

**MARS, INC.
MARKETING CODE FOR FOOD,
CHOCOLATE,
CONFECTIONS AND GUM**

February 2010

Aim, scope and timing

Mars, Inc. owns many of the top chocolate, confections, gum and food brands globally and has a long history of marketing its products responsibly. Our Marketing Code, first adopted in 2008, reflects our corporate values and principles, and our commitment to responsible marketing communications, within a dynamic marketing environment.

This Code seeks to reaffirm our commitment to the responsible and creative use of advertising in all its forms to market our products, to explain how Mars uses specific marketing techniques, and new and emerging forms of media, consistent with our commitment to respect the privacy of our consumers. This Code applies to marketing communications for all food, chocolate, confections and gum products produced and licensed by Mars, Inc. and Wrigley on a worldwide basis as well as to the following promotional materials and activities generated by Mars, Inc.: branded websites, online communities, media advertising (e.g., broadcast, print and digital), advertorials, sponsorship, brand press releases and promotions. We seek to assure that our licensees and business partners adhere to our high standards, however Mars is not responsible for actions of non-licensed third parties that may involve our products or brands.

The commitments in this Code are in addition to all statutory requirements or self-regulatory commitments applicable in any country. As a result of the recent acquisition of Wrigley by Mars, Inc. the Code will also be applicable to Wrigley products. For Wrigley products, implementation of the Code will start in most countries in 2010 and will be completed for all-products worldwide by the end of 2013. Certain Company promotional initiatives or other activities underway prior to this date will be phased out as quickly as possible; actual phaseout schedules may depend on existing contractual commitments and inventory.

The Mars Marketing Code is a living document and may require revisions from time to time to ensure it is consistent with our corporate values and principles, as well as changes in the marketplace and changes within our Company. Our Marketing Code also includes our Advertising Guidelines, which are intended to serve as further guidance on considerations in purchasing media time or space for our advertising from content providers.

The Mars Marketing Code is primarily for internal use and is intended to assist all our Associates (and especially those involved in marketing, sales, corporate affairs or commercial/procurement) in ensuring that all our marketing practices are responsible, reflect the values and concerns of our consumers and are globally consistent. It is the responsibility of all Mars Associates and external marketing communications agencies to comply with this Code. Mars also supports and participates in various self-regulatory initiatives on food and beverage advertising around the world to help us verify that we are meeting our high standards.

1. General rules for marketing communications

We believe in healthy eating and pride ourselves on the high quality of our products. Based on sound scientific knowledge, we know that they can form part of a healthy and enjoyable diet for consumers of all ages.

- We endorse initiatives to encourage active lifestyles including the sponsoring of sports events.
- We endorse initiatives that encourage healthy eating including healthy eating education programs.
- We will provide information to consumers about the importance of healthy eating, on our branded websites.
- Our communications will not undermine the pursuit of a healthy, balanced diet and active lifestyle.
- Our communications will not encourage or condone excessive consumption of any food or drink.
- Our communications will not promote compulsive snacking.
- We will not use a celebrity in a way that might mislead consumers about the benefits of our brands.

- As regards children:
 - We will direct our marketing communications to adults who make household purchasing decisions (gatekeepers) and young people 12 and over, both in terms of ad content and media purchasing.
 - Our marketing communications on food, chocolate, confections and gum products of interest to children under 12 will aim to allow gatekeepers to make informed choices about whether our products are appropriate for the children in their care.
 - We will not direct marketing communications for our food, chocolate, confections and gum products primarily to children under 12, both in terms of ad content and media purchasing.
 - Licensees must direct marketing communications in which our brands or logos appear primarily to adults, gatekeepers and consumers 12 and over.
 - We will not conduct research related to whether particular communication techniques appeal to or target children under 12.

2. Portrayal of children under 12 years old in our marketing communications

- a. We will not show children under 12 consuming our chocolate and confections products. We may show children under 12 in our marketing communications if relevant to the marketing message, *e.g.*, depiction of a family situation or activity. In such situations, a gatekeeper must always be shown controlling access to a food product.
- b. Given the oral healthcare benefits of chewing we will continue showing children chewing gum.
- c. Given the nutritional benefits of certain foods such as *e.g.* whole grain foods, we will continue showing children enjoying such foods.
- d. We will not portray physically inactive children, *e.g.*, just watching TV or playing computer games.
- e. Children under 12 shown on packs, in POS material, etc., should not appear to be acting as a spokesperson for the product.

