

Corporate Governance

Corporate Governance

The information that follows is provided in accordance with the Directive on Information Relating to Corporate Governance (DCG) issued by the SIX Exchange Regulation division. The principles and rules of Corporate Governance as practiced by Barry Callebaut AG are laid down in the Articles of Incorporation, the Organizational Regulations of the Board of Directors and the Charters of the Board Committees. These are reviewed regularly by the Board of Directors and adapted as needed.

Group structure and shareholders

The Barry Callebaut Group is organized into three different geographic regions: Region EMEA (including Europe, Middle East and Africa), Region Americas and Region Asia Pacific. The globally managed Global Cocoa is reported as a separate segment, like a Region. The amounts reported under

the respective Regions show all chocolate sales, while the amounts reported under Global Cocoa show all sales of cocoa products to third-party customers globally, i.e. in all regions.

The Group's business can also be separated into three different Product Groups: Food Manufacturers, Gourmet & Specialties and Cocoa Products.



1 Audit, Finance, Risk, Quality & Compliance Committee (AFRQCC).
 2 Nomination & Compensation Committee (NCC).
 3 Member(s) of the Executive Committee.

Corporate Governance

Barry Callebaut AG (the “Company”) was incorporated on December 13, 1994, under Swiss law and has its head offices at Pfingstweidstrasse 60, Zurich, Switzerland. The Company is registered in Switzerland and has been listed on the SIX Swiss Exchange (BARN, ISIN Number: CH0009002962) since 1998. The Company has not requested admission to trading of its shares on any other stock exchange. As at August 31, 2020, the total number of issued shares in the Company was 5,488,858 and the market capitalization based on issued shares was CHF 10,978 million (August 31, 2019: CHF 11,109 million).

The principal subsidiaries of the Company are listed in Note 5.3 to the Consolidated Financial Statements. The significant shareholders of the Company are listed in Note 5.4 to the Consolidated Financial Statements, with Jacobs Holding AG as the reference shareholder holding 40.1% of the issued share capital (August 31, 2019: 50.1%).

The Company is not aware of any cross-shareholding agreements exceeding 5% of its capital or voting rights on both sides.

Capital structure

The information required by the DCG regarding the capital structure is provided in Note 3.2 (share capital, movements in the share capital) to the Consolidated Financial Statements. The Company has no convertible bonds outstanding. The issued share capital is divided into 5,488,858 registered shares with a nominal value of CHF 0.02 each. All of the issued shares are fully paid up and validly issued and are not subject to calls for additional payments of any kind.

The Company has one class of shares, which carries no right to a fixed dividend. There are no participation certificates or dividend-right certificates.

The Company does not have authorized or conditional share capital.

Board of Directors

The Board of Directors (the “Board”) has the ultimate responsibility of directing, supervising and controlling the Company and the Group and their management as well as for supervising their compliance with applicable laws, rules and regulations. The Board establishes the strategic, accounting, organizational and financing policies to be followed, and appoints the Executive Committee, to which it has delegated the operational management of the Company. Besides its non-transferable and inalienable duties pursuant to Swiss corporate law, the Board has retained certain competencies as set forth in the Company’s Organizational Regulations, which are available on the website of Barry Callebaut (<https://www.barry-callebaut.com/about-us/investors/corporate-governance/functioning-board>). Pursuant to the Company’s Articles of Incorporation, no member of the Board may hold more than 15 additional mandates, of which no more than five may be in stock-exchange-listed companies.

As of August 31, 2020, the Board consisted of eight non-executive members. Each member of the Board is elected by the shareholders of the Company at the Annual General Meeting of Shareholders for a term of office of one year and may be reelected for successive terms.

The composition of the Board of the Company as of August 31, 2020, was as follows:

| Name | Nationality | Member since | Function | AFRQCC | NCC |
|----------------------------------|----------------------|--------------|---------------|----------|----------|
| Patrick De Maeseneire | Belgian | 2015 | Chairman | | |
| Markus R. Neuhaus | Swiss | 2018 | Vice Chairman | Chairman | |
| Fernando Aguirre | US/Mexican | 2013 | Director | | Member |
| Suja Chandrasekaran ¹ | Australian/Indian/US | 2018 | Director | | Member |
| Angela Wei Dong | Chinese | 2018 | Director | Member | |
| Nicolas Jacobs | Swiss | 2012 | Director | Member | |
| Elio Leoni Sceti | Italian | 2017 | Director | | Member |
| Timothy Mingos | US | 2013 | Director | Member | Chairman |

1 Will not stand for reelection at the Annual General Meeting of Shareholders of December 9, 2020.

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Patrick De Maeseneire
Chairman, Belgian national



Patrick De Maeseneire (1957) was elected as Chairman of the Board of Directors of Barry Callebaut at the Annual General Meeting of Shareholders in December 2016. Previously, he had served as Vice Chairman of the Board of Directors since December 2015.

