



**CODE OF CONDUCT AND
BUSINESS ETHICS**

1. INTRODUCTION

The foundation of Heritage Foods Group (HFG)'s culture lies in our history and our values. We believe that we should always conduct ourselves and our business openly, honestly and in compliance with all applicable laws.

Our reputation is built on the actions of our people and this is why what you do everyday is so important. We believe that our success should be based on a common vision of shared values and a consistent standard of conduct. In other words, all of us have a responsibility to uphold our reputation and our values.

This Code of Conduct and Business Ethics (the "**Code**") provides the general principles on the way we should conduct ourselves and our business, how we should serve our customers and how we should work with our suppliers. They are not meant to be exhaustive and cover every possible issue that may arise but instead, you should treat them as guiding principles to help you make the right decision in any situation you may face. You should read and understand what these principles mean and apply them everyday.

If you have a question on anything related to this Code, you should speak to your line manager. He or she will raise matters to the Manager Director or the Human Resource Officer as appropriate. Alternatively, you can send your query to Compliance@heritagefoodsgroup.com

2. BUSINESS INTEGRITY AND ETHICS

We must at all times perform our duties with honesty, faithfulness and fairness and ensure that we avoid conflicts of interests or situations of undue influence.

We must also abide by all applicable laws, rules and regulations and internal policies that apply to our business in all the countries which we operate.

We are committed to principles of good corporate governance which emphasize transparency, accountability and independence together with prudent enhancement and management of shareholder value.

3. CONFLICTS OF INTEREST

A "conflict of interest" is where our personal interests conflict with the interests of the company, a situation which could affect your ability to act objectively.

This is why we have a Declaration of Interest process to help you assess whether you have a situation of conflict. If one does exist, we will work with you to determine what, if anything, needs to be done to manage the conflict.

As it relates to our suppliers and service providers, a conflict of interest could potentially arise if you and/or your immediate family member (such as your spouse, your parents or children who live with you):

- Have a direct or indirect ownership interest in a supplier or service provider or holds a position as director, officer, legal representative or colleague of, or consultant to, a supplier or service provider; or
- Have a direct or indirect financial interest in a supplier or service provider including as a lender, guarantor, borrower or otherwise.

We must make full disclosure and get prior approval from senior management before:

- Being employed by any organization outside the HFG on a regular or consulting basis
- Engaging any outside organization in which you have a personal interest to undertake any work for the HFG

4. ANTI-BRIBERY AND ANTI-CORRUPTION

We take a zero-tolerance approach to bribery and are committed to complying with all applicable anti-bribery laws.

Bribery is when a person offers, promises or gives another person a benefit directly or indirectly (e.g. through a third party) intending that benefit to influence that person to perform their job improperly, or as a reward for doing so. Asking for, agreeing to receive or accepting such a benefit is also bribery. It doesn't matter if the bribe is offered or accepted by a third party. It is still a bribe.

We must not offer nor accept a bribe in any form on any portion of a contract payment, or use other routes or methods to provide improper benefits to customers, agents, vendors, contractors or colleagues of any party to a transaction or otherwise. We must not make a facilitation payment to any government, public official, or other persons in positions of authority able to exert improper influence on business transactions or individuals responsible for making decisions in the course of business.

We must not arrange for nor accept a bribe or kickback from customers, agents, vendors, contractors or colleagues of any party to a transaction or otherwise, or to any government or public official, or other persons in positions of authority able to exert improper influence on business transactions. The same applies to any person responsible for making decisions in the course of business for the purpose of benefiting the colleague or the colleague's family, friends, acquaintances, associates or other connected persons.

We care about the well-being of the communities in which we operate and support giving back to those communities in the form of charitable contributions and sponsorships.

However, we must all be careful to ensure that any charitable contribution or sponsorship (whether in cash, the donation of services, products or anything else) is free from any potential perception of being a bribe.



