

# Code of Conduct





# Message From Our President and CEO

## We Aim High

**Dear Employee,**

At Ventura Foods, we believe it's not just what we do, but how we do it that matters. Guided by The Ventura Edge, including our values of Integrity, Customer Focus, Teamwork and Personal Ownership, our success relies on each of us to understand and consistently exhibit the behaviors that drive our success.

This Code of Conduct 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 help you reach people who can assist.

Our purpose of Building Extraordinary Together requires each of us to fulfill our responsibilities to one another, as well as to our customers, owners, suppliers and communities. Asking questions and raising concerns is a great way to take personal ownership of issues that could affect all of us.

With your commitment to live the Ventura Edge and abide by the Code, we will achieve our goals the right way.

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

## Our Values: We Live the Ventura Edge

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

#### **Integrity: I do what's right, even when nobody's looking.**

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: I make our customers my priority.**

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

#### **Teamwork: I've got your back.**

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: I'm on it.**

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.

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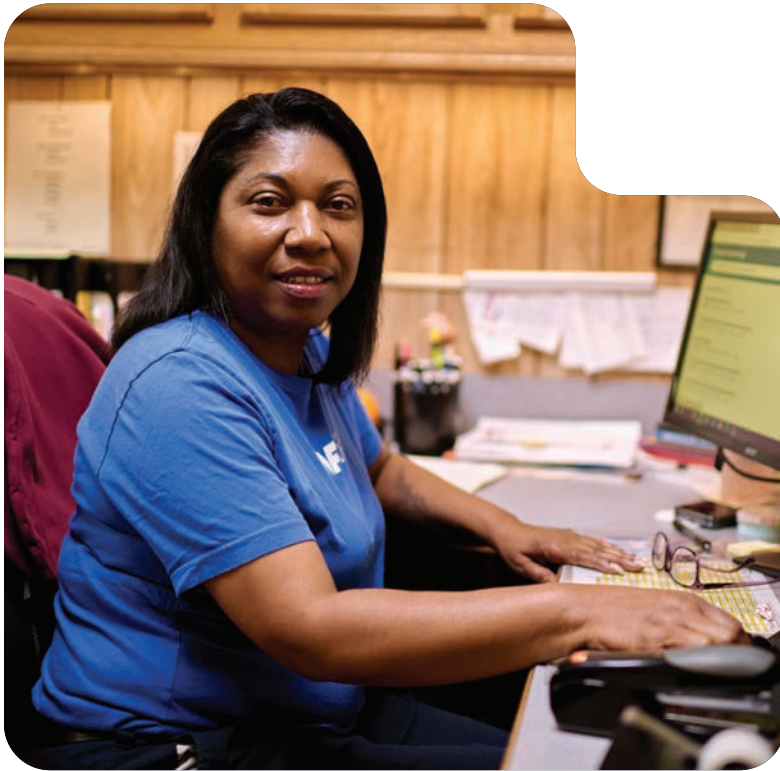
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# Introduction: We Follow Our Guiding Principles



Our Code is aligned with the core values outlined in the Ventura Edge. Our core values 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: Integrity, Customer Focus, Teamwork and Personal Ownership.

Our actions are also governed by the law and our personal integrity. Compliance with the law is the minimum required standard of conduct. If confronted with a difficult situation, stop to ask yourself:

- Does it comply with the Code?
- Is the action legal?
- Is it consistent with the Ventura Edge and our 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?

## Our Code

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

### About the Code

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 we all must follow:

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

The Q&As in the Code provide additional information and examples to clarify key points. Throughout the Code, there are references to policies and procedures that are available on the Ethics site of the Ventura Foods intranet. If you do not have access to the intranet, contact your local Human Resources representative and request a paper copy of any policy, procedure, or guideline.

### The Code applies to all of us

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.

### We always comply with the law

We must know and follow the laws and regulations that apply to the work we do in the countries where we do business. We do the right thing for Ventura Foods when we seek out additional information, ask questions, report suspected misconduct, and conduct our business with the highest ethical standards in mind.

