

STATUTES OF THE
INTERNATIONAL FOOD & BEVERAGE ALLIANCE

Revised 28.01.2015

Article 1: Name

- 1.1. The International Food and Beverage Alliance is an international non-commercial, non-profit making association governed by these Statutes and, for all matters not covered by these Statutes, by Articles 60 and sequent of the Swiss Civil Code.
- 1.2. The name of the association is "International Food & Beverage Alliance", or, in abbreviated form "IFBA".

Article 2: Competition Compliance

- 2.1 It is the policy of the association that it will not be used by any company to further any anti-competitive or collusive conduct, or to engage in other activities that could violate any applicable anti-trust or competition rules or otherwise impair full and fair competition.
- 2.2 The association and its Members acknowledge that they are subject to the anti-trust and competition law rules and shall fully comply with those rules. In particular, Members shall not use the association directly or indirectly to:
 - 2.2.1 reach or attempt to reach agreements or understandings with one or more of their competitors with respect to commercially sensitive matters;
 - 2.2.2 obtain or attempt to obtain, or exchange or attempt to exchange, information regarding any other company which is confidential and/or commercially sensitive, in particular non-public information relating to prices, turnover, costs and revenues as well as trading terms and conditions with third parties, including purchasing strategy, terms of supply, trade programs or distribution strategy; or
 - 2.2.3 further any anti-competitive or collusive conduct, or to engage in other activities that could violate any anti-trust or competition law rules or otherwise impair full and fair competition.

Article 3: Purpose and Activities

- 3.1 The purpose of the association (the "Purpose"), in compliance with all applicable anti-trust and competition law rules and as an international non-commercial, non-profit making association, will be to aid and encourage its Members to play their part in helping consumers in all nations to achieve balanced diets and healthy lifestyles in accordance with the following key areas identified in the World Health Organisation's Global Strategy on Diet Physical Activity and Health:
 - Product composition and availability
 - Nutrition information to consumers
 - Marketing and advertising to children
 - Promotion of physical activity and healthy lifestyles
 - Partnerships
- 3.2 In pursuit of the above Purpose the association will engage in the following activities (the "Activities"):
 - discussion and interaction with governments, international public bodies such as the United Nations and its agencies the European Union and other intergovernmental bodies, as well non-governmental organisations, on relevant policy and regulatory issues, including the development of guidelines and strategies in relation to:
 1. helping consumers to reduce excess intake levels of key nutrients;
 2. appropriate labelling and other forms of nutrition information accessible to consumers; and
 3. responsible marketing practices
 - dissemination of relevant information to stakeholders and the public;
 - commissioning of studies, research and publications relevant to the organisation's remit;
 - facilitation of the exchange of relevant non-commercially sensitive information between its Members;
 - raising awareness and promoting consumer actions, diets and lifestyles consistent with the WHO Global Strategy;
 - promotion of public-private partnerships to further the objectives of the WHO Global Strategy.
- 3.3 The association is a non-profit making organization and it is specifically excluded from earning profits and any other activities that are prohibited by law, or which would result in penalties or sanctions on any violator.

Article 4: Registered Office

- 4.1. The association's registered office is located at c/o Wealthings SA, Chemin Frank-Thomas 34, 1211 Geneva 6 - Switzerland. It can be transferred by decision of the General Assembly as defined in Article 10 below.

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Article 5: Duration

5.1. The duration of the association is unlimited.

Article 6: Membership and Associates

6.1. The association is comprised of the following types of Members and Associates:

6.1.1 Any food and/or non-alcoholic beverage company that agrees to implement fully the association's Purpose and Activities outlined in Article 3 above, and to pay the required membership fee is eligible to become a Full Member. Full Members are each entitled to cast one vote at each General Assembly and Extraordinary General Assembly.

