



 **Ventura Foods**[®]
CODE OF CONDUCT



Message From Our President and CEO

We Aim High

Dear Employee,

We take pride in the success of Ventura Foods and continue to live the Ventura Edge throughout the company. As we take Ventura Foods to the next level, our commitment to the Code of Conduct must be unwavering. Adhering to the highest possible standards of integrity and ethical behavior is the only way we'll succeed.

The values that unite us—integrity, customer focus, teamwork, and personal ownership—are critical to our continued success. As you'll see in this Code of Conduct, these values are essential to our company and are the foundation for the ethics and behaviors

described within the Code. The Code provides practical guidance and a framework for making ethical decisions. If you ever find yourself in the difficult position of questioning whether a situation is consistent with our core values, the Code will guide you or allow you to reach people that can help you in your situation. The Code will help you make the right decision and show you where you need to go when you have questions and need answers.

Each of us must be accountable for fulfilling our responsibilities to one another, as well as to our owners, consumers, customers, and suppliers. Asking questions and raising concerns is a great way to take personal ownership of issues that could affect all of us. At Ventura Foods, we must trust and respect each other because our people have been and will continue to be our greatest strength.

With your commitment to living the Ventura Edge and abiding by the Code, we will achieve our goals the right way. Thanks to everyone at Ventura Foods for your commitment to our continued success. Keep up the great work!

Christopher D. Furman

A handwritten signature in black ink that reads "Chris Furman". The signature is written in a cursive, flowing style.

President & CEO

Our Values: We Live the Ventura Edge

The Ventura Edge: Defining the Company Behaviors Key to Our Success

Integrity

We do what we say we'll do. We do the right thing when no one is watching. We represent Ventura Foods in business relationships and in our communities. We are open and honest, ethical and worthy of the trust our customers and fellow employees place in us.

Customer Focus

The interests of our customers come first. We listen to our customers' needs, and we proactively respond with solutions that meet those needs. We execute quickly, effectively, and dependably.

Teamwork

We believe that we can get more done as a team than we can by ourselves. We work across functions. The interests of the group take precedence over the interests of any one person, and the interests of Ventura Foods take precedence over any one department. We come through for our teammates and give credit to others for their contributions.

Personal Ownership

As individual employees we take personal responsibility for Ventura Foods' success, because we are passionate about the food business and we feel empowered by those around us. We are heavily invested in the success of Ventura Foods because **we are** Ventura Foods.

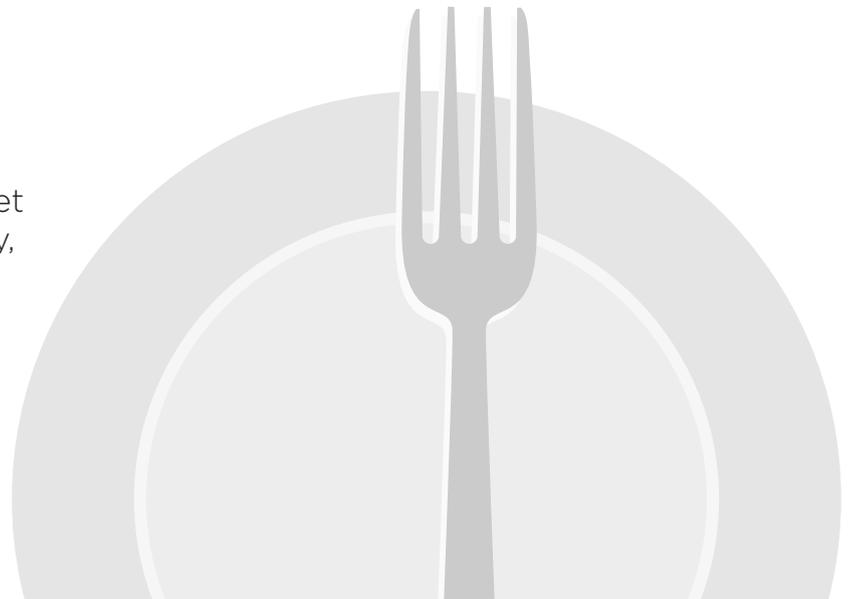


Table of Contents

Message from Our President and CEO: We Aim High	i	Personal Ownership: Doing Our Part	3
Our Values: We Live the Ventura Edge	ii	Employee Expectations	4
Introduction: We Follow Our Guiding Principles	1	Additional Expectations for Managers and Supervisors	4
		Asking Questions and Raising Concerns	5
		Investigations and Consequences of Code Violations	6
		Integrity: We Do the Right Thing	7
		Maintain Accurate Financial Records	8
		Safeguard Company Assets	9
		Avoid Conflicts of Interest	14

Customer Focus:
We Do Our Best Every Day **17**

Product Quality and Safety	18
Fair and Honest	18
Gifts and Entertainment	19

Teamwork: We Do
Better Together **21**

Respect and Promote Diversity	22
Maintain a Safe and Healthy Work Environment	24
Social Awareness	27

We Are a Good
Corporate Citizen **29**

Deal Fairly and Comply With Competition, Antitrust, and International Laws	30
Support Fair Labor Practices	35
Protect the Environment	36

Certification **38**

Introduction: We Follow Our Guiding Principles



Our Code is aligned with the core values outlined in the Ventura Edge. Our core values express what we expect of ourselves and each other. They guide our behavior and serve as the foundation for our decision making. In everything we do at Ventura Foods, we embrace and embody these values: Personal Ownership, Integrity, Customer Focus, and Teamwork.

In addition to our values and our Code, our daily actions are also governed by the law, regulatory policy, and personal integrity. Compliance with the law is the minimum required

standard of conduct. In every interaction and decision we make throughout the day, we must stop to ask ourselves:

- **Does it comply with the Code?**
- **Is the action legal?**
- **Is it consistent with the Ventura Edge and its core values?**
- **How would you feel if your friends and community learned about your decision in the media?**
- **How will your decision impact Ventura Foods and its reputation?**

If you are still unsure if an action is a violation of the Code, please discuss your questions and concerns with an appropriate resource listed in the Code under [“Asking Questions and Raising Concerns.”](#)

Our Code acts as a guide for us in our everyday actions, but it cannot possibly describe every tough situation you may face. Good judgment and honest instincts go a long way, but there are two rules that all of us have a duty to follow:

- **If you don’t know, don’t guess.**
- **If you see something, say something.**

You are responsible for understanding the policies and procedures of Ventura Foods and for asking questions when you are unclear about the meaning of the Code or uncertain about how to handle a situation. The Q&As in the Code provide additional information and examples in order to clarify key points. They are not meant to be full explanations of applicable policies, practices, or procedures. Throughout the Code, there are references to policies and procedures that apply to you and are available on the Ethics site on the Ventura Foods intranet site. If you do not have access to the intranet site, contact your local Human Resources representative and request a paper copy of any policy, procedure, or guideline.

