



# CODE OF CONDUCT





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# MESSAGES FROM LEADERSHIP



**GIL ADOTEVI**  
*Chairman of the Board of Unifrutti*

Dear Valuable Stakeholders,

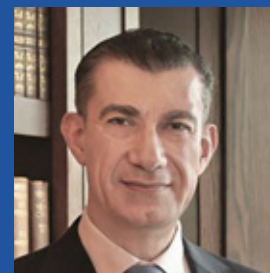
It is with great pleasure that we introduce you to Unifrutti's Global Code of Conduct.

As we reflect on Unifrutti's remarkable journey and history, our commitment to driving positive change and leading innovation in the agriculture industry has been unwavering.

Over the decades, we have learned that operating responsible practices is an investment in our future that requires the daily commitment and active participation of every member of our organization. Our Code of Conduct has been designed for that: to guide us every day in our work and inspire all of us as we face ethical dilemmas or difficult decisions.

This code outlines how we respond to various situations and empowers us to speak up when we observe behavior that is not aligned with Unifrutti's founding principles and values.

Thank you for your acknowledgment and the continuous commitment to the principles of our Code of Conduct. ”



**MOHAMED ELSARKY**  
*Unifrutti Group CEO*

Dear Colleagues and Business Partners,

As an honored member of Unifrutti, I am proud to present our Global Code of Conduct, a document that is deeply rooted in our values, inspired by our heritage, and marks a significant step forward for our Group by articulating our responsible mindset and sustainable approach to business.

In the expanding and continuously evolving global markets in which we operate, our Code of Conduct acts as a guide, reflects our dedication to ethical decision-making and responsible practices, and encourages each of us to speak up to protect Unifrutti's founding principles. By applying these principles in our daily work, we become custodians of our Group's legacy, contributing to the protection and defense of our values.

Together, we share the responsibility of ensuring that our group remains synonymous with excellence for years to come. Our continued dedication and commitment to this Code of Conduct are crucial as together we shape the future of Unifrutti. ”



# 1. INTRODUCTION



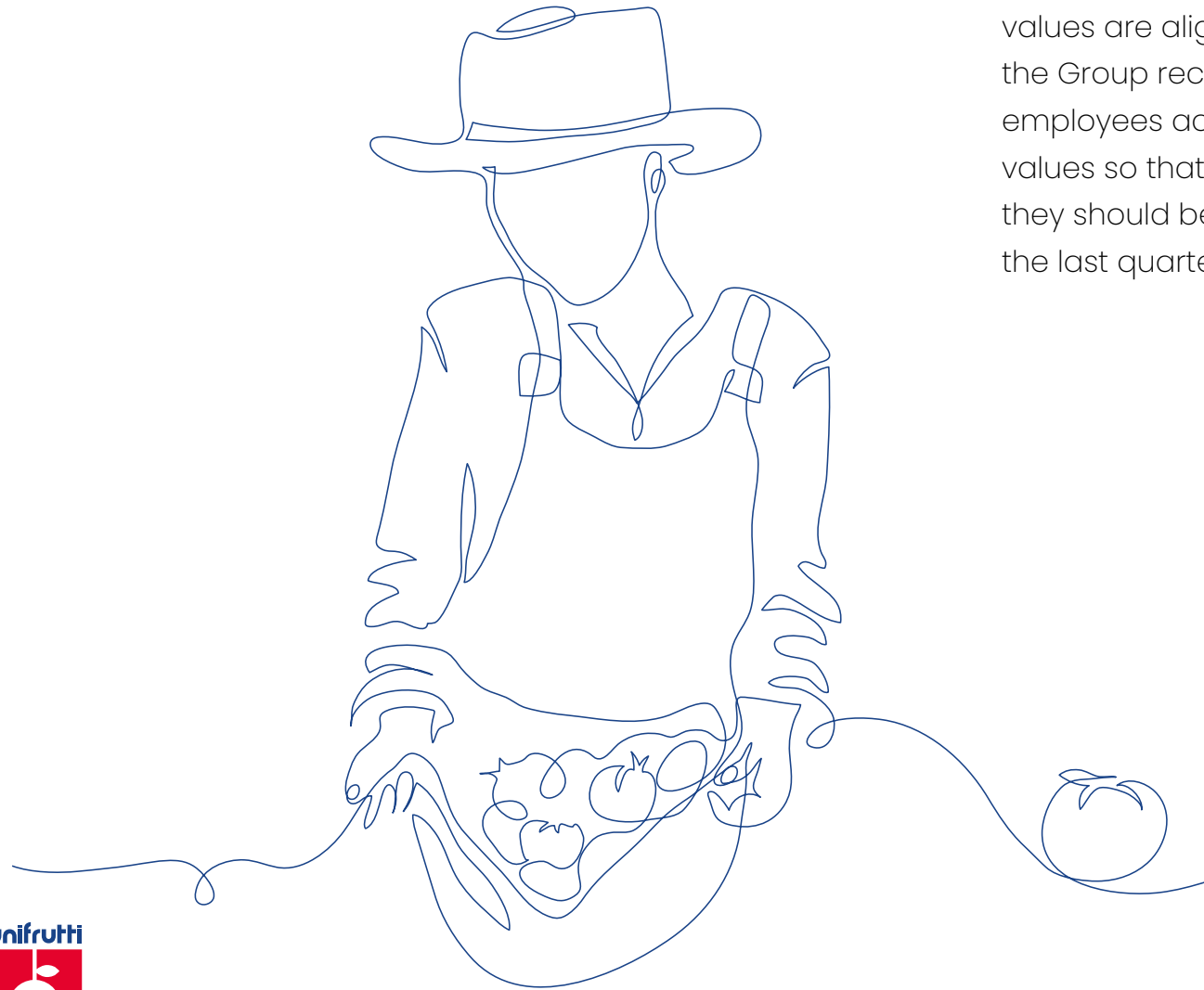
# INTRODUCTION

As a global Group with a strong heritage and reputation, Unifrutti is committed to applying the highest level of professional compliance and ethical standards in its business affairs around the globe. Therefore, the Group requires all its Directors, management and employees (also referred to collectively as 'employees') and associates to conform to this Code of Conduct. The Code of Conduct applies to everyone at Unifrutti, regardless of their role, position or practice.

## WE LIVE OUR VALUES

Corporate values represent Unifrutti's DNA, the founding principles guiding the way our Group does business and inspiring our people in their behaviours, day-to-day activities, as well as in their relationships with customers, partners and stakeholders.

The Group's ambition is to become the leading and most sustainable global multi-fruit company. To ensure that our values are aligned and will enable us to achieve the ambition, the Group recently embarked on an initiative to reach out to our employees across the globe to gain their input on refreshing our values so that they continue to reflect how we feel and believe they should be. We will then launch the agreed values around the last quarter of 2024.





## WHAT IS THE CODE OF CONDUCT

The Code of Conduct is anchored in our values and underpins everything we do. The Code of Conduct describes the minimum standards of ethical conduct and expectations related to anyone working at or with Unifrutti. The Code of Conduct does not cover every issue or situation that may be encountered, nor it is intended to do so. It should be read along with the Group and Business Unit policies and procedures available on the internal communication channels.

As a group operating globally, we also respect local cultures and values. Unifrutti Group companies are encouraged to issue further guidelines, if needed, to respond and represent these local compliance and ethical principles adequately. If any of these conflicts with the Group's principles and values, further guidance should be obtained from the Compliance, Risk and Sustainability department. However, if there are any inconsistencies, then the stricter principles should apply.

