

**Agreement between Nidera Holdings B.V. and CEDHA, SOMO, Oxfam Novib, and
INCASUR**

November 25, 2011

Introduction

By the end of June 2011, four NGO's (CEDHA, SOMO, OXFAM Novib, and INCASUR hereafter called notifiers) have filed a specific instance with the Netherlands National Contact Point (NCP) regarding the request to Nidera Holdings B.V. (hereinafter "Nidera") to have and embrace human rights policies and due diligence procedures for the concrete activity of rural work for corn detasseling in consistency with the OECD Guidelines. Thereafter the NCP accepted the notification while noting "that this decision does not imply in itself that the Netherlands NCP supports the substantiation of an apparent breach of the OECD Guidelines in the way it is delivered by the notifiers" (letter NCP d.d. 2011.08.16).

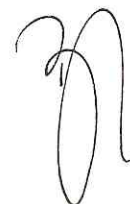
The Netherlands NCP first invited all parties individually to clarify their points of view and subsequently organised a meeting for an open dialogue.

It was generally understood by both parties that the main purpose of the notification should be:

- To organize a constructive discussion for Nidera to update and upgrade its company-wide human rights policy, due diligence procedures and to bring these in line with the updated OECD Guidelines.
- An opportunity for Nidera to communicate and account for how they address their actual and potential adverse impacts through their CSR policies and programs, including its compliance, control and monitoring system and its intentions for developments in the future.

In this open stakeholder meeting, Nidera addressed the concerns of the notifiers (as expressed in the NCP notification), explained its monitor and control mechanism and showed its plans and actions to improve its compliance further. Furthermore Nidera provided an extensive overview of a companywide CSR approach. It was explained that the future developments in the Nidera CSR plan included an update of Nidera's policies to bring these in line with the updated OECD Guidelines.

There was agreement that up-dating, up-grading and improving a CSR system is an ongoing process and Nidera expressed its interest to work on further improvements with its stakeholders and other constructive parties showing a sincere interest in the company. The notifiers expressed their clear will to contribute and support efforts for improving standards and requested for another meeting in October 2011. Because there was a spirit of openness and confidence on both sides of the table, it was agreed to have the next discussion in a direct meeting between the parties.



Before the second meeting, held in October 2011, there was an exchange of questions, proposals and responses between the parties. Subsequently the notifiers recognized the progress and achievements made by Nidera regarding their efforts to comply with the OECD Guidelines.

Putting this into practice with proper human rights policy and monitoring instruments could mean that Nidera will be one of the first companies to develop a Human Rights Due Diligence Procedure, particularly for rural temporary workers for the activity of corn detasseling, in accordance with Chapter IV (Human Rights) of the new OECD Guidelines, adopted on the 25th of May 2011, and which become fully in-force on the 25th of November 2011.

Subsequently agreement was reached on the following items:

Main items:

1. NIDERA´s Human Rights Policy

Nidera and notifiers have reached agreement to strengthen the wording, widen the scope and change the title of its current Human & Labor Rights Statements, and upgrade the policy in alignment with the updated OECD Guidelines. The agreed corporate level Human Rights Policy is attached to this agreement as Annex I.

2. NIDERA´s Human Rights Due Diligence Procedure.

In consistency with the updated OECD Guidelines, Nidera and notifiers have reached agreement regarding the formalisation of a Human Rights Due Diligence Procedure for temporary rural workers involved in corn detasseling activities at corporate level. This Due Diligence Procedure is attached to this agreement as Annex II.

3. Monitoring

Nidera is committed to demonstrating compliance with the OECD Guidelines by continuing consultations with external stakeholders in order to stay in contact and have future meetings, also allowing them to make assessments of progress made. Nidera confirms that this includes the opportunity of notifiers visiting all Nidera´s corn detasseling fields during the corn detasseling season. A suitable schedule will be organized for the upcoming season so that notifiers will be able to visit a selection of Nidera´s corn detasseling fields made by the notifiers.



Other items:

- **On the Nidera CSR supply chain approach.**

The importance of suppliers' and business partners' adherence to the Nidera Social Responsibility Policy, the Nidera Code of Conduct, the Human Rights Policy and the Human Rights Due Diligence Procedure for rural temporary workers involved in corn detasseling activities was stressed by both parties. Currently this is supported by communication on the webpage and company-wide training sessions for Nidera's employees. There are also detailed procedures for suppliers directly involved in servicing campsites for corn detasseling.

