

Category:	Legal Policies and procedures		Page:	1 of 6
Policy Title:	Fraud and Misconduct Policy			
Policy No.	Last Revision:	Current Revision:	Prepared and Reviewed By:	Adopted By Bunge India Private Limited on:
<b>2/2016</b>	-	1.0	<b>Bunge India Legal</b>	

### Table of Contents

#### Purpose of Document

#### Implementation

#### Receipt of Complaints

- A. General
- B. Employee Complaints
- C. Confidentiality and Anonymity
- D. Non-Employee Complaints

#### Retention of Complaints

#### Process for Treatment of Complaints

#### Protection of Employees who submits Complaint

Category:	Legal Policies and procedures		Page:	2 of 6
Policy Title:	Fraud and Misconduct Policy			
Policy No.	Last Revision:	Current Revision:	Prepared and Reviewed By:	Adopted By Bunge India Private Limited on:
<b>2/2016</b>	-	1.0	<b>Bunge India Legal</b>	

**Purpose of Document**

Bunge India Private Limited (“Bunge” or “the Company”) is committed to the highest possible standards of openness, integrity and accountability in all its affairs. It is determined to maintain a culture of honesty and the highest standards of business conduct.

In line with that commitment, this Fraud and Misconduct Policy (this “Policy”) outlines the principles the Company is committed to in relation to preventing, reporting and managing allegations of fraud or other misconduct across the organization.

**Implementation**

This Policy governs the procedures for the receipt, retention and treatment of complaints regarding fraud, misconduct, compliance matters, accounting, internal controls and auditing matters, and other violations of Company policy or law. A copy of this Policy will be included in Bunge Limited’s Policies and Procedures Manual.

**Receipt of Complaint**

A. General

Bunge strongly encourages and expects all employees and third parties who have knowledge of Bunge’s activities and business practices to promptly report, pursuant to the procedures outlined herein, any instances of misconduct, fraud, improper or questionable accounting, internal accounting controls or other auditing matters or other Company policy or legal violations.

B. Employee Complaints

Employees are often the first to uncover potential incidents of fraud and/or misconduct within the Company. However, they may not express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Company. They may also fear harassment or retaliation. In these circumstances, it may be easier to ignore the concern rather than report what may just be a suspicion.

To facilitate the confidential, anonymous submission of concerns regarding fraud, misconduct questionable accounting, internal control or auditing matters as well as other ethical, legal or Company policy violations, Bunge has established a “hotline” at [www.bunge.alertline.com](http://www.bunge.alertline.com) and also by calling 1-888-691-0773 toll-free in the U.S and Canada. A list of toll-free, country-specific telephone numbers is

Category:	Legal Policies and procedures		Page:	3 of 6
Policy Title:	Fraud and Misconduct Policy			
Policy No.	Last Revision:	Current Revision:	Prepared and Reviewed By:	Adopted By Bunge India Private Limited on:
<b>2/2016</b>	-	1.0	<b>Bunge India Legal</b>	

also available the GEC portal. Employees may also directly contact their Managers, Legal, Human Resources or any of the Designated Global Ethics and Compliance team identified in this Policy to report concerns. For purposes of this Policy, the Designated Compliance Officers are the Chief Compliance Officer and, Director, Global Ethics and Compliance and for the Company, Mr. Alok Mishra, V.P. & Executive Director Legal & Corporate Affairs.

The procedures described in this Policy are intended to address complaints or concerns relating to fraud, misconduct, questionable accounting, internal controls or auditing matters, and other Company policy or legal violations including:

- misappropriation of Company assets;
- conflicts of interest,
- bribery and corruption;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Bunge Limited or any Bunge company;
- fraud or deliberate error in the recording and maintaining of financial records of Bunge Limited or any Bunge company;
- noncompliance with internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of Bunge or any Bunge company;
- deviation from full and fair reporting of Bunge’s or any Bunge company’s financial condition;
- violations of other Company policies; or
- legal and regulatory violations.

**C. Confidentiality and Anonymity**

All complaints will be kept confidential to the fullest extent reasonably practicable, consistent with the need to conduct an adequate review of the reported matter.

