



FOREIGN CORRUPT PRACTICES ACT POLICY 2020

DARLING INGREDIENTS INC. FOREIGN CORRUPT PRACTICES ACT (FCPA) POLICY

Created: October 2020

Created by: Compliance Department

Purpose

The purpose of this Foreign Corrupt Practices Act (FCPA) Compliance Policy (this "Policy") is to help ensure compliance with the provisions of the FCPA by Darling Ingredients Inc. and its subsidiaries (collectively, the "Company").

Who does this affect?

This Policy covers the worldwide operations of Darling Ingredients Inc., its subsidiaries, and applies to the following people and entities:

- (a) All of the Company's directors, officers and employees.
- (b) All agents, consultants, distributors, joint venture partners, and any other third-party representatives (each herein referred to as "agent" or collectively as "agents") that have or likely to have contact with foreign government officials on the Company's behalf.

Introduction

Darling Ingredients and its subsidiaries operate in a wide range of legal and business environments, many of which may pose challenges to our ability to conduct our business operations with integrity. The Company strives to conduct itself according to the highest standards of business ethics. Throughout its operations, the Company seeks to avoid even the appearance of impropriety in the actions of its directors, officers, employees, agents and other third-party representatives.

Accordingly, this Policy reiterates our commitment to integrity and explains the specific requirements and prohibitions applicable to our operations under the anti-corruption provisions of the US Foreign Corrupt Practices Act and other international anti-bribery laws, including the UK Bribery Act and Brazil's Clean Company Act. This Policy contains information intended to reduce the risk of corruption and bribery from occurring in the Company's activities. The Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities.

Policy

Under the FCPA, it is illegal for US persons, including US companies or any companies traded on US stock exchanges, and their subsidiaries, directors, officers, employees and agents to bribe foreign public officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the FCPA is essential as this law directly affects everyday business interactions between the Company and foreign government and government-owned or government-controlled entities.

Violations of the FCPA can also result in violations of other US laws, including anti-money laundering, mail and wire fraud, and conspiracy laws. The penalties for violating the FCPA are severe. In addition to being subject to the Company's disciplinary policies (including termination), individuals who violate the FCPA may also be subject to imprisonment and fines.

Aside from the FCPA, the Company may also be subject to other, in some cases more stringent, non-US anti-corruption laws, in addition to the local laws of the countries in which the Company conducts business. This Policy generally sets forth the expectations and requirements for compliance with those laws.

1. Prohibited Payments

Company directors, officers, employees and agents are prohibited from directly or indirectly making, promising, authorizing or offering "anything of value" to a "foreign government official" on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties where the Company director, officer, employee or agent knows, or has reason to know, that the third-party will use any part of the payment for bribes.

- (a) *Anything of Value.* Payments that violate the FCPA may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. The FCPA prohibits giving "anything of value" for an improper purpose. This term is very broad and can include, for example:
 - (i) gifts and gift cards;
 - (ii) travel, meals, lodging, entertainment;
 - (iii) loans or non-arm's length transactions;
 - (iv) charitable or political donations; and
 - (v) business, employment, or investment opportunities.
- (b) *Foreign Government Official.* The FCPA broadly defines the term "foreign government official" to include:
 - (i) officers or employees of a foreign government or any department, agency or instrumentality of a foreign government;
 - (ii) officers or employees of a company or business owned in whole or in part by a government;
 - (iii) officers or employees of a public international organization (such as the United Nations, World Bank or the European Union);

- (iv) foreign political parties or officials of foreign political parties; and
- (v) candidates for political office.

Importantly, in certain circumstances the term (foreign government official) could include royal family members.

- (c) *Commercial Bribery.* Bribery involving commercial (non-governmental) parties is also prohibited under this Policy. To this end, Company directors, officers, employees and agents shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business related activity. Company directors, officers, employees and agents also shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

On occasion, a foreign government official may attempt to solicit or extort improper payments or anything of value from Company directors, officers, employees or agents. Such directors, officers, employees or agents must inform the foreign government official that the Company does not engage in such conduct and immediately contact the Company's Chief Compliance Officer.