## WHO DOES THE CODE OF CONDUCT APPLY TO?

This Code of Conduct applies to all Directors, management and employees (permanent or seasonal) and business associates who work at or represent Unifrutti Group across the globe regardless of the person's position, role, status, experience or relationship with Unifrutti. Additionally, Unifrutti expects third parties including suppliers, consultants and business partners to follow the Code's spirit and comply with its principles.

The Code of Conduct may be revised periodically and it is the employees' responsibility to refer to the latest version on the Group and Business Unit internal communication channels. Upon employment; each member of the Group must sign an acknowledgement of this Code of Conduct.

The term "Company" or "Group" or "Unifrutti" or "UG" within the Code of Conduct is used to refer to all companies within Unifrutti. More details about Unifrutti can be found on our [website](#).

## HOW TO APPLY THE CODE OF CONDUCT IN PRACTICE

The Code of Conduct gives everyone at Unifrutti an ethical framework to help us make the right decisions and align our behaviour accordingly. Understanding and applying the principles of the Code of Conduct is the personal responsibility of all stakeholders of Unifrutti. Although the principal areas for which compliance is required by employees, are described in this Code, the list is not exhaustive; hence, applying judgment is essential. The Code of Conduct describes key compliance requirements but does not cover all concerns or obligations. The following ethical questions can be a useful starting point in assisting you to approach situations where the required course of action is unclear to you:

- Is your action in line with the Code of Conduct?
- Is your action legal, ethical or honest?
- Is your action in line with Unifrutti's values and policies?
- Does it feel right?
- Would you feel comfortable explaining it to your family/friends and if it was made public either internally or externally?
- How would your actions reflect on you or Unifrutti and could you justify your decision should this be tested at a court??

If the answer to any one of the above questions is **NO** or if you have any doubts or dilemmas, you should consult the appropriate internal parties or seek counsel from the Compliance team. If unsure who to speak to, you can raise your query with Human Resources, who will point you to the relevant Compliance practitioner.

# INTRODUCTION

## LEADING BY EXAMPLE

All employees are expected to adhere to the highest standards of ethical conduct. Managers and leaders of Unifrutti are expected to lead by example and inspire behaviour that complies with the principles of this Code. Group managers and Business Unit leaders are expected to:

- Ensure that the Code of Conduct is clearly communicated, acknowledged and followed by all employees.
- Promote the implementation of the provisions of the Code of Conduct and encourage ethical behaviour.
- Maintain a transparent work environment, where positive and open discussions are facilitated and supported.
- Prevent retaliation against those who decide to raise a concern.
- Refer to the Local Compliance Officer or Head Office Compliance function when an employee raises a question or issue that management is unsure of or cannot answer or is unsure of how to address it satisfactorily. Again, if unsure who to speak to, you can raise your query with Human Resources, who will point you to the relevant Compliance practitioner.

From a leadership perspective, across all levels in the Group, alignment to our Leadership philosophy will also act as a key enabler of the requisite behaviour to support and endorse this Code.

## WHAT HAPPENS IF THE CODE OF CONDUCT IS BREACHED

If behaviour or action that is or could be conflicting with the Code of Conduct and our policies is observed, there is a responsibility to report it, in good faith, according to the **Reporting concerns** section of this Code. Any potential breach of the Code will be confidentially and diligently investigated to be verified. If confirmed, it may result in disciplinary and/or legal action against the involved employee(s) or other stakeholder(s) and/or legal action against any involved third parties.



## 2. HOW TO BEHAVE AND TREAT OTHERS





## HUMAN RIGHTS



In the context of our Code of Conduct it means ensuring fair treatment, non-discrimination, and respect for the dignity and rights of all individuals, both within the company, and its broader impact on society.

At Unifrutti, working across the globe with different cultures, we believe that respecting human rights is our social license to operate and is imperative for responsible business practices. It is therefore our responsibility to respect human rights and positively contribute to the local communities we work closely with as well as our people. As a Group, we have zero tolerance for human rights violations. To honour our commitment, we seek to prevent and mitigate adverse human rights impacts in our global operations and remediate any such impacts we may inadvertently cause or perpetuate.

The human rights principles we abide by include, but are not limited to, the following:

- Freedom of association and collective bargaining.
- Freely chosen employment, ensuring all work is voluntary.
- Prohibition of child and forced labour.
- Respect for local communities.

We expect all human rights principles to be adequately embedded and safeguarded in policies and procedures

and to be in full compliance with certification and other legal requirements. Furthermore, our suppliers throughout the whole supply chain, including fruit producers and other business partners, shall conduct their operations in a manner that respects all fundamental human rights. This requirement includes not only the rights of their employees but also the rights of the communities affected by their operations. Our suppliers are therefore, expected to have in place adequate controls to ensure that their operations do not contribute to human rights abuses and to identify and manage any related risks.

## RESPECT AND COLLABORATION



Respect and collaboration are paramount for a positive work culture, employee wellbeing and achievement of the Group's objectives. Regardless of how it is demonstrated, it should be the norm in the workplace, irrespective of authorities and hierarchies. At Unifrutti no form of disrespectful behaviour is accepted. As a minimum, everyone at Unifrutti, is expected to:

- Treat fellow employees and stakeholder, across all Business Units and locations, with kindness and respect.
- Recognise that we can be different hence bring different perspectives, skills and talents to in the workplace.
- Value everyone's contribution and opinion. Listen to what others say and allow them to share their ideas.
- Feel comfortable seeking advice or raising concerns directly with any colleague.
- Remain professional and calm under any circumstances.
- Be welcoming, polite, and inclusive as well as promote a respectful and fair working environment without discrimination, bullying or harassment, including but not limited to gender, age, ethnicity, position or any other arbitrary reason.
- Demonstrate respect with verbal and non-verbal communication.
- Respect the working hours and workload of others.

- Embrace diversity as a strength of our organisation.
- Provide on-the-job coaching and training. Facilitate the learning and development of your team members.
- Support others without judgement and give constructive feedback instead of personal criticism.
- Be honest and accountable for matters that are part of your job responsibility.
- Be rigorous, open and transparent when communicating and do not "sugar-coat" an issue.
- Respect local cultures, including dress code, traditions, religion and behaviour.

If you notice behaviours that are not aligned with the above expectations, speak up and report them, in good faith, to ensure full adherence to Unifrutti's values.



## HEALTH AND SAFETY



Being in the agricultural industry, we strongly recognise that our employees are engaged in many labour-intensive activities while industrial processes may present occupational hazards.

We are strongly committed to safeguard our people's health and safety and comply with all relevant health and safety laws, regulations and certification requirements. Therefore, the Group constantly aims to design and implement holistic health and safety management programs, proportionate to the agricultural industry in order to safeguard the safety of its people and the overall working environment. Everyone at Unifrutti has a role to play and across the whole supply chain, we are all responsible to abide by the health and safety requirements.

As a minimum, all employees must comply with the health and safety policies, procedures and other control requirements and do not engage in behaviour or work in a way that poses a threat on oneself or on others. Examples of behaviour to be demonstrated by employees, include but are not limited to:

- Undertake work for which they received training.
- Ensure that they are aware of the various policies, procedures and controls, including action to take in case of an emergency and safe use of equipment/protective clothing.