6.1.2 Observer membership is available to food and non-alcoholic beverage companies wishing to join the association, which agree to participate in the cost sharing arrangements adopted by the General Assembly and which meet the following conditions: (1) the company is already engaged in self-regulation initiatives at national and/or regional level and (2) the company is working to publicly commit to implementing all IFBA Commitments, as published by the association, at the global level within an agreed timeframe. Observer members do not have any right of vote.

6.1.3 Individuals who are committed to the Purpose of the association and who are not employed or engaged by the association or any of its Members may become Honorary Members. Honorary Members do not have any right of vote.

6.1.4 Non-corporate entities such as trade associations representing the food and non-alcoholic beverage industry are eligible to become Associates (a non-member designation), provided that they share the objectives of the Association, are actively working to attain these objectives and agree to support IFBA in this regard. Associates do not have any right of vote.

6.2 All new members (Full, Observer and Honorary Members) and Associates shall be approved by a majority vote of the Full Members prior to joining the association. Approval may be given at any General Assembly or Extraordinary General Assembly and shall be recorded by the Secretary General. Such approval will not unreasonably be withheld where an applicant meets the applicable member criteria as outlined in this Article 6.

6.3 Members and/or Associates agree to be identified as Full, Observer or Honorary Members or as Associates on the association's website and/or other materials.

Article 7: Resignation - Termination of Membership

Membership status will be lost:

7.1. By written resignation:

Any Full, Observer or Honorary Members or an Associate may terminate its membership status upon 60 days' notice to the Executive Committee.

Resignation does not alter any financial commitment previously made to the Association

In the event a former member wishes to rejoin the Association, they will only be admitted after having paid any outstanding debts.

7.2 By expulsion:

By reasoned decision of a majority vote of the Full Members at the General Assembly or an Extraordinary General Assembly. The motives for the proposed expulsion will be communicated in writing to the Member concerned who shall have the right to be heard at the General Assembly prior to decision on expulsion being put to the vote.

7.3. Members who resign or whose membership is terminated have no claim on the assets of the association or claim to and reimbursement of membership fee or participation in any cost sharing arrangement approved by the General Assembly and, to the extent so necessary, shall be deemed by virtue of these Statutes to have irrevocably waived any such claims.

Article 8: Resources: Annual Budget: Annual Accounts: Financial Year: Auditor's Report

8.1. The association's resources derive from membership fees, participations in cost sharing arrangements, donations, sponsorships and any other resources authorized by law.

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- 8.2 The membership fees are fixed on a year to year basis by the General Assembly.
- 8.3 The Full Members are committed to share all of the association's costs within the limits of the approved Annual Budget and in conformity with the association's Purpose and Activities as outlined in Article 3.
- 8.4 The General Assembly decides on the approval of the Annual Budget, the Annual Accounts, the Auditor's Report as well as the proposed membership fees and cost sharing arrangements among Full and Observer Members. .
- 8.5 Funds shall be used In conformity with the association's Purpose as outlined in Article 3.
- 8.6 The financial year shall begin on 1 January and end on 31 December of each year.
- 8.7 Each year the Executive Committee shall draw up the Annual Budget and the Annual Accounts and shall submit same to the General Assembly for approval.
- 8.8 An auditor shall be appointed by the General Assembly pursuant to Article 10.5 and shall audit the association's Annual Accounts and report to the General Assembly (the Auditor's Report).

Article 9: Organs:

- 9.1 The work of the association shall be carried out by:
 - a. the General Assembly;
 - b. the Executive Committee;
 - c. the Advisory Committee;
 - d. the Secretary General; and
 - e. such Committees and Task Forces as are established by the Executive Committee.

