

## Anti-Bribery/Anti-Corruption Policy

### Policy Highlights

The Middleby Corporation (together with its subsidiaries and affiliates, “**Middleby**” or the “**Company**”) rejects and prohibits all forms of bribery and corruption. Middleby is committed to obeying the laws applicable in all countries where the Company does business, including the Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act (UKBA), as well as other local laws and regulations.

- Except with prior written approval of Middleby’s Legal Department, the Company, its subsidiaries, and all employees are prohibited from giving, promising, offering, or authorizing payment of anything of value to any Government Official.
- Bribery is strictly prohibited.
- Political contributions using Company funds or made on behalf of the Company are strictly prohibited.
- This Anti-Bribery/Anti-Corruption Policy (this “**Policy**”) applies to all of the Company’s directors, officers and employees.
- This Policy also applies to any third parties who conduct business on the Company’s behalf.

### Intent and Scope

Middleby is committed to conducting its business with integrity and the highest ethical standards and prohibits all forms of bribery and corruption.

The Middleby Code of Conduct provides corporate guidelines for our actions, behavior and decisions. “Living the Code” requires all Middleby employees to meet the highest standards of corporate behavior in all aspects of our global business.

This Policy, together with the Middleby Code of Conduct, details the Company’s commitment to prohibiting all forms of bribery, including bribery related to Government Officials and related to Company business activities.

Violation of this Policy is a basis of employment discipline up to and including termination of employment. With respect to third parties, violation of this Policy may be a basis for liability in accordance with applicable law and may also include other consequences including termination of the business relationship. For purposes of this Policy, “**Government Official**” is any: (i) director or employee of a government at any level, or of any department, agency, or instrumentality of a government, including but not limited to any state-owned or state-controlled enterprise, (ii) holder of or a candidate for public office, (iii) political party or official of a political party, (iv) employee or other representative of a public international organization of which governments are members, such as the World Bank of the United Nations, (v) member of a royal family, or (vi) other person acting for or on behalf of any of the foregoing.

## **Principles**

### **Rejection and Prohibition of Bribery**

Middleby is committed to obeying the laws applicable in all countries where the Company does business, including the Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act (UKBA), as well as all other local laws and regulations. A violation of relevant anti-corruption laws can lead to severe civil and criminal penalties for both Middleby and the individuals involved in making, promising, soliciting or receiving Improper Payments. Bribery may also lead to reputational harm to Middleby and its employees and such harm may disrupt Middleby business operations.

Bribery is the offering, giving, receiving or soliciting of an Improper Payment, which includes anything of value intended to influence the actions of the person who receives it in a way inconsistent with that person's duties. Such items of value may include money, goods, property, professional opportunities (even unpaid internships), or other financial or non-financial advantages. In a commercial setting, these payments are often called "kickbacks" and are prohibited as "**Improper Payments**" under this Policy. The above definition of Improper Payments includes payments made both to government officials and private individuals and in connection with any kind of business. It also includes payments made directly by Middleby personnel or through intermediaries or third parties.

The Company, its employees and those acting on the Company's behalf are prohibited from giving, promising, offering, or authorizing payment of anything of value to any Government Official (both U.S. and non-U.S. officials), without prior written authorization from Middleby's Legal Department.

### **Facilitating Payments**

Facilitating payments refer to payments to Government Officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as immigration and work permits, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. These are prohibited by this Policy.

### **Gifts, Awards and Hospitality**

While gifts, meals and hospitality may be appropriate in some instances, they shall not be given or accepted in violation of this Policy's prohibition on Improper Payments or bribery.

### **Travel and Lodging**

Travel and lodging directly related to the promotion, demonstration, or explanation of Middleby's products or services, such as a site review, can, in some cases, be permitted in accordance with the terms of this Policy. Middleby may provide travel and lodging to customers or potential customers only if the travel and lodging are:

- Reasonable under the circumstances;
- Consistent with local law or custom;
- Infrequent in nature, not motivated by a desire to influence the beneficiary; and
- Not provided to a Government Official, without prior written approval from the Middleby Legal Department, or to anyone else in a manner inconsistent with this Policy.

### **Political Contributions**

Political contributions using Company funds or on behalf of the Company are prohibited.

### **Third Parties**

Third parties acting on behalf of Middleby (collectively “**third parties**”) shall perform such services pursuant to this Policy, shall be screened by the Middleby Legal Department, and such compliance shall be monitored by Middleby. Third parties are prohibited from making Improper Payments on the Company’s behalf. This prohibition also applies to subcontractors hired by third parties to perform work on the Company’s behalf. All payments by the Company made to third parties and by third parties must be in compliance with this Policy and must be properly recorded. These payments must not be made in cash or to bank accounts that are not in the third party’s name, unless first approved in writing by the Middleby Legal Department.

### **Accurate Books and Records**

All payments and other activities, including those subject to this Policy, and payments made and other benefits given must be accurately recorded in Middleby’s corporate books, records and accounts in a timely manner and in reasonable detail. This includes all payments made on the Company’s behalf by third parties. False, misleading, incomplete, inaccurate or artificial entries in the books and records of the Company are strictly prohibited. Company employees will conduct periodic internal audits of relevant Company operations to help ensure the Company’s continued compliance with applicable anti-bribery laws and this Policy.

### **Reporting and Remediation**

Middleby supports open communication and encourages employees and other interested parties to make a good faith report of any violation of this or any Company policy, regulation or applicable law. Employees may report potential violations or concerns to their manager, their Human Resources business partner or the Legal Department. Other stakeholders may report potential violations, raise concerns or ask questions directly to the Legal Department by emailing [legal@middleby.com](mailto:legal@middleby.com). Reports may also be made anonymously through the Middleby Anonymous Ethics and Compliance Hotline at [www.lighthouse-services.com/middleby](http://www.lighthouse-services.com/middleby).