

Our Code of Conduct

Delivering Our Values





Foreword

At Finlays we have a long and proud history. The experience gained and lessons learnt over two centuries feel more relevant today than ever.

We continue to draw on these lessons and our heritage to create a strong, ethical and sustainable business. This means harnessing new technologies in a responsible way - using future innovations to deliver healthy products to the world. It means continuing the tradition of fair dealing that has helped us build life-long relationships and thriving communities. It means using over a century of experience to make our crops sustainable and our supply chains transparent. Most of all, it means empowering our customers, large and small, to develop the natural, traceable and trusted products their consumers are increasingly demanding.

Our reputation for being an honest, fair and reliable company with which to do business is one of our most valuable assets, which we must preserve. Maintaining high ethical standards within our company and in our relations with customers, suppliers, authorities and the public in general is vital to our continued success everywhere we operate.

For this reason, we have developed this Code of Conduct which sets out the principles that apply to all Finlays' people everywhere and in every circumstance. It is important that its content is well known and understood by each of us, as it highlights our responsibility, as a Group and as individuals, to implement and protect our Values and our ethical standards in the way we do business.

This Code and our Values serve to guide our behaviour every day and everywhere, ensuring that Finlays maintains its longstanding reputation as a trusted and reliable company and business partner to all of our stakeholders.

A handwritten signature in black ink, appearing to read 'Guy Chambers', with a horizontal line underneath.

Guy Chambers
Group Managing Director

“Our reputation for being an honest, fair and reliable company with which to do business is one of our most valuable assets, which we must preserve.”



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Our Values



Trusted

We act with integrity. We act with honesty, transparency and humility. We are diverse, inclusive and respect the views of others. We are trusted by customers and colleagues alike.



Sustainable

We act for the long term. We strive for Quality in everything we do. We build lasting business partnerships. We care about our customers and all our staff. We strive for 'Zero Harm' and 'Always Safe'. We are One Finlays helping each other.



Innovative

We embrace change. We seek to improve continuously. We are action-oriented. We learn from our peers, our customers and competitors.

Introducing the Code



Finlays has been in existence for over 260 years during which time its commercial success has been achieved through acting responsibly and by maintaining a reputation for fair dealing and integrity. We believe our reputation to be one of our most valued and valuable assets and it is vital to preserve it.

To help us do business the right way we have developed this Code of Conduct as a guide to preserving our reputation and living our Values. The Code sets out the standards of behaviour we continue to expect from ourselves and those who work with us.

Why do we need a Code of Conduct?

Our Code helps us make the right decisions. This is important because a single poor decision can have far-reaching consequences both for Finlays and for you. The Code cannot cover every situation, but it provides guidance and will point us in the right direction when we may need more help. You can find more details on the areas covered in our Code by referring to our Group Policies and Procedures or you can consult with any one of the contacts listed on page 31.

Who is covered under the Code?

It does not matter where you work or what you do for Finlays - you have a responsibility to behave in accordance with our Code - from part-time or full-time employees at every level through to our Board Directors. The Code also applies to every wholly owned subsidiary and joint ventures in which we have a majority interest.

Anyone who works on Finlays behalf (including suppliers, agents, distributors, contractors and consultants) must follow the principles in our Code whenever they are working for us or on our behalf and specifically must comply with our Business Partner Code of Conduct as a condition to doing business with us.

What does the Code mean for me?

Following our Code means obeying the law, complying with all relevant policies and procedures, acting with integrity, showing respect for and building trust with each other and our business partners, and raising concerns if we believe something isn't right. Each one of us is responsible for behaving with integrity and upholding the Company's reputation and this is why we should be familiar with the contents.

What do you need to do?

- Know and live the Code and uphold our Values
- Think before you act especially where things may be 'grey' or unclear
- Understand and comply with the laws and regulations that apply to your job and our business
- Ask for help if you are unsure or need guidance
- Be aware and pay attention to any activity that may be in breach of our Code or Values
- Speak up - do not ignore any breach of our Code, report any concern you have immediately

What part do managers play?

