

# **CODE OF BUSINESS CONDUCT**

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**United Breweries Ltd, #24, UB City, UB Tower, Level 5, Vittal Mallya Rd, Bangalore - 560001**

## **Introduction**

The Management of United Breweries Limited (the “Company”) has adopted the following Code of Business Conduct and Ethics (the “Code”) for all employees of United Breweries Limited. The Management has the right to expand/amend the extent and coverage of Employees under this Code.

The Company is committed to ethical and lawful business conduct and perceives it as critical to the Company’s success. The Company will uphold ethical and legal standards while pursuing its objectives. Consistent with these principles, the Company’s Management has adopted the Code for compliance both in letter and spirit for all employees. While it is not possible to anticipate every situation or circumstance that may arise, the Code is intended to serve as a broad guide. The Management reserves the right to amend, alter or terminate the Code at any time and for any reason, subject to applicable law.

All Employees who violate/deviate from the requirements of the Code will attract disciplinary action which may include termination of office /employment.

In performing their functions, all Employees will:

- Act with integrity, probity, honesty, transparency and with utmost good faith.
- Actively assist in implementing the Company’s Objectives and creating an organization that is responsive, positive and driven by business and social needs.

### **1. Compliance with Laws, Rules and Regulations**

All Employees must respect and obey all the applicable laws of the countries in which the Company operates. Violations of laws, rules and regulations may subject the employees to individual criminal or civil liability, in addition to disciplinary action by the Company, apart from subjecting the Company to liability and/or loss of business.

### **2. Conflicts of Interest**

A “conflict of interest” exists when personal interest interferes in any way with the interests of the Company. As a general rule, employees should avoid actual or apparent conflicts of interest between their personal and professional relationships. A situation of conflict of interest arises when an Employee has interests that may make it difficult to perform his or her company work

objectively and effectively. Another example of situation of conflict of interest is when an Employee or members of his or her family, receives personal benefits as a result of his or her position in the Company.

It is deemed to be a conflict of interest or independence for an Employee to work simultaneously for a competitor, customer or supplier. Employees shall not accept employment or position of responsibility (consultant or Member of the Board) unless approved by the Management. Conflicts of interest are prohibited as a matter of Company policy, except in exceptional circumstances and with the prior approval of the Management and subject to limitations imposed by law. It is not possible to describe all situations of conflicts of interest that could arise. Conflicts of interest may not always be clear-cut, so if an Employee is unclear, he/she should seek guidance of his/her immediate superior and/or the Management.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers or suppliers. No costly/unusual gift or entertainment should be offered, given, provided or accepted by any Employee or his/her relatives.

Employees may not use the Company's assets, labour or information for personal use except as outlined in Section 9, "Protection and Proper Use of Company Assets and Proprietary Information", or unless approved by the Management or as part of a compensation or expense reimbursement program available to the Employees.

### **3. Insider Trading**

In order to assist with compliance with laws/regulations against insider trading, the Company has adopted the "Code of Conduct for Prevention of Insider Trading" governing trading in securities of the Company and Group Companies that is applicable to every employee. Abiding by the "Code of Conduct for Prevention of Insider Trading" is mandatory.

### **4. Competition and Fair Dealing**

The Company strives to outperform its competition fairly and honestly. Each Employee should deal fairly with the Company's customers, suppliers, competitors and employees and should not take unfair advantage of anyone through any intentional unfair-dealing practice. Pilfering proprietary

information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

**5. Discrimination and Harassment**

The Company is firmly committed to providing equal opportunity in all aspects of employment and any illegal discrimination or harassment of any kind is prohibited.

**6. Health, Safety and Environment**

The Company strives to provide each employee with a safe and healthy work environment. Every Employee has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Being under the influence of illegal drugs and/or alcohol on the job is absolutely prohibited.

The company is committed to the preservation of the environment in the areas it operates in and expects every employee to fully demonstrate this commitment.

**7. Corporate Citizenship/Social Responsibility**

The Management considers Corporate Citizenship/Social Responsibility to be an integral part of the business plan. Every employee should actively participate in the CSR programs undertaken by the organization for improving the quality-of-life of the people in the communities and areas that it operates in.

**8. Confidentiality & Security Awareness**

Employees shall maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as Employees, except when disclosure is duly authorized by the Management or is required by laws or regulations. Confidentiality extends to information that suppliers and customers have entrusted to the Company. Use of confidential information for personal gain is strictly prohibited.

In order to maintain confidentiality of information, employees should strictly adhere to the Clear Desk Policy. All documents in hard copy form should be securely stored in locked cabinets, or where in electronic form, protected by password to reduce the risk of unauthorized access. Sensitive information no longer required should be destroyed by secure means periodically.

**9. Protection and Proper Use of Company Assets and Proprietary Information**

All Employees must endeavour to protect the Company's assets and ensure their efficient use. Any suspected incident of fraud or theft should be immediately reported to the Head of Human Resource Department and in appropriate cases, the Management for investigation. Company assets should not be used for personal use, though incidental personal use may be permitted when properly authorized.

The obligation of Employees to protect the Company's assets includes protecting its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, designs and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records and unpublished financial data. Unauthorized use or distribution of this information is not only a violation of Company policy and the terms of employment with the Company, but could also be illegal and result in civil and/or criminal liabilities.

**10. Reporting any Illegal or Unethical Behavior**

If any Employee believes that a violation of or significant deviation from the Code has occurred or has become unavoidable, he/she must contact the Head of the Human Resources Department and in appropriate cases the Management.

Use of the above reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of the Code.

**11. Waiver of the Code**

Any waiver of the Code or any provision of the Code for any Employee must be made only by the Management and disclosed as required by law.