Article 10: General Assembly

- 10.1. The General Assembly is the supreme power of the association. A General Assembly is convened at least once a year. The Secretary General shall provide written notice of the time and place of the General Assembly not less than 15 days before the meeting.
- 10.2. The General Assembly elects the members of the Executive Committee and Co-Chairs from amongst the representatives or nominees of the Full Members. Requests for nominations for the offices of Co-Chairs and Members of the Executive Committee shall be submitted in writing to both Co-Chairs with a copy to the Secretary General not less than 5 days before the meeting.
- 10.3. The General Assembly approves the Annual Budget, the Annual Accounts, the Audit Report, the proposals for membership dues and the cost-sharing arrangements for Full and Observer Members. .
- 10.4. The General Assembly, decides on the activities of the association. The General Assembly may ratify the decisions of the Executive Committee and may also establish the main policy directives for the Executive Committee.
- 10.5. The General Assembly appoints, for the term of office decided by the General Assembly, an auditor who shall audit the association's Annual Accounts and submit the Audit Report to the General Assembly. Unless mandatorily required by law, the auditor need not be a professional statutory auditor under Belgian law.
- 10.6. All decisions of the General Assembly are taken by a simple majority of the votes cast at the General Assembly. If a Full Member is represented by more than one individual, the Full Member may exercise the right to one vote only.

Article 11: Extraordinary General Assemblies

- 11.1. A General Assembly is considered extraordinary when it decides on the proposed expulsion of a member, a modification to these statutes, the dissolution of the association or its merger with any other association or entity, it being understood that such merger shall only be possible with another not for profit association or entity.
- 11.2. The Secretary General shall provide written notice of the time and place of the Extraordinary General Assembly to Full Members not less than 10 days before the meeting. Any Full Member may invite other association members or guests to attend the meeting and the decision authorizing or refusing attendance

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shall be finally taken by the Co-Chairs and the Secretary General. Attendance shall not imply any right to vote on any of the matters to be decided by the General Assembly.

- 11.3. Decisions are taken by a simple majority of the votes cast at the Extraordinary General Assembly. If a Full Member is represented by more than one individual, the Full Member may exercise the right to one vote only.

Article 12: Executive Committee

- 12.1. The association is administrated by an Executive Committee consisting of not less than five and not more than fifteen persons who are elected by the General Assembly from amongst the representatives or nominees of the Full Members for a term of one year and who may be re-elected. In the case of a position on the Executive Committee becoming vacant the remaining members of the Executive Committee may co-opt a member to temporarily fill the vacancy pending the next General Assembly.

- 12.2. The Executive Committee will convene at least two meetings per year unless otherwise agreed. Meetings will take place wherever deemed appropriate by the Executive Committee.

The Executive Committee meetings will be convened as deemed necessary by the Co-Chairs. The Secretary General shall serve written notice of the time and place of the meeting upon Executive Committee members not less than 15 days before the meeting.

- 12.3. The Executive Committee will be Co-Chaired by two Full Members' representatives or nominees elected by the General Assembly pursuant to Article 10.2.

Their terms of office shall run from the end of the General Assembly which elects them to the end of the General Assembly two years later.

Co-Chairs may be re-elected for further terms of office. Where possible, the extended terms of office of the two Co-Chairs should be coordinated to ensure continuity of leadership.

Co-Chairs must be elected from Full Member's representatives or nominees, where possible representing companies belonging to two different geographical regions.

- 12.4. The Executive Committee can designate among its members a regional coordinator for each continent or region. Their term of office is for one year and they may be re-appointed.

- 12.5. The Executive Committee takes all policy decisions following the broad directives defined by the General Assembly. It assures the administration and running of the association.

- 12.6. The Executive Committee appoints the Secretary General, defines his/her tasks and specific assignments and length of appointment.

- 12.7. The Executive Committee adopts and proposes to the General Assembly the Annual Budget, the Annual Accounts as well as proposals for individual membership dues and any other cost sharing arrangements.

Article 13: Meetings: Quorum, Voting, Attendance and Representation

- 13.1. Quorum at General Assembly, Extraordinary General Assembly and Executive Committee meetings:

There shall be a quorum for the purpose of taking decisions when at least half the Full Members for a General Assembly or an Extraordinary General Assembly or at least half the Executive Members for Executive Committee meetings are present either in person or by telephone, or represented by a proxy. If a quorum is not attained, a new General Assembly, Extraordinary General Assembly or Executive Committee shall be convened within the next 30 days, which will be empowered to take decisions whether or not a quorum is attained.