Patrick De Maeseneire started his professional career in 1980 at Arthur Andersen. Between 1980 and 1997, he held executive positions at Wang, Apple Computer, and Sun International. He joined the Adecco Group in 1998, where he held leading positions both in Europe and in the US. From 2002 to 2009, Patrick De Maeseneire served as CEO of Barry Callebaut. In 2009 he returned to Adecco to become CEO of the Adecco Group, a position he held until August 2015.

On November 4, 2015, he was named CEO of Jacobs Holding AG, the reference shareholder of Barry Callebaut AG.

Patrick De Maeseneire also serves as Chairman of Cognita, a leading global private school group, and Colosseum Dental, a leading European/US dental care provider.

Patrick De Maeseneire earned a master's degree in Commercial Engineering at the Solvay Business School of Brussels University (VUB), Belgium, and a special license in Marketing Management at the Vlerick Leuven Gent Management School, Belgium. Patrick De Maeseneire also completed studies in Business Management at the London Business School and INSEAD, Fontainebleau, France.

In 2007, Patrick De Maeseneire was conferred the title of Baron by King Albert II of Belgium.

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Markus R. Neuhaus

Vice Chairman, Swiss national



Markus R. Neuhaus (1958) spent his entire career at PwC, ultimately serving as Chairman of the Board of PwC Switzerland and member of the Supervisory Board of PwC Europe SE (Germany, the Netherlands, Belgium, Austria, Turkey, Switzerland) until 2019. Since 2012, he had been Chairman of the Board of Directors of PwC Switzerland. From 2007 to 2008 and 2010 to 2013, he was a member of the Global Network Executive Team and from 2013 to 2016 member of the office of the global PwC chairman. From 2005 until 2007, he was a member of the PwC Global Board. From 2007 to 2008, he was in charge of continental Europe. From 2003 until 2012, he held the position of CEO PwC Switzerland. From 1995 to 1998, he was Leader Tax and Legal Services Zurich, and in 1998 he took over the global leadership of M&A Tax Services. He joined PwC in 1985 and became a partner at PwC in 1992.

Markus R. Neuhaus is also a member of the Board of Galenica AG, Bâloise AG, Orior AG and Jacobs Holding AG.

Furthermore, Markus R. Neuhaus is Vice Chairman and a member of the Executive Committee of the Foundation Board of Avenir Suisse, Chairman of the Finance and Tax Committee of economiesuisse, a member of the Foundation Board of ETH, Vice Chairman of the Foundation Board of stars – Stein am Rhein Symposium for next generation leaders, and Vice Chairman of the Zurich Chamber of Commerce.

Markus R. Neuhaus studied Law at the University of Zurich and received a doctorate degree in Law in 1988. He completed his second qualification as Certified Tax Consultant in 1990. He also attended various management courses at international business schools (Harvard, INSEAD, IMD).

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Fernando Aguirre

Director, Mexican/US national



Fernando Aguirre (1957) served as Chairman and CEO of Chiquita Brands International, Inc., a leading international food manufacturer, from 2004 to 2012. Prior to Chiquita, Fernando Aguirre worked in various management positions for more than 23 years at The Procter & Gamble Co., including President of Special Projects, President of the Global Feminine Care business unit, Vice President of Global Snacks and US Food Products business units, Vice President of Laundry & Cleaning Products, Latin America, and Regional Vice President, Latin America, North.

In November 2018, Fernando Aguirre became a member of the Board of Directors of CVS Health, a publicly traded Fortune 10 company mainly focused on health care, pharmaceutical, and health insurance. He serves on the Audit Committee and the Nominating & Governance Committee of CVS Health.

He was also elected to the Board of Directors of Synchrony Financial in July 2019, a premier Fortune 500 consumer financial services company, where he serves on the Compensation Committee and the Nominating & Governance Committee.

Previously, he served on the Board of Directors of Aetna, Inc., from 2011 to 2018, Levi Strauss & Co. from 2010 to 2014, Coca-Cola Enterprises from 2005 to 2010, and as a member of the International Board of the Juvenile Diabetes Research Foundation from 2006 to 2012.

At present, Fernando Aguirre is the owner and CEO of the Erie Sea Wolves professional baseball team, an affiliate of the Detroit Tigers. He is also Vice Chairman of the Myrtle Beach Pelicans, an affiliate of the Chicago Cubs.

He holds a Bachelor of Science in Business Administration from Southern Illinois University Edwardsville and earned Harvard Business School graduate status in 2009.

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Suja Chandrasekaran

Director, Australian/Indian/US national



Suja Chandrasekaran (1967) is a technology executive and corporate board member with a track record promoting transformation, profitability and agility in high growth entities. She is Senior Executive Vice President, Chief Digital and Chief Information Officer at CommonSpirit Health, a leading health care provider, where she leads consumer engagement, digital, information, cybersecurity, technologies and new business models.