# 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**

You are responsible for understanding the policies and procedures of Ventura Foods. You should ask questions when you are unclear about the meaning of the Code or uncertain about how to handle a situation.

- We expect every employee to do the right thing, for the right reason, in the right way, every time.
- We are 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.

## Personal Ownership

### Consequences for Violations

Failure to comply with the Code and company policies can have severe consequences for both Ventura Foods and the individuals involved. Employees who violate the Code, company policies, or the law may be subject to disciplinary action, up to and including termination. Those who direct, condone, or approve violations may also be subject to disciplinary action, up to and including termination. In addition, managers who, through lack of diligence or supervision, fail to prevent or report violations may also be subject to disciplinary action.

### Additional Expectations for Managers and Supervisors

Leadership carries additional responsibilities. While each of us has a duty to follow the Code, managers and supervisors have an even greater responsibility. They are expected to model appropriate behavior, uphold the Code, and promote a culture based on our values. Supervisors and managers 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.**
- **Never ask or direct an employee to act in violation of the Code or law.**

- **Consider employees' commitment to compliance and our core values when evaluating and rewarding employees.**
- **Help employees understand that ethical conduct and compliance are just as important as business results.**
- **Never take retaliatory action against employees for making a good faith report of suspected misconduct or tolerate retaliation from others.**
- **Where appropriate, monitor for retaliation against those employees who report suspected misconduct and those cooperating in investigations.**

As a manager, if an employee reports an issue to you, it is your responsibility to listen and evaluate the concern. If you 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. 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 suspected wrongdoing, we each do our part to make Ventura Foods a great place to work.

You should direct questions or report suspected misconduct 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://venturafoods.ethicspoint.com>
  - By email: [ethicshotline@venturafoods.com](mailto:ethicshotline@venturafoods.com)

Please be open and honest when making a report and provide as much information as you can to allow for a proper investigation.

### The Ethics Hotline is available to you

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 concern anonymously. Ventura Foods will maintain confidentiality to the extent possible in light of the need to conduct an investigation and follow up.

### We prohibit retaliation

Ventura Foods strictly prohibits against any employee for reporting a possible violation in good faith. “Good faith” means that you believe you are giving a sincere and complete report. 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

Reports of suspected violations of the Code, Company policy, or the law will be appropriately investigated in a respectful and professional manner. We are all expected to cooperate with internal investigations. To the extent possible, the investigation will be kept confidential.

You should never conduct your own investigations. Investigations often involve complex legal issues, and acting on your own may compromise an investigation.

### Q & A

**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.*

## Integrity

### MAINTAIN ACCURATE FINANCIAL RECORDS

#### Accurate books and records

Ventura Foods maintains the highest standards of honesty, integrity, and transparency in our accounting practices. We follow appropriate internal accounting controls, accounting policies, and applicable laws. 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.

#### No fraud

We are committed to preventing and detecting any act of fraud. Fraud involves misleading others to unlawfully obtain a benefit. Some examples are including false information in financial expense reports, misappropriation of assets, or creating fictitious invoices or vendors.

If you suspect improper or illegal 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

At Ventura Foods, we prepare company documents accurately, truthfully, and in a timely manner. Company records must contain accurate information and must be properly managed. They 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.

#### Cooperate with audits and investigations

We appropriately answer and comply with all internal and external audits, inquiries, and investigations. As with all of our activities, we are always honest and forthright. We should involve those within our organization best suited to handle the particular request.

If a government entity requests information or documentation about Ventura Foods, make sure the Legal Department is involved before complying with the request so that we can ensure that we are responding appropriately and completely. Similarly, if you have a question or receive a request for information or documents related to litigation, please contact the Legal Department before responding.

## 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. Ensuring the safe and appropriate use and care of company assets is everyone's responsibility. 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



## Safeguard

### 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)

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.

## Protect Trade Secrets and Intellectual Property

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.

