

To Our Valued Business Partners:

Mars, Inc. (“Mars”) has a very simple philosophy related to ethics and integrity. Consistent with our Five Principles, we are committed to integrity in everything we do and we never compromise our ethical standards. We know that our most trusted business partners share our core values and understand that a common belief in these standards is fundamental to build long-term business relationships.

We want to inform you of Mars’ policy on anticorruption and bribery, and of our policy on human rights. Under the anticorruption laws to which Mars is subject, giving, offering, authorizing or receiving bribes is strictly prohibited. Bribes include money, favors, gifts or entertainment provided to government officials or business partners in order to obtain or retain business, or to improperly influence decision-making. Bribes are prohibited by many laws around the world, including by the United States Foreign Corrupt Practices Act (FCPA). Even small bribes can create significant legal liability for Mars and for the individuals involved, both under local laws and under the US FCPA.

Thus, our anticorruption policy is simple: We do not give or accept bribes – no matter how small - involving either government officials or private business partners. We expect you and all other vendors, contractors and other third parties with whom we work to support our business operations and to comply with Mars’ zero-tolerance policy on bribery.

It is the duty of governments to protect and fulfill human rights. As a private company, Mars will respect and promote human rights in our value chain. Our policy is to start with areas where we have the greatest control and influence, and where we can have the greatest impact. Therefore, our most valuable contribution can be made by focusing on our operations, where we have the most control, and on sourcing, where we can have the greatest impact.

We will make every effort to train Associates and to raise their awareness on human rights, to ensure effectiveness through risk and impact assessments, and to remediate any adverse human rights impacts and mitigate risks. We expect our business partners to support our efforts, and to engage in the same.

A copy of our Anticorruption and Human Rights Expectations for Business Partners is enclosed.

We expect all of our business partners to do their part to ensure that Mars maintains its reputation for ethical business practices by complying with our Anticorruption and Human Rights Expectations. If you have any questions, please contact your Mars representative.

Thank you.

Ashish Mishra
Chief Compliance Officer
Mars, Incorporated





Mars, Incorporated

Anticorruption and Human Rights Expectations for Business Partners

Consistent with Mars' Five Principles, we hold ourselves to high ethical standards, and we expect the same from our business partners. We expect you, our business partner, to comply with all applicable laws and regulations with respect to the products and services you provide to us, and to not engage in any conduct that might harm Mars' reputation.

With regard to corruption and bribery, our expectations are very simple. Under our Anticorruption Policy, Mars prohibits corruption in any form, including giving or accepting bribes. We comply with the anticorruption laws of every country in which we operate, including the United States Foreign Corrupt Practices Act and the UK Bribery Act, and we expect the same from our business partners and their employees, subcontractors and agents.

While supporting Mars, you must not offer, provide, or authorize anything of value, including payments, gifts, travel, entertainment or favors to any government official or business partner to improperly influence any act or decision by that person in his or her official capacity. A government official includes any government officer or employee at any level (national, state, or local), a government official's family members and employees of any government-owned enterprise.

You may not make facilitation payments to government officials without the prior approval of Mars Chief Compliance Officer while you are supporting our business. Facilitation payments are payments of small amounts of money to a government official in order to expedite the performance of his or her routine, non-discretionary duties or actions. Such payments are prohibited outright by the laws of certain countries.

In those rare situations where you must provide gifts, entertainment or something of value to government officials on our behalf, you must seek our prior written consent and record the transactions accurately on your invoices to Mars so that the purpose and amount associated with each transaction is clear. You must not make false, misleading or incomplete entries. This requirement applies to all transactions and expenses, whether or not they are material from an accounting perspective.

As a private company, Mars will respect and promote human rights in our value chain, striving to comply with both the spirit and the letter of the law. Mars is committed to ensuring that our own operations and suppliers function in accordance with all applicable regulation and international standards. While supporting Mars, you may not employ individuals below the age of 16, unless allowed by local law and such exception is consistent with International Labor Organization guidelines. Documentation must be

maintained of each individual's date of birth, or there must be a legitimate means of confirming each individual's age. All employees must be employed on a voluntary basis; prison, slave, bonded, forced or indentured labor, or any other forms of compulsory labor or human trafficking, cannot be used. It is important to recognize the unique legal, social, and cultural situations that migrant workers face, and to ensure that such workers are treated with dignity, respect, and in accordance with the same standards that apply to other workers.

Additional guidelines on child labor, voluntary employment/forced labor, and migrant labor are outlined in the Mars Supplier Code of Conduct, available at <http://www.mars.com/global/about-mars/responsible-sourcing/our-supplier-code-of-conduct.aspx>.

Our Associates, as well as our direct and indirect suppliers and distributors, are expected to make every effort to raise employee awareness regarding human rights, to identify and validate the effectiveness of our initiatives, and to remediate any adverse human rights impacts and mitigate risks.

In short, we expect the same conduct from our business partners as we do from our Associates - you must comply with all applicable laws and not engage in any conduct that would violate our Anticorruption Policy or our Human Rights Policy.

Finally, we require that you take appropriate steps to prevent, detect and report any corruption issues or human rights violations relating in any way to our business. Your failure to comply with these *Anticorruption and Human Rights Expectations*, or any other conduct that subjects Mars to reputational harm, may result in the termination of your business relationship with us. If you have any questions, consult your Mars representative.

