

- Funerals: you may receive money as well as flowers or other gifts offered for the funeral of an individual within Arysta or his/her relative. Any gift given in return may be made according to these Rules, if there is such a well-established local custom or practice in society that refusing such offer from a customer would contravene common sense or social etiquette.

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- Public speaking and writing: Arysta Employees may from time to time be requested to deliver a lecture or contribute an article because of their title and experience in Arysta. This is often considered appropriate and helpful for business relationships. However, no compensation shall be accepted by the Employee. When it is difficult to decline compensation in order to maintain a good relationship with a customer, it is permissible to accept compensation with the prior approval of the Local Compliance Officer, on condition that the compensation is subsequently turned over to Arysta.
  - Items of modest value that are distributed by the customer to numerous individuals.
  - Very small token gifts.
  - The following cases with the prior approval of the Local Compliance Officer:
    - When it is difficult to decline to receive a gift in light of transactions with a customer.
    - When a gift is an object which cannot be returned, such as something bearing the name of an individual.

## 5. REGULATORY APPROVALS

Arysta frequently deals, directly and through its Business Partners, with government agencies and Officials in order to obtain licenses, product registrations, and a variety of other regulatory approvals. All Arysta Employees must comply with all applicable laws and regulations, including those of the country in which the regulatory approval is being sought, as well as all regulatory policies and procedures of Arysta.

## 6. POLITICAL AND CHARITABLE CONTRIBUTIONS

Arysta encourages its Employees to participate in the political process. However, because the laws of many of the countries where we do business restrict or prohibit political activity by corporations and because we may hold divergent political views, your participation in political activities must be on an individual basis, on your own time, and at your own expense. On rare occasions, Arysta may use its funds or facilities for certain political activities. A Local Compliance Officer must be consulted before engaging in any such activities and any such use of funds or facilities must be reviewed and approved in accordance with applicable Arysta internal rules.

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Any charitable contribution made by or in the name of Arysta must be specifically approved in advance in accordance with applicable Arysta internal rules and documented by the responsible organization. Any invoices or expense claims exceeding the pre-approved amount will require approval in accordance with applicable Arysta internal rules prior to payment.

## **7. COMMUNICATION OF CONCERNS**

You must communicate any concerns you identify that arise under these Rules. This may be done anonymously, in which case your identity and the concerns raised will remain confidential, and will be disclosed to as few people as possible.

Employees may speak with their Supervisor, a higher level of management, a Compliance Officer, a Compliance Committee member or the Regional Counsel for the Business Unit. Employees may also raise concerns or questions through any of the telephone numbers and email addresses that may be made available for that purpose. Arysta will not tolerate any form of retaliation against a person that raises a concern in good faith through any of these channels.

Disciplinary action up to and including dismissal may be taken not only against those who authorize or participate directly in a violation of these Rules, but also against (a) any individual who deliberately fails to report a violation as required, (b) any individual who deliberately withholds material and relevant information concerning a violation or fails to cooperate with an investigation into an actual or potential violation, and (c) any violator's supervisor or manager, to the extent there was a lack of reasonable leadership, supervision or diligence.

## **8. ROLES AND RESPONSIBILITIES**

It is the responsibility of management not only to identify and report potential compliance violations, but also to implement the provisions of these Rules to help ensure that violations do not occur. Employees in leadership roles must examine their area of the business and identify any areas of increased risk for violations of these Rules, including business practices related to interactions with Officials, related to licensing and other regulatory processes, and related to any sales to government agencies or entities. Employees with supervisory responsibilities must ensure that Employees under their direction or control are familiar with and apply the provisions of these Rules, particularly in any areas of increased risk that have been identified.

For each Arysta company, the Local Compliance Officer is responsible for implementing policies and procedures reasonably designed to make each Employee aware of these Rules and all applicable

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anti-bribery laws and regulations. Each Local Compliance Officer is also responsible for providing periodic reports to the Arysta Global Compliance Officer or to the appropriate Compliance Committee, in the form and manner agreed with the Arysta Global Compliance Officer. Evaluation of compliance is an integral part of each Employee's overall performance evaluation, and will be considered in connection with compensation and promotion decisions.

Training on these Rules will be provided, as appropriate, after each new Employee's induction and through periodic training and testing for all Employees. These Rules will be available on the Arysta intranet and in printed form from any Compliance Officer.

## 9. DEFINITIONS

In these Rules:

**"Arysta"** and **"Arysta companies"** refer to Arysta LifeScience Limited and its direct and indirect subsidiaries in each Business Unit;

**"Business Partners"** means agents, representatives, consultants, distributors, lobbyists, regulatory consultants, and any other person engaged to act for or on behalf of Arysta;

**"Business Unit"** means the various regional business units of Arysta including Japan and Central/Eastern Europe, North America, Latin America, Africa Western Europe, China and South Asia, and Health and Nutrition Sciences;

**"Compliance Committee"** means the Arysta global compliance committee and each compliance committee established within a Business Unit;

**"Compliance Officer"** means the Arysta Global Compliance Officer or the Compliance Officer for any Business Unit;

**"Code"** means the Arysta Code of Conduct adopted in 2004 and updated in 2010 by Arysta LifeScience Corporation, and adopted in 2013 by Arysta LifeScience Limited;

**"customer"** means any person that purchases services, information or products from Arysta, regardless of which Arysta company has created the customer relationship;

**"Employees"** means all employees, officers and directors of Arysta;



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**“FCPA”** means the US Foreign Corrupt Practices Act;

**“Local Compliance Officer”** means the Compliance Officer for the relevant Business Unit, and, in relation to any required review or approval, any other person designated under written Business Unit policies to receive requests for such a review or approval;

**“Official”** means any government official or employee, political party, party official, or political candidate, or any person acting for or on behalf of any such person, in any country, including any individual who: (a) holds a legislative, regulatory or judicial position of any kind; (b) is a director, officer or employee of an entity owned or controlled by a government; or (c) is an official or employee of a public international organization;

**“providing entertainment”** means any Arysta Employee providing food, travel, leisure activities or other entertainment to a customer or to any other person that is not an Arysta Employee;

**“providing a gift”** or **“giving a gift”** means any Arysta Employee providing anything of value, other than entertainment, to a customer or to any other person that is not an Arysta Employee;

**“Regional Counsel”** means the head of the legal function for any Business Unit;

**“Rules”** means this document, the Arysta Rules for Anti-Bribery Compliance; and

**“supplier”** means any person that has a business relationship with Arysta to supply goods, services or information to Arysta.