## How should we handle confidential information?

Safeguarding confidential information involves the following guidelines:

- **Limit access to confidential information, event amongst other Ventura Foods employees, to only authorized persons who “need to know”.**
- **Disclose confidential information to third parties outside of the company only with a signed confidentiality or non-disclosure agreement or upon 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.

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

### **Keep your devices secure**

Information security starts with us. Keep 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.

Be cautious when opening external emails and clicking links on your work devices. We all should be careful to avoid phishing and electronic scams.

## Q & A

**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 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. 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. Buying or selling securities based 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 who then use it in making their investment decisions.

### **Q & A**

**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 on behalf of Ventura Foods.

A “conflict of interest” may arise when our interests and loyalties are, or appear to be, incompatible with the interests of Ventura Foods. We should avoid conflicts of interest if possible. If you believe that you are, or could be, involved in a conflict of interest, 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 Conflict of Interest policy includes additional details, some of the more common conflict of interest situations are outlined on the next page.



## Conflicts of interest

### 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**

Do not allow outside activities to interfere with the quality of your work or your decision-making on behalf of Ventura Foods. 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, 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 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. If this situation arises, disclose it to your supervisor or the Legal Department, who can help ensure that Ventura Foods' interests are protected.

## 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 laws and regulations 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. 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. We uphold our commitment to product safety in all of our facilities and processes.

## Fair and Honest

We deal with customers, distributors, suppliers, and competitors fairly. We never misrepresent the quality, features, or availability of our products. We provide only honest and truthful information about our products. We never engage in illegal or unethical conduct, such as misrepresentation, concealment, or manipulation.

We recognize that the quality of our supplier relationships affect the quality of our customer relationships. This means that we hold our suppliers to the company's standards of ethical conduct and the Code. We are also committed to allowing suppliers to compete impartially for our business. All suppliers will be treated honestly and fairly. Ventura Foods selects 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.

A “gift” can be any service, discount, money, or article of value. Small, inexpensive items of nominal value are not considered gifts. We may only exchange gifts, meals, or entertainment with existing and potential suppliers, vendors, customers, or other business partners if they are:

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

Appropriate entertainment may include travel, meals, refreshments, theatre performances, concerts, golf, sporting events, and other similar activities where company business is discussed. 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 other 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, refer to our Gift policy.

**Q & A**

**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.



**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.

**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.

# 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 strengthens and enriches our company. 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 employment opportunities. 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.

## Q & A

Ventura Foods does not tolerate 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, Ventura Foods prohibits retaliation against employees 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. We should:

- **Share our safety ideas and concerns**
- **Provide feedback to colleagues about unsafe behavior**
- **Accept helpful suggestions for staying safe**
- **Report unsafe working conditions and injuries**
- **Collaborate to develop safe practices**

Compliance with our health and safety standards and 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. 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**

## 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. 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. Notify your supervisor if you believe your medication may impair your ability to work safely.



## Q & A

### 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.
- Marie 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.*



## SOCIAL AWARENESS

### Social media

Social media is an important part of our everyday lives. It allows us to engage and network with the world around us. However, social media tools can present confidentiality problems and other issues for the company if not used properly.

Be responsible when using social media.

When engaging with social media:

- **Never use social media to intimidate, harass or discriminate against fellow employees.**
- **Never claim to be “speaking for Ventura Foods” unless you are an authorized spokesperson. Be clear that you are expressing your personal views. All communications on behalf of Ventura Foods should be handled through the Corporate Communications Department.**
- **Keep in mind your online communications can impact the workplace, even when they occur outside of working hours.**

### Q & A

**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.*

## Supporting our communities

Ventura Foods fully supports your involvement in the political process. 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. Ventura Foods will never reimburse you for political contributions or expenditures.

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.

## 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.



# We are a Good Corporate Citizen

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



**Q & A**

## DEAL FAIRLY AND COMPLY WITH COMPETITION, ANTITRUST, AND INTERNATIONAL LAWS

At Ventura Foods, we believe in competing vigorously, but never by sacrificing our integrity. 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.

