

VENDOR EXPENSE POLICY



POLICY

This policy provides guidelines to be followed by all vendors of Post Holdings, Inc. and its subsidiaries and affiliates ("Post" or "Company") in requesting reimbursement for travel, meals and other business related expenses. No payment discounts will be taken on approved, reimbursable travel expenses. Expenses outside this policy are not reimbursable. For purposes of this policy, a "vendor" includes third party organizations (and their employees) who provide business services to Post and self-employed contract employees or consultants.

SCOPE

This Policy applies to all employees of Post Holdings, Inc. and its affiliates and subsidiaries (collectively, "Post" or the "Company").

GUIDELINES

Section 1 – Expense Reimbursements

The following guidelines apply to requests for expense reimbursements:

- When spending money that is to be reimbursed, vendors must ensure that Post receives proper value in return.
- Personal expenditures reported for reimbursement should be billed exactly as they were incurred. The use of averages for any type of expenditure or combination of expenditures is not permitted except as specifically provided or documented in a written agreement between Post and the vendor.
- Every vendor and Post employee who certifies or approves the correctness of any voucher or bill should have reasonable knowledge the expense and amounts are proper and reasonable. In the absence of the adoption of such policy, or existing contractual agreements, these guidelines are considered the minimum requirements for requesting reimbursement of Company funds.
- Deviations from this policy must be approved in writing by the sponsoring manager or an officer of Post.
- Receipts will be requested and reviewed for any unusual or out of the ordinary expenses or where the approver cannot make reasonable determination of the propriety of the invoice without a receipt.
- All insurance for vendors is the responsibility of the vendor's employer. Post is not responsible for providing insurance coverage.

1.2 - Non-Reimbursable Expenses

The following is a list, although not all-inclusive, of non-reimbursable expenses:

- Airline club membership fees, dues or upgrade coupons
- Barber/hair stylist/beautician expenses
- Birthday cakes, lunches, balloons, and other personal celebration/recognition costs
- Break room supplies for the vendor, such as coffee, creamer, paper products, soft drinks and snack foods
- Car rental additional fees associated with high speed toll access programs, GPS devices and satellite radio
- Car washes

- Clothing, personal care items and toiletries
- Credit card fees including annual or membership fees, late fees and interest charges
- Entertainment expenses
- Expenses associated with spouses or other travel companions
- Expenses to cover meals or expenses for a Post employee, whether in a home location or on official travel
- Flowers, cards or gifts
- Health club and fitness facilities
- Hotel pay-per-view movies, video games and/or mini-bar items
- Insurance for rental car or flight
- Internet access in hotels
- Laundry expenses if not associated with a trip of 7 or more consecutive nights
- Lost luggage
- Magazines and newspapers
- Meals not consistent with Post's Travel and Business Expense Policy and/or meals not directly required for doing business on the Post account (e.g. vendors cannot voucher lunch with each other simply to talk about Post)
- Medical supplies
- Membership fees to exercise facilities or social/country clubs
- Movies purchased while on an airplane
- Office expenses of vendors
- PC, cell phone and other vendor support expenses (unless specifically authorized in a written agreement)
- Personal entertainment
- Phone usage on a flight unless Post business emergency
- Safe rentals during a hotel stay
- Surcharges for providing fast service (not related to delivery charges such as Fedex, UPS, etc.). Post expects all vendors to complete the terms of the contracts in the shortest period practicable. Charges for shortening the timeframe in which contracts are fulfilled are not permissible unless specifically authorized in a written agreement.
- Tips for housekeeping and excessive tips, *i.e.*, in excess of 15% to 20% of cost of meal or services, excluding tax
- Tobacco products
- Traffic or parking fines
- Travel purchased with prepaid air passes
- Upgrades on airline, hotel or car rental fees
- Foreign travel document requirements
- Use of private jet
- Pet care and kennel costs
- Child care, baby-sitters or house-sitters

The failure to comply with the above mentioned restrictions will result in the Company refusing payment of charges or pursuing restitution from the vendor.

Responsibilities

Post's sponsoring managers will ensure that they cover this policy with vendors prior to the vendors incurring any expenses. Vendors and their sponsoring Post managers are responsible for clarifying any questions or uncertainties they may have relative to reimbursable business expenses.

It is mandatory that financial transactions are recorded in a timely manner. Out-of-pocket business expense(s) for vendors that are not submitted for reimbursement within 90 calendar days from the date

incurred are considered non-reimbursable. Company managers who are responsible for approving reimbursable expenses of vendors should ensure they are submitted and approved in a timely manner.

Travel

3.1 - Travel Policy

Vendors must first consider the feasibility of using videoconferencing or teleconferencing as an alternative to travel. Travel that is not reimbursed by Post should be incurred only as necessary and pre-approved by Post (unless otherwise authorized in a written agreement).

Post reserves the right to dispute any expense submittal and if not verifiable as valid may reject reimbursement. Reimbursements will be made to a vendor only after expenses are verified as valid.

3.2 - Travel Authorization

Travel requiring overnight stays must be pre-approved by the sponsoring Post manager and should be approved only if it is necessary for the vendor to travel to perform required work.

3.3 - Travel Reservations

Vendors are expected to procure the most cost efficient travel arrangements, preferably equivalent to the Post discount rate. Post does not reimburse for travel purchased with prepaid air passes.