Prior to CommonSpirit Health, Suja Chandrasekaran led digital and information technologies in global retail, food & beverage and consumer goods businesses, focused on D2C and B2B business models at Kimberly-Clark Corporation, Walmart Inc., Pepsico and Nestlé. Suja Chandrasekaran also led e-commerce at The Timberland Company.

Suja Chandrasekaran is a member of the Board of Directors of global apparel retailer, American Eagle Outfitters (NYSE: AEO) and Blume Global Technologies, a private equity-backed digital supply chain company.

Suja Chandrasekaran lives in the United States and is a national of Australia, India and the USA. She holds a Master of Business Systems from Monash University, Australia, and a Bachelor in Electrical Engineering from the University of Madras, India. She also participated in an executive development program at the London Business School.

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Angela Wei Dong

Director, Chinese national



Angela Wei Dong (1973) joined the Board of Barry Callebaut in 2018.

She has served as Global Vice President and General Manager Greater China for Nike since 2015, with responsibility for a P&L of USD 6 billion revenue and more than 7,000 employees. She has deep expertise in finance, marketing and branding strategies for consumer goods in China and how to build a meaningful cooperation with the large Chinese e-business companies.

Angela Wei Dong joined Nike China in 2005 as a Finance Controller. From 2008 to 2011, she held several roles as Finance Planning and Analysis Director, Deputy Chief Financial Officer, Greater China, and then Global Vice President / Chief Financial Officer, Greater China. In 2015, she was named Global Vice President, Chief Financial Officer and General Manager of Territories, Greater China.

Before joining Nike, Angela Wei Dong worked in several management positions at Coca-Cola, British American Tobacco and Procter & Gamble.

Angela Wei Dong was named as one of the Most Powerful Businesswomen in China by Fortune in 2020 for the fourth consecutive time, and also honored as one of the Top 100 Businesswomen in China by Forbes China for the third consecutive time. In April 2020, Angela was listed as one of the 50 most influential business leaders in China by Fortune China.

Angela Wei Dong obtained a bachelor's degree in China and an MBA degree from the Kellogg School of Management, Northwestern University, in the US.

Corporate Governance

Nicolas Jacobs

Director, Swiss national



Nicolas Jacobs (1982) has served as a Board member of Barry Callebaut since 2012 and was previously Managing Director for Barry Callebaut's cocoa and chocolate operations in South America.

Nicolas Jacobs is the Managing Partner of CIP, an entrepreneurial investment company.

Nicolas Jacobs acts as the Executive Co-Chairman of Jacobs Holding AG, a professional investment company and reference shareholder of Barry Callebaut.

Nicolas Jacobs is a Board member of Cognita, a leading K-12 school group which is majority owned by Jacobs Holding AG.

Nicolas Jacobs started his career at Goldman Sachs and later served at Restaurant Brands International (RBI) as Senior Director for Global M&A and Development.

Nicolas Jacobs holds a Master in Law from the University of Zurich, a Master of Finance from London Business School and a Master of Business Administration from INSEAD in Fontainebleau.

Elio Leoni Sceti

Director, Italian national



Elio Leoni Sceti (1966) joined the Board of Barry Callebaut in December 2017.

Elio Leoni Sceti has over 30 years of experience in the consumer goods and media sectors. He is co-founder and chief crafter of thecraftory.io, the first investment house for mission-driven challenger brands.

Elio Leoni Sceti was formerly CEO of Iglo Birdseye until June 2015, when he oversaw its sale to Nomad Foods. Previously, Elio Leoni Sceti was CEO of EMI Music from 2008 to 2010 and prior to that held senior leadership roles first at Procter & Gamble and then at Reckitt Benckiser, where he served as CMO, Global Head of Innovation and then Head of the European operations.

Elio Leoni Sceti is also Chairman of LSG Holdings and an independent Non-Executive Director of Anheuser-Busch InBev.

Elio Leoni Sceti is also a Trustee and a Counsellor of One Young World and on the UK Board of Room to Read, a charity promoting education and gender equality.

Elio Leoni Sceti holds a degree in economics from LUISS in Rome, where he also passed the Dottore Commercialista post-graduate bar exam.



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Timothy Minges

Director, US national



Timothy Minges (1958) spent his entire career in the food industry, including 32 years at PepsiCo before retiring in 2016. Prior to retirement, Tim Minges was Executive Vice President Chief Customer Officer, PepsiCo North America Beverages, and a member of PepsiCo's Executive Committee. Prior to 2013, he was President and CEO of PepsiCo's operations in Greater China and President of PepsiCo Foods Asia Pacific. Prior to PepsiCo, Tim Minges worked as a CPA at Alexander Grant.

Tim Minges sat on a variety of public company boards at PepsiCo, including Calbee Foods Japan, Pepsi-Cola Philippines and Serm Suk Thailand as well as the Board of the North American Coffee Partnership (a PepsiCo joint venture with Starbucks).