The Code applies to everyone at Ventura Foods—employees, managers, supervisors, executives, and our owners. We also expect that our suppliers, distributors, vendors, brokers, business partners, and consultants follow similar principles. All of us must know and follow the laws and regulations that apply to the work we do in the countries where we do business. By seeking out additional information, asking questions, and conducting our business with the highest ethical standards in mind, we can be sure we are doing the right thing for Ventura Foods.

Personal Ownership: Doing Our Part



As individual employees, we take personal responsibility for Ventura Foods' success because we are passionate about the food business and feel empowered by those around us. We are heavily invested in the success of Ventura Foods because we are Ventura Foods.

Employee Expectations

We expect every employee to do the right thing, for the right reason, in the right way, every time. We are all expected to know and adhere to our values, our Code, and the company policies, procedures, and guidelines that apply to our work. We must never ignore or try to work around the Code for any reason. Failure to comply with the Code and company policies can have severe consequences for both Ventura Foods and the individuals involved. For this reason, those violating the Code or company policies, or those engaging in unethical or unlawful behavior, and those who direct, condone, approve, or facilitate such behavior, may be subject to legal action and disciplinary action, up to and including termination.

Additional Expectations for Managers and Supervisors

Leadership carries additional responsibilities. Following our Code and all applicable laws and regulations is the foundation of Ventura Foods' continued success and positive reputation. While each of us has a duty to follow the Code, managers and supervisors have an even greater responsibility because they are expected to role model appropriate behavior, uphold the Code, and promote a culture based upon our values. Specifically, as a supervisor or manager, you must ensure that the people you supervise understand their responsibilities under the

Code, create an environment where employees are comfortable coming to you to discuss potential violations, and never ask or direct an employee to act in violation of the Code or law.

If your work involves managing others, you have a special duty to raise the bar, lead by example, and foster a community of ethics. Emphasize our core values and demonstrate how these qualities lead to success. Encourage others to ask questions and raise concerns. When others come to you with their concerns, handle their questions and reports appropriately in accordance with the Code. Create an environment where employees feel at ease speaking up. When concerns are raised, never take retaliatory action against those employees or tolerate it from others.

Throughout the Code, employees are encouraged to raise questions or concerns to their supervisor or another member of management. As a manager, if an employee reports an issue to you, it is your responsibility to listen and evaluate the concern. If you do not know or are unsure of the answer to an employee's questions, or if you feel the concern requires further investigation, contact Human Resources or the Legal Department immediately. Ensure you keep all information confidential and only share it with those involved in the investigation.



Asking Questions and Raising Concerns

By asking questions when we are not sure and by reporting even suspected wrongdoing, we each do our part to make Ventura Foods a great place to work.

You should direct questions or concerns to the following resources:

- **Your supervisor**
- **Human Resources**
- **Any member of management with whom you feel comfortable**
- **The Legal Department**
- **Ethics Hotline:**
 - **By phone: 1 (800) 620-7407**
 - **On the web:**
<https://www.reportlineweb.com/venturafoods>
 - **By email: ethicshotline@venturafoods.com**

Please fulfill your obligation to Ventura Foods by being open and honest when making a report and provide as much information as you can in order to allow for a proper investigation. Ventura Foods encourages you to direct questions or concerns to your supervisor whenever you feel comfortable doing so, but we also realize that this may not be possible in every situation. Therefore, in addition to several in-person resources, the Ethics Hotline is available 24 hours a day, 7 days a week. The Hotline allows you to report your concerns confidentially and also keep your identity anonymous to the extent possible.

You may report a suspected violation of the Code, company policy, or the law without fear of retaliation or any negative impact on your employment. Ventura Foods strictly prohibits acts of retaliation against any person for reporting a possible violation in good faith. “Good faith” means that you come forward with all of the information you have and believe you are giving a sincere and complete report. In other words, it does not matter whether your report turns out to be true, as long as your intentions are honest and in good faith. Individuals who engage in retaliatory acts will be subject to disciplinary action, up to and including termination.

For more information about this section, refer to our *Non-Retaliation* policy.

Investigations and Consequences of Code Violations

We can all expect our reports of suspected violations of the Code, company policy, or the law to be fully investigated in a respectful and professional manner. In order to help resolve issues that may arise, we are all expected to cooperate with internal investigations. To the extent possible, all aspects of the investigation will be kept confidential in order to properly and fairly evaluate the complaint. Ventura Foods will make every effort to share the outcome of an investigation with the individual who made the initial report, consistent with applicable laws.



Q: *Michelle's supervisor asked her to do something she genuinely believes is a violation of our Code. If Michelle reports the situation, but the investigation determines her supervisor's actions do not violate our Code, will Michelle be disciplined?*

A: *No, because Michelle made a report in good faith. Even if her supervisor wasn't engaged in any misconduct, Michelle's report will not lead to discipline or any form of retaliation against her because she acted in good faith.*

Integrity: We Do The Right Thing



We do what we say we'll do. We do the right thing when no one is watching. We represent Ventura Foods in business relationships and in our communities. We are open, honest, and ethical—and worthy of the trust our customers and fellow employees place in us.

Maintain Accurate Financial Records

Ventura Foods maintains the highest standards of honesty, integrity, and transparency in all of our accounting practices. This means we follow appropriate internal accounting controls, accounting policies, and applicable laws in order to ensure the protection of our assets and the accuracy of our financial reports. The information we submit as part of our daily job duties, including our time records and expense reports, has a critical impact on our business.

We are firmly committed to preventing and detecting any act of fraud. Generally speaking, fraud may include intentionally concealing facts in order to deceive or mislead others, including the following:

- **Misstatements arising from fraudulent financial reporting, revenue recognition, or expense reports**
- **Misstatements arising from misappropriation of assets (such as wire fraud or fictitious vendors)**
- **Fraudulently obtained revenue and assets, or the avoidance of costs and expenses**

If you suspect any unethical, improper, or illegal conduct with respect to our accounting practices, financial irregularities, or fraud, report your concerns in accordance with the [“Asking](#)

[Questions and Raising Concerns”](#) section of the Code. Individuals who make a report in good faith will never face retaliation by our company.