3. Themes & events relevant to children under 12

- a. We will continue to link our products to seasonal themes and events such as Easter, Christmas, Valentine's Day, Mother's Day, Chinese New Year, Back to School, Halloween, etc.
- b. Our marketing communications around themes and events which are relevant to children will be primarily directed to gatekeepers.
- c. We will not use incentives and/or give-aways linked to educational themes and events intended solely for children under 12.
- d. We will not engage in joint promotions / partnerships linked to themes and events where our logos would be used on material intended solely for children under 12.

4. Use of celebrities and licensed characters; use of trade characters; marketing communications films and media programming

- a. We will not use a celebrity or licensed animated character intended to appeal primarily to children under 12 in any marketing communication to promote our chocolate, confections and gum products, consistent with local commitments such as the food pledge program in the United States and the food pledge program in Australia.
- b. In order to support healthier family eating habits, we may use licensed animated characters in gatekeeper targeted campaigns on main meal or side dish food products provided they have a superior nutritional composition.
- c. We will continue to use our traditional brand characters (e.g. M&M'S, Dolmio, etc.) and reserve the right to create new characters, but will refrain from creating characters with child appeal for chocolate, gum and confections. Regarding the M&M'S Characters, their actions and speech are intended for an over 12 year-old audience. We will continue to emphasize the M&M'S Characters' mature personalities and adult characteristics (voices, humor, mannerisms).
- d. We will no longer use third party, licensed and other characters that were primarily intended for an under 12 year-old audience in our marketing communications for chocolate, confections and gum products, except in carefully controlled gatekeeper-directed venues.
- e. Non-food promotional products for use by children under 12 depicting our characters, brand names or logos are intended to be purchased by gatekeepers, will not encourage consumption of any food or drink and will not be specifically designed for use solely in schools.
- f. When we license our brand names or logos to third parties, we will require that any non-food promotional products for children under 12 will not encourage excessive consumption of any food or drink and will not be specifically designed for use solely in schools.
- g. We will not advertise in or sponsor films or media programming where the intended audience is primarily children under 12. For television, when the broadcasters' audience assessment at the time of the media

buy indicates that more than 25% of the audience of any targeted program is composed of viewers under 12, they will be deemed to be the primary audience. For film, we will apply regional rating systems as an initial screen to define which films are rated for an audience below the age of 12.

- h. We will not undertake product placement in films or media programming where children under 12 are the primary intended audience.

5. Marketing communications in schools and community institutions, including for fundraising purposes

- a. We will not place vending machines offering our chocolate, confections and gum products in primary schools (Kindergarten to Grade 6 in the U.S.). We may offer products from our food portfolio provided they have a superior nutritional composition.
- b. In schools attended by children of all ages, we will not place vending machines in locations intended primarily for the use of primary school children.
- c. We will not offer branded materials for use in schools by children under 12 except in connection with established educational or public service messaging programs on responsible disposal of gum litter and oral healthcare. This applies to both primary and secondary schools.
- d. We may offer promotional or communication materials in schools comprised primarily of young people 12 years and over, to promote active and healthy lifestyles that will include branding for e.g. Generation Max and food products such as Uncle Ben's, Dolmio and Seeds of Change.
- e. We will continue to donate funds or products, to schools and community institutions where the school/institution has specifically requested this support in writing.
- f. We will continue to engage in activities aimed at children and teens regarding nutrition, health or physical exercise, as well as sustainability or environmental issues, in cooperation with government and/or other recognized authorities.
- g. We will not sponsor sports events in primary schools.

6. Digital media

Our use of digital media for marketing communications will be primarily directed to adults and teens. This includes, for example, online games at our websites, advertising at third-party websites, mobile marketing campaigns, use of social networking sites, and the like.