The development of "Nidera Standards for Business Partners" is recognized as another step towards a comprehensive approach to Nidera's supply chain in terms of CSR. In order to make these standards truly effective and lived up to by Nidera's business partners (and not merely inserting the Standards on contractual documents), Nidera is developing a plan that includes communication, training, guidance, adherence and nurturing business partners when necessary. A second stage of the plan includes monitoring and auditing.

This plan has a two year timeframe, as in order to be successful in making Nidera's business partners commit to its Human Rights and CSR standards, actions and steps should be carefully analyzed and planned. Nidera has an extensive network of clients, distributors and suppliers around the world, so this plan should be performed in a highly coordinated manner with all business units and commercial areas.

With regards to Nidera's supply chain approach, the parties have agreed that:

- NIDERA Standards for Business Partners will require its business partners to comply with the law and respect for human rights throughout its supply chain and promote, and where necessary enable, the adoption of environmental and social principles.
- In case of non-compliance, NIDERA will take corrective measures which may include possible termination of contract.

- **On the Grievance mechanism**

Notifiers were invited to comment on the Nidera's Corporate Grievance mechanism and accompanying procedure. Nevertheless, the procedure for a grievance mechanism is still being developed and will include, amongst other provisions, a toll-free complaint line, webpage information on how to use the mechanism, e-mail and grievance investigation.

Nidera is currently liaising with an external consultancy in order to tailor make the procedures and channels of communication. Nidera aims (subjective to technical demands)



to implement the whole system before the end of the first quarter of 2012. This will be followed by extensive internal communication on the usage of the system. In addition, the existence of its mechanism will be published on Nidera's website.

The grievance mechanism for temporary workers involved in corn detasseling is already in place and will be upgraded once the external service has been implemented.

All parties agree that the Grievance Mechanism being developed should meet the core criteria of legitimacy, accessibility, predictability, equitability, compatibility with the Guidelines and transparency and based on dialogue and engagement with a view to seeking agreed solutions, as stipulated in commentary 46 of the Human Rights Chapter of the 2011 – OECD Guidelines for Multinational Corporations.

- **On Transparency**

Due to commercial confidentiality requirements and security reasons, there are limitations to transparency, hence the understanding that Nidera follows the principle of "disclose or explain". Some policies, such as The Nidera Social Responsibility Policy and the Nidera Code of Conduct as well as its Human Rights Policy and the Human Rights Due Diligence Procedure for temporary workers involved in corn detasseling activities are public.

All parties agree in requesting the Netherlands NCP to issue a position regarding transparency and confidentiality in light of the OECD Guidelines and the Specific Instance Procedure.

With this agreement, the parties request the Netherlands NCP to conclude this notification taking into account the follow up measures agreed upon by both parties.

Finally, all parties would like to thank the Netherlands NCP for making possible this constructive dialogue and discussion.

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25th November 2011

Signed by:

On behalf of Nidera Holdings B.V.,




Mr R. M. Lopez Mayorga
Chief Executive Officer

On behalf of the notifiers (CEDHA, SOMO, Oxfam Novib and INCASUR)



Mr J. Oldenzel
Programme Manager SOMO



Mr. Victor Hugo Ricco
Human Rights, Business and
Sustainable Development Program Coordinator
CEDHA

ANNEX I: Nidera Human Rights Policy

ANNEX II: Human Rights Due Diligence Procedure for rural temporary workers involved in corn detasseling activities.



Nidera Human Rights Policy

We treat people fairly, with dignity and respect

Nidera respects internationally recognized human rights as expressed in the International Bill of Rights consisting of the Universal Declaration on Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights. Nidera also respects the principles and rights set out in the International Labor Organization Declaration on Fundamental Principles and Rights at Work.

This commitment to respecting human rights has led to the establishment of a set of standards to guide our activities within the company and supply chain, with emphasis on the following labor rights:

Freedom of association

We respect the right of our employees to freely and voluntarily join trade unions pursuant to the applicable legal regulations. Nidera encourages employees to take their matters up directly with management. The Company aims to create an environment where direct dialogue is the preferred way of effectively resolving issues.

Forced and child labor

In compliance with all relevant legislation, we do not accept or tolerate any form of child, forced or involuntary labor. We expect our suppliers and business partners to adhere to the same principles. Our rejection of forced and child labor is consistent with the ILO's core labor standards and the United Nations Global Compact principles.

