**COMMERCIAL CONTRACT REVIEW PROCESS**

*Frequently Asked Questions*

1. ***What is the purpose of the commercial contract review process?***

The contract review process provides for the conditions of verification and modifications of agreement proposals concerning the Mane Group. The purpose of this process is to make sure Mane actually wants and can comply with the terms and conditions offered/submitted to it, and that such terms and conditions are compliant with Mane’s policies and operating methods. The Legal & IP Department proceeds with the final review of the concerned document based on the feedbacks of each concerned department at Mane.

1. ***What kinds of documents are concerned?***

All draft agreements or commercial terms sent by our customers, suppliers, trading partners, other than a mere order, that intend to bind Mane to comply with conditions or requirements.

Examples include supply agreements, purchase agreements (products or services), development agreements, research agreements, partnerships, etc.

As soon as (i) two Mane internal departments or more are concerned and (ii) the document must be signed by Mane, it shall be subject to the contract review process. Only Mane’s Legal & IP Department is permitted to draft agreements. Any draft agreement written by a Mane collaborator outside the Legal & IP Department cannot receive the proper contract review process. Without exception, any and all contract needs, shall be submitted to the Legal & IP Department specifying the details, background and, if needed, the whys and wherefores of the project, by using the standard forms accessible [here](http://mosscorp.emea.sesam.mane.com/LegalIP/Legal/Lists/Contracts%20forms%20menu/AllItems.aspx) through this link if applicable.

1. ***What kinds of documents are not concerned?***

The contract review process does not apply to confidentiality agreements (cf Mane’s confidentiality policy), product specification files, quality files, delivery terms and conditions, and to commercial contracts from Nestlé group.

Any client’s general terms and conditions of purchase shall not be discussed and therefore not be subject to the contract review process, since we systematically reply that Mane’s sales are subject to its general terms and conditions of sales.

1. ***Who oversees the follow up of the contract review process and what is his/her role?***

The Legal & IP Department is NOT in charge of the follow up of this process. It is the Contract Administration Coordinator, who is the person in charge of the relationship with the partner or the customer/supplier. This Coordinator is responsible for the supervision, centralization and coordination of the contract review process as described more precisely in question 5, from its receipt to its possible signature by Mane.

1. ***What are the steps to follow?***
2. First, the Contract Administration Coordinator must **carefully read the agreement in its entirety**, in order to identify every element not (i) compliant with Mane’s practices or reality, or (ii) acceptable from an operational standpoint. Consequently, the Contract Administration Coordinator will identify the terms of the contract to be validated by the appropriate department.
3. After this examination, the Coordinator shall fill in the « [Form](http://mosscorp.emea.sesam.mane.com/LegalIP/Legal/Contracts%20review/Forms/AllItems.aspx?RootFolder=%2FLegalIP%2FLegal%2FContracts%20review%2FFrench&FolderCTID=0x01200013FE8707E2C819458880D26A71854368&View=%7BF77ADFF4%2D415D%2D4F94%2DBCF5%2D5C5157B5F418%7D) for commercial contract review », and identify in such form the collaborators from the different Mane departments (one collaborator per department) must validate or modify some parts of the draft agreement.
4. The Coordinator will email the contract to be reviewed, in an editable version in French, English or Spanish, the completed in form and if any, the documents targeted in the agreement, to every person that shall review the contract (one maximum per department) as identified in the form. The Coordinator will specify in his email a deadline for the receipt of the comments by the operational staff, so that the Legal & IP Department will have reasonable time to review and if necessary, modify the agreement once all comments are received.
5. The Coordinator follows up regularly the feedbacks received and if necessary, sends a reminder to those who failed to send their feedbacks.
6. The Coordinator centralizes the feedbacks and sends the comments and consolidated decisions to the Legal & IP Department for a final review of the document. The Legal & IP department sends a modified version of the agreement to the Coordinator, who will send it back to the counterparty.
7. The Coordinator negotiates with the counterparty, being reminded that certain terms are solely to the Legal &IP Department’s discretion and not left to acceptance by operational staff. The Legal & IP Department cannot contact (or be silently present on a call) the counterparty’s commercial staff without the counterparty’s legal department being present. The Legal & IP Department will not act as the point of contact for Mane, it is solely the responsibility of the Coordinator. If the modifications of the agreement requested by Mane are not all accepted, the points of disagreements shall be reviewed following the same process: validation by the operational staff, followed by the Legal & IP Department’s final review.
8. The Coordinator is in charge of the signature process of the final agreement as accepted by Mane and the counterparty.
9. Mane prefers original “wet ink” signatures when feasible. However, situations will arise where an electronic signature is required due to counterparty’s demands or practicalities of the situation. In these situations, a duly certified electronic signature may be arranged on a case-by-case basis.
10. Once the agreement duly initialed and signed by the parties, is received by the Coordinator, he must:
11. Scan it and keep a digital copy, send it to all the Mane departments concerned by the agreement and to the Legal & IP Department (the Legal Counsel in charge of the review),
12. Send one hard copy of the signed agreement to the Legal & IP Department, and the other hard copy – or others in case of plural parties – to the counterparty, being reminded that it is necessary to have as many original hard copies as there are parties to the agreement(s).
13. ***When should I involve the Legal & IP Department?***

The Legal & IP Department (the Legal Counsel previously involved in similar contracts with the same counterparty) must be copied on the correspondence regarding the contract review between all the involved departments, but the contract will only be submitted to the Legal & IP Department once all the required validations and comments are obtained.

1. ***How should communication be handled between the counterparty and the Legal & IP Department?***

When the Legal & IP Department provides communication (emails/comments/advice and/or feedback) to Mane’s collaborators, these communications are highly confidential and such collaborators should not share them “as is” with the counterparty. The Legal & IP Department should not be copied on the e-mails to the counterparty and the e-mail address of the Legal Counsel in charge of the review should not be communicated to the counterparty for other purposes than direct contact with the counterparty’s Legal Department and subject to the Legal Counsel’s prior approval.

1. ***What is the role of the Legal & IP Department in the contract review process?***

The Legal & IP Department only reviews the contract once the Coordinator addresses it with all the comments and revisions gathered and will modify the agreement in compliance with the policies and operating methods of Mane.

1. ***Who is entitled to sign the contract once reviewed and validated by all concerned departments and by the partner?***

The Agreement shall be signed for Mane by a member of Mane’s board of administration or by a Director who is entitled to commit the concerned Mane entity as per a delegation of authority.