Employees who submit their concerns anonymously are expected to provide sufficient information and, where appropriate, corroborating evidence relating to the complaint to justify the commencement of an investigation into the matter. Unspecified or broad allegations without evidentiary support will not be sufficient to commence an investigation. Employees should also be mindful that the inability of

Category:	Legal Policies and procedures		Page:	4 of 6
Policy Title:	Fraud and Misconduct Policy			
Policy No.	Last Revision:	Current Revision:	Prepared and Reviewed By:	Adopted By Bunge India Private Limited on:
<b>2/2016</b>	-	1.0	<b>Bunge India Legal</b>	

investigators to interview the employee will make it more difficult to evaluate the allegations; therefore, we ask that employees provide as much information as possible when they file the initial concern or allegation.

#### D. Non-Employee Complaints

Persons who are not employees of Bunge or its subsidiaries will also be able to use the Bunge Hotline to submit complaints. All complaints, regardless of the source, will be managed in accordance with this Policy in the manner described below.

#### **Retention of Complaints**

Bunge will maintain a log of all complaints submitted through the Bunge Hotline noting the receipt, investigation and resolution of all complaints.

A summary report of complaint activity will be prepared for the Audit Committee of the Bunge Limited on a quarterly basis or more frequently, if requested. Copies of the complaint log will be maintained by the Designated Compliance Officers in accordance with applicable legal requirements and Bunge policy.

#### **Process for Treatment of Complaints**

The investigation of all complaints will be conducted in accordance with Bunge’s Global Investigations Protocol. Primary responsibility for investigating and overseeing the resolution of any complaint received is determined in accordance with Bunge’s Allegations Matrix

All complaints, regardless of their source, will be handled as follows:

1. The Designated Compliance Officers will review the initial information received in connection with the complaint to determine if further investigation is warranted. In making this determination, the following factors shall be considered, if known:
  - the nature of the person making the complaint;
    - the access to information of the person making the complaint;
    - the level of detail provided by the complaint; and
    - the overall plausibility of the complaint.

Category:	Legal Policies and procedures		Page:	5 of 6
Policy Title:	Fraud and Misconduct Policy			
Policy No.	Last Revision:	Current Revision:	Prepared and Reviewed By:	Adopted By Bunge India Private Limited on:
<b>2/2016</b>	-	1.0	<b>Bunge India Legal</b>	

2. If a determination is made that further investigation is warranted, the appropriate resource (“investigator”) will conduct a factual investigation of the complaint. This investigation may include the following steps:
  - collection of documentary evidence;
  - interviewing those persons who are or may be the subject of the complaint;
  - interviewing other persons who may have knowledge of the matters that are the subject of the complaint;
  - consulting with outside advisers; and
  - interviewing the person who made the complaint if known.
  
3. A determination of the legitimacy of the complaint will be made at the conclusions of the investigation. Upon completion of this assessment, the Designated Compliance Officers will perform one of the following:
  - ✓ upon a determination that the complaint is not legitimate and/or that it does not require corrective action:
    - the investigation will be closed; and
    - a summary of the procedures performed and resolution of the matter will be prepared and submitted to the Board of directors of Bunge India Private Limited.
  - ✓ Upon a determination that the complaint was substantiated, the investigative findings and possible corrective action will be raised with the appropriate level of management and possibly one or more of the following parties, as appropriate based on the seriousness of the complaint and the persons implicated by the complaint:
    - Bunge’s senior management (e.g., CEO, CFO or Controller); or
    - the Audit Committee or entire Board of Directors of Bunge Limited and Bunge India Private Limited.
  
4. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of Bunge management responsible for overseeing the involved personnel, business, and/or region following the conclusion of the investigation.
5. The response to the complaint shall be documented prior to closing the case.

Category:	Legal Policies and procedures		Page:	6 of 6
Policy Title:	Fraud and Misconduct Policy			
Policy No.	Last Revision:	Current Revision:	Prepared and Reviewed By:	Adopted By Bunge India Private Limited on:
<b>2/2016</b>	-	1.0	<b>Bunge India Legal</b>	

**Protection of Employees who Submit Complaints**

The Company's Code of Ethics, a copy of which is found in Bunge Limited's Policies and Procedures Manual, prohibits retaliation in any form against any employee who makes a complaint or report in good faith pursuant to the procedures set forth herein, even if the complaint is unsubstantiated.

If, however, an employee makes a malicious or intentionally false allegation, the employee will not be protected by this policy and may be subject to disciplinary and/or legal action.

Violations of the anti-retaliation policy, including any allegations of improper discharge, intimidation or discrimination, should be reported to any of the Designated Compliance Officers as promptly as possible.

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