Behaving with integrity starts at the top. Managers must set a good example, promote the Code to their teams and create a culture that encourages them to speak up and protect those who raise concerns. As a manager you should always escalate any breaches of the Code to any one of the contacts listed on page 31 rather than dealing with them on your own.

What happens if we don't comply with the Code?

Unethical behaviour and breaches of the Code can have serious consequences. For the Company or its business partners it could mean lengthy and expensive investigations, large fines, criminal sanctions and disbarment from government tenders. For individuals it could result in disciplinary or legal action and in some cases imprisonment. Any breach of our Code is capable of causing significant reputational damage to our business.



How to Make Good Decisions

Our Code of Conduct is not just about 'doing things right,' it's about 'doing the right thing'. If the right thing to do is not clear, ask yourself:



Is it consistent with our Code?



Is it legal?



Does it follow our policies and procedures?



Does it benefit Finlays or a customer as a whole - not just a certain individual or group?



Would I be comfortable if everyone knew how I had acted?

If the answer to any of these questions is **NO** or **maybe** or even if all the answers are **YES** but you still have doubts, you should get advice and ask questions.

Contact any of people listed on page 31 for guidance.



Health and Safety

Always safe

Everybody, everywhere, every day, in everything we do, at work and at home.

We place the highest priority on ensuring that all our facilities and undertakings are safe for all employees, agency workers, contractors and visitors and to ensure that our employees are safe wherever they may be. Compliance with all applicable health and safety regulations and effective health and safety management is not only a legal and humanitarian responsibility, it is key to ensuring operational efficiency.

Guidance

- We will comply with all relevant health and safety legislation as a minimum standard whilst implementing a Zero Harm programme of continual improvement.
- We aim to reduce incidents, eliminate workplace injuries and ensure the safety of our employees and anyone else who may be affected by our undertakings, everywhere, everyday.
- We are continually progressing our 'Always Safe' culture, which requires health and safety to be a top priority when planning and executing any new projects or initiatives as well as in routine operations.
- We require everyone, at all levels, to take responsibility for their own health and safety and that of their colleagues, in everything they do.
- If you spot a hazard, see an unsafe practice or condition or see unsafe behaviour, you must act immediately by making it safe where it is practical and safe to do so, and reporting it to your line manager.

Q&A

Q: I've noticed corrosion on a critical piece of equipment. If I raise my concern, it may delay production. What should I do?

A: *Tell your manager or local health and safety representative immediately. The equipment should not be used until it has been inspected.*

Q: I have noticed another employee or contractor behaving unsafely in that they removed the machine guard to clean without ensuring that it was turned off first. What should I do?

A: *Have a safety conversation with the person in question, explain your concerns, that you are worried that they will get injured and that they should follow the correct procedures. If they won't listen you should inform your line manager. This is not 'telling' on your colleagues to get them into trouble, it is looking out for them and helping prevent them getting injured.*

Q: I was on business at a business's partner's site and felt unsafe. Should I have raised my concerns?

A: *Finlays wishes to ensure the safety of its employees wherever they may be working and will support you walking away from an unsafe environment. Ideally you should speak to the company concerned but if not, this should be reported to your own manager or local Health and Safety representative.*



More Information

Please refer to our Health and Safety Policy and the Health and Safety section on Fintranet for further guidance.

Workplace and Human Rights

We are committed to maintaining a workplace built on trust, honesty, fair treatment and respect for individual rights. We recognise that a successful, sustainable business allows its employees the opportunities and incentives to develop their particular skills, whilst at the same time supporting them to live a full life outside the workplace. In order to achieve this we seek to apply the principles set out in the International Bill of Human Rights.

Guidance

- We treat all employees and business partners with respect. We will make decisions on hiring, pay benefits and promotion entirely on merit.
- We do not discriminate on the basis of ethnic origin, gender, sexual orientation, age, disability, religion or any other protected or minority class or sector.
- We do not tolerate harassment or bullying of any kind.
- We offer pay and benefits at equal to or exceeding the relevant legal minimum of the countries in which we do business.
- Our working hours reflect relevant national and local regulations.
- We do not use child or forced labour.
- We respect employees' rights of freedom of association.
- We provide an independent confidential reporting service to enable employees or others to raise concerns and issues.
- We do not tolerate retaliation of any kind against anyone raising a concern in good faith.
- If we know of any breaches of these principles we will take action.