- a. Mars food, chocolate, confections and gum websites will include links to nutrition information and healthy lifestyle messages.
- b. We will advise consumers about our policies at our branded website, through, for example, links to our Mars Privacy statement and the “Note to Parents;” a Link to the Web Site Owner; a “Contact Us” Link; the Mars Legal Terms and Conditions and the Mars Copyright Notice.
- c. We will use “neutral age screening” under the U.S. Children’s Online Privacy Protection Act (COPPA) guidelines to ensure that we have taken all reasonable steps to restrict children under age 13 from submitting personal information to the Company, as well as restrict their ability to download branded wallpaper, screensavers or other leave behind material from websites of potential interest to younger audiences., or to upload pictures or information in social networking areas.
- d. Users of Mars branded websites will be informed as to the commercial nature of the website and the activities it contains.
- e. We will not require a purchase to access special rewards such as games or product related merchandise via our website.
- f. Online games are intended to appeal to consumers 12 and older.
- g. We subscribe to the WOMMA (Word of Mouth Marketing Association) Code of Conduct and will only use blogs and forums responsibly on our branded websites and online communities such as, but not limited to, Facebook and Twitter to facilitate interaction between adult and teen consumers in an open and respectful manner. To access the full code, please visit <http://womma.org/ethics/>
- h. Mars websites are increasingly offering users the opportunity to post user-generated content (UGC), which may include photographs, videos, and comments. Any such posting will be restricted to adults, or, in carefully controlled situations, to teens, and neutral age screening will be used to prevent children under the age of 13 from posting any materials. All visitors will be required to click to agree the terms of the posting prior to the posting.
- i. In social media initiatives with third parties, Mars seeks to partner with entities that offer age-screening at their websites, or, where the media does not permit that (for example, mobile phone promotions), uses other mechanisms, like parental controls or notices, in an effort to assure that marketing communications are primarily directed to those 13 and older. Where audience demographic information is available, media purchases will adhere to our commitment that the audience of children under 12 is 25% or less of the total.

7. Promotions

We take great care to ensure that all of our own promotional activities comply with this Code and we encourage our retail customers and promotional partners to respect and adhere to it when promoting our products.

There may be circumstances, however, where retail customers and others use our products in promotional activities in which we are not involved and over which we have no control.

- a. We will not design or participate in promotions intended primarily for children under 12.
- b. We will not design joint promotions with third party products intended primarily for children under 12.
- c. Third party products used in joint promotions should be appropriate for the same consumers as the Mars products offered.
- d. We will not promote activities, recipes or games that encourage excessive consumption.
- e. We will not participate in joint promotions involving “supersize” third party products.
- f. In promotions involving third party products intended to be consumed by one individual, we will include only standard size products or products intended for sharing. No promotion should encourage excessive consumption.
- g. Whenever we undertake a promotion involving a brand owned by another company, we will ensure that the third party brand is consistent with the Marketing Code. For example, licensed character promotions may be acceptable in gatekeeper directed venues or situations.
- h. We will continue to market branded non-food promotional products (e.g., using our M&M’S Characters) that are designed for purchase by adults for children and that are not specifically designed for use in school. We will not design or sell merchandise exclusively for use in primary schools.
- i. We may engage in other partnerships with Disney for products in a retail area (such as the Uncle Ben’s rice products) provided those products contribute to a healthy and nutritious meal, and are exclusively gatekeeper oriented.
- j. We will continue gatekeeper-oriented branded partnerships with Disney for My M&M’S, on both brands’ websites, and may develop new branded websites to promote other partnerships (e.g. partnership with Uncle Ben’s).
- k. Text and internet promotions will not be open to participants under the age of 13. We will either use neutral age-screening, or rely on age-screening or parental controls of business partners (like mobile telecommunications service providers), or adopt other mechanisms, such as notices, consistent with recommended industry practice, in venues like Twitter and blogging. In those venues we will also review audience demographic information to verify that the audience of children under 12 is 25% or less of the total.

8. Mars, Inc. Advertising Guidelines

Mars, Inc. is committed to advertising its products in a manner consistent with the principles which guide us in all aspects of our business. The media environment is becoming more and more complex, with more choices of content than ever before for consumers. Our goal in our advertising is to identify media vehicles that allow us to reach our intended audiences, in accordance with our Marketing Code and these guidelines. The responsibility for programming or media content does not and should not lie with the advertiser. It is not, and should not be, the advertiser's role to dictate content standards or to exercise editorial control. However, it is the advertiser's right to make judgments about the suitability and appropriateness of programming or media content as an advertising vehicle for our products.