- Participate in health and safety training and take ownership of understanding the requirements, raising questions if needed.
- Report promptly to the responsible manager actual incidents or potential threats.
- Do not use drugs or consume alcohol at Unifrutti's locations and/or during the performance of work duties, including driving. Medically prescribed drugs shall be used according to the physician's instructions.
- Never assume that anyone else will report a risk or a concern.

Unifrutti leaders and managers have an added responsibility for the proper functioning of the health and safety management systems at the locations under their responsibility. They must therefore ensure that the following controls and actions are planned as a minimum (list not exhaustive):

- Establish and maintain health and safety management systems that are compliant with the legal, regulatory and certification requirements and are aligned with company policy.
- Follow-up on recommendations issued by internal (e.g. internal audit) or external parties (e.g. authorities or certification bodies).
- Remain alert for the identification of hazards and mitigate

risks to an acceptably low level.

- Share recommendations and escalate issues with your I-Up Manager or by utilising the speak-up communication channels listed in this Code.
- Remain up-to-date with the legal and other requirements and ensure compliance.
- Perform reviews and report issues, accidents, near misses or incidents to the appropriate internal or external parties.
- Ensure that all employees, outsourced staff and visitors receive complete and accurate instructions and training.
- Communicate effectively, responsibly and respectfully to address or manage issues and requirements.
- Allocate responsibilities and promote accountability.
- Test emergency protocols per the local requirements.

Health and safety procedures are in place at all geographical locations that also comply with industry standards and aim to be fully aligned with local labour laws and regulations. Please make sure that you have read and understood these procedures.

## PERSONAL DATA



The Group considers the privacy and confidentiality of individuals' (e.g. employees, customers, etc.) personal data (e.g. passport, medical, financial records) and information of paramount importance and implements measures to protect such records and processed information. We ensure that such information is handled responsibly and in accordance also with the relevant local personal data protection laws.

Personal data is processed in accordance with the Group's Personal Data Protection Compliance Policy, which also meets the requirements of the EU General Data Protection Regulation ("GDPR"). GDPR in general applies to the EU member countries and therefore Group Companies registered in the EU. Non-EU Group Companies should apply GDPR related clauses proportionately. Moreover, the policy's principles should be considered alongside the national legislation on the protection of personal data.

Information will only be used or disclosed where this is permitted or required by relevant laws or to the extent authorised by the individual. However, it is noted that the Group reserves the right to inspect its premises and property, including computers, electronic communications, internet trail, telephone records, offices and other areas of work as permitted by relevant laws

and regulations that apply and are in the context of investigation to safeguard the rights of the Group and its stakeholders.

At Unifrutti we aim to collect, use or otherwise process personal data if the processing falls within the scope of either one or more of the below:

- Performance of a contract or a service.
- Legal compliance.
- To safeguard legitimate interests.
- Consent has been obtained.
- Necessary for the public interest or adhering to the requirements of a public authority.
- For the vital interests of an individual.

In case of a data breach, as defined in the relevant policy, the compliance department or other person who has been assigned the responsibility, must assess the incident and ensure that the relevant competent authorities are timely informed if the incident falls within relevant reporting criteria. Furthermore, the individual(s) affected should be informed in case the breach is likely to result in a high risk to their rights and freedoms without undue delay.

Further details regarding personal data, employee data processing, employee rights and obligations can be found in the GDPR policy, local privacy policies and the Employee Privacy Policy.



## EQUAL OPPORTUNITIES



We strive to provide a working environment which embraces, respects and values the diversity of our employees' backgrounds, experiences and ideas. The Group is committed to promoting a fair working culture. Being an equal opportunity employer for all employees and applicants constitutes a cornerstone to this. Accordingly, for personnel decisions that range from, but are not limited to, hiring, training, promotion, compensation, benefits, transfers and education we aim to base these solely on an employee's or applicant's qualifications, abilities, skill set and performance.

## ANTI-DISCRIMINATION AND ANTI-HARASSMENT



The Group has zero tolerance for harassment and is strongly committed to providing a work environment that is free of behaviour that constitutes harassment. Everyone should be treated with dignity and respect at work. The right to be free of harassment in the workplace is generally protected by law and in certain instances is recognised as discrimination.

Any form of unwelcomed conduct, be it verbal, physical or visual against employees will not be tolerated by whoever perpetrates it, including supervisors, co-workers, employees, non-employees, vendors or clients of the Group.

Any vengeful acts against employees who have reported discrimination or harassment are strictly forbidden under the provisions of this Code of Conduct.

Examples of harassment include, but are not limited to, the following:

- Bullying.
- Spreading malicious rumours or insulting someone regarding their gender, race, sexual orientation, religion, culture, disability or minority group.
- Ridiculing or degrading someone.
- Unfair treatment.

- Deliberately undermining a competent worker by overloading and constant criticism.
- Preventing individuals from progressing by intentionally blocking promotion or training opportunities.
- Sexual harassment may include unwelcome physical, verbal (e.g. unwelcome innuendoes, hints and suggestions, unwelcome and inappropriate inquiries about a person's sex life) or non-verbal (e.g. unwelcome gestures) conduct.

## CONFLICTS OF INTEREST

Conflicts of interest (“COI”) describe a situation when a person’s position or responsibilities with the business or personal interests or a client’s interests conflict with the interests of the Group or its shareholders or another client. COI can arise in any area of the Group’s operations. There may be (a) actual COI, i.e. there is a real and existing conflict; (b) potential COI, i.e. there is or could be a situation that may result in a COI; and (c) perceived COI, i.e. there is or could be a situation that could be perceived as a conflict even if this is not the case.

Some examples of actual, potential and perceived conflicts may include (not exhaustive) situations such as:

- A close family member serving as a vendor, external farmer customer or competitor of the Group.
- Awarding a contract to a company run by a friend, using one’s position at UG.
- Taking on business opportunities to achieve personal gain at the expense of the Group’s interest or any of its stakeholders.
- Receipt of improper personal benefits such as gifts and favours.
- Having a direct or indirect interest in an entity that does or seeks to do business with the Group or in an entity that competes with the Group.

- Undertaking work or performing services for another organisation without obtaining the necessary authorisation.
- Pursuing corporate opportunities (that would have otherwise been considered by UG) for personal gain.
- Performing non-arm length transactions.

The Group requires all its employees, partners and associates to act with integrity and honesty as well as enter transactions transparently and ethically. Therefore, all UG employees must take all necessary actions where conflicts of interest may arise. Instances of actual, potential or perceived conflicts of interest should be promptly identified, managed and disclosed immediately upon identification.

To support this process the Group has issued a Conflicts of Interest Policy that sets out the principles for the identification, assessment, management and registering COI that is applicable across its Group operations. UG takes reasonable administrative and organisational measures that need to be followed to identify, assess, manage and prevent the occurrence of either actual, potential or perceived COI between UG and its various stakeholders/third parties in the context of UG’s business operations and interactions. Examples of such measures include

adequate controls such as segregation of duties, four eyes review principle, the application of arm’s length principle for transactions that may lead to potential or actual COI, policy for related party transactions, COI processes at the Board level, ‘Chinese walls’ for access to information, COI declaration and approval process as well as a COI registry.

As a minimum, all Directors, management and employees must follow the principles of the COI policy, declare COI, which relates to them, other employees or other parties as well as submit the annual COI declaration honestly and transparently.



## ANTI-BRIBERY AND ANTI-CORRUPTION



UG is committed to ethical behaviour and conducts its business fairly with integrity and transparency across its geographical locations and business operations. Furthermore, bribery and corruption are criminal offences and UG has a “zero tolerance” approach to acts of bribery and corruption. Therefore, the offering or receiving of bribes is strictly prohibited.