Tim Minges is engaged as an early stage investor in a variety of food and beverage start-ups in America and co-founder and Board member of Taokaenoi USA, a joint venture with Thailand's leading seaweed snack brand. Tim Minges is also a Board member of Master Kong (Tingyi) Beverages, China's largest beverage company.

Tim Minges holds a Bachelor of Science in Accounting from Miami University, Oxford, Ohio, and has completed the PepsiCo Executive Development Program at Yale School of Management.

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Functioning of the Board

The Board constitutes itself at its first meeting subsequent to the Company's Annual General Meeting of Shareholders, with the exception of the Chairman and the members of the Nomination & Compensation Committee, who are elected by the Annual General Meeting of Shareholders pursuant to the Articles of Incorporation and Swiss corporate law. The Board appoints the Vice Chairman. It meets as often as business requires but at least four times per fiscal year. The meetings usually take place in Zurich. If possible, the Board of Directors meets once per year at one of the Barry Callebaut sites and combines this meeting with a visit to the local operations. During fiscal year 2019/20, the Board met six times. Typically, Board meetings last one full day. In September 2019, the Board held its meeting in combination with a three-day visit to Milan, Italy. The November 2019 and January 2020 meetings were shorter and took place in the form of video conferences. The April and July 2020 meetings were also held by way of a video conference due to COVID-19.

The Chairman invites the members of the Board to the meetings in writing, indicating the agenda and the motions for resolution thereto. The invitations are sent out at least ten business days prior to the meeting. Each member of the Board can request that the Chairman call for a meeting without undue delay. In addition to the materials for Board meetings, the members of the Board receive monthly financial reports.

At the request of one member of the Board, members of the Executive Committee and the Management can be invited to attend Board meetings. The Board can determine that other third parties, for example external consultants, may attend part or all of the meetings. In the fiscal year under review, the Chief Executive Officer, the Chief Financial Officer and, depending on the agenda items, other members of the Executive Committee and Management of the Company were present at Board meetings and/or Committee meetings.

Resolutions are adopted by a simple majority of the members of the Board being present. Resolutions can also be adopted by unanimous circular decision. Resolutions adopted at Board meetings are documented through written minutes.

The Board is regularly informed of the course of business of the Company and the Group and about material events affecting the Company and the Group by the Chief Executive Officer. At meetings of the Board, every Board member may request information concerning all matters pertaining to the Company and the Group. Outside of meetings, any request for information by a member of the Board shall be submitted to the Chairman.

The Board has formed the following Committees:

Audit, Finance, Risk, Quality & Compliance Committee
Markus R. Neuhaus (Chairman), Angela Wei Dong, Nicolas Jacobs and Tim Minges

The role of the Audit, Finance, Risk, Quality & Compliance Committee (AFRQCC) is to assist the Board in carrying out its responsibilities and make recommendations regarding the Group's accounting policies, financial reporting, internal controls, legal and regulatory compliance and quality management. The Board has not delegated any decision-making power to the AFRQCC.

In addition, the AFRQCC reviews the basic risk management principles and guidelines, the hedging and financing strategies as well as the bases upon which the Board determines risk tolerance levels and limits for exposures of raw material positions. For details on the financial risk management, see Note 3.7 to the Consolidated Financial Statements.

The AFRQCC further assists the Board in overseeing the external auditors. The AFRQCC recommends the external auditors for election, reviews the quality of their work, their qualification and independence, the audit fees, the external audit coverage, the reporting to the Board and/or the AFRQCC, and assesses the additional non-audit services as well as the annual financial statements and the notes thereto. The external auditors attended all six meetings of the AFRQCC in fiscal year 2019/20; furthermore, the Chairman of the AFRQCC met the lead external auditor six times outside AFRQCC meetings.

The Company's Internal Audit Department reports to the Chairman of the AFRQCC. The AFRQCC reviews the performance of Internal Audit. The scope of internal auditing encompasses the examination and evaluation of the adequacy and effectiveness of the organization's internal control system and the quality of performance in carrying out assigned responsibilities. Significant findings of Internal Audit as well as the respective measures of the Management are presented and reviewed in the AFRQCC meetings and, in material cases, in the meetings of the full Board. The AFRQCC reviews the annual plan of the Internal Audit Department based on a risk assessment. In the last fiscal year, the Internal Audit Department was supported on three projects by third-party experts.

Pursuant to the Group's "Compliance Committee and Whistleblowing Policy", the Compliance Committee, chaired by the Group Compliance Officer, evaluates and, as the case may be, investigates alleged violations of the Code of Conduct and the Company's policies under the supervision of the Chairman of the AFRQCC.

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The Compliance Committee reports all pending cases to the AFRQCC on a regular basis.

