



## GUIDELINES AND PROCEDURES FOR OUTSIDE COUNSEL

### Procedures for All Matters:

- We will only work with legal service providers that have been approved and accepted into our Alliance Counsel program. Adding any new provider to our program will require approval of the General Counsel.
- All work by our Alliance providers will be done under the Univar Alliance Covenant—we will no longer execute firm engagement letters. In particular, while we will be understanding and liberal in waiving conflicts, we will not provide advance blanket waivers of conflicts. The Covenant will serve as the “frame agreement” between our companies and will be posted to the firm’s profile in Legal Tracker (our matter management platform). There will be one, and only one, B2B agreement between Univar and each provider accepted into our Alliance program.
- Legal Tracker will be the platform used as our primary tool for communication and functional management including matter management, document management, relationship management and financial management.
- Engagement on specific matters will be through the grant of matter access through Legal Tracker. Notice of matter access will serve as the “work order” for the project. You should not commence work until you’ve been granted access to a matter for the project.
- Only a member of the Univar Legal Team may engage a firm to provide legal services to Univar – that said, the specific project manager may not be a member of the Legal Team and will be designated in the matter profile.
- Before commencing any non-exigent, material work, the objective, scope and budget for the project must be agreed and recorded in Legal Tracker.
- Every matter will be handled by a project team of 1 or more individuals with specific roles, responsibilities and RACI communication protocols clearly established.
- Budgets shall be for the entire life of the matter and the current year. Budgets shall be “all in” including all expenses or subcontractors.
- All work will be done under the ACES fee model -- holdback of 20% of all fees, payment of holdback at 0-200% based upon the ACES evaluation (a/k/a the report card), which assesses value delivered on the basis of  $V = E^3$  (Effectiveness + Efficiency + Experience). Any matter proposed to be done on any other basis must be approved at inception by the General Counsel.
- We focus on project budgets and we expect work to be done by the lowest cost resources capable of delivering value to us as the customer. This is the essence of  $E^3$ . Please note that hourly rates are largely irrelevant to us – but we recognize their utility to firms as a component of costs. That said, while we prefer fixed fee arrangements, we will consider hourly engagements, phased engagements or banded arrangements so long as they are connected to full matter and current year budgets, and subject to the ACES holdback/assessment/payout.

- On a monthly basis, short matter status reports must be input into the matter status reporting function within Legal Tracker. Invoices cannot be submitted unless status reporting is current. Particularly notable developments – those deserving of being brought to the attention of the GC and senior executives of the Company -- are to be flagged as “material” in Legal Tracker.
- Invoices will only be received and approved for payment electronically through the Legal Tracker platform and must be submitted within 30 days of performance of the work. Univar will commit to approve invoices timely but late invoices will be rejected and not paid.
- At the conclusion of a matter, a lesson learned review and evaluation will be conducted by the Univar project manager. We will be looking for procedural improvements in how the team managed the project, as well as substantive improvements designed to change company behavior and prevent similar problems in the future.
- The Alliance provider’s Univar relationship manager will conduct an annual relationship review to cover performance across all matters.

Litigation-Specific Procedures:

- Upon initiation, a default budget of [\$25K] shall be established. The supervising Univar attorney may raise or lower this default budget if the circumstances warrant.
- If the matter is not resolved in 90 days, a full case budget, current year budget and exposure analysis is required. Decision tree analysis is the preferred method to develop and present the exposure analysis.
- Case budgets must include all expenses including experts or other service providers.
- Litigation engagements may be done under either the ACES report card model or the ACES Phased Budget Model.
- Groups of similar cases (e.g., mass tort and HR) may be aggregated in a collective annual budget. In other words, each case would have a full matter budget and a \$0 current budget; a general matter would have the aggregate current year budget. These individual case costs would be aggregated against the general group budget to gauge budget to actual performance.
- Where appropriate, a range of mock jury resources will be used to validate the risk exposure analysis.
- Settlement authority would be based on Univar’s delegation of signature authority, with concurrent approval of the supervising attorney or GC, as appropriate.

IP-Specific Procedures:

- Patent or Trademark Families shall be budgeted for under a single general matter for that family or mark.
- The Univar project manager may agree with the Alliance firm to create individual country-specific matters by country to collect data and expenses for the specific country process. These costs would be aggregated against the general family or mark budget to gauge budget to actual performance.