Consequently, as a general rule, advertising for our products should not be depicted or placed in programs or media involving:

1. Ethnic, racial, religious or sexual stereotyping or ridicule.
2. Depictions of gratuitous or excessive violence, brutality, cruelty or suffering to people or animals.
3. Explicit sexual behavior or inappropriate sexual suggestiveness or innuendo.
4. Endorsement of unethical, self-destructive or anti-social behavior or values, *e.g.*, drug or alcohol abuse.
5. Endorsement of excessive or compulsive consumption of foods or beverages.
6. Situations antithetical to the Five Principles of Mars, Inc., or to basic common sense.

We recognize that content with a historical, social, humorous or satirical nature may touch on provocative themes but may nevertheless be an appropriate vehicle for our advertising. The handling of controversial subjects calls for particular sensitivity and consideration. When serious treatment of controversial subjects is handled properly, in a factually accurate, fair and balanced manner, the media can perform a constructive societal role which should be encouraged.

However, advertising for Mars, Inc. Products should not be scheduled during programs or media in which the handling of controversial subjects becomes inflammatory, unbalanced or unfactual, which depends on the exploitation of private grief or misfortune, or which is inconsistent with the core values or our Company and our brands.

9. Privacy

We respect consumer privacy and use special care in safeguarding personal information entrusted to us by consumers. All Associates who deal with consumer personal data are expected to be familiar with our Privacy Policy, local Digital Marketing Guidelines where applicable as well as applicable local laws and requirements regarding the collection and use of personal information and data security obligations.

- a. Our privacy notice will always be visible and prominent on all Mars web sites. We encourage visitors to our website to thoroughly review our Privacy Policy, website terms and other special rules that may apply to online activities.
- b. When personal information is collected for a single, one-off purpose (e.g. entering an email address to 'share with a friend') we will be transparent about immediate deletion of this information.
- c. We will not share personal details with outside third parties without consent.
- d. We will honor any specific commitments we make to consumers about how, and how frequently, we will contact them, and promptly honor opt-out requests according to local laws governing unsolicited commercial communications.
- e. We adopt reasonable data security procedures suitable to the sensitivity of personal information about consumers that we hold, and require our agents and service providers to do the same.

10. Governance

Mars strives to comply with existing legislation and applicable self-regulatory Codes in its marketing communications in each market. The Marketing Code provisions are to be applied in addition to laws and regional or sectoral Codes. Mars provides interactive training on the Mars Marketing Code to empower Associates and external marketing communications agencies, to fully understand and apply the Code's rules. The training is mandatory for Mars Marketing Associates and all participants receive, after successful completion of the training test a "Mars Code driving license".

Mars actively participates in the external monitoring of its voluntary commitments to assess compliance levels with national, regional or global industry pledge commitments. One example of such an external monitoring is the US Better Business Bureau report called "The Children's Food and Beverage Advertising Initiative in Action", published in July 2008, which monitored the advertising of the thirteen US Pledge signatories including Mars, from July to December 2007. The report shows that pledge compliance is excellent and that the landscape of children's advertising has already changed significantly.

Another such example is the external monitoring of the voluntary commitments made by the signatories of the EU Pledge. The Report titled "Compliance and change measurement results" prepared by Accenture Marketing Sciences and PWC was released and presented on 11 September 2009 to the European Commission. The report shows a very high compliance rate with the EU pledge commitment to stop the advertising of food products which do not fulfill specific nutrition criteria to children under 12 years old, as well as the commitment to stop communication related to products in primary schools, except where specifically requested by, or agreed with, the school administration for educational purposes. Most

importantly, the report shows that children's exposure to EU Pledge member companies' advertising for products that do not meet companies' nutritional criteria has significantly decreased since 2005.

A third example is the monitoring exercise to assess compliance with the global commitment made to the World Health Organization by the International Food and Beverage Alliance (IFBA), of which Mars is a dynamic member. The report prepared by Accenture checked press, on-line and TV ads throughout the US, Canada, China (Shanghai region), Mexico, Ukraine, New-Zealand, Indonesia, Russia, Thailand, South Africa, Argentina and India. The report showed a compliance rate by all eight member companies of 99.94% for television advertising for the duration monitored (1 February - 30 April 2009), a 100% compliance rate for print advertising, and only one in-compliant ad on-line. Substantial and widespread reduction in overall advertising to children was also noted since the entry into force of the IFBA commitment on 1 January 2009.

Mars will also complete an annual compliance report, to measure compliance with the Mars Marketing Code and will continue the screening of its web offerings.