The AFRQCC meets as often as business requires but at least three times per fiscal year. The meetings usually take place in Zurich. In the last fiscal year, the Committee met six times, of which four times in the form of a video conference. The meetings lasted two to three hours. One of the meetings took place in combination with the Board of Directors' three-day visit to Milan, Italy.

Nomination & Compensation Committee

Timothy Minges (Chairman), Fernando Aguirre, Elio Leoni Sceti and Suja Chandrasekaran

The Company's Nomination & Compensation Committee (NCC) is elected by the Annual General Meeting of Shareholders and advises the Board in determining and verifying the compensation strategy and regulations of the Group as well as in preparing the motions for the attention of the Annual General Meeting of Shareholders regarding the compensation of the Board and the Executive Committee. It also assists the Board in defining and monitoring the performance criteria, and it makes recommendations to the Board with respect to the selection, nomination, compensation, evaluation, and, when necessary, the replacement of key executives. The Board has not delegated any decision-making power to the NCC. The NCC establishes, jointly with the Chief Executive Officer, a

general succession planning and development policy. The NCC reviews and recommends the remuneration to be paid to members of the Board and the Executive Committee. It also ensures a transparent Board and Executive Committee nomination process and evaluates potential conflicts of interest involving Management and members of the Board. The NCC monitors the developments of the regulatory framework for compensation of the top Management and the Board on an ongoing basis and develops suggestions for the respective adaptations of the Group's compensation system.

The NCC meets as often as business requires but at least three times per fiscal year. The meetings usually take place in Zurich. Last year, the NCC met five times, of which three times in the form of a video conference. The meetings lasted two hours. One of the meetings took place in the context of the Board of Directors' three-day visit to Milan, Italy.

Executive Committee

The Executive Committee consists of nine functions and is headed by the Chief Executive Officer. No member of the Executive Committee may hold more than five additional mandates, of which no more than two may be in stock-exchange-listed companies.

The composition of the Executive Committee of the Company as of August 31, 2020, was as follows:

| Name | Function | Nationality | Member since |
|---------------------------|---|---------------------|--------------|
| Antoine de Saint-Affrique | Chief Executive Officer | French | 2015 |
| Remco Steenberg | Chief Financial Officer | Dutch | 2018 |
| Peter Boone | President & CEO Americas | Dutch | 2012 |
| Olivier Delaunay | Chief Operations Officer | French | 2019 |
| Isabelle Esser | Chief Human Resources Officer | Belgian | 2019 |
| Andrew Fleming | Co-President EMEA | British | May 1, 2020 |
| Pablo Perversi | Chief Innovation, Sustainability & Quality Officer; Global Head of Gourmet | Spanish/Argentinean | 2017 |
| Steven Retzlaff | President Global Cocoa | US/Swiss | 2008 |
| Ben De Schryver | President Asia Pacific | Belgian | 2017 |
| Rogier van Slijter | Co-President EMEA | Dutch | May 1, 2020 |

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Antoine de Saint-Affrique

Chief Executive Officer, French national



Antoine de Saint-Affrique (1964) is Chief Executive Officer of Barry Callebaut and was appointed to that role effective October 1, 2015.

From September 2011 to September 2015, Antoine de Saint-Affrique served as President Unilever Foods and member of Unilever's Group Executive Committee, where he was accountable for businesses with a combined turnover of EUR 12.4 billion.

Prior to this, Antoine de Saint-Affrique was Executive Vice President of Unilever's Skin category – an area of the business which includes leading brands such as Dove, Lux, Lifebuoy and Pond's. From 2005 to 2009, Antoine de Saint-Affrique was Executive Vice President for Unilever's Central and Eastern Europe region – an area covering 21 countries. He was based in Moscow. Before joining Unilever in 2000, Antoine de Saint-Affrique was Marketing Vice President and a partner at Amora Maille, a foods company which was acquired under a leveraged buyout from the Danone Group. He served as a reserve naval officer between 1987 and 1988.

Antoine de Saint-Affrique has lived in Africa, the US, Hungary, the Netherlands, Russia, and the United Kingdom. He has been Conseiller du Commerce Extérieur since 2004. Further, Antoine de Saint-Affrique is a member of the Board of Directors of the Swiss-American Chamber of Commerce.

Antoine de Saint-Affrique has a degree in Business Administration from ESSEC (1987) in Paris, and a qualification in Executive Education from Harvard Business School. Since 2004, he has led the Marketing course at Mines ParisTech (Corps des Mines).

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Remco Steenbergen

Chief Financial Officer, Dutch national



Remco Steenbergen (1968) was appointed to the position of Chief Financial Officer and member of the Executive Committee of Barry Callebaut effective March 1, 2018.

Remco Steenbergen started his career with KPMG in the Netherlands in 1986. In 1993, he moved to the United Kingdom as Manager Corporate Finance with KPMG in London. From 1995 to 1998, he worked as Senior Manager in the International Practice of KPMG in Taipei, Taiwan.