Corruption is the abuse of entrusted power for private gain. Bribery is the offering, giving, soliciting or receiving of any item of value (i.e., gift, money, loan, fee, reward or privilege, discounts, travel, other benefits-in-kind, etc.) as a means of influencing the actions of an individual holding a public or legal duty. This type of action results in matters that should be handled objectively and gets controlled in a manner that best suits the decision maker’s private interests.

It is our policy to comply with all relevant laws regarding Bribery and Corruption while the Group maintains a Group Anti-bribery and Anti-corruption policy. Everyone at UG is obliged to understand and follow its principles. These principles include guidelines as to:

- Care should be taken when accepting or offering gifts or hospitality benefits as they can be employed as bribes. Any given or accepted gift or corporate hospitality must be proportionate and reasonable as well as given in good faith. The value of the gift should be insignificant, reasonable or promotional.
- Do not accept gifts that are intended for a returned benefit or corruption.
- Disclose and obtain internal approvals for gifts in line with the Group’s Anti-bribery and anti-corruption policy. An up-to-date gift registry must be maintained locally.
- Any donations or sponsorships should not be offered or made without the approval of senior management under UG policy and should also comply with local legal laws and ethical practices.
- Report actual or suspected bribery or corruption according to the **Reporting concerns** section of this Code.

# 3. HOW TO PROTECT OUR ASSETS



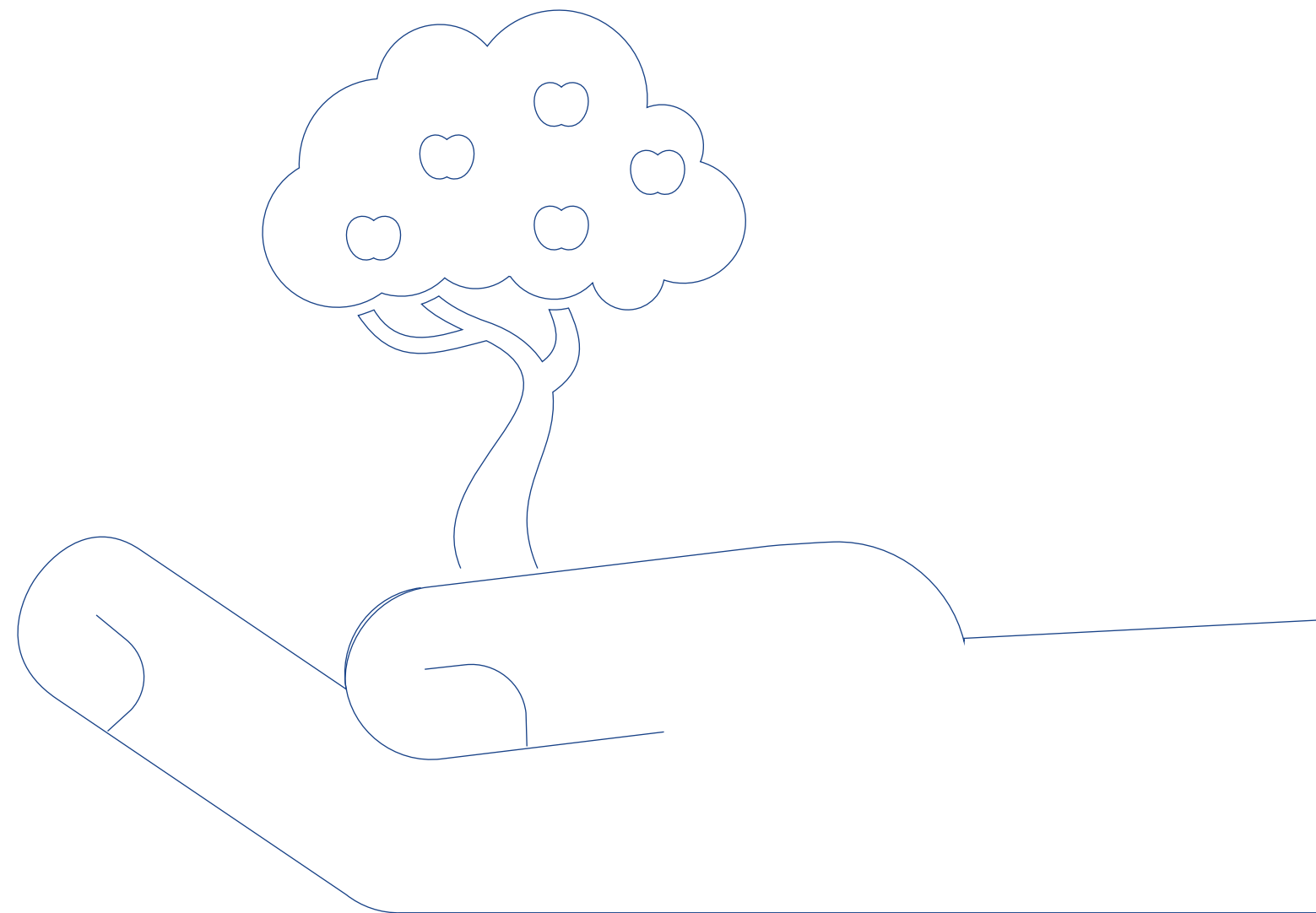
# BUSINESS RESOURCES AND ASSETS



All directors, management and employees are expected to safeguard the Group's assets within the course of their duties against any instances of theft, destruction or other damage. The term assets encompass all assets in the Group's possession, including, but not limited to, inventory, computers/laptops, equipment, software, facilities, intellectual property, supplies and materials.

Employees should minimise the personal use of the Group's assets or resources and exercise judgement when it is necessary to use them. Examples include using the Group's telephone, laptop, premises or the time of the Group's employees for purposes unrelated to UG's business.

All improper activities must be reported according to the reporting procedures described in the **Reporting concerns** section of this Code. The Group takes such instances very seriously where any instance of theft, fraud, embezzlement or misuse of the Group's assets will incur the strictest disciplinary actions.



# INFORMATION TECHNOLOGY SECURITY AND ELECTRONIC INFORMATION



Every employee of our Group is expected to adhere to the highest standards of information security. This means that every employee must oblige to the below:

- Use the information assets (e.g. personal computer/laptop, tablet, mobile phone, or any other device) only for authorized purposes and follow the policies and procedures of the Group and the applicable laws and regulations. The Group's information technology or networks should not be used for criminal activities, threats to national security or for buying/sharing information regarding weapons or related technologies or to intentionally damage the reputation of a person, an entity or goods/services.
- Not use the Group's information technology (software, laptops and other equipment) to conduct personal business.
- Comply with all applicable IT and IT security policies and procedures.
- Complete the required information security training and awareness programs and keep yourself updated on the latest information security threats and best practices, including use of IT devices, emails, links and attachments. In the event, that the business's information technology is compromised (e.g. by viruses/trojans, hacking attempts, phishing, password leaks), or even a suspicion of a breach of this kind exists, this

should be reported to the IT department immediately.

- Cooperate with the information security team and other relevant parties in the investigation and resolution of information security incidents or breaches.
- Protect electronic devices using a password that is in line with the guidance issued by the Group and not share log-in information (e.g. username and password) with others.
- Not disable, alter or bypass security controls, including but not limited to firewalls, access controls, anti-virus protection, logs and others.
- The use of personal storage removable devices such as USBs and SDs is forbidden except when strictly needed, upon authorization and antivirus check.
- Ensure that any removable or other IT equipment is secured, not left unattended and locked when not in use, during business & non-business hours, during a hotel stay, in vehicles, third-party premises or when travelling.