Q&A

Q: You suspect that one of our suppliers may have some underage workers at their site and we have only just signed a new contract with them. What should you do?

A: *Report this to your manager, or the Director of Corporate Affairs.*

Q: One of the senior managers at my business unit is very rude and aggressive to members of his team and other colleagues. Everyone feels scared to engage him in conversation or ask for guidance regarding our day to day jobs.

A: *If you feel able you should try to explain to the manager that his/her behaviour upsets his/her colleagues and stops them from asking for help or guidance which it is his/her job to provide. If this is too difficult you should report this behaviour to HR. Finlays expects all colleagues to treat one another with respect.*

Q: As a local estate manager, I have a number of family members reporting into me in various subordinate roles. Is this ok?

A: *In small village locations it is always likely that this sort of situation will occur. You should disclose the family relationship and excuse yourself from any HR related decisions about family members, including recruitment.*

More Information

If you have any questions concerning any of the above you should contact any one of the people listed on page x and you should refer to the HR team for more information and detailed guidance.



Bribery and Corruption

We believe that conducting business with integrity is critical to the continuing development of Finlays as a successful, sustainable and trusted business partner. Corruption hinders economic, social and political development and progress. Consequently, we do not tolerate any form of bribery or corruption by our employees or business partners. We never offer, give or accept bribes in order to gain a business or other advantage.

Guidance

- Bribery means giving or receiving anything of value either directly or through an intermediary in order to gain improper advantage or influence.
- Bribery can take many forms – not just cash. Gifts, travel, entertainment, offers of jobs or internships, charitable donations or anything else that has value to the recipient could be a bribe.
- There are anti-bribery laws in most countries and some of these give their governments the ability to pursue wrongdoers beyond national boundaries. For this reason, we must ensure we comply with ALL laws and regulations that prohibit bribery wherever we are doing business and do all that we can to ensure that we only work with business partners who do the same.
- Always report any offer or demand of a bribe, however small, to an appropriate senior manager and the Director of Corporate Affairs.
- Facilitation payments (small payments to obtain a particular service which should be automatically provided) must not be made. The only exception to this rule is any situation where you or anyone connected with Finlays is or feels threatened or in danger.

More Information

Please refer to our Anti-bribery and Corruption Policy which explains the law and how to react to particular circumstances or events in more detail.

Q&A

Q: A customs broker says he can speed up processing times for our goods if we pay a special handling fee. Can we do this?

A: *No without carefully reviewing what service we are paying for. Any such request must be referred to the Director of Corporate Affairs for approval.*

Q: A port official whose job is to inspect and approve cargos of goods asks us to pay \$10 for every form he fills out. What should we do?

A: *This is very likely what is known as a facilitation payment and must not be paid. Any requests for such payment should be reported to the Director of Corporate Affairs.*

Q: We want to break into a new market and having done some research we are told that there is only one possible agent who can do this for us. Can we go ahead and appoint them?

A: *This may be fine, but you must do proper due diligence to ensure that we will be working with a business partner who will adhere to our Values and comply with our Code. You should speak to the Director of Corporate Affairs before entering into any agreement.*

Q: One of our employees has been arrested following a road traffic accident. We went to the police station to get them released but the police sergeant said we would have to pay him a sum of money for his release. This was not in the form of a bail payment, it had to be in cash and there would be no receipt. Should we do this?

A: *You should immediately contact the Director of Corporate Affairs who will advise on the correct action to be taken.*





Gifts and Hospitality

Receiving or giving gifts of appreciation of modest value or accepting or providing reasonable hospitality can build on and enhance a business relationship. But sometimes a gift or hospitality however modest and innocent can give rise to a perception of undue influence or unfairness. Each of us must exercise good judgement, common sense and moderation when deciding what is acceptable and what is not.