- 13.2. Member Attendance and Representation at General Assembly, Extraordinary General Assembly, Executive Committee and all other meetings of the association:

General Assembly, Extraordinary General Assembly meetings and Executive Committee meetings are reserved for Full Members and the Secretary General. Observer Members, Honorary Members, Associates and other third parties may be invited to these meetings at the discretion of the Co-Chairs and the Secretary General. Other IFBA meetings are open to Observer Members, Honorary Members and Associates, unless otherwise agreed by the Co-Chairs and Secretary General, based on the participation rules set out below.

Unless otherwise decided by the Co-Chairs, the Secretary General and all Members shall be invited to attend IFBA meetings as follows:

Full Members may be represented by up to three named and duly authorised individuals (substitutes

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on telephone calls and in meetings permitted);

Observer Members may be represented by up to two named and duly authorised Individuals (substitutes on telephone calls and in meetings permitted).

Honorary Members may be represented by one named and duly authorised Individual (substitutes on telephone calls and in meetings permitted)

Associates may be represented by up to two named and duly authorised individuals (substitutes on telephone calls and in meetings permitted)

- 13.3. Voting at all association meetings, including General Assembly, Extraordinary General Assembly, and Executive Committee meetings: The association will as a general principle attempt to act on the basis of consensus among all Members present or represented at the meeting.

In the event of lack of agreement, the decision by a majority of Full Members present or represented at the meeting will be deemed final. If a Full Member is represented by more than one Individual, the Full Member may exercise the right to one vote only. All other Members will not be entitled to cast a vote.

- 13.4. Regular telephone conference calls will be convened as necessary and with the agreement of a majority of Full Members. Agreement to convene such conference calls and who will be invited to the calls shall be obtained at any association meeting, conference call or by email. The Secretary General or Co-Chairs will coordinate availability for conference calls and provide written notice of the date, time and conference call number.
- 13.5. Other third party attendance at meetings/calls must be pre-approved by the majority of Full Members in advance and on each occasion. Such agreement may be obtained by the Secretary General or the Member requesting attendance of such third party and shall be recorded by the Secretary General.
- 13.6. Whenever practicable, retained consultants and legal counsel will be present at meetings.
- 13.7. Any and all meetings shall be Co-Chaired by two Full Member representatives elected by the General Assembly pursuant to Article 10. In the event that one of the Co-Chairs cannot convene any meeting, the remaining Co-Chair will convene the meeting. If both Co-Chairs cannot convene the meeting, each Co-Chair shall appoint a representative to convene the meeting on such Co-Chairs' behalf or the Secretary General shall convene the meeting.
- 13.8. The Secretary General shall be responsible for maintaining the minutes of all meetings.

Article 14: Decisions by correspondence

- 14.1. Decisions of the General Assembly, Extraordinary General Assembly and the Executive Committee, can be made by correspondence (mail, fax, e-mail or other electronic means), provided that no Member entitled to vote at such meeting requests the subject matter be discussed in a meeting.
- 14.2. Deadlines for documents and/or proposals for action must take into account clear lead times required for approval by the Members, unless to do so would, by general agreement among the Members, compromise the association's ability to react sufficiently quickly to an external event beyond its control.
- 14.3. The Secretary General shall be responsible for maintaining the records of Decisions by Correspondence.

Article 15: Declaration of Interests

- 15.1. All Members shall declare any matter in which they or the member that they represent have a material and direct interest that will be affected by an action of the association.

Article 18: Secretary General

- 18.1. The Secretary General is responsible for following the directives and tasks as assigned by the Executive Committee.
- 18.2. The Secretary General is empowered to carry out the management of the day-to-day business of the association (the "Day-to-Day Management").
- 18.3. The Day-to-Day Management shall consist of all managerial activities that are not reserved to the authority of the General Assembly, the Executive Committee or the Co-Chairs of the association.
- 18.4. The Secretary General shall be responsible for the making of all required administrative, legal, social, fiscal and other filings and publications in the name of the association.

