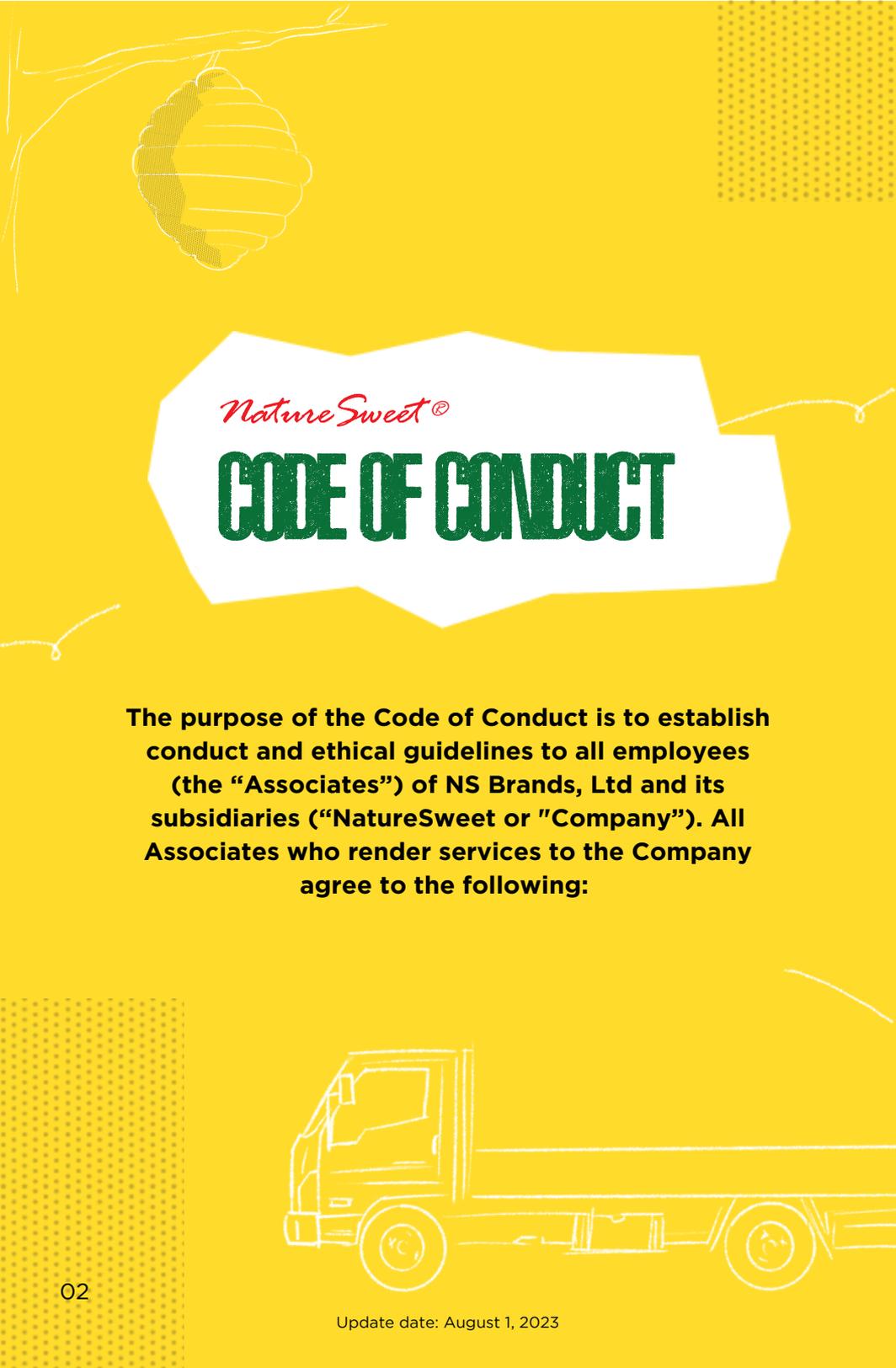


Nature Sweet®

CODE OF CONDUCT

Transforming the lives of Agricultural workers in North America.