Remco Steenbergen joined Royal Philips, a leader in health technology, in 1998 as CFO Television Europe and Global Industry in Bruges, Belgium. In 2002, he was promoted to Vice President, General Manager of Finance Shared Services Europe in Dublin, Ireland. From 2004 to 2009, he served as Senior Vice President, Group Chief Accountant for Philips in Amsterdam, Netherlands. In 2009, Remco Steenbergen transitioned to Boston, USA, as Senior Vice President, Sector Controller Health Care and became Senior Vice President, CFO Business Imaging Systems in 2011. In 2014, he returned to Europe as Executive Vice President, Group Controller, in Amsterdam, Netherlands, and was subsequently appointed Executive Vice President, CFO HealthTech Businesses, Innovation & Group Functions in 2015.

Remco Steenbergen received a post-doctorate in Accounting from the Erasmus University in Rotterdam, Netherlands, and holds an MBA from IMD in Lausanne, Switzerland.

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Peter Boone

President & CEO Americas, Dutch national



Peter Boone (1970) was appointed to the position of President & CEO Americas effective September 1, 2017. He has been a member of the Executive Committee of Barry Callebaut since 2012.

Peter Boone joined Barry Callebaut as Chief Innovation Officer and member of the Executive Committee in 2012. He assumed additional responsibility for Quality Assurance as of June 2013 and for Sustainability as of November 2015.

From 2010 to 2012, Peter Boone worked with Unilever as Chief Marketing Officer responsible for the marketing of all brands in all categories in Australia and New Zealand. He was a member of the regional Executive Board.

Peter Boone started his career at the Information Services division of ITT Corp., where he worked in various marketing roles. In 1996, he joined Unilever as a Strategy Analyst at the head office in Rotterdam, Netherlands. Peter Boone also held other positions at Unilever such as Global Vice President Brand Development at the Unilever Headquarters in Rotterdam, Netherlands, and Vice President Marketing & Sales Latin America Foods Solution based in São Paulo, Brazil.

Peter Boone studied Business Administration at Erasmus University in Rotterdam, Netherlands.

Olivier Delaunay

Chief Operations Officer, French national



Olivier Delaunay (1963) was appointed to the position of Chief Operations Officer and member of the Executive Committee effective September 1, 2019. He joined Barry Callebaut in 2012 as Vice President OSCO (Operations & Supply Chain Organization) for Barry Callebaut's largest region EMEA (Europe, Middle East, Africa). He previously worked for the Group from 1987 to 1994: from 1987 to 1990 as Maintenance Manager at SIC Cacaos, the company's subsidiary in Cameroon, then from 1990 to 1994 as Project Manager in France, the Netherlands and the United States.

From 1994 to 2008, Olivier Delaunay served at Danone, the leading French food and beverage company: from 1994 to 2000, he was with the Danone Dairy division, first as Head of Engineering North Europe (France, Benelux, Nordics), then as Production Manager in Le Molay, France. In 2000, he joined the Danone Biscuit division, initially as Plant Manager for two LU production sites, then as Head of Continuous Improvement for 40 plants worldwide and finally served as Head OSCO for Italy, Germany, Benelux and the Nordics.

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In 2008, when Mondelez acquired LU from Danone, he joined the Mondelez Biscuit division as Head OSCO for LU France until 2012.

Olivier Delaunay holds a Master of Mechanical Engineering from ICAM in Lille, France.

Isabelle Esser

Chief Human Resources Officer, Belgian national



Isabelle Esser (1963) was appointed to the position of Chief Human Resources Officer and member of the Executive Committee effective February 1, 2019.

Before joining Barry Callebaut, Isabelle Esser worked for Unilever as Executive Vice President R&D Foods Transformation in the Global Foods & Refreshment Division, leading the creation of a new global Foods Innovation Center at the campus of Wageningen University in the Netherlands and the transformation of Foods R&D into a more open and agile innovation engine.

Isabelle Esser started her career in the UK as a Scientist at Unilever Research & Development Port Sunlight Laboratory, UK, after which she served in various positions within Research & Development, in the Deodorant Innovation Center before moving on as Development Director in the European Hair Innovation Center and being promoted to member of the Global Category Leadership Team in 2004. In 2005, she was appointed Vice President R&D for Fabric Cleaning in the Global Fabric Cleaning Innovation Center. From 2007 to 2010, she served as Vice President R&D for Deodorant and was also a member of the Global Diversity Board chaired by the CEO. From 2010 to 2011, she held the role of Vice President R&D Europe, CEE and Russia, responsible for all R&D centers and facilities located in 16 countries in that region, across Unilever's Foods and Home & Personal Care businesses. From 2011, Isabelle Esser served first as Vice President R&D Savoury and then as Executive Vice President R&D Foods in the Global Foods Division.