In addition make sure you terminate active sessions and/or secure equipment with a strong password, log-off from applications, and log-off from network services, when no longer needed.

- Use email only for business purposes, and pay attention when using electronic communication. In particular:

- I. Handle emails from unknown sender or unusual messages with care.
  - II. Suspicious attachments must not be opened.
  - III. Mailboxes must be kept in order, deleting unnecessary documents/attachments and emails.
  - IV. Don't use the company email account to join chain letters.
  - V. Don't use the company email for unlawful purposes.
- All information stored on the Group's computers represents Group property.
  - Directors, management and employees are prohibited from installing or using computer files or software not licensed by the Group. For any installations a request needs to be transmitted to the IT department. Approved software should be used following the license or copyright agreement and the IT policy and instructions issued by the Group.
  - Ethically deploy and use artificial intelligence.

Failure to comply with these information security and confidentiality behaviour expectations may result in disciplinary action and all employees are responsible for their own information security and confidentiality behaviour and for the consequences of their actions or inactions.



## INTELLECTUAL PROPERTY



Unifrutti's intellectual property, which includes trademarks and customer relationships, is the product of the hard work and efforts of Unifrutti's employees as part of the performance of their duties. Unifrutti prohibits the use of the current and future intellectual property by third parties without proper authorisation and license. Internal parties must be aware of the intellectual property they have access to and use it appropriately and respectfully, as authorised.

Subject and in line with legal requirements; any work produced by employees, in whole or in part, during the performance of their duties is the asset of Unifrutti. Intellectual property must always be disclosed and registered in the name of a relevant Unifrutti Group company.

## BOOKS AND RECORDS



To deliver on-going value for the Group's shareholders; we are committed to maintaining corporate records and documentation carefully and diligently, complying with laws relevant to record preservation. It is not acceptable to modify, hide or destroy any documents or records, including those relevant to any litigation matters or investigation.

### FINANCIAL AND TAX RECORDS

The financial and tax records of the Group must be complete, timely and accurately maintained in the accounting system as well as supported by appropriate documents based on the Group's accounting and finance policies and procedures. Such records must be prepared and retained according to the applicable local and international accounting/reporting standards and legislation. All transactions (irrespective of materiality) and accounting policy changes must be appropriately approved, executed and accounted for in the records.

Employees are responsible to ensure that financial or tax information for internal/external audits, investigations, communications or reports is timely communicated, accurate and complete.

Tax laws are respected and payments are made as required by those laws. The Group has a zero-tolerance approach towards tax evasion.

## CONFIDENTIAL INFORMATION



Confidential information is any information that Unifrutti has opted not to publish and may include, but is not limited to, trade secrets, intellectual property, production, financial results, shareholder information, etc. This information may however become available to employees during the performance of their duties. All employees of the Group should be aware that discussing or sharing any confidential or non-public information with a close family member, friends or anyone else is strictly prohibited.

Directors, management and employees are expected to know and maintain the confidentiality of all information (physical, electronic or verbal) they are aware of in the course of their duties. The information must only be shared on a “need-to-know” basis to fulfil work obligations. Deviation from this is only applicable where disclosure is either authorised in writing or legally mandated.

Confidential information must not be left unattended on employees’ desks or unprotected in companies’ systems etc. Instead, it should be fully secured or locked in designated cabinets at the Group’s premises and only be accessible by authorised parties. Likewise, confidential information should not

be discussed with unauthorised internal or external parties. Refer also to the **Responsible Marketing and Communication** section for the principles of sharing information externally.

Before sharing any sensitive information with a third party, Unifrutti requires a Non-Disclosure Agreement (“NDA”) to be signed at any level of business. A dully approved NDA, prepared by an internal or external lawyer, should be used. A pre-approved template can be obtained from the Legal or Compliance functions and should be adjusted if necessary to reflect the circumstances of the contract or situation.

At Unifrutti we do also respect confidential information provided by any third parties and therefore any non-public information shared confidentially with Unifrutti employees, concerning Unifrutti’s suppliers, customers, employees, agents, consultants or other parties must be protected under legal and contractual requirements.

### INSIDER TRADING

All employees must also comply with principles and regulations concerning capital markets and insider trading. Insider trading is the process of buying, holding or selling a publicly

traded investment/security by someone who has non-public information about that security. By working for or with UG, employees may acquire such non-public information (i.e. “inside” information) and hence gain an unfair advantage over other market players. Such activities are strictly prohibited.

## ANTI-FRAUD AND THEFT



Unifrutti requires its stakeholders to act with integrity and has a zero-tolerance approach towards internal and external fraud. Internal fraud may be carried out inside the Group by internal parties, such as employees, management or executives or by third parties in synergy with internal parties. Acts intended to defraud, misappropriate property or circumvent regulations, the law or the Group's policies result in losses for the Group. External fraud is carried out by third parties; such as customers, suppliers and hackers. Accordingly, this results in losses due to acts intended to defraud, misappropriate property or circumvent the law.

Many prohibited actions under this Code may constitute fraud, including but not limited to, misappropriation of the Group's resources, falsification of records (both financial and non-financial, e.g. production, health and safety records), deliberate acts of misrepresentation of the Group to third parties, avoidance of internal processes, accounting malpractice, bribery, disclosing confidential information to third parties, improper handling of money and destruction of records.

Ethical behaviour should be embedded within the UG culture across all locations and a strong Tone-at-the-Top shall be

promoted alongside a strong system of internal governance and controls e.g. four eyes principle and fraud prevention programs. The Group has an Anti-fraud policy to which all its stakeholders should comply with its principles.

It is the responsibility of all to report immediately, according to the reporting procedures described in the **Reporting concerns** section of this Code, incidents or suspicions of fraud or theft in any identified form.



# 4. HOW TO DO BUSINESS





## COMPLIANCE WITH THE LAW AND INDUSTRY STANDARDS



Unifrutti complies with the laws and regulations in the countries of operation as well as industry standards. There is a wide range of laws, regulations and standards with which we aim to comply such as (but not limited to):

- Employment laws
- Environmental, health and safety laws.
- Food safety laws
- International trade regulations
- Bribery and corruption laws
- Anti-Money laundering laws
- Taxation regulations
- Certifications and industry standards applicable directly or indirectly

At Unifrutti we have zero tolerance for any illegal activity conducted either for personal gain or on the Group's behalf. Directors, management and employees must comply with appropriate laws and regulations. Each one must be aware of the legal and compliance requirements applicable to his/her job and strictly follow these.

More specifically, all employees must:

- Identify and remain up to date with the compliance requirements as per the Unifrutti Compliance framework policy and policies/procedures relevant to their work.
- Ensure compliance with the Group's policies, legal, certification and other requirements by implementing adequate processes, policies, procedures and controls in the operations under their responsibility.
- Advise with the Group or Business Unit Compliance function on compliance-related matters, if deemed necessary.
- Report any actual or potential compliance issues or failures to the Group or Business Unit Compliance function.

For the management and governance of compliance responsibilities the Group issues and maintains the Unifrutti Compliance framework policy to which all employees and Group companies should as a minimum adhere to. Furthermore, the Compliance function shall be the focal point of contact to correspond, assist and interact with applicable compliance regulators and competent authorities.