Manage records properly

Not only must company records contain accurate information, all records must also be properly managed. By effectively organizing and managing records, we are able to meet our business needs and make sure that our records are available when necessary. In addition, following the records management policy helps us comply with all applicable laws and regulations and preserve relevant documents in the event of litigation, audits, or investigations. We all must comply with the records management policy and company retention schedules. Keep in mind that “records” can include any electronic documents, email, images, and paper documents created, received, and maintained by Ventura Foods for legal, regulatory, accounting, or business purposes.



It is important for us to appropriately answer and comply with all internal and external audits, inquiries, and investigations. However, in order to make sure that we are responding appropriately and completely, if a governmental entity requests information or documentation from you, please make sure the Legal Department is involved before complying with the request. As with all of our activities, we must be forthright in our representations, but it is important that we understand the nature and basis for the request and involve those within our organization best suited to handle the request.

Safeguard Company Assets

Proper use of company assets

We must responsibly use the assets Ventura Foods provides to do our work each day. This includes physical property, such as equipment and facilities, as well as information, funds, time, and other resources. Use your time and the

assets entrusted to you only for appropriate business purposes. Further, do your best to safeguard assets from loss, damage, theft, or inappropriate use.

You are responsible for ensuring the safe and appropriate use and care of company assets. As a general rule, company assets should only be used for the benefit of Ventura Foods, not for your personal benefit or the benefit of anyone else. For example, while the occasional phone call or email from the workplace is acceptable, excessive internet surfing, phone calls, or email is a misuse of assets.

Examples of Company Assets:

- **Physical**
 - **Company vehicles**
 - **Manufacturing equipment**
 - **Photocopiers**
 - **Telephones**
 - **Computer systems and software**
 - **Company products and money**

- **Intangible**
 - **Customer lists**
 - **Pricing**
 - **Company trademarks**
 - **Formulas**
 - **Confidential information**
 - **Employees' time at work**

Confidential information

To maintain our competitive edge and succeed as a business, it is vital that we keep our sensitive and confidential data secure. Confidential information includes:

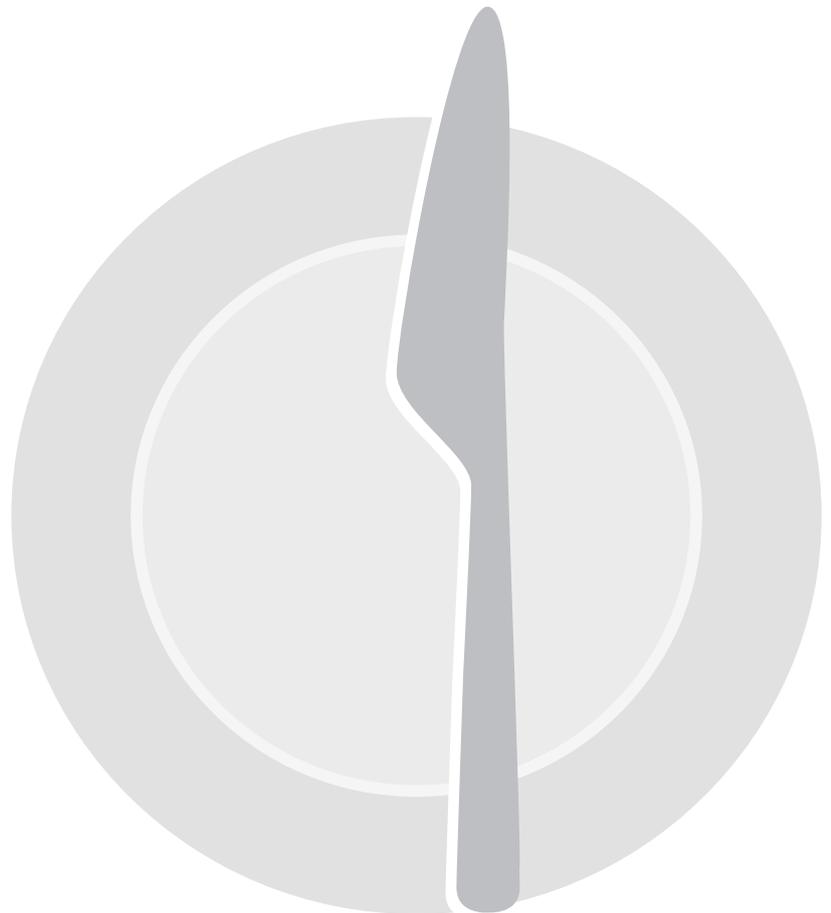
- **Any information or knowledge created, acquired, or controlled by Ventura Foods that we have determined should be safeguarded from disclosure**
- **Information obtained from a third party under the terms of a confidentiality or non-disclosure agreement**

Generally speaking, any information which is not publicly posted on the company's external websites or contained in Ventura Foods' promotional materials is considered non-public information and should be kept confidential.

Non-public information may include, but is not limited to:

- **Financial records (internal databases, statements, contracts, supplier quotes)**
- **Technical information (recipes, formulas, specifications, designs/drawings, engineering/manufacturing know-how, details of processes, copyrighted material, software)**

- **Sales and marketing data (product plans, customer lists, market share information, new product launches)**
- **Business plans (strategies, results, merger or acquisition discussions)**
- **Employee records (home addresses and phone numbers, medical records, personnel and salary data, major management changes)**





How should we handle confidential information?

Safeguarding confidential information involves the following guidelines:

- **Limit access to confidential information to authorized persons who “need to know”**
- **Disclose confidential information only with authorization from the Legal Department**
- **Refrain from using Ventura Foods’ information for your personal benefit or other non-business purpose**
- **Comply with the terms of applicable agreements**

Unauthorized releases or suspected releases of confidential information, whether intentional or not, should be reported immediately to the Legal Department. Further, if you have any questions about whether information you possess is considered confidential or proprietary and/or whether such information may be disclosed, please contact the Legal Department.

Confidential information may also include our intellectual property. This includes legally-protected creations like copyrights, trademarks, patents, logos, and trade secrets. To the extent permissible by law, all intellectual property created on company time, at the company’s expense, or within the scope of your duties belongs to Ventura Foods. Never disclose trade secrets or any other confidential or proprietary information without a business purpose and an agreement in place prior to any such disclosure. You can obtain a confidentiality or non-disclosure agreement from the Legal Department.

You must ensure that the Ventura Foods information under your direction or control is properly safeguarded in accordance with our company policies and procedures. You are also expected to comply with all third-party confidentiality and non-disclosure agreements.