2. Permitted Payments

The FCPA does not prohibit all payments to foreign government officials. In general, the FCPA permits three categories of payments. To ensure compliance, all payments listed below must be pre-approved in writing by the Chief Compliance Officer:

- (a) *Facilitating Payments.* The FCPA includes an exception for nominal payments made to low-level government officials to ensure or speed the proper performance of a government official's routine, non-discretionary duties or actions.
 - (i) Although the FCPA may permit such payments, the laws of the foreign countries may not and no facilitating payment may be made in such circumstance.
 - (ii) Facilitating payments should be avoided. The prior written approval of the Chief Compliance Officer is required unless there is an emergency situation affecting an individual's health or safety.
 - (iii) In the event of a health or safety emergency where prior approval of the Chief Compliance Officer cannot be obtained, information regarding the facilitating payment should be provided to the Chief Compliance Officer as soon afterwards as practicable.
- (b) *Promotional Hospitality and Marketing Expense.* The Company may pay for the reasonable cost of a foreign government official's meals, lodging or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration or explanation of Company products or services, or the execution of a contract with a foreign government or agency.

- (c) *Promotional Gifts.* Promotional gifts of nominal value may be given to a foreign government official as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of the Company or one of its products.

If the Chief Compliance Officer approves the payment, accurate records of the payment and its purpose must be maintained, and a copy forwarded to the Company's Chief Compliance Officer.

3. Charitable Contributions

Donating to or sponsoring any charitable organization headed by any foreign government official are prohibited unless approved in writing by the Company's Chief Compliance Officer.

4. Political Contributions

Company contributions to candidates for political office are prohibited unless pre-approved in writing by the Company's Chief Compliance Officer. Please refer to the Company's Political Activity Policy.

5. Record Keeping

It is the Company's Policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect its transactions. Specifically:

- (a) Transactions involving a foreign government official and considered non-routine must have written approval from the Company's Chief Compliance Officer. Routine transactions with government officials such as environmental inspections or regulatory filings do not require Chief Compliance Officer approval.
- (b) All transactions involving a foreign government official must be recorded in accordance with generally accepted accounting principles.
- (c) All transactions involving a foreign government official must be recorded with supporting documentation identifying:
 - (i) the name and position of the director, officer, employee or agent requesting and authorizing the transaction;
 - (ii) the name and position of the foreign government official involved in the transaction; and
 - (iii) a description, including the value of the payment or provision of anything of value, and where applicable, a description of the Company's products or services being promoted or the relevant contractual provision if the payment was made pursuant to a contract.

These accounting entries and the supporting documentation must be periodically audited to identify and correct discrepancies, errors and omissions.

6. Duty to Comply

Company directors, officers, employees and agents must be familiar with and perform their duties according to the requirements set out in this Policy. Company directors, officers, employees or agents who violate this Policy are subject to disciplinary action, up to and including termination. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company.

To ensure that all Company directors, officers, employees and agents are thoroughly familiar with the provisions of this Policy, the FCPA, and any other applicable anti-corruption laws, the Company provides anti-corruption training and resources to those Company directors, officers, employees and agents, as appropriate.

Any Company directors, officers, employees or agents who suspect that this Policy may have been violated must immediately notify the Company as specified in Section 9 - Reporting Policy Violations. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance before taking any action that may subject the Company to potential FCPA liability.

7. Duty to Cooperate

The Company may at times undertake a more detailed review of certain transactions. As part of these reviews, the Company requires all directors, officers, employees and agents to cooperate with the Company, outside legal counsel, outside auditors, internal auditors, or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company and will deal with this failure severely in accordance with any local laws or regulations.

8. Questions About the Policy

If you have any questions relating to this Policy, please contact Chris King, VP and Chief Compliance Officer at:

Darling Ingredients Inc.
Attn: Christopher King
Vice President and Chief Compliance Officer
5601 N. MacArthur Blvd., Irving, TX 75038
christopher.king@darlingii.com
(972) 657-7926

9. Reporting Policy Violations

To report potential violations of this Policy, immediately notify the Company's Chief Compliance Officer or the Company's anonymous Speak Up Line hotline (www.darlingii.ethicspoint.com) or toll-free number in the United States at 1-844-DI-ETHIC (1-844-343-8442).