Article 19: Representation of the association

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- 19.1 All acts are validly binding on the Association if signed by one of the Co-Chairs without any requirement to prove any prior decision of the Executive Committee.
- 1.2. All actions before the courts, whether as plaintiff or as defendant, are managed in the name of the Association by the Board of Directors. To this end, the Board of Directors is represented by one of the Co-Chairs or any other member of the Executive Committee explicitly designated in writing by Executive Committee.
- 19.3 For all acts of Day to Day Management the association is validly represented by the Secretary General.
- 19.4 The Secretary General is empowered to represent the association for the purpose of making on behalf of the association all required administrative, legal, social, fiscal and other filings and publications.

Article 20: Committees, Task Forces, Workstreams, Regional Initiatives and Country Leaders

- 20.1. Committees and Task Forces, Workstreams, regional initiatives and country leaders may be established by a majority of Full Members at any association meeting or conference call as is necessary for the proper carrying out of the work of the association, and shall from time to time review the necessity for such Committees and Task Forces.

The reporting structure for such Committees, Task Forces and Workstreams shall be determined at the time of establishment.

Such Committees, Task Forces and Workstreams shall be funded by the association's budget unless otherwise decided by a majority of Full Members at the time the Task Force or Work stream is established.

- 20.2 In the absence of a consensus, decisions of said Committees or Tasks Forces shall be taken by simple majority vote of the votes cast at the meeting, each member of the Committee or Task Force having one vote.

Article 21: Circulation Lists, Circulation of Materials and Ways of Working

- 21.1. All references to "information," "materials," "circulations lists," and any resulting communications in this Article 19 are limited to those which are not commercially sensitive or confidential to the Members of the association, as described in Article 2 on Competitive Compliance.

- 21.2. Circulation lists:

Circulation lists will be restricted by default to the named representatives of Full Members, Observer Members and Honorary Members, as maintained by the Secretary General. Circulation lists for specific association business can be extended to Associates at the discretion of the Co-Chairs and the Secretary General.

- 21.3. Circulation of Materials:

Association materials and information may be shared with third parties on a discretionary basis, with the pre-agreement of the association provided such "information and materials" are limited to those which are not commercially sensitive or confidential to the Members of the association, as described in Article 2 on Competitive Compliance.

- 21.4. Ways of Working:

Membership of the association is understood to indicate that on policy areas of common interest and discussion (e.g. advertising & marketing, labelling, approach to reformulation, etc.). Members will share information, be open and transparent about external meetings and seek to genuinely represent the views of the whole association at all times. Sharing of information is limited to those which are not commercially sensitive or confidential to the Members of the association, as described in Article 2 on Competitive Compliance.

Any Member, Member Representative or external consultants acting on behalf of the association, who plan to meet with governmental or non-governmental stakeholders to advance discussions on the association's Purpose (described in Article 3) shall notify the Secretary General, who will ensure that messages are agreed upon by a majority of Full Members.

External consultants or agencies may not (by default) represent the association in any external meetings, nor attend meetings on behalf of the association, unless agreed upon by either a majority of the Full Members or the co-chairs and instructed by a Member.

Article 22: Governance Rules

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22.1. Internal Governance Rules may be established by the Executive Committee to supplement these Statutes.

Article 23: Dissolution

23.1. If the Extraordinary General Assembly decides on the dissolution of the association, the Executive Committee shall appoint one or more liquidators. Any assets of the association shall, after deduction of debts and charges, be distributed to an organization pursuing not for profit goals similar to those of the dissolved organization.

Dated: 28 January 2015



Anne Heughan

Unilever

Co-Chair



Mary-Catherine Toker

General Mills

Co-Chair