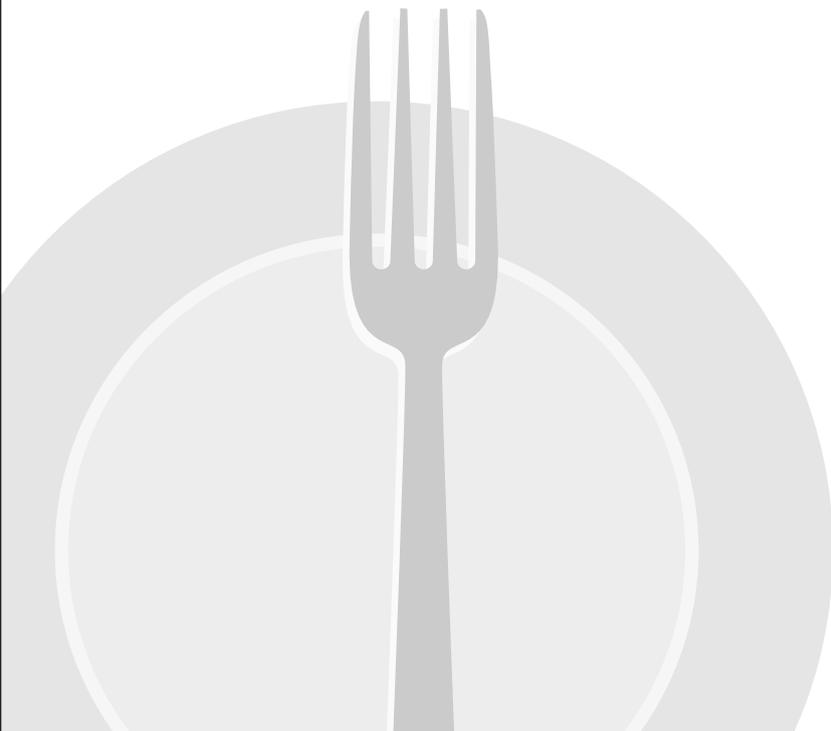
Information security starts with us. Doing your best to protect Ventura Foods assets also means keeping your computer and other information storage devices well-guarded at all times. Use passwords and secure your workstation when you are away from your desk, even if only for a short period of time. When traveling or working outside of the office, be aware of your surroundings. There is a possibility that those around you may be able to see your screen or overhear your conversations.

Your obligation to protect confidential company information and intellectual property continues even after your employment ends.



Q: *The technical work I do is confidential, but locking it up at night is an inconvenience. I feel confident the confidential information will be safe on my desk. May I leave it there?*

A: *No, confidential documents should be kept secure and out of sight while you're away from your desk. If you handle sensitive or confidential information, you are responsible for protecting the confidential information from loss or unauthorized release.*



Obey insider trading laws

In the course of our work, we may also become aware of information about Ventura Foods or an organization we do business with—before the general public hears about it. Although we are a private company, we must ensure that any non-public, material information that we may learn about Ventura Foods or another company is not disclosed or used for personal benefit under any circumstances. A few examples of this kind of information might include earnings, forecasts, merger or acquisition discussions, and business strategies that are not known to the public. Trading on material, non-public information is a violation of insider trading laws, and subjects individuals to potential civil or criminal penalties, as well as disciplinary action by Ventura Foods. It is also illegal to provide inside information to others in making their investment decisions.



Q: *Angela learns from a customer that the customer is going to be acquired in the next six months. Angela's cousin works for a company that competes with this customer, and she thinks he might be very interested in this news. Can she tell him?*

A: *No, Angela may not tell her cousin about the possible acquisition. Angela is responsible for maintaining her customer's trust in Ventura Foods and keeping the customer's information confidential.*

Third-party intellectual property

We also have a duty to respect the intellectual property of others, just as we exercise care to protect our own intellectual property. This includes gaining permission to use the trademarks, service marks, and copyrights of others. Ventura Foods respects the trademarks of others, so when we name new products and services, we must ensure that the name is not already in use by someone else. Likewise, never copy, use, or excerpt any copyrighted materials unless you are sure you have permission to do so from the copyright owner and the Legal Department. Remember, just because material is available through the internet does not automatically mean you have permission to use it.

Avoid Conflicts of Interest

We must never let our personal interests interfere with our ability to make sound, unbiased business decisions.

A “conflict of interest” may arise when our interests and loyalties are, or appear to be, incompatible with the interests of Ventura Foods. While we should avoid conflicts of

interest, if you believe that you are, or could be, involved in a conflict of interest, you have an obligation to disclose it immediately to the Legal Department. Remember that disclosure alone is not enough: you are expected to do the right thing and act with transparency and integrity until the situation is appropriately addressed.

While our *Conflicts of Interest* policy includes additional details, some of the more common conflict of interest situations are outlined on the next page.





Our duty to Ventura Foods includes never allowing outside activities to interfere with the quality of our work or performance. We must also never use company resources, including time, for any outside employment.

Personal or family relationships

A conflict of interest can also arise if you have a personal or family relationship with another employee at Ventura Foods. You should never be placed in a position where you have direct decision-making authority over a family member, or vice versa, because it may appear that you are giving or receiving preferential treatment. Ventura Foods also discourages indirect employment relationships between family members. Remember, it is important to avoid even the appearance of bias. If such a situation arises, you must disclose the facts to your supervisor promptly.

Likewise, if you have a family or other personal relationship with a supplier or other business partner, you must not use your position to

Outside employment

A variety of activities outside of working hours have the potential to become conflicts of interest. As a rule, activities that may be conflicts are ones that interfere with your obligations to Ventura Foods, including:

- **Serving as a director, officer, employee, consultant, or agent of a business that either competes with Ventura Foods or is a potential supplier, customer, or distributor of Ventura Foods**
- **Working for another business or participating in an outside activity or organization to the extent that you are not able to properly do your job at Ventura Foods**

influence the bidding process or negotiation in any way. If you have a conflict and are directly involved in supplier selection, notify your supervisor immediately and remove yourself from the decision-making process.

Financial interests

It may be a conflict of interest for an employee or a relative of an employee to own a significant interest (directly or indirectly) in a business that is a current or potential supplier, customer, distributor, or competitor of Ventura Foods.

Corporate opportunities

We are each responsible for putting Ventura Foods' business interests before our own interests. We must be careful never to pursue a business opportunity that was learned about or discovered through our work at Ventura Foods, unless Ventura Foods is aware of the opportunity and has given consent. This includes using Ventura Foods' property, time, or information to advance the business interests of anyone other than Ventura Foods, including friends or family.