Diversity and Equal Opportunities

We aim to provide equal employment opportunities to all employees regardless of race, gender, religion, political opinion, disability, sexual orientation, marital status or age. Success within Nidera must depend on personal skills and work performance. At Nidera we must all work together to ensure that our workplace is one of inclusion and acceptance. The diversity of our individual backgrounds is an important driver in Nidera's success. We also promote an atmosphere of openness, engagement, active listening and trust.

Harassment

At Nidera we do not accept or tolerate harassment of any type, including verbal, physical, mental and visual harassment. This type of harassment can be destructive to a positive work environment and is not tolerated. We strive to create an environment of mutual respect, free from harassment and unprofessional behavior in the workplace.

Workplace Health and Safety

We are committed to providing a safe and healthy work environment. There are extensive local and national laws designed to promote a safe workplace which we aim to comply with. Extensive and continuous training and regular safety audits are essential for the understanding of and compliance with safety laws. We endeavor to ensure that all operations and facilities have adequate HSE procedures and practices in place.

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Fair employment practices

Nidera aims to comply with all applicable wage and working hour laws, as well as to honoring its employees' rights. We are committed to fostering personal and professional development and encourage our employees to balance their work and personal responsibilities. We recognize our employees' efforts and achievements.

This Human Rights Policy applies to all Nidera employees. We also expect the conduct of our business partners worldwide to reflect these commitments. Our Social Responsibility Policy and our Code of Conduct also embodies our commitment to the human dignity and labor rights of our employees and suppliers.

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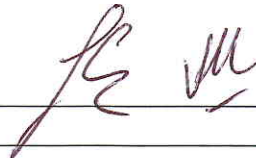

In the conduct of all of its activities and operations NIDERA shall respect internationally recognized human rights as established in the International Bill of Rights consisting of the Universal Declaration on Human Rights, the International Covenant on Civil and Political Rights, the International Covenant on Economic, Social and Cultural Rights and the International Labor Organization Declaration on Fundamental Principles and Rights at Work.

In order to ensure full respect and effectiveness of human rights in all of its activities, NIDERA shall design human rights due diligence procedures to be conducted in scenarios that may call for such procedures and undertakes to act in a responsible manner.

Accordingly, NIDERA shall establish a set of guidelines that will apply to all of its workers in line with international standards that promote responsible corporate behavior, *inter alia*, OECD Guidelines for Multinational Enterprises as well as the United Nations framework policy on Enterprises and Human Rights and its guiding principles. In particular, this human rights due diligence procedure for activities performed by rural temporary workers involved in, and related to, corn detasseling in all countries where NIDERA conducts such activities is established in furtherance of the following purposes:

- a) to protect the life and to preserve and maintain the psychophysical integrity of workers;
- b) to prevent, reduce, eliminate or isolate any risks posed to human rights in the work sites or posts;
- c) to foster and develop a proactive attitude towards the prevention of accidents or injuries that may arise from the labor activities;
- d) to respect the workers' right to freely and voluntarily join trade unions and to engage in collective bargaining;
- e) not to accept or tolerate any kind of forced or compulsory labor;
- f) not to accept or tolerate child labor;
- g) to avoid any kind of discrimination in employment and occupation;
- h) to guarantee occupational health, safety, housing and food.

In order to further the above purposes, the following guidelines and standards are established to be complied with in the employment of rural temporary corn detasseling workers. These guidelines shall be supplementary to any laws and regulations in force in the countries where NIDERA conducts detasseling activities and NIDERA shall require all of its suppliers to acknowledge such guidelines, any breach thereof being subject to sanctions by NIDERA.

			
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1) RECRUITMENT OF WORKERS

All workers under an employer-employee relationship with NIDERA shall be hired in full compliance with all applicable employment registration regulations.

Upon execution of employment contracts, NIDERA shall respect and guarantee the rights of each and every one of its workers, particularly in relation to the following matters:

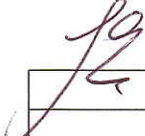


a) **Selection of employees:** In the selection of its personnel, NIDERA and/or its representatives shall respect and guarantee the following:

- i. **Equal opportunities:** in the selection of workers involved in agricultural activities, NIDERA shall make no distinction whatsoever based on race, gender, religion, political opinion, origin whether national or social, economic standing, birth or otherwise.
- ii. **No recruitment commissions or benefits:** Neither NIDERA nor any of its representatives may charge any kind of recruitment commission or fee to any prospective worker. Additionally, neither NIDERA nor any of its representatives may accept any kind of gratuity, gift or benefit in exchange for the employment of one or more workers.
- iii. **Formal education or qualification degrees:** No special qualification degree is required for corn detasseling activities. Workers willing to be hired for corn detasseling need only comply with the applicable legal requirements for the execution of employment contracts.
- iv. **Workers must undergo pre-employment medical tests.** NIDERA believes that prevention is one of the key elements to cope with labor risks, thus it not only fosters prevention as a goal, but also, promotes the adoption of adequate tools to effectively implement such prevention –including- the obligation of developing enhancement plans and the ongoing supervision of working conditions and environment as well as monitoring workers’ health resulting from exposure to labor risks by conducting medical tests fully consented by the workers. Consequently, NIDERA shall conduct pre-employment medical tests to any prospective corn detasseling worker. Such test shall be performed by qualified medical professionals, at adequate medical centers, clinics, hospitals or places qualified for medical testing. Upon detection of any circumstance indicating that the prospective worker may suffer any health hazard as a consequence of the detasseling activities, the necessary steps shall be adopted in order to avoid the prospective job accident and reduce the risk involved.

b) **Hiring of workers:**

- i. Mechanism: either direct hiring and/or outsourcing
- ii. Type of employment contract: Indefinite term employment contract; at will employment contract, fixed term employment contract, temporary rural employment contract
- iii. Compliance with legal regulations in force
- iv. Documentation and registration

c) **Access to Information:** No worker of NIDERA may be forced to perform corn detasseling activities under deceit and/or exploitation. Thus, NIDERA shall ensure that workers are

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provided, before the effective commencement of any tasks, with due access to information on the conditions of their employment with NIDERA and, particularly, to the following information:

- i. **Employer:** All workers must be informed of the employer for whom they shall work under an employment relationship and of the supervisor to whom they must directly report. NIDERA and/or its representatives shall disclose basic information to each worker regarding the employer's corporate name, domicile and/or facilities where the production and/or commercial activities are to be performed specifying the geographical location thereof and any further identification data of the employer.
- ii. **Job description:** A description of activities must be disclosed to each and every corn detasseling worker and to such end NIDERA shall provide a description of the job, the skills required, the risks involved and any further necessary information on corn detasseling.
- iii. **Description of working conditions:** Prior to deciding whether to accept the job, prospective works must be informed of their wages, mechanism and schedule of payment (periodicity of payment and items included in the salary), housing conditions during the performance of detasseling activities, location and fields on which such activities may be performed, work time schedule, health coverage and protection if necessary, transportation and further working conditions.
- iv. **Relevant Authorities:** NIDERA shall disclose to workers the means to contact provincial or national labor authorities and the union qualified to represent detasseling workers as well as the means to contact the entity in charge of insuring workers' risks.


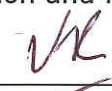
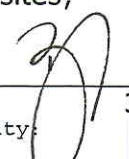
2) WAGES AND WORKING TIME SCHEDULES

NIDERA shall respect the right of all workers to a limited daily working schedule in compliance with applicable regulations. The duration of working time schedules shall comply with laws in force in the country where the activities are performed, providing sufficient meal intervals and rest periods.

3) WORKPLACE HEALTH AND SAFETY

NIDERA is committed to providing a safe and healthy work environment. For such purpose NIDERA shall adopt and implement adequate health and safety measures to protect the life and integrity of its workers, particularly in relation to:

- a) facilities, machines and accessories; tools and devices; location and conservation;
- b) protection of machinery, facilities and devices;
- c) electrical installations;
- d) prevention of job accidents and diseases through relevant training and basic first aid materials;
- e) identification and labeling of hazardous substances and dangerous and hazardous sites;

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- f) fire and any kind of hazard prevention and protection;
- g) installation and maintenance of protection devices for machinery and any kind of facilities, with the health and safety devices that state of the art technology may advise;
- h) supply and maintenance of personal protection equipment and tools to be provided to workers upon commencement of their employment;
- i) job operations and procedures.

4) HOUSING FACILITIES

According to the specific possibilities of space, distance and time, NIDERA may afford corn detasseling migrant workers who cannot return to their homes at the end of each work day with housing facilities either at hotels and/or houses and/or camps with semi-fixed and/or mobile living quarters.

