

To: All Mars, Incorporated Units
From: F.E. Mars, Jr./John F. Mars

BUSINESS ETHICS/ETHICAL STANDARDS

The success and reputation of Mars, Incorporated are built on sound ethical principles, the observance of which demands the highest level of personal integrity from all associates. Every associate is expected to observe the highest standard of mature, professional and responsible conduct in order to preserve and strengthen the success of Mars, Incorporated as well as that of the local business unit.

This means that every associate must conduct him/herself in a manner which will maintain the highest quality for our products, the best service to our customers and consumers, the safety of and respect for our associates, the protection of our assets, the integrity of our business relationships and responsibility to our community and society. The application of common sense, logic and the basic standards of behaviour expected in our society should guide associates in their determination of the correct course of action in conducting their daily business.

While it is impractical to cover every potential issue, below are some basic guidelines which will assist associates in these areas.

Highest Quality Products

Each associate has responsibility for ensuring that there are no compromises to the highest standards of products and that every aspect of our operations which impact on it promote and reflects these standards.

Service to Our Customers/Consumers

Our business and livelihood depend upon our customers and our consumers. Every associate is responsible for ensuring that any contact with our customers and the public reflects professionalism, efficiency, honesty and constant striving to provide service and high quality products at good value for money.

Safety of and Respect for Associates

Our associates are our most valuable resource. Each associate is to ensure that his/her conduct does not place their personal safety or the safety of others in jeopardy. This includes following established safety procedures and making recommendations for changes when they are needed.

In all circumstances, including when travelling on company business, each associate is to conduct him/herself in a professional, mature and responsible manner at all times. Associates are to ensure there is no compromise of their personal safety or integrity and every associate will be held responsible for adhering to these standards of behaviour.

As associates, we believe we should treat each other with respect, courtesy and decency. Disparagement, harassment and negative comments regarding fellow associates or business contacts are inconsistent with this belief and every associate should discourage this type of behaviour.

Protection of Our Assets

Our assets provide us with the foundation to produce our products and provide above average salaries and benefits to our associates worldwide. Each associate is responsible for the protection and wise stewardship of our assets. This includes being responsible for the establishment of and adherence to procedures which ensure that our assets are not put in jeopardy or used wastefully. Whether, for example, it is responsibility for effective fire safety practices, efficient plant and office maintenance, security/protection of proprietary/confidential information or effective financial/expense control procedures, every associate is to use our resources with efficiency, honesty and the highest standards of care.

Integrity of Our Business Relationships

Our reputation depends not only on our high quality products, but also on the manner in which we conduct our relationship with suppliers, government officials, organisations and others outside of Mars, Incorporated. Each associate is to ensure that his/her conduct does not provide or give the appearance of providing him/her with personal gain at the expense of the company or external business contact. The giving and receiving of gifts and gratuities between associates and suppliers or other outside business acquaintances represent a source of potential conflict of interest and is, therefore, unacceptable. This also includes accepting favours such as dinners and entertainment which do not serve a direct business purpose/need.

Associates will not accept payment for the cost of business dinners or lunches from external business contacts, nor will associates pay these expenses for others, unless there is likely to be an opportunity for reciprocation at a later date.

Responsibility To Our Community and Society

All of our associates are encouraged to act as responsible and responsive citizens of their communities through support of and involvement in projects, organisations and services which work towards the common good and improvement of their community and society. Our business units are also expected to act as responsible corporate citizens through support of appropriate non-political and non-sectarian projects, organisations and services.

There is no one or common cause to which all associates want to contribute;

therefore, with extremely narrow and specific exceptions (such as United Way in some circumstances), we believe solicitation of our associates in the workplace constitutes a direct or implied pressure on associates which is inappropriate. As a consequence, all solicitations and distributions are prohibited during work time and in work areas.