Customer
Focus:
We Do Our
Best Every Day



The interests of our customers come first. We listen to our customers' needs, and we proactively respond with solutions that meet those needs. We execute quickly, effectively, and dependably.

Product Quality and Safety

Product quality and food safety are of the utmost importance to the company. This means that we must do our part to ensure that we comply with the following:

- **Our products are safe for consumers**
- **We do not manufacture products, transport shipments, use raw materials, or dispose of waste unless we can do so in a safe manner**
- **We meet or exceed all applicable legislative and regulatory requirements related to manufacturing, product safety, and labeling of our products**
- **We strive for continuous improvement in our workplace**

Ventura Foods has worked hard to establish and maintain a solid reputation based upon quality and service. This means that we comply with quality control standards and follow product and work specifications at all times. By doing so, we ensure that we provide the highest value to our customers. Upholding our commitment to product safety in all of our facilities and processes gives our customers unwavering confidence in knowing that we are the best at what we do.

Fair and Honest

We are committed to dealing fairly with customers, distributors, suppliers, and competitors at all times. This means that we never misrepresent the quality, features, or availability of our products. Ventura Foods provides only honest and truthful information regarding its products, and will not engage in any illegal or unethical conduct, such as misrepresentation, concealment, or manipulation, as we seek to acquire or conduct business.

Ventura Foods recognizes that the quality of our supplier relationships affects the quality of our customer relationships. This means that we hold our suppliers to the company's standards of ethical conduct and the Code. Furthermore, we are committed to allowing suppliers to compete equitably for our business. All suppliers will be treated honestly and fairly. Ventura Foods will always select suppliers on merit and the ability to serve our needs.

Gifts and Entertainment

On occasion, business gifts and entertainment may be appropriate courtesies that help build business relationships. However, we never want these courtesies to suggest that favorable treatment was given or received, or that the courtesies were used to influence or gain an unfair competitive advantage. To be clear, a “gift” is defined as any gratuitous service, discount, money, or article of value. Small, inexpensive items of nominal value are not considered gifts.

Keep in mind that we may only exchange gifts, meals, or entertainment with existing and potential suppliers, vendors, customers, or other business partners if they are:

- **Unsolicited**
- **Reasonable**
- **Customary**
- **Not cash or cash equivalents, such as gift cards**
- **For a business purpose**
- **In compliance with applicable customer and vendor agreements, laws, and regulations**

Appropriate entertainment may include travel, meals, refreshments, theatre performances, concerts, golf, sporting events, and other similar activities where company business is discussed or conducted. While Ventura Foods encourages us to foster business relationships through positive interactions with customers and partners, we avoid exchanging courtesies that fall outside of the above criteria. In all cases, when we give or receive a gift, it must comply with the recipient company’s policy as well as our own.

Even if we give or receive gifts that meet the criteria above, we must always be sure to avoid even the appearance of bias. Before offering any gifts or entertainment not in line with this section, obtain the approval of a Vice President. For more information about this section, refer to our [*Gifts*](#) policy.

Q: *A long-term ingredient supplier invites Steve to lunch. Steve allows the supplier to pay for the modest meal. Are his actions acceptable?*

A: *Yes, modest meals are generally acceptable, so long as they don’t raise any questions about your objectivity. Make sure the restaurant is reasonable and in line with local customs and laws.*



Q: Larry wants to show his appreciation to some of his customers by sending each of them a gift basket valued at \$75. Is this okay?

A: Larry should speak with his manager and confirm the recipient's gift policy before sending a gift. While gift baskets are a good way to give thanks and build relationships with our business partners, this may violate Larry's customer's policies or create the appearance that Larry is trying to sway a business decision or create a sense of obligation with his customers.

Q: Marie was offered two tickets to a sold-out concert from a vendor bidding for a large supply contract. Marie thinks this might violate our Code, but is not sure. Should she seek advice before accepting the gift?

A: Yes, Marie should seek guidance from an appropriate resource listed in the Code under "Asking Questions and Raising Concerns." While concert events are usually considered an acceptable gift, tickets to a sold-out concert are normally worth more than modest value. In addition, the timing of the gift may be problematic. Since the vendor is competing for a large contract, the tickets may be viewed as a bribe.

Teamwork: We Do Better Together



We believe that we can get more done as a team than we can by ourselves. We collaborate and work across functions in the best interest of the company. The interests of the group take precedence over the interests of any one person, and the interests of Ventura Foods take precedence over any one department. We come through for our teammates and give credit to others for their contributions.

Respect and Promote Diversity

Treating people around us with courtesy and respect is not only a matter of personal integrity, it is good business. Treating others with respect promotes an environment of openness that allows for greater employee and customer satisfaction, and loyalty.

You can demonstrate respect with simple, yet powerful actions:

- **Encourage coworkers to express opinions and ideas**
- **Listen to what others have to say**
- **Share information regularly**
- **Engage in continuous improvement**
- **Never insult or disparage people**
- **Promote a diverse and inclusive workplace**

At Ventura Foods, we believe that we can get more done as a team than as individuals. By cooperating with each other as we pursue excellence in our respective roles, we drive the success of Ventura Foods and maintain goodwill across all departments.

Equal opportunity and diversity

Our employees represent a wide range of backgrounds. Our diversity of opinions, beliefs, and cultures strengthen and enrich our company, which leads to better and more diverse teams. Ventura Foods values diversity and is committed to providing equal employment opportunity for all applicants and employees. At Ventura Foods, we make all employment-based decisions—such as hiring, firing, and promoting—based on skills and abilities.

Ventura Foods does not tolerate discrimination or harassment

Ventura Foods is committed to providing equal opportunities, and therefore, we never discriminate on the basis of race, color, religion, sex, national origin, ancestry, age, medical condition, disability, veteran status, marital status, sexual orientation, or any other protected basis. Ventura Foods also makes reasonable accommodations for religious practices and disabilities.

Ventura Foods also never tolerates harassment or threats against another person. The definition of “harassment” can vary, but at our company, it refers to conduct that has the purpose or effect of creating an intimidating, hostile, or offensive work environment for another person. Harassing conduct can be verbal, physical, or visual, either sexual or non-sexual in nature, and can include, among other things, the following:

- Unwelcome physical contact, including touching, hugging, and massaging
- Verbal comments, such as slurs or offensive jokes and comments
- Visual displays, such as offensive photographs, videos, and drawings
- Assault, bullying, or intimidation

Regardless of whether harassment or discrimination is committed by a coworker, a supervisor, or even a non-employee, it will never be condoned or tolerated by Ventura Foods. Remember, none of us will suffer retaliation for reports made in good faith.