3.4 - Travel Expense Reimbursement

Vendor travel expenses incurred for Post business are reimbursable only as specified in these guidelines. Vendors traveling on behalf of Post must pay with their own credit card. Travel expenses may include the following:

- Transportation (airfare or other commercial transportation, car rental, personal auto mileage, taxi and shuttle service)
- Meals and lodging
- Parking and tolls
- Tips/porter service (if necessary and reasonable)

Vendors who stay with friends or relatives or other vendor employees while on a Post business trip will not be reimbursed for lodging, nor will they be reimbursed for expenditures made to reciprocate their hospitality by buying groceries, being host at a restaurant, etc.

The expense must be ordinary and necessary, not lavish and extravagant, in the judgment of the Post sponsoring management. Any reimbursement request must be for actual expenditures only.

3.5 - Air Travel Arrangements

Vendors must select the lowest airfare (fares available in the market at the time of booking, preferably 14 days or more in advance of the trip to attain the lowest possible airfare). Vendors shall book coach class fares for all travel at all times. First class and business class bookings are not reimbursable.

Vendors may retain frequent flyer awards and benefits. Participation in these programs should not influence flight selections in any manner that would result in increased costs to Post.

3.6 - Hotel Arrangements

Vendors should make reservations at a Post preferred hotel whenever possible. Regardless of whether a vendor uses their own corporate travel program or Post's travel program, room rates cannot exceed \$125.00 per night without obtaining prior approval from a Post sponsoring manager. The Post sponsoring manager can provide additional information regarding any available corporate rates for cities where rates typically exceed this limit.

Reimbursement for lodging is limited to the single standard room rate. No upgraded room category will be reimbursed.

Expenses for staying in a private home (e.g., family, friends, or at a vendor's personal residence) in lieu of hotel costs are not reimbursable.

Vendors must indicate the number of room nights on the transaction line when invoicing for reimbursement of hotel expenses. Copies of all hotel bills must be made available for any invoice containing lodging charges.

3.7 - Ground Transportation

While away from their home location overnight, vendors are expected to utilize rapid transit or local shuttle service. If the hotel provides a complimentary shuttle, vendors are to use this service before paying for transportation. If complimentary service is not provided, a taxi or other local transportation is reimbursable as a business expense. Tips provided to taxi drivers cannot exceed 15% of the value of the total fare.

A rental car is appropriate when the anticipated business cost is less than that of other available transportation. Except to the extent necessary to accommodate several travelers and/or luggage requirements, vendors will not be reimbursed for automobile rentals other than economy or mid-sized/intermediate models.

"Loss Damage Waiver" and "Extended Liability Coverage" are not considered reimbursable when travelling in the U.S. Prepaid fuel or refueling charges at the time of the return are not reimbursable. Rental cars should be refueled before returning to the rental company, since gas purchased through the rental company carries an expensive refueling service charge.

3.8 - Use of Personal Vehicle

When use of personal vehicle is required, the current locally approved mileage rate for miles driven for the business portion of the trip should be the maximum used to determine the amount to be reimbursed.

3.9 - Parking

If airport parking is necessary, vendors must use long term parking facilities. Additional costs for short term, valet or covered parking is not reimbursable.

3.10 - Entertainment

Entertainment expenses are not reimbursable to vendors. Entertainment includes meal expenses involving Post personnel, golf fees, tickets to events and related incidental expenses. Hotel charges for pay-per-view movies, individual sight-seeing tours, or other individual activities (*i.e.*, golf, sporting event, movie, etc.) are not reimbursable.

3.11 - Laundry and Cleaning

Reasonable laundry charges during business trips of seven or more consecutive nights are reimbursable based on actual expenses incurred.

3.12 – Communications

The actual cost of landline telephone calls for Post business is reimbursable. Post will not reimburse vendors for cell phone bills unless approved under the written agreement. With prior consent of the sponsoring Post manager, only individual calls that exceed a vendor's rate plan that are necessary to conduct business for Post may be reimbursed. Charges for high speed internet access are not reimbursable unless specifically approved in the written agreement.

3.13 - Business Meals (Travel and Non-Travel)

Vendors are expected to find reasonably priced dining alternatives. As a general rule, vendors are expected to spend USD \$50 or less per day (or local currency equivalent) inclusive of tax and gratuity or as specified by written agreement. This includes all meals, beverages and refreshments purchased during the day. Requests for reimbursement should break out the amount for meals and list the related number of travel days. If breakfast is offered as part of the hotel accommodation rate, no additional reimbursement will be permitted for breakfast. Vendors may not submit expenses to cover meals or expenses for a Post employee, whether in a home location or on official travel.

3.14 - Flowers, Greeting Cards, Gifts and Incentive Awards

The cost of gifts, flowers, birthday lunches or greeting cards is considered a personal expense and is not reimbursable. For example, vendors making a donation or providing a gift for a fund-raiser for Post may not submit such an expense to Post for reimbursement.

3.15 - Loss or Damage to Personal Property

Post assumes no responsibility for loss or damage to a vendor's personal property during business functions or hours.

3.16 - Publications

Subscriptions to or purchases of magazines, newspapers and other publications are not reimbursable.

All questions regarding the Vendor Expense Policy should be sent to vendor@postfoods.com.