### ADHERENCE TO QUALITY AND PRODUCT SAFETY STANDARDS

Ensuring the high quality of our products is one of Unifrutti's key objectives. We aim to adhere to the highest quality and product safety standards to meet and exceed our customers' expectations. To accomplish this, we are always in compliance with relevant food safety laws in all jurisdictions in which we operate. To this end, we operate following the principles and requirements of various certifications (e.g. GlobalG.A.P.) and ensure the supply of healthy and high-quality fresh fruits to our customers all year round.

We train our employees and monitor our suppliers to ensure that we meet the required product safety and quality standards as well as constantly strive to improve. It is the responsibility of each employee to adhere to our quality system policies and procedures.

We expect our employees to be alert against risks to product safety and quality. Whenever such risks are identified, employees are requested to report these to their line manager to facilitate immediate action.

## SUPPLIERS AND BUSINESS PARTNERS



At Unifrutti we demonstrate sound judgement in the selection of suppliers and business partners, to ensure the selection of ethical, law-compliant business partners who share our Group's values. Business partners are therefore expected among others, not to employ anyone under the legal working age as defined by local law, not engage in any discriminatory practices and aim to comply with applicable environmental, health and safety laws. Equally, we aim to constantly live up to our suppliers' and other business partners' expectations for ethical and responsible conduct of operations. As such, we aim to comply with all relevant competition laws in the countries in which we operate.

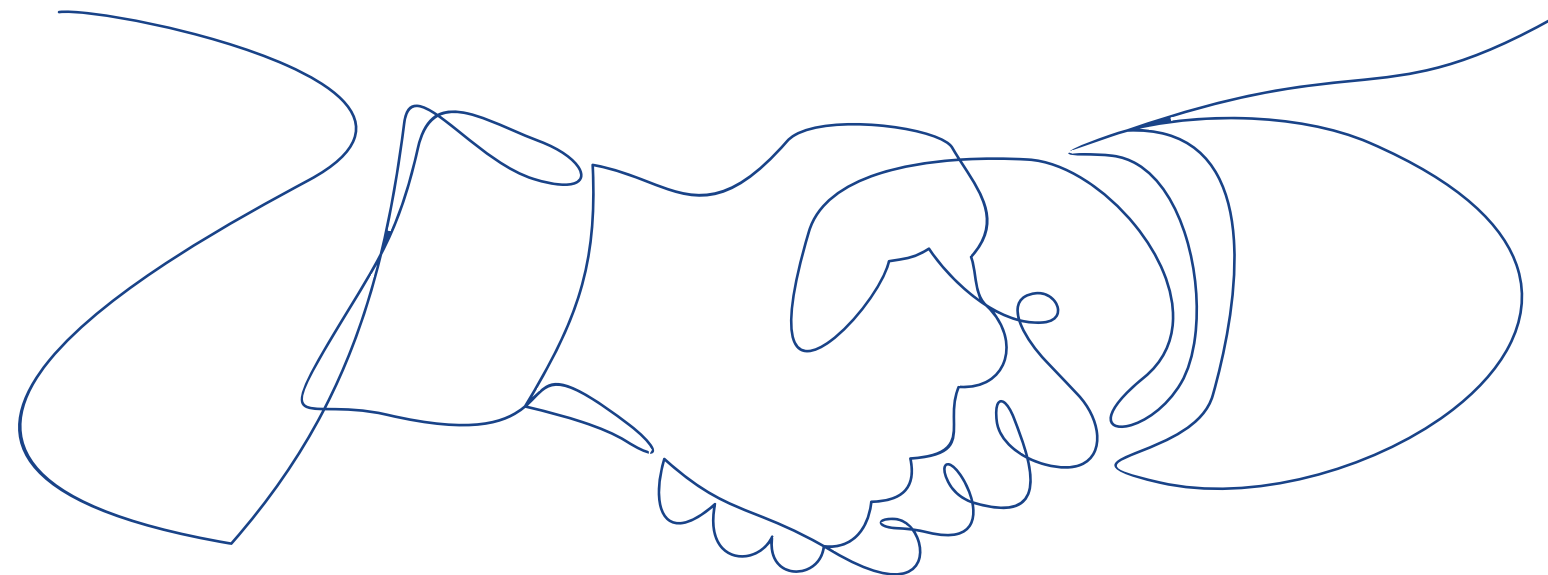
Suppliers are selected fairly and strictly based on the principles of the procurement policy. The Group's procurement policy outlines the rules governing the purchasing of goods and services, ensuring transparency, fairness and accountability of the procurement process as well as increasing the value and quality of the procured services and products. The principles of this policy must be followed when considering making a new purchase, which under no circumstances should be unnecessary, excessive or not properly approved.

Any misconduct identified concerning this must be reported according to the reporting procedures described in the **Reporting concerns** section of the Code as soon as possible.

## ANTI-COMPETITION BUSINESS PRACTICES



Directors, management and employees must take care to strictly avoid practices such as the discussion of sensitive Group information like prices and costs with competitors. The Group will not engage in any Anti-competition or other unethical practices such as agreements with competitors regarding the fixing of prices, the adjustment of sales volume, the dividing of sales territories and the charging of different prices to similar customers or the pricing of products below cost. The Group complies with the applicable laws and regulations in the countries of operation where Directors, management and employees should seek legal or compliance assistance when in doubt.



## ANTI-MONEY LAUNDERING (“AML”) AND SANCTIONS



Money laundering is the processing of criminal proceeds to disguise their illegal origin. Criminals do this by disguising the sources, engaging in various transactions, changing the form or moving the funds to a place where they are less likely to attract attention. UG prohibits its companies and employees to be engaged in money laundering activities and obligates them to conduct business legitimately by following the applicable AML legislation and being alert for actual or potential money laundering activity either by internal or external parties.

As a minimum and proportionate to our industry, UG expects all its key internal stakeholders to do the following:

- Conduct thorough due diligence processes to know your key customers, external farmers, business partners and other key suppliers. This means adequate Know-Your-Client (“KYC”) and Know-Your-Supplier (“KYS”) procedures proportionate to our industry and records to be in place to deter and detect money-laundering activities.
- Perform enhanced due diligence if you identify any red flags (i.e., indications of suspected wrongdoing) and/or report immediately to the relevant control department if further assistance is required. Some examples (not exhaustive) are:
  - ◊ Suppliers requesting payment in the name of another third

party.

- ◊ Customer/supplier payments made outside the normal course and terms of business.
- ◊ Payments made to the Group in large amounts of cash or from multiple accounts and cash received from third parties with whom we do not have a business relationship.
- ◊ Loans/transactions not made on an arm’s length basis, etc.
- Co-operate with reputable partners and engage in transparent business transactions only.
- Understand the origin of the funds used in the transactions and report any irregular or suspicious activity.
- If in doubt, engage with subject matter experts for further advice.

Even though as a general rule fruits and vegetables are among the products (as part of the humanitarian principles) that are not subject to economic sanctions, each employee should always act diligently and be alerted of relevant risks as a transaction maybe linked to further sanction rules e.g., a person in the sanction list. Sanctions can be on countries, Regions, territories and governments as well as individuals, entities, vessels etc. As a Group we aim to comply with all applicable sanctions and

employees must comply with the Group’s sanction policy. If in doubt, the Compliance or Legal function should be proactively contacted.

## FORMAL LANGUAGE OF THE GROUP



We are a multinational Group operating across borders, respecting local cultures and languages and cooperating inclusively and transparently. We recognise that language is a key enabler for robust communication across the Group and amongst, our internal and external stakeholders. In this context, the official business language of the Group is English. It is expected to be used as part of formal internal and external business communication, across borders, including management reporting, Group policies and communication via the Group's Digital channels and assets, e.g. the Group website.