For more information about our policies and guidelines relating to anti-corruption, please refer to our **Anti-Bribery & Anti-Corruption Policy** and **Guidelines on Gifts, Entertainment and Hospitality**.

5. ACCURATE FINANCIAL INFORMATION AND RECORDS

We must ensure all transactions are properly included in the books and records of the Heritage Foods Group and are available for audit. All accounting records must be reliable so they can be used to prepare financial information used within the business, for publication and maintaining accountability for assets and liabilities, and for presenting in compliance with all applicable accounting standards.

We must not attempt to create false or misleading records or conceal information from the company's auditors or regulatory agencies.

6. PROTECTION AND USE OF COMPANY INFORMATION AND ASSETS

We must protect company information and assets. You must get authorization from senior management before you disclose to any person outside the HFG or use for your own purpose any confidential or proprietary information about the HFG or third parties with which the HFG has entered into a confidentiality arrangement.

Confidential or proprietary information may include staff personnel records, computer system data, aspects of unpublished company operations, sales and marketing strategies, product information, financial information, customer information, intellectual property, patent, copyright materials etc.

7. RELATIONSHIPS WITH STAKEHOLDERS

We must seek mutually beneficial long-term relationships with customers, suppliers, contractors, joint venture partners, regulators and other third parties based on fair, respectful and trustworthy practices.

8. PRODUCT QUALITY AND SAFETY

We must always use our best effort to promptly fulfill customer needs with good quality goods and services that meet high standards of safety and reliability and at prices which represent excellent value for money.

9. HUMAN AND LABOR RIGHTS, AND FAIR AND EQUAL TREATMENT

HFG is committed and respect human rights of employees. In line with the International Labor Organization's declaration on Fundamental Principles and Rights at Work, including its core labor convention to eliminate forced, compulsory or child labor; respect for freedom of association and collective bargaining.

We must always ensure compliance in its operation accordance to local labor regulation and practice i.e. minimum wages and work hours.

10. HARASSMENT

We must uphold values of mutual respect by maintaining a workplace that is free of all forms of harassment, including verbal, physical, visual or sexual.

11. CORPORATE POLITICAL ACTIVITY

We are politically unbiased and neither associate with political parties nor do we support any activity that is organized by or contributes to any political party.

Neither we nor our agents should use any company entity, facility, resource or finance to support, directly or indirectly, any political party, individual politicians or associates representing a political opinion, whether as a way of obtaining advantage in business transactions or for any other reason.

Group companies, their colleagues and agents shall not make any political contributions for the purpose of seeking improper advantages.

12. ENVIRONMENTAL PROTECTION

We strive to be environmentally responsible by adopting good environmental practices for offices, equipment and consumption of resources and by supporting practical measures and policies to protect and preserve the environment of the countries in which we operate.

13. WORKPLACE SAFETY AND VIOLENCE

We must all maintain a working environment that is clean, healthy, safe and free of physical violence.

No alcohol or illegal drugs and/or substances are permitted at the workplace.

14. CONTRIBUTION TO COMMUNITY

We care about the well-being of the societies in which we conduct our business. We endorse senior executive participation in community service and acceptance of public office as long as the engagement does not negatively affect work performance with the Group.

We encourage everyone to participate in sponsorships and charitable support through direct donation on behalf of the company. However, senior management must approve in advance any support in the form of sponsorships or charitable support by direct donation on behalf of the Company.



15. REPORTING OF CONCERNS AND MISCONDUCT

We encourage everyone to report actual or potential illegal or unethical behavior to appropriate senior management. We will investigate and report to senior management any material violation of this Code. Violations may result in disciplinary action, including termination of employment. In case of suspected fraud or corruption, we reserve the right to report violations to appropriate authorities.

If for whatever reason, you:

- Feel that you cannot speak with your direct line senior management about your concern or complaint, or
- Consider that your concern or complaint has not been handled by the direct line senior management properly, or
- Prefer to report anonymously

You may raise your concern or complaint by e-mail Compliance@heritagefoodsgroup.com