NatureSweet®

CODE OF CONDUCT

The purpose of the Code of Conduct is to establish conduct and ethical guidelines to all employees (the “Associates”) of NS Brands, Ltd and its subsidiaries (“NatureSweet or “Company”). All Associates who render services to the Company agree to the following:

Conflicts of Interest

1. To avoid any and all participation, directly or indirectly, in any business that is similar to, or competitive with, the Company.
2. To avoid any and all participation, directly or indirectly, in the activities of a supplier, vendor, distributor, client or other agent managed or owned by a relative or close friend doing business with the Company.
3. To avoid working as a subordinate of a direct family member (wife, child, parent and/or sibling) who also works for the Company.
4. Former NatureSweet Associates will not conduct any type of business with the Company, as vendors, suppliers or clients, for at least one year after having terminated their employment with the Company.
5. Associates will refrain from engaging in activities that entail a conflict of interest. This means that Associates must avoid any investment, interest, association or activity that may cause others to doubt their or the Company's fairness or integrity, or that may interfere with their ability to objectively and effectively perform their corresponding job duties.
6. Any exception to an actual or potential conflict of interest should be approved by the ethics committee.



Confidential Information, Privacy Trade Secrets and Intellectual Property

1. Any Information originating from the Company will be deemed confidential, especially all non-public information that might be of use to competitors or the use of which may be harmful to the Company or its clients, if disclosed. Confidential information includes, without limitation, trade secrets, proprietary know-how, contracts, personnel records, payroll information, business plans and proposals, business and corporate structure of the Company, capacity and production information, marketing or sales forecasts and strategies, client lists, pricing lists, strategies, construction or asset management plans, supplier data, business leads and research and development (R&D) information.
2. NatureSweet Associates will not release or disclose any confidential information that they become aware of. To limit the potential for confidential information being used improperly, Company associates should only acquire confidential information on a “need to know” basis in order to carry out their duties for the Company.
3. NatureSweet Associates will keep and use confidential information in a responsible, safe and objective manner. NatureSweet Associates will prevent disclosure of confidential and strategic information to unauthorized third parties. In order to prevent unauthorized disclosure of the Company’s confidential information, NatureSweet Associates will disclose confidential information only to those people with a legitimate business need (on a “need to know” basis) that serves the Company’s interests. NatureSweet Associates will not discuss confidential information with people outside the Company, including family members. NatureSweet Associates will not leave confidential records or documents in places where others may read them. NatureSweet Associates will not discuss or work with Company data in public areas where the conversation may be overheard, or the data may be viewed or otherwise compromised.



Confidential Information, Privacy Trade Secrets and Intellectual Property

4. The Company is committed to providing privacy protection to Associate data maintained by the Company. Personal data on NatureSweet's Associates will be used for the sole purpose of supporting the Company's operations and providing benefits to NatureSweet's Associates.
5. NatureSweet Associates will maintain the Company's industrial secrets, working methods and any competitive information as strictly confidential, regardless of their employment status with the Company.
6. Conversations during meetings or by any public or private means of communication will not be recorded nor released without the express written consent of the Company.
7. No Associates has the power to disclose Company information to the press or any other media outlet, unless authorized to do so in writing by the Company.
8. NatureSweet Associates will not seek or use confidential information improperly obtained from third parties.
9. To the extent not prohibited by applicable laws, any technological developments generated by NatureSweet Associates during the time they are rendering service to the Company and/or using means provided by the Company are the property of the NatureSweet.



Legal Compliance

1. NatureSweet Associates shall not conduct illegal or improper negotiations with suppliers, vendors, clients, unions or any other third party.
2. Company Associates must comply, at a minimum, with all applicable laws that relate to the operation of the Company's business in the applicable jurisdiction.
3. The Associates of the Company will inform their supervisor or Human Capital of any activity carried out within the Company that affects it or that may be considered unethical or illegal. The Company will not tolerate any retaliation against any person who, in good faith, reports a known or suspected violation of the law or any Company policy, including the Company's Code of Conduct.
4. The Associates of the Company will refrain from planning or acting with any competitor to fix prices or to agree about the nature, scope and measures of competition in the market, or to enter into any contract to boycott, to distribute the products, territories or markets, or to limit the production or sale of products without observing applicable economic competition laws.
5. NatureSweet Associates will, at all times, comply with the Company's FCPA Policy / Política FCPA, or any other anti-bribery policy or law.
6. NatureSweet Associates will at a minimum, comply with all applicable laws in the relevant jurisdictions, or any other anti-bribery policy or law.