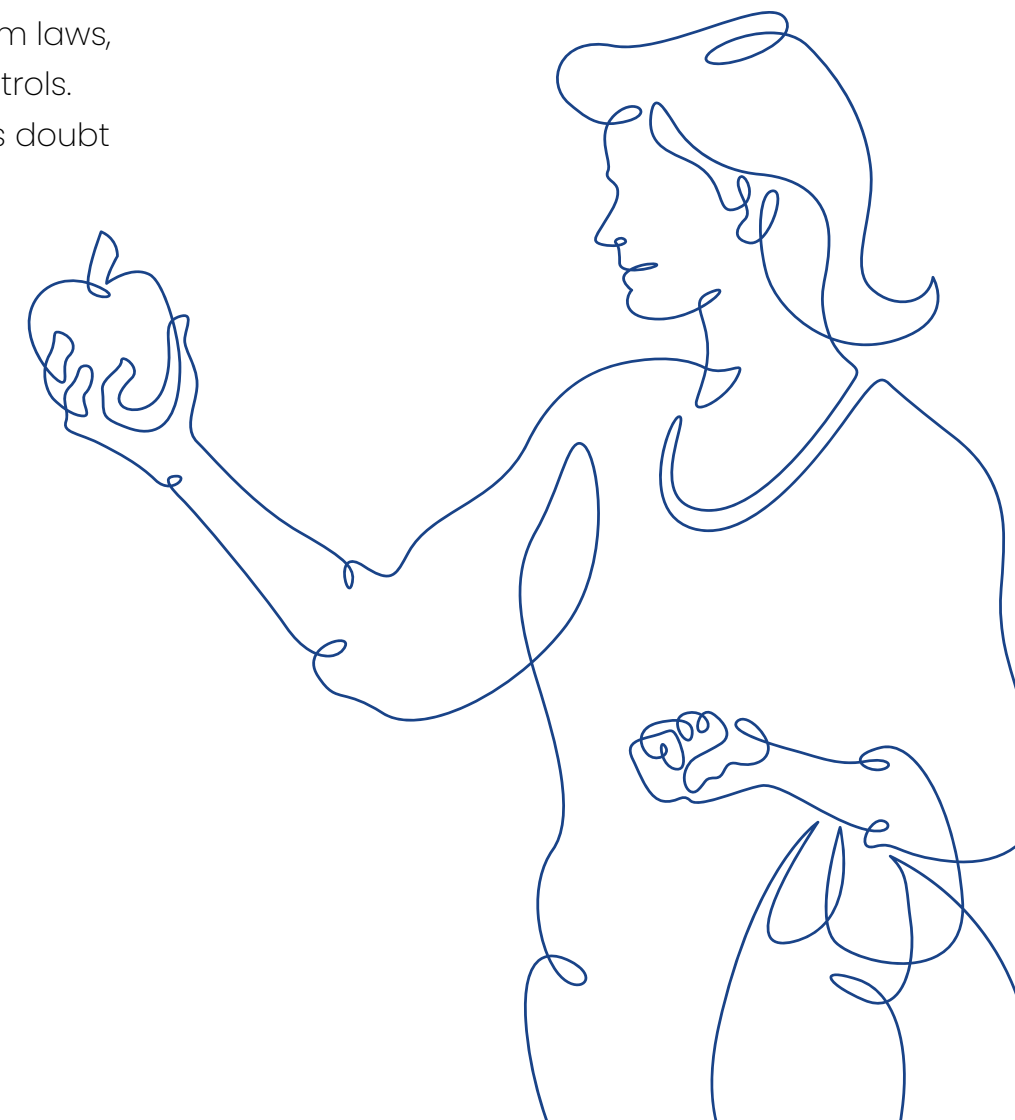
We recognise that for many employees, English will be a second language, hence proficiency may not be at the required standard. As an inclusive employer respecting linguistic diversity and local cultures and in order to ensure adequate development and proficiency in the English language, we aim to enable those employees, whose role requires active collaboration within or across geographical boundaries, to participate in language support lessons and/or provide them access to relevant tools.



## COMPLIANCE WITH INTERNATIONAL TRADE LAWS



Furthermore, wherever applicable in the course of their business, employees must be aware of all applicable laws and regulations impacting international trade. These should be taken into consideration for shipping, exporting or importing of products from suppliers. Such laws include but are not limited to, Anti-terrorism laws, possible trade restrictions and sanctions as well as export controls. Guidance should be obtained for any instances where there is doubt as to what constitutes a violation.





## RESPONSIBLE MARKETING AND COMMUNICATION

Marketing and Communication are how we interact with our public and determine how Unifrutti is perceived externally. Inspired by our corporate vision and guided by our values, we believe in the power and positive outcomes connected to responsible marketing and communication practices.

### MARKETING

The Group Marketing and Communication Code of Conduct describes the minimum global standards that apply to all Unifrutti's marketing activities and communication around the world. These cover (but are not limited to) branding, packaging and design, research and development, advertising and sales, merchandising, partnerships and all forms of advertising across all channels whether created internally or outsourced.

The following marketing and communication related principles should always be followed:

- Comply with Unifrutti's marketing guidelines, standards and applicable laws.
- Describe our Group and its products truthfully, accurately and transparently as well as provide whenever relevant, technical features and nutritional information.

- Ensure that sufficient information is given or easily accessible to our partners and clients.
- Be mindful of the environmental implications, in such areas as new product development, marketing activation, packaging and content recycling.
- Always protect cultures, traditions and diversities, respect freedom of choice/expression and use decency in communications.
- Do not use deceptive or unclear messages nor alter communications in such a way that causes misleading advertising.
- Do not misuse scientific information or vocabulary to falsely suggest scientific validity or unique health benefits.
- Do not associate our brand or products with any image, claim or character that risks offending any religion, nationality, culture, gender, race, sexual orientation, age, disability or minority group.
- Do not associate Unifrutti with or collaborate with any entity known for promoting violence, abuses, pornography or controversial behaviour.

### EXTERNAL COMMUNICATION

Communication with the media, interested parties, investors and external parties is an essential tool for building and maintaining a coordinated image as well as strengthening the Unifrutti brand in the eyes of consumers and the customers' perceptions of the Group.

The External communications' policy sets out the principles regarding how official spokespersons, representatives and employees of Unifrutti shall interact and communicate with the media on behalf of Unifrutti or engage in public discussions about the Group. This policy shall always be referred to and its principles applied in any external communication activity. Overall, employees and executives must always consider the effects of their words on the reputation of the brand, on the Group as a whole or on Unifrutti's affiliates and partners. To protect from risks materialising, employees shall avoid engaging in any communication with external parties on behalf of the Group without authorisation, and if authorised, then the topics should be outside the area of competence. Likewise, providing any forward-looking information about financials, commercial or operational results (unless differently agreed in advance with the Communication department or any Designated Spokesperson with authority over the specific topic under discussion) or revealing any confidential information is prohibited.

## RESPONSIBLE MARKETING AND COMMUNICATION



### DIGITAL AND SOCIAL MEDIA

As Unifrutti we encourage members of the Unifrutti family to act as our brand's ambassadors, hence actively participate in the online Unifrutti community. Likewise, we are also aware of the risk associated with the improper use of digital and social media and the need to protect our Group's reputation and brand value on these media platforms.