For more information about this section, see the *Employee Handbook*.



Q: *One of Lisa’s coworkers has made up a nickname for her that Lisa finds very insulting because it relates to her race. When Lisa asks her coworker to stop using the name, he says she has no sense of humor and uses it even more often. What should Lisa do?*

A: *The coworker’s actions are a form of unprofessional conduct and may be considered harassment, which is not tolerated at Ventura Foods. Lisa should report the situation to her supervisor or an appropriate resource listed in the “Asking Questions and Raising Concerns” section of the Code.*

Maintain a Safe and Healthy Work Environment

We are committed to providing a safe, environmentally responsible workplace for our employees. The health and safety of our employees, visitors, and our surrounding community is our highest priority. We strive for achieving zero injuries and zero accidents in our workplace. In pursuit of our goal of zero, we must follow all applicable rules and regulations designed to prevent workplace hazards and promote a safe and healthy work environment. We are all encouraged to contribute to this effort by sharing our ideas and concerns, completing safety observations, providing feedback to colleagues about unsafe behavior, accepting helpful suggestions for staying safe, and collaborating to develop safe practices. Compliance with our company's Health and Safety standards or requirements is obligatory. If you witness unsafe conditions or practices, you have a duty to report it immediately to your supervisor or another member of management with whom you feel comfortable. Further, if you get injured on the job, no matter how minor, you have a duty to report it immediately to your supervisor.

You should:

- **Never compromise on health and safety in the workplace for any reason**
- **Correct all safety-related deficiencies and non-conformances promptly**
- **Take all reasonable precautions to ensure safety on the job and continuously strive to improve safety performance**
- **Work to promote safety awareness and a safety-first mindset**
- **Emphasize prevention, removing unsafe conditions, and eliminating unsafe behavior**
- **Follow safe work practices and procedures**



Examples of unsafe behavior:

- Joe slips on a puddle of oil and almost falls, but does not clean it up or report it because he is in a hurry and it involves too much time and paperwork
- Tom tells David that the electric interlock on a machine is not working properly “so he should be careful” while he is “around that machine”
- A supervisor tells Juan to perform work on equipment before he has received training on that equipment
- Mark becomes aware of a coworker who frequently arrives at work under the influence of drugs, but he fails to report this behavior to the appropriate person

Q: *Brian gets too close to a piece of equipment that he thought was turned off and nearly gets hurt. He quickly pulls his hands away and turns the machine off properly before he notices that he has a cut on his hand. The cut isn't deep, so does he really need to report it?*

A: *Yes, Brian should report the incident. Company policy requires that we report all accidents and injuries promptly, no matter how minor. In addition, even though he wasn't badly hurt by the incident, Brian can help to make sure that the same thing won't happen again to someone else.*

Workplace violence

We never engage in or tolerate any form of violence, including threats, intimidation and attempts to instill fear in others. Weapons are not allowed in the workplace, consistent with local law. If you know of or suspect incidents or threats of workplace violence, report your concerns immediately to your supervisor or an appropriate resource listed in the “Asking Questions and Raising Concerns” section of the Code. If you believe someone is in imminent danger, contact building security or local authorities immediately.

Substance abuse

We are expected to be fit for work and fully capable of performing our duties in the safest manner possible. Therefore, we must never report to work under the influence of alcohol, drugs, or any other substance that may impair our ability to work safely. Ventura Foods prohibits the possession, use, sale, purchase, or distribution of any controlled substances on company premises or when conducting company business. Keep in mind that even appropriately prescribed medication can present a problem if it impairs your ability to work safely. You must notify your supervisor if you believe your medication may impair your ability to work safely.



Social Awareness

Social media

Social media is clearly a part of our everyday life and culture, and we are encouraged to use it responsibly as a way to engage and network with the world around us. There are many forms that social media can take, including internet forums, blogs and microblogs, online profiles, wikis, podcasts, pictures, video, email, instant messaging, and music-sharing.

It is important to remember that when you are participating in social networking, you may be perceived as representing Ventura Foods. While Ventura Foods never intends to restrict your online presence or mandate what you can and cannot say online, it is important to make clear you are only representing yourself and not to make statements on behalf of Ventura Foods. We have an obligation to convey Ventura Foods' message as accurately and clearly as possible, whether online or through other channels, so all communications on behalf of Ventura Foods should be handled through the Corporate Communications Department.



Q: *Jonathan, a food technician at Ventura Foods, loves cooking and runs a food blog in his spare time. Because of his job, he knows all about how a particular sauce is prepared, and he thinks his readers would be interested. Would it be OK for Jonathan to write a post describing the way Ventura Foods prepares a particular customer's sauce?*

A: *No. The steps and techniques in the process and the customer's recipe are considered confidential information and may be a trade secret, so Jonathan is responsible for protecting this information. Jonathan needs to be careful not to share any confidential company information when he uses social media.*

Media inquiries

When it is appropriate or necessary for us to speak with the media, we must speak about Ventura Foods with one cohesive voice. For this reason only employees who are authorized to speak with the media or on behalf of Ventura Foods may answer questions from the press or the public. If you are approached for information, take the person's name and contact information and forward the request to the Corporate Communications Department. In addition, do not release information to the news media about Ventura Foods without first obtaining permission from the Corporate Communications Department.

Supporting our communities

Ventura Foods fully supports our involvement in the political process. We are all free to have our own beliefs about the political system and make personal political contributions within legal limits. However, we may not participate in political activities during work hours, or use company equipment or resources (including funds, letterhead, supplies, computer or phone systems, and facilities) to further such activities.

Likewise, we are encouraged to support our communities by volunteering or contributing to charities. Employees are always free to make personal charitable contributions.

Through our volunteer and political activities, we make a positive difference in the communities where we live and work. Ventura Foods also gives back to its communities by partnering with non-profit organizations.



**We are a
Good Corporate
Citizen**



***We play fair. We take pride in being
a responsible and ethical company.***

Deal Fairly and Comply with Competition, Antitrust, and International Laws

At Ventura Foods, we believe in competing vigorously, but never by sacrificing our integrity or the health of the market to win business. This means that we comply with all applicable antitrust and competition laws wherever we do business. While complicated, these laws in effect require that we make independent business decisions, and never unreasonably restrain trade, engage in deceptive practices, or make other unfair business arrangements.