Should NIDERA's farming activities require organizing temporary work teams who have to live in camps and/or places distant from urban centers, NIDERA shall provide such workers with a safe and healthy environment and decent housing facilities with appropriate sanitary conditions in order to ensure the necessary work-rest cycles in compliance with applicable rules and regulations.

The health and safety conditions of the workplace and housing facilities provided to workers must particularly take into account:

- a) physical factors: surface, ventilation, temperature, thermal load, pressure, humidity, illumination, noise, vibration and ionizing radiation,
- b) environmental pollution: physical and/or chemical agents and biological agents.

NIDERA shall implement all necessary steps in order that workers' living quarters are free from weeds in their surroundings and that the electricity sources and fire risks are sufficiently controlled, as well as the risks of collapse and any other specific hazards to which they may be exposed.



As to the sanitary installations and showers, they must provide basic and decent health and sanitary conditions for the workers.

5) MEALS

NIDERA shall provide, either directly or through third parties, workers with daily healthy, sufficient, varied and adequate meals for the proper performance of the activities. A weekly menu shall be implemented for all workers having lunch and dinner at the workplace. Such menu shall be prepared by professionals in the geographical area and labor activity performed.

NIDERA shall bear the cost of the provision of meals, which may not be discounted from the workers' wages.

In the case that workers would need to prepare or cook their meals, they must be afforded with kitchen facilities that meet health and sanitary conditions so as to ensure meal quality,

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and provided with necessary and sufficient comfort so as to live on the site during the time specified for the performance of the activities.

NIDERA shall supply drinking water in a sufficient volume and quality. Water must be provided at the workers' living quarters and workplaces.

6) HEALTH

NIDERA shall ensure workers' access to a health system for the treatment of employment diseases, emergencies or accidents in accordance with the statutory regulations applicable in each country.

7) CHILD LABOR

NIDERA does not accept or tolerate any form of child labor. NIDERA shall adopt all necessary measures in order to bar admission of anyone under the statutory minimum age for working in agricultural activities -and particularly in relation to rural work.

Any worker who becomes aware of any such breach must report it to NIDERA authorities and NIDERA shall take appropriate action for the minor's protection and transportation to the most adequate place according to his/her age.

8) TRAINING

NIDERA believes that success depends on the skills and performance of its personnel. Thus, NIDERA shall provide adequate training to each worker in order to promote personal development so as to provide each worker with better prospects within the company and/or any other work place.

As mentioned earlier, prevention is one of the key elements of workplace safety. However, such prevention cannot be achieved solely by NIDERA's actions, all of the employees must commit to comply with the basic health and safety rules. Thus, NIDERA shall instruct its personnel on health and safety compliance in order to protect the health and physical integrity of each worker.

9) WORKERS' RIGHTS

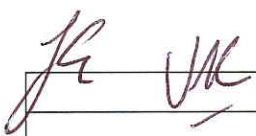
Notwithstanding the above, NIDERA shall ensure all of its workers, the following rights:

a. Freedom of Association:

- i. possibility of electing unions and/or joining the trade union of their choice;
- ii. the chance to engage in collective bargaining negotiations.

b. Freedom of Movement:

- i. NIDERA shall only hire those who have freely chosen to work for the company. No person shall ever be subjected to any forced or compulsory work.
- ii. workers' right to outings and recreation during non-working time;
- iii. workers' right to communicate with third parties, providing the necessary means to such end;

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- iv. workers' right to terminate their employment and return to their homes, whenever they wish to do so.

c. Freedom to file Grievances and/or Claims and/or Suggestions

NIDERA shall respect those who report any kind of improper behavior, shall afford formal reports and/or claims mechanisms to its workers, and shall not tolerate any form of retaliation against anyone who files a good faith report of actual or potential misconduct. NIDERA shall implement a grievances mechanism that adapts to the needs of temporary employment. All reports shall be investigated and the relevant sanctions shall be imposed upon the detection of any breach. Likewise NIDERA shall guarantee its workers that their claims shall be reasonably heard and kept in confidentiality, if the worker would request so, to the utmost possible extent.

10) AUDITS

- (i) NIDERA shall annually retain specialized audit companies to conduct independent audits in order to supervise compliance with this procedure as well as with all the local applicable rules and regulations.
- (ii) NIDERA shall ensure the adequate structure, resources and procedure to conduct continuous and internal audits.
- (iii) NIDERA shall ensure adequate mechanisms to receive the audits and inspections of state bodies, unions, insurance companies and any other agency vested with such auditing jurisdiction.

			
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