Isabelle Esser holds a degree as Ingénieur Civil en Sciences des Matériaux, Orientation Physique from Louvain-La-Neuve University in Belgium and a PhD in Chemistry from the University of Birmingham in the UK.

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Andrew Fleming

Co-President EMEA, British national



Andrew Fleming (1974) was appointed to the position of Co-President Region EMEA and member of the Executive Committee effective May 1, 2020.

Andrew Fleming joined Barry Callebaut in 2004, having previously worked for ABF Associated British Foods, a FTSE 100 company headquartered in London, UK, and Classic Couverture Ltd, an independent chocolate company located in Liverpool, UK. Since joining Barry Callebaut, Andrew Fleming has held various management roles, including Managing Director UK, Vice President Global Beverages Division and Vice President Global Corporate Accounts.

Andrew Fleming has been instrumental in securing some of Barry Callebaut's largest global outsourcing agreements, delivering several M&A projects and launching key innovations.

Andrew Fleming holds a Bachelor of Science degree in Food Chemistry from the University of Lancaster.

Pablo Perversi

Chief Innovation, Sustainability & Quality Officer; Global Head of Gourmet, Spanish and Argentinean national



Pablo Perversi (1970) was appointed to the position of Chief Innovation, Sustainability & Quality Officer and Global Head of Gourmet, effective September 1, 2018. He has been a member of the Executive Committee of Barry Callebaut since September 1, 2017.

Before joining Barry Callebaut, Pablo Perversi worked for Unilever as Vice President Foods Europe, a business made of more than 50 brands in Europe, serving 370 million consumers. In this position, he was also a Unilever Europe Executive Team member, a Global Foods Executive Team member and a Vice President for Culinaria Europe. From 2011 to 2014, he was Vice President Foods SEAA and Unilever SEAA Executive Team member.

Pablo Perversi started his career as a Trainee at Unilever in 1993 in finance. From 1994 to 1997, he worked as Brand Manager Savoury and later Tea at Unilever UK, he then was Marketing Director Frozen Foods and Spreads at Unilever Argentina from 1997 to 2001. From 1998 to 2000, Pablo Perversi was advisor to the Minister for Sport in Argentina. In 2001, he was promoted to the position of European Category Director and Spreads Unilever Europe and had the global lead for Spreads and the European lead for Dressings before he became Sales Director at Unilever Spain in 2004. From 2006 to 2009, he served as Vice President and Managing Director at Unilever North LatAm, and from 2009 to 2011 he was Vice President Marketing Operations and

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Savoury Global Category and a member of the G10 Board, running all marketing operations for Foodsolutions across 10 regions and 36 countries.

Pablo Perversi is a member of the board of WBCSD Food & Nature Program.

Pablo Perversi studied Industrial Engineering and Economics at the University of Birmingham. He also holds an accreditation from Cambridge University in Sustainable Leadership.

Steven Retzlaff

President Global Cocoa, US and Swiss national



Steven Retzlaff (1963) was appointed President Global Cocoa (until August 2013 Global Sourcing & Cocoa) and member of the Executive Committee of Barry Callebaut in January 2008.

He joined Barry Callebaut in 1996 and has held various senior finance and general management positions with the company. He is Vice Chairman and Treasurer of the World Cocoa Foundation and Chairman of the European Cocoa Association.

Steven Retzlaff holds a Bachelor of Arts in Economics from Whitman College.

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Ben De Schryver

President Asia Pacific, Belgian national



Ben De Schryver (1974) has been President of Barry Callebaut in Region Asia Pacific since September 2016 and was appointed to the Executive Committee of Barry Callebaut effective September 1, 2017.

Ben De Schryver has been with Barry Callebaut in a variety of sales and finance roles since 1999. He started with Barry Callebaut in Belgium in 1999 and transferred to Singapore in 2002 as Chief Financial Officer Region Asia Pacific. He then relocated to Canada as Director Pricing & Customer Services in 2007, before moving on to the company's new regional head office in Chicago in 2009, where he last served as Chief Financial Officer Americas before being appointed President Asia Pacific as of September 1, 2016.

Ben De Schryver holds a bachelor's degree in Accounting from University College in Ghent, Belgium.

Rogier van Sligter

Co-President EMEA, Dutch national



Rogier van Sligter (1973) was appointed to the position of Co-President Region EMEA and member of the Executive Committee effective May 1, 2020.

Rogier van Sligter joined Barry Callebaut in 2004 as Sales Manager. Prior to that he had worked in different marketing roles for various companies after completing his studies. In 2008, Rogier van Sligter became Sales Director Benelux & Nordics. In 2012, he was promoted to Vice President Europe North.

In August 2016, Rogier van Sligter was appointed Vice President EEMEA (Eastern Europe, Middle East, Africa), reporting to the President of Region EMEA and having full responsibility for the business development through expansion into new markets, strategic partnerships, outsourcing and M&A activities as well as team and talent development.