For instance, any coordination of pricing or terms with competitors places both you and Ventura Foods at serious risk of violating competition laws. Unfair business arrangements may be something as simple as an informal understanding and do not require a signed contract to be illegal. Violations of these laws carry severe consequences, including fines and imprisonment for the individuals involved.



Q: *At a party, Darren's friend introduces him to Jillian, who works for one of Ventura Foods' competitors. Since they work in the same industry and both are sales representatives, Jillian says that they should compare notes about pricing strategies. What should Darren do?*

A: *Darren must make it clear to his friend and Jillian that he cannot discuss pricing with a competitor. He should leave the conversation and report the incident to the Legal Department for further guidance.*



- **Return or destroy another company's confidential or proprietary information without reading it if you receive it inadvertently**
- **Never lie or misrepresent yourself when gathering information**
- **Never recruit people with the intent to obtain confidential information**

For more information about competition laws or pricing, please refer to our [*Pricing*](#) policy. If you are still not sure how to handle a particular situation, contact your supervisor or the Legal Department right away.

Bribes, kickbacks, and facilitating payments

As part of our commitment to conduct business the right way, we must follow anti-corruption laws wherever we do business. Ventura Foods does not tolerate bribery in any form. This means we may never offer, attempt to offer, authorize, or promise any sort of a bribe or kickback for the purpose of obtaining or retaining business or an unfair advantage.

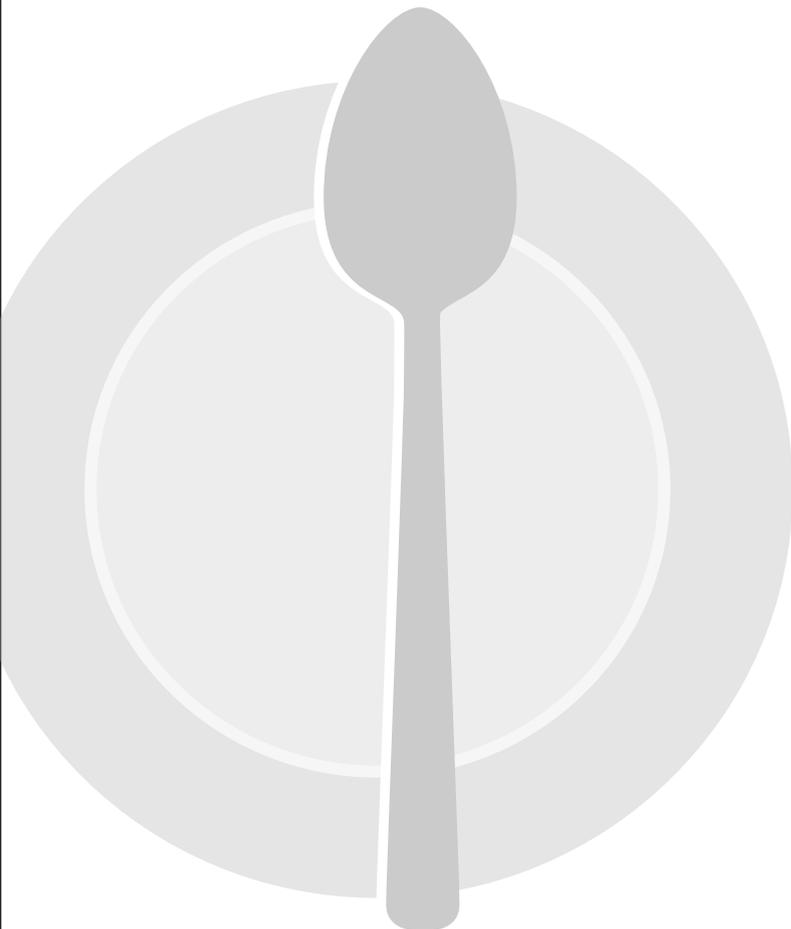
Competitive information about others

While it is important to know what our competitors are doing in order to remain competitive, we must always behave in an ethical and lawful manner. When you are dealing with competitive information, remember the following guidelines:

- **Collect competitive information only from the public domain**
- **Advise our agents, consultants, or other business partners that they must observe the Code and company guidelines when acting on our behalf**
- **If a competitor attempts to engage you in a conversation about pricing or any other anti-competitive behavior, you should end the conversation immediately, walk away, and report it**

To be clear, a “bribe” is an offer of anything of value or advantage that is intended to improperly influence the discretionary actions of the recipient. Bribes may include money, gifts, travel expenses, hospitality, discounts, business opportunities, favors, political or charitable contributions, or any other benefit, direct or indirect. A “kickback” is the return of a sum already paid or due to be paid as a reward for awarding or fostering business.

We must also never agree to pay facilitating payments, even if we are working in locations where they may be legal or a common practice. A “facilitating payment” is usually small and usually made in cash in order to expedite standard government services such as processing permits, providing police protection, or expediting utility services. Because the money goes straight to the individual official, however, facilitating payments qualify as bribes, and it is against our policy to pay them.



We will never bribe any third party, either directly or indirectly, and never retain a third party to engage in any activity that we are prohibited from participating in ourselves. We believe in ethically winning business through the quality of our products and services. We abide by all laws, treaties, and regulations that forbid bribery, including but not limited to the United States Foreign Corrupt Practices Act.

Relationships with public officials and others

If your job at Ventura Foods involves doing business with government officials, you must be particularly careful that any gift or entertainment you provide not be viewed as a bribe. Government officials include federal, state, or local government employees, political candidates, and employees of businesses that are owned or controlled by a government. If your work is affected by the Foreign Corrupt Practices Act or any government contracting laws, then you are responsible for understanding the laws and terms of the applicable agreements and avoiding violations. Before providing anything of value to any government official or employee, consult with the Legal Department.

Money laundering

Ventura Foods does not condone, facilitate, or support money laundering. Money laundering is any attempt to conceal illicit funds by making these funds seem to be legitimate. While few of us will ever personally be in the position to violate money laundering laws, we all need to watch out for irregularities in the way payments are made, such as large cash payments or unusual transactions. The primary ways that we prevent money laundering are by conducting careful due diligence on our suppliers, intermediaries, and business partners, and reporting any suspicious behavior or transactions.



Handling imports and exports

We must understand and follow the laws relating to exports, re-exports, or imports from the United States. An “export” is any product, service, technology, or information that is shipped to a person in another country. An export can also be technology, technical information, or software that is provided in any way—even verbally in the case of information—to a non-U.S. citizen, no matter where that person is located. If your job involves handling exports, you must verify that both the location of delivery and the recipient are eligible to receive the materials. Import activity, or bringing the goods we purchase from a foreign or external source into another country, is also generally subject to various laws and regulations. Import and export activity may require us to pay duties and taxes, acquire a license, or submit certain filings.