Integrity

1. All of NatureSweet's Associates will be honest, loyal, true and diligent in the performance of their work.
2. NatureSweet Associates will maintain a respectful and cordial attitude and engage in a continuous pursuit of personal excellence to strengthen the Company's work environment.
3. NatureSweet Associates will provide to their supervisors full, timely, accurate and understandable disclosure of any and all information required from such Associates to perform their duties with the Company.
4. NatureSweet Associates will reject gifts, gratifications and/or special courtesies that might create a commitment, influence, or appear to influence their ability to make impartial business decisions in the best interest of the Company.
5. NatureSweet Associates will reject disloyal competition and will refrain from passing judgment, disqualifying, or spreading negative comments that could affect other companies, suppliers or coworkers.
6. NatureSweet Associates will not offer or accept questionable payments or favors to achieve advantages over competition. In no case will the Company use illegal (theft, bribery, misrepresentation or espionage through electronic devices) or resort to unethical means to obtain competitive information, government favor or contractual advantages.



Mutual Respect and Loyalty

1. NatureSweet's Associates will not engage in any offensive behavior or slander or libel any coworker.
2. No NatureSweet Associate will allow or engage in any form of harassment, including verbal and/or physical conduct that belittles or threatens any worker, client, vendor or supplier or results in a hostile work environment in the Company. For purposes of this Code of Conduct, harassment will also include unwelcome sexual advances, requests for sexual favors, unsolicited physical contact, propositions, unwelcome flirtations and offensive verbal, visual or physical conduct of a sexual nature.
3. Whenever any Associate voluntarily decides to terminate his or her employment with the Company for any reason, he or she will notify the Company in writing at least two weeks before the effective date of resignation.

Non-Discrimination

1. The Company is committed to promote equal opportunity at work and eliminate any discrimination in all of its forms at the Company, including discrimination based on color, race, gender, sexual preference, age, pregnancy, disability, union membership, ethnicity or religious beliefs.
2. NatureSweet 's Associates will not engage in discriminatory practices or use non-job-related factors in any decisions related to hiring, promotion and compensation of Company personnel.
3. NatureSweet's Associates will foster a culture of mutual respect in which everyone understands and values the similarities and differences among the Company's personnel, clients, vendors, suppliers and other stakeholders of the Company.



Professional Development and Training

1. Professional development and training are an obligation shared by the Company in order to guarantee the Company's competitive advantage and to ensure the quality of the Company's performance.
2. The Company is committed to the professional development and training of its Associates.
3. Through their capacity, enthusiasm and dedication, the Associates of the Company will strive to attain challenging goals that will contribute to the achievement of the Company's business objectives.

Commitment and Responsibility

NatureSweet Associates will:

1. Value the work of everyone working in the Company.
2. Promote a cordial and positive environment in the workplace.
3. Encourage teamwork.
4. Foster a sense of unity with and belonging to the Company.
5. Promote communication and coexistence among the Company's executives and Associates.
6. Be tolerant and respectfully express any disagreements.
7. Listen attentively to ensure there is an understanding of everyone's points of views.
8. Reject and denounce any threat or act of violence.
9. Work efficiently, honestly, and professionally to attain the Company's goals and objectives.
10. Foster an environment for efficient and high quality work.
11. Foster diversity by promoting a collaborative, equitable, and inclusive workplace where everyone, regardless of what we look like, or where we come from, feels valued, respected, and empowered to reach their full potential.



Environmental

1. The Company is committed to adopting production methods that take into account the quality of the environment in its use of resources for the production of products and services.
2. NatureSweet Associates will plan and implement strategies to achieve sound waste management, source reduction and energy conservation practices and to increase the use of recycling of Company's waste material.
3. Each NatureSweet Associate is responsible to ensure that the Company's products and operations meet applicable government and Company environmental standards, whichever is more stringent.

Protection of and use of Company Property

1. NatureSweet Associates will prudently and effectively make use of the Company's resources.
2. NatureSweet Associates will be personally accountable for any form of Company funds such as credit cards, tickets, cash, and checks.
3. NatureSweet Associates authorizing the use of funds must ensure that the Company has received the proper value of return.
4. NatureSweet Associates will not use Company assets in a way that conflicts with Company interests or in any manner that may reasonably be considered offensive or disruptive to another NatureSweet Associate.
5. All computer systems, electronic mail and other internet-related systems are provided by the company for company use and all IT security policies should be followed.