- **Never discuss competitively sensitive topics, such as price, contract terms or marketing plans with competitors.**
- **Never agree with our competitors on pricing, dividing markets, or any other terms or conditions of doing business.**

Unfair business arrangements may be as simple as an informal understanding and do not require a signed contract to be illegal. Even casual conversations could be considered anti-competitive, so be mindful about what you discuss with others, especially competitors.

Violations of these laws carry severe consequences, including fines and imprisonment for the individuals involved. If a competitor engages you in a problematic conversation, end the discussion immediately and report the incident to the Legal Department as soon as possible.

**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 right away.*



## **Competitive information about others**

While it is important for us to gather information about our marketplace and our competitors, 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**
- **If a competitor attempts to engage you in a conversation about pricing or any other anti-competitive behavior, end the conversation immediately, walk away, and report it.**

- **If you receive another company's confidential or proprietary information, do not read it and report the situation to the Legal Department right away.**
- **Never lie or misrepresent yourself when gathering information**
- **Never ask current or former employees of competitors to share confidential business information**
- **Never recruit new hires with the intent to obtain confidential information**

For more information about competition laws and 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.

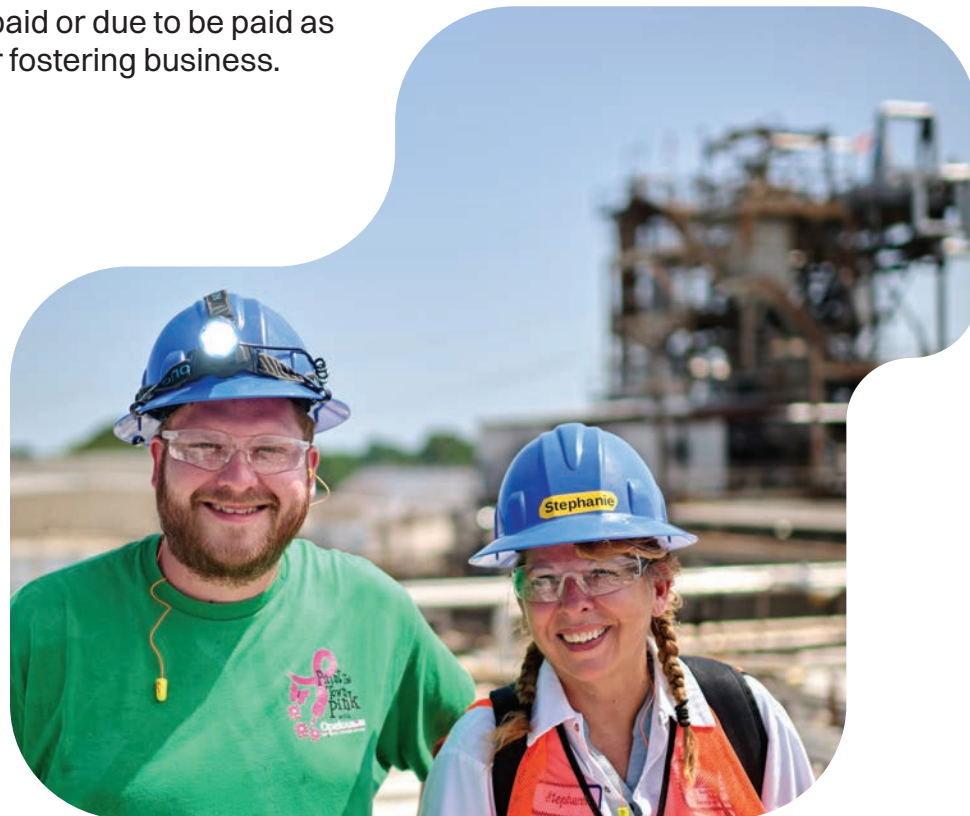
## **Bribes, kickbacks, and facilitating payments**