Trade sanctions and boycotts

We must also be aware of (and abide by) economic sanctions imposed by the United States and other countries or entities. Economic sanctions are a part of global trade regulations. They can restrict or prohibit our dealings with certain countries or individuals located in those countries. These sanctions may prohibit, among other things, transfers of assets, monetary payments, provision of services, exports of sensitive technology, and



travel to the affected countries. We also do not cooperate with boycotts that are not approved by the United States government. Specifically, a “boycott” occurs when one person, group or country refuses to do business with other people or countries.

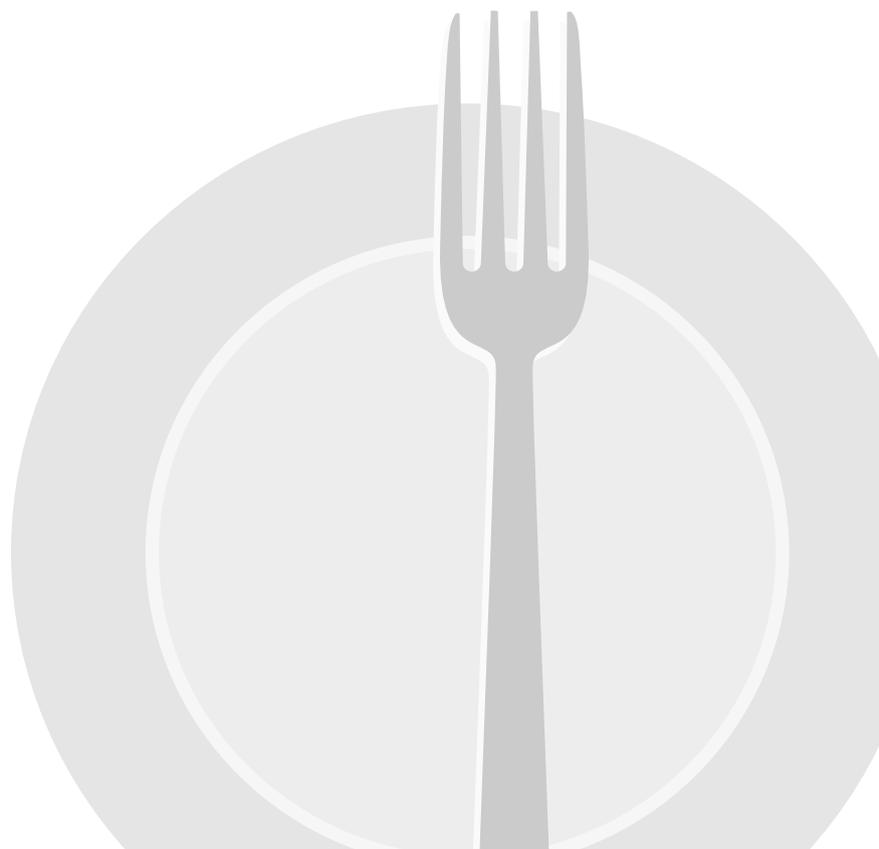
These laws are complicated and the consequences for violations can be quite severe. Therefore, if you have any questions or concerns about exports, imports, trade sanctions, or boycotts, please contact the Legal Department.



Suppliers play a key role in helping us manage our global supply chain in a socially responsible and ethically sound manner. We hold our suppliers to the same high standard to which we hold ourselves. Ventura Foods also employs monitoring and auditing procedures to ensure that suppliers remain in compliance with the ethical standards at Ventura Foods. If you suspect that human rights violations are occurring in the Ventura Foods supply chain, you have a responsibility to speak up and report it to an appropriate resource listed in the Code under [“Asking Questions and Raising Concerns.”](#)

Support Fair Labor/Labour Practices

We are strongly committed to respecting and protecting human rights wherever we operate. In support of this commitment, we follow applicable laws relating to working hours and wages. We do not use child or forced labor/labour in any of our operations or facilities, and never participate in human trafficking or slavery of any kind. Specifically, we will not permit exploitation of children or involuntary servitude, and fully respect and adhere to all applicable laws establishing a minimum age for employment.



Protect The Environment

As a responsible business and industry leader, the health and safety of our planet is a key priority at Ventura Foods. We are committed to solutions that protect the environment and preserve natural resources, so people today and in the future can enjoy a healthy and sustainable world. Ventura Foods is committed to operating our plants and facilities in complete compliance with all applicable environmental regulations and in a manner that protects the quality of our environment. We strive to minimize waste through continuous improvement in our operations. Recycling materials is an integral part of this on-going effort. We are also committed to encouraging our families, fellow employees, and communities to conserve our natural resources and protect and improve the environment in our daily lives.



MISSION

We help our customers
delight their customers

VISION

We will be the
“**custom big best**”
food solutions company

CORE VALUES

INTEGRITY

CUSTOMER FOCUS

TEAMWORK

PERSONAL OWNERSHIP

Certification

By signing below, I acknowledge that I have received my copy of the Code of Conduct (“Code”). I understand that I am responsible for knowing and adhering to the principles and standards of our Code.

I certify that I have carefully read and I understand the Code. I support these professional standards for Ventura Foods, and for myself, and I will act in accordance with them. The Code requires that I disclose any actual or potential conflicts of interest. Consistent with that requirement, I hereby state (Check one):

- I have nothing to disclose.
- I would like to make the following disclosures.
(List and briefly explain below even if disclosed previously. Additional pages may be appended.)

I understand and agree that if additional or new circumstances arise that require disclosure, I will disclose such matters in writing to the Legal Department.

I understand that I have a responsibility to immediately report any violations of the Code to one of the resources listed in the Code and identified below.

I understand that I should contact the resources listed in the Code and identified below if I have any questions concerning this document, or any behavior or situation concerning Ventura Foods:

- **Your Supervisor** ■ **Human Resources** ■ **The Legal Department**
- **Any other member of management with whom you feel comfortable**
- **Our Ethics Hotline:**
 - **By phone: 1 (800) 620-7407**
 - **On the web: <https://www.reportlineweb.com/venturafoods>**
 - **By email: ethicshotline@venturafoods.com**

Finally, I understand that failure to follow the Code may result in disciplinary action, up to and including termination.

Date: _____

Employee Name (Please Print)

Employee Name (Signature)



40 Pointe Drive, Brea, CA 92821
(714) 257-3700 • Toll Free (800) 421-6257