Rogier van Sligter holds a bachelor's degree in International Management from Haarlem Business School in the Netherlands.

Corporate Governance

Shareholders' participation

Each share of the Company carries one vote at the General Meetings of Shareholders. Voting rights may be exercised only after a shareholder has been registered in the Company's share register as a shareholder with voting rights.

Shareholders may register their shares in the name of a nominee approved by the Company and may exercise their voting rights by giving instructions to the nominee to vote on their behalf. However, a nominee holding more than 3% of the share capital will be registered as nominee for shareholders with voting rights only if it discloses the identity of each beneficial owner of shares claiming 0.5% or more of the share capital. No nominee holding more than 8% of the share capital may be registered as a shareholder with respect to the excess shares. The Board of Directors may, however, on a case-by-case basis, permit some or all of the excess shares to be registered with voting rights. In fiscal year 2019/20, no such exception was requested.

A resolution passed at the General Meeting of Shareholders with a majority of at least two thirds of the shares represented at such meeting is required to change the restrictions on the transferability of registered shares. Shareholders may be represented at the General Meeting of Shareholders by their respective legal representative, another shareholder or the independent proxy pursuant to the "Ordinance against Excessive Compensation at Listed Companies" (OaEC). The Articles of Incorporation follow the majority rules and the provisions on convocation prescribed by the Swiss law concerning general meetings of shareholders. Shareholders with registered voting rights who together represent at least 0.25% of the share capital or of the votes may call for the inclusion of an item on the agenda. Such request for inclusion must be made in writing at least 60 days prior to the date of the General Meeting of Shareholders setting forth the items to be included on the agenda and the motions put forward by the shareholders.

Notice of the General Meeting of Shareholders is given by way of one-time publication in the Company's official publication organ (Swiss Official Gazette of Commerce, "Schweizerisches Handelsamtsblatt"). Shareholders registered in the share register with voting rights at the date specified in the invitation may additionally receive an invitation to the General Meeting of Shareholders in writing. Furthermore, the Company offers its shareholders the opportunity to register with the online platform Sherpany and thus the possibility to submit their voting instructions to the independent proxy in an efficient manner. The published disclosures on significant shareholders of the Company are accessible via the disclosure

platform of SIX Exchange Regulation: <https://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html>.

Change of control and defense measures

According to the Swiss Stock Exchange and Securities Trading Act, an investor who acquires 33⅓% or more of all voting rights in the Company has to submit a take-over offer for all shares outstanding. The Company has not elected to change or opt out of this rule.

There are no change of control clauses in the employment contracts with the members of the Board of Directors or of the Executive Committee.

External auditors

At the Annual General Meeting of Shareholders of the Company held on December 11, 2019, the shareholders voted to re-elect KPMG AG, Zurich, as statutory auditors. The statutory auditors are appointed annually by the General Meeting of Shareholders for a term of office of one year. The current lead auditor in charge has exercised this function since fiscal year 2014/15. Pursuant to the Swiss Code of Obligations, the lead auditor in charge may exercise her/his role for a maximum of seven years. The current lead auditor in charge may therefore exercise his function until and including fiscal year 2020/21.

For fiscal year 2019/20, the remuneration for the audit of the accounting records and the financial statements of the Company, the audit of local statutory financial statements and the audit of the Group's Consolidated Financial Statements amounted to CHF 2.8 million. The remuneration was evaluated by the AFRQCC in view of the scope and the complexity of the Group. The performance of the auditors is monitored by the AFRQCC, to whom the auditors present a detailed report on the result of the audit of the Group. Prior to the presentation to the AFRQCC, the lead auditor in charge reviews the audit findings with the Chairman of the AFRQCC without the presence of any members of the Management.

KPMG received a total amount of CHF 0.6 million for additional services, i.e. for transaction and other advisory services (including due diligence). Adequate measures for the avoidance of potential conflicts of interests between the different services provided by KPMG were observed.



Corporate Governance

Information policy

The Company is committed to continuous and open communication with its shareholders, potential investors and other stakeholders based on the principles of transparency and equal treatment, i.e. simultaneous provision of price-sensitive information and no selective disclosure.

The Group provides detailed information on its business activities and financial performance in its quarterly reports and press releases, at conferences for media and financial analysts as well as at the Annual General Meeting of Shareholders. Further, representatives of the Group regularly meet (current and potential) investors in personal

meetings and present the Company and the Group at industry events and investor conferences.

Presentations are also made available on the Group's website, which is updated continuously. The financial calendar for fiscal year 2020/21 and related contacts are published on page 183.

The published media releases of Barry Callebaut are accessible via: <https://www.barry-callebaut.com/en/group/media/news-stories>.

To subscribe to the Group's electronic news alerts, please go to: <https://www.barry-callebaut.com/en/group/media/subscribe-news>.