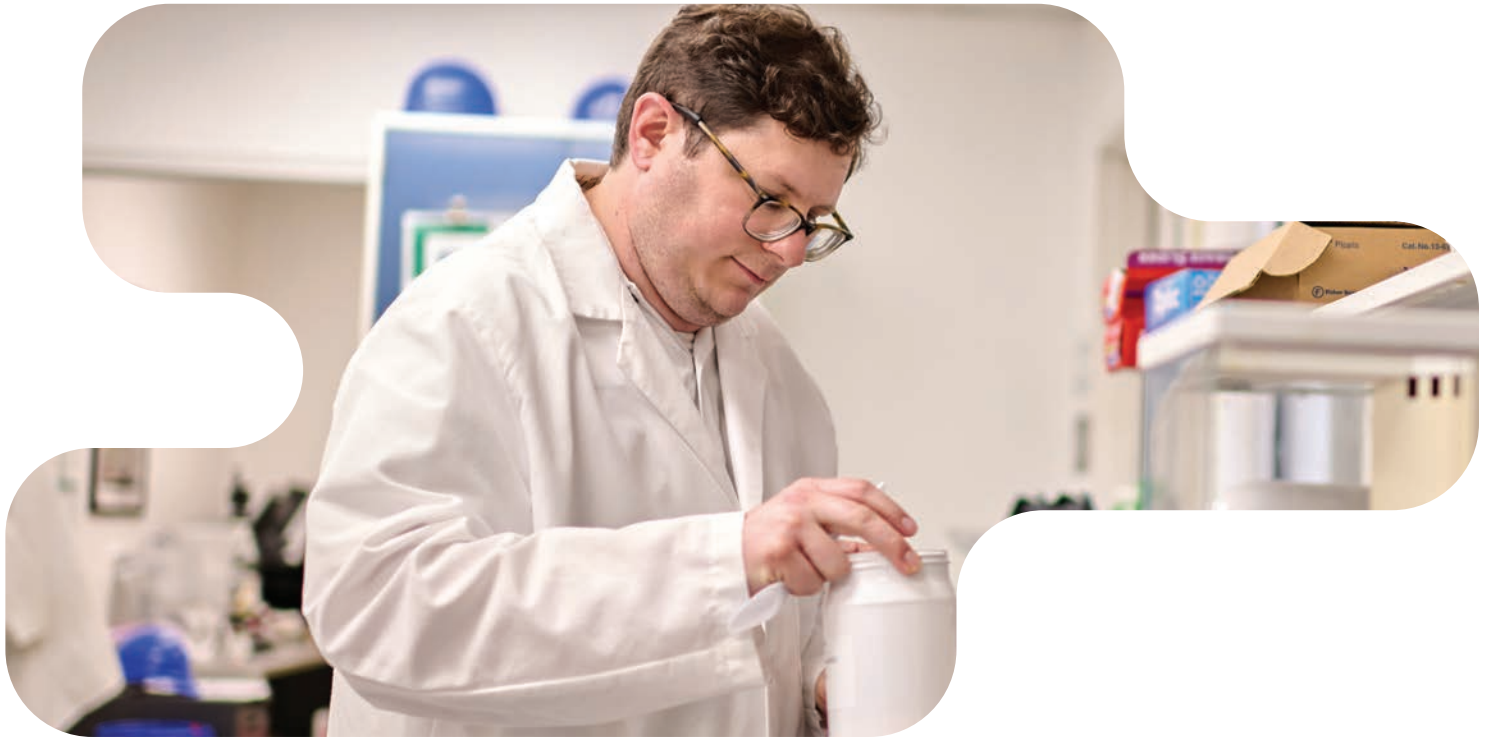
At Ventura Foods, we do not bribe. We comply with anti-corruption laws wherever we do business. We never offer, attempt to offer, authorize, or promise any sort of a bribe or kickback for the purpose of obtaining or retaining business or an unfair advantage.