Protection of and use of Company Property

6. The Company may, at any time, review, view or inspect electronic messages, voice mail, hard drives, servers and other devices which are the property of the Company.
7. Company computers and all information on Company computers, including e-mail, as well as any Company information on the home computer or other device of NatureSweet Associates, are Company property.
8. NatureSweet Associates will use licensed software or documentation according to licensing agreements and will not duplicate such without proper express permission.
9. NatureSweet Associates will take any and all measures necessary to protect any passwords that provide access to Company networks.
10. NatureSweet Associates will immediately report theft or embezzlement of Company property and any damages or misuse of Company property.



Political Involvement

1. No NatureSweet Associate will make a contribution of funds or services on behalf of the Company to any political organization or candidate without the prior written authorization of the Company.
2. No NatureSweet Associate will speak on behalf of the Company to any political organization or candidate without prior written authorization of the Company.
3. No NatureSweet Associate will illegally offer any favor, service, entertainment, meal, gift or other thing of value, directly or indirectly, to government officials or employees in connection with their government duties, including things of value offered to their family members.
4. No Company Associate will make direct or indirect illicit contributions or payments to foreign government officials, including their representatives or relatives, to obtain preferential treatment for the Company and must, in all respects comply with our FCPA anti-bribery policy.
5. The Company encourages its Associates to contribute to the community and to fully participate in the local, national, and international political processes, so long as any Associate expressing a personal opinion on public issues does not create the impression that he or she represents the Company or is expressing the views of the Company.
6. NatureSweet Associates will not use Company property in expressing their personal opinions or any unauthorized political activity.



Workplace, Health, and Safety

1. NatureSweet Associates will routinely review and improve workplace conditions to ensure a safe and healthy workplace.
2. NatureSweet Associates will report unsafe or unhealthy work conditions at any Company work site or facility.
3. The Company will not tolerate the illegal use, possession, sale, conveyance, distribution, concealment, transportation or manufacture of drugs, intoxicants, controlled substances or drug paraphernalia at any time, including on Company premises, in Company vehicles or while conducting Company business off Company premises.
4. No NatureSweet Associates will report to work under the influence of the effects of alcohol or drugs.
5. The possession of weapons, firearms, ammunition, explosives and incendiary devices by anyone on Company premises, in Company vehicles or while conducting Company business off Company premises is prohibited. Notwithstanding the foregoing, Company Associates who offer security services and are authorized to carry firearms may do so in compliance with their duties, to the extent that they observe the applicable laws.
6. The Company reserves the right to search items on Company property, including but not limited to offices, desks, computers, cars and lockers at any time, to the full extent permitted by applicable law.
7. The Company will promote the protection of children and always take care not to hire minors under 18 years of age.



Reporting of Risks

1. NatureSweet Associates are committed to providing quality products and services that meet or exceed the expectations of the Company's clients.
2. NatureSweet Associates will immediately report to one or more of their supervisors, managers, or other appropriate personnel, any deficiencies that threaten the physical well-being of any person or put the financial security of the Company at risk, including, but not limited to, product quality.
3. We encourage Company Associates to speak with supervisors, managers, or other appropriate personnel, such as the Legal Department or the Human Capital Department, about observed behavior that they believe may be illegal, a violation of the Code of Conduct, or the Company policies or when in doubt about the best course of action in a particular situation.
- 4. To report a violation of this Code of Conduct anonymously use NatureSweet's Ethics Hotline at either naturesweet.ethicspoint.com or by calling Mexico 800-099-1708; United States 844-939-3332.**
5. The Company will not allow retaliation for reports made in good faith by Associates of misconduct by others. Associates are expected to cooperate in any internal investigation of misconduct.



Consequences for Violation of NatureSweet's Code of Conduct

A violation of this Code of Conduct may result in disciplinary action as the Company deems appropriate, including, but not limited to, dismissal, including for justified cause following US and Mexico laws, and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.





For more information on our Company's policies, reach out to Human Capital or review on NAVEX NS Legal platform.