As a valued member of the Unifrutti family, we ask you to be familiar with and informed of Unifrutti's External communication policy and Responsible marketing code and to always maintain the use of appropriate language, ensuring that you protect and do not harm the image nor the reputation nor any commercial relationships existing in its own or other Regions of the Group.

We also request all our employees not to share Group matters or other non-public information, not to engage in online controversy and to avoid any reference of stereotyping, generalisations, aggressive behaviour or promoting any form of racism or discrimination in their content or comments, both on their personal and professional profiles.





# 5. SUSTAINABILITY





**As a Group operating in the agriculture industry, Sustainability is a key source of value creation and is a crucial business enabler. Therefore, we constantly aim to have sustainability lenses into everything we do while sustainable practices constitute a UG license to operate. We expect our employees and business partners around the globe to work with passion and commitment, contributing to sustainable agriculture and the fulfilment of the UG's sustainability vision and ESG targets, harvesting value for UG's stakeholders and for a better world.**

UG's Sustainability Strategy focuses on the following pillars as outlined by the ESG(F) acronym as follows:

- **Environment** – be a steward of the environment and commit to the responsible use of resources and protection of the natural environment.
- **Social** – maintain a culture of safety and belonging as well as uplift people and communities.
- **Governance** – constantly striving for sustainable performance (financial and non-financial) and nurturing diverse leaders with a sustainable development mindset.
- **Safe and Nutritious Fruit** – grow healthy and nutritious fruit.

The Group is also aligned with UN Sustainable development goals thus joining a global impact for a better world.

To support these objectives UG requires employees, business partners and key stakeholders as a minimum (not exhaustive) to:

- Adhere to the Group's ESG policy and local sustainability

related policies and procedures.

- Be responsible citizens and support UG's sustainability vision, strategy, selected UN SDG and key strategic commitments.
- Act under the applicable and evolving statutory and international standards regarding environmental protection.
- Use sustainability as a key business enabler, which means having a sustainable mindset and constantly striving for opportunities to improve operational practices across the supply chain, use sustainability as a key commercial tool, minimising adverse environmental impacts, application of circular economy principles and making continual improvements for the protection of UG's natural resources such as water, land, plantations and soil.
- Adhere to social principles and laws and contribute to nurturing people and communities where we operate.
- Safeguard health and safety and report any current or potential risks.
- Constantly strive for sustainable performance and innovative ideas.
- Have sustainability lenses into their daily responsibilities.
- Constantly contribute to growing healthy and nutritious fruit.
- Embed sustainability principles into business decisions.
- Support associates or partner with them for sustainable agriculture.
- Use ESG principles as key commercial drivers.

- Report any incidents or suspicions of non-compliance with UG's sustainability principles as well as breaches of environmental and other related laws and principles.

Overall, everyone at Unifrutti has a responsibility to perform his/her duties in a sustainable, ethical, and transparent manner. The ESG performance of the supply chain is a significant component for meeting our targets and employees ought to consider ESG factors during the performance of their duties.



## 6. REPORTING CONCERNS



# REPORTING CONCERNS

Unifrutti encourages its employees to speak up and report any concerns they may have or known/suspected breaches of the Group's Code of Conduct, such as fraud incidents, failure to comply with a legal obligation, breaches in health and safety as well as concealment of such matters. Reported matters are managed confidentially, to the fullest extent possible where we encourage that they are not labelled anonymously to better support the investigation processes. Any actual, suspected or potential wrongdoing should be immediately reported and not reporting a violation of the Code could be considered a breach of the Code.

There are various channels, which employees can use for reporting the cases and when selecting the channel, you should consider the seriousness of the breach or concern, the parties involved in the incident and the whistleblower's comfort level. Reporting must be made in good faith. Violations/reports must not be publicly disclosed unless required by the law. These channels are:

## MANAGEMENT

You can discuss your concerns or matters that worry you by talking to a person you feel comfortable with. This person can be your direct manager, or another manager in your Business Unit, or the Business Unit CEO

## HUMAN RESOURCES

HUMAN RESOURCES You can contact your Business Unit HR head or the Group Chief HR Officer

## COMPLIANCE

You can contact directly the Compliance team to ask questions or raise concerns. The Group's policies and NDA's are also available on the HO Compliance sharepoint. You can contact your Local Compliance, Risk and Sustainability Officer or the Group Compliance team via email, telephone or request for an in-person meeting.

## WHISTLEBLOWING CHANNELS



The Compliance whistleblowing channels provide an alternate and confidential way for reporting any concerns if you do not feel comfortable to use any of the abovedescribed.

Reported matters are managed independently and confidentially, in line with our Whistleblowing and other relevant policies.

Reporting can also be made anonymously if the whistleblower wishes to do so. The reporting can be made to the Business Unit whistleblowing channels or using anyone of the following Group whistleblowing channels:

**Orally** via telephone or via a meeting upon the request of the whistleblower by calling your local toll-free number in selected geographical locations: **CHILE +56 44 205 6637 / SOUTH AFRICA 080 099 0289 / THE PHILIPPINES +63 919 170 0363**

**Via post** to Private and confidential - Compliance and Risk department, UNIFRUTTI GLOBAL MANAGEMENT LLC - 9th Floor, AZ Zumurrud Street, Centro Capital Centre, Abu Dhabi, United Arab Emirates

**Online** at <https://unifrutti.ipm.ae.starcompliance.com/#LANDING>



# ADDRESSING ETHICAL CONCERNS AND COUNSELLING



The Group Compliance, Risk and Sustainability function or Human Resources function or Local Compliance Risk and Sustainability officers may be contacted to resolve any questions or issues raised by employees, for example:

- If you need guidance regarding the implementation and compliance with appropriate laws and regulations (e.g. anti-competition laws, international trade laws, anti-corruption laws, environmental regulations, etc.) and the Code of Conduct.
- If you need guidance as to whether specific actions constitute a conflict of interest.
- If you need guidance regarding the appropriate maintenance of corporate records and documentation.
- If you need guidance concerning the proper usage of business resources of the Group.
- If clarifications are required regarding bribery, gifts and hospitality issues.



# 7. IMPLEMENTATION OF THE CODE OF CONDUCT

The Group and Business Unit HR teams and CEOs have the responsibility to ensure that the Code of Conduct is implemented locally and that all Group employees sign it and acknowledge it annually. Records are kept locally and available for internal or external reviews as required.

The controls implemented and their effectiveness to reduce the risk of non-compliance with the Group's Code of Conduct will be periodically reviewed by internal audit.





# 8. COMMITMENT AND ACKNOWLEDGEMENT OF RECEIPT

The Group provides organisational arrangements and sufficient training so that this Code is adequately understood and properly acknowledged by its employees. A sample of such acknowledgment is shown below.

I have read and understood the provisions of this Code of Conduct provided to me by Unifrutti and I will comply with all provisions therein applicable concerning my work position.

I constantly aim to comply to the Group's policies, values, and ethical standards and to learn and apply the regulations, standards and best practices associated with the discharge of my duties.

I understand that violation of the provisions of the Code of Conduct may result in disciplinary action against me, to the degree related to the severity of the offence committed.

I acknowledge that agreement to the Code of Conduct does not constitute in and of itself an employment contract, nor does it confer any rights or benefits of employment.

I understand and agree that any questions I may have relating to matters such as those specified within the Code will be discussed with the appropriate individual/function promptly.

Signature:

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Print name:

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Title:

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Group company:

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Date:

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