To be clear, a “bribe” is an offer of anything of value that is intended to improperly influence the 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 also never 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, non-discretionary government services such as processing permits, providing police protection, or expediting utility services.

We do not bribe, either directly or indirectly. We will not 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.





### **Relationships with public officials and others**

If your job at Ventura Foods involves interacting with government officials, be careful that any gift or entertainment you provide is not and would not be viewed as a bribe. Government officials include federal, state, provincial, or local government employees, political candidates, and employees of businesses that are owned or controlled by a government. If your work includes government contracting or interacting with government officials, you are responsible for understanding the laws and terms of the relevant contracts and avoiding violations.

You must consult with the Legal Department before providing anything of value to any government official or employee.

### **Money laundering**

Ventura Foods does not condone, facilitate, or support money laundering. Money laundering is any attempt to conceal illicit funds by making the funds seem legitimate. To ensure that we do not inadvertently participate in money laundering activity, watch out for irregularities in the way payments are made, such as large cash payments or unusual transactions. If you see suspicious behavior, report it to the Legal Department right away.

We can prevent money laundering by conducting careful due diligence on our suppliers, intermediaries, and business partners, and reporting any suspicious behavior or transactions to the Legal Department.

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## Handling imports and exports

We must understand and follow the laws relating to exports, re-exports, or imports from the United States, Canada and any country that we export to or import from. 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 noncitizen, 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. If you have questions about import and export laws, consult with the Legal Department.

## Trade sanctions

Ventura Foods complies with our obligations under trade laws. Trade sanctions regulate where and with whom we can do business. They can restrict or prohibit our dealings with certain countries or individuals located in those countries.

## Boycotts

We do not cooperate with boycotts that are not approved by the United States or Canadian governments. A “boycott” occurs when one person, group or country refuses to do business with other people or countries. U.S. law also prohibits our providing information for a boycott-related purpose concerning the identity and nationality of our employees or information about whether the Company has business dealings in certain countries subject to boycotts. We are required by law to report requests we receive to support prohibited boycotts even though we do not comply with those requests. These laws are complicated and the consequences for violations can be severe. If you have any questions or concerns about exports, imports, trade sanctions, or boycotts, please contact the Legal Department.

## Conflicts of interest

### SUPPORT FAIR LABOR/LABOUR PRACTICES

We are strongly committed to respecting and protecting human rights wherever we operate. We support the Ethical Trading Initiative Base Code.

In summary, we abide by the following principles and expect our suppliers to do so also:

- **Respect the human rights and dignity of people throughout our operations and global supply chain**
- **Comply with laws requiring safe working conditions**
- **Prohibit forced labor and the employment of underage children**
- **Prohibit human trafficking**
- **Support laws that ensure freedom of association and the right to engage in collective bargaining**
- **Pay fair wages**
- **Value diversity and inclusion**
- **Prohibit retaliation for good faith reports of suspected misconduct**

### SUPPLIER MANAGEMENT

We seek to do business with suppliers who comply with applicable laws and act in a manner consistent with our commitment to integrity. 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.”

## 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 operates our plants and facilities in compliance with all applicable environmental regulations and in a manner that protects the 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.

## NO RIGHTS CREATED AND NOT AN EMPLOYMENT CONTRACT

The Code does not, in any way, constitute an employment contract or an assurance of continued employment. It does not alter the terms or conditions of your employment with Ventura Foods. It is not intended to and does not create any obligations to or rights in any employee, client, supplier, competitor, or any other person or entity.



# PURPOSE

*Building Extraordinary Together*

# MISSION

*We create innovative,  
**tailored food solutions**  
that empower our customers  
to delight their customers.*

# 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.)

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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://venturafoods.ethicspoint.com>
  - By email: [ethicshotline@venturafoods.com](mailto:ethicshotline@venturafoods.com)

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

Date: \_\_\_\_\_

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Employee Name (Please Print)

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Employee Name (Signature)



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