Guidance

- Accepting or offering any gift or hospitality that makes the recipient feel obliged to act in a certain way or appear to do so, is unacceptable and in breach of our Code.
- Gifts/hospitality may be offered or accepted in the normal course of doing your job provided it is reasonable and modest and does not influence or appear to influence your or another's actions or decisions.
- Gifts/hospitality must not be given or received in breach of local laws or regulations including an internal policy or Code of Conduct applying to a customer or supplier.
- Gifts/hospitality may not be offered to government or public officials without first receiving guidance from the Director of Corporate Affairs.
- All expenses must be properly recorded in reasonable detail so that they accurately reflect the true nature and amount of the expense and can related directly to a business purpose.

Q&A

Q: A potential new supplier invites me out for a meal but we are in the middle of the tender process. What should I do?

A: *Politely decline explaining that it would not be appropriate during the tender.*

Q: I would like to take a long-standing customer to a football match. We would be going together. Is this OK?

A: *This is acceptable in most circumstances provided that you attend with him/her as part of maintaining a good business relationship. Be careful of corporate packages which may end up costing an unreasonable amount in the context of the relationship. If in doubt, ask.*

More Information

You should adhere at all times to the Gifts and Hospitality policy which sets out when gifts and hospitality requires pre-approval and/or recording in the appropriate register.

Conflicts of Interest

Conflicts of interest typically occur when the private activities of employees or immediate members of their families clash with the business interests of the Company or when family members work in different roles within the same business unit. In such cases we may find it difficult to take objective business decisions and sometimes a conflict of interest can cast doubt on our own integrity.

Guidance

- Business dealings with relatives, outside employment or activities, investments and private arrangements with any of the Company's business partners may become sources of conflicts of interest.
- Potential conflicts of interest should be avoided, or if unavoidable, dealt with in an open and transparent manner.
- If you become aware of an actual or potential conflict of interest discuss it with your line manager and/or local HR representative who will keep a written record.
- If it is decided that there is an actual conflict you will need to excuse yourself from any decisions until the conflict has been resolved or in some cases you may need to withdraw from a particular transaction completely.
- We will keep written records of all reported conflicts of interest.
- Each year you will be asked to confirm that you are not aware of any actual or potential conflict of interest or report those that you are aware of.

Q&A

Q: My business unit is looking for a new facilities manager and my brother owns a successful facilities management company. Can I recommend him?

A: *Yes, but you must disclose the relationship and not take part in any decision-making process.*

Q: I have been invited to invest in a small private company that provides services to Finlays. May I invest?

A: *Yes, but you must disclose the matter and remove yourself from any dealings that company may have with Finlays whilst you are an employee. Further any involvement must be undertaken in your spare time.*

Q: As a local estate manager, I have a number of family members reporting into me in various subordinate roles. Is this ok?

A: *In small village locations it is always likely that this sort of situation will occur. You should disclose the family relationship and excuse yourself from any HR related decisions about family members.*





Confidentiality and Privacy

Confidential information is a valuable asset and often critical to the commercial success of both ourselves and our business partners. We must all help protect and manage it effectively. We are committed to protecting the confidentiality and privacy of both our own information and that belonging to those we work with. We comply with all applicable laws and regulations protecting confidential information, including laws relating to personal data and privacy.

GUIDANCE

- Examples of confidential information include: trade secrets and know-how; unpublished financial results; business ideas, processes, plans or proposals; production information; marketing or sales forecast; customer information; pricing; employee data; potential Joint Venture or Merger & Acquisition activity.
- Only share confidential information with those colleagues who have a legitimate business need to know.
- Do not share confidential information with anyone outside the Group unless you have internal authorisation to do so and you have put in place a confidentiality agreement.
- Make sure you do not leave confidential information, including on a laptop, where others may find it.
- Avoid discussing confidential information in a public area where you may be overheard or data accidentally disclosed.
- Take care when travelling on business to safeguard your laptop and phone.
- Ensure that employee data is shared on a strict need to know basis and that appropriate safeguards are put in place prior to any necessary transfer such as anonymisation and/or password protection.
- Be aware of the privacy laws which may apply to you when carrying out your job in particular when making use of, processing or transferring HR, customer or supplier data.

Q&A

Q: I have recently employed a sales manager from a competitor and I am aware that she will have information about her former employer's business that I could use to help Finlays. Can I do this?

A: *No. This is confidential information belonging to her old employer and must not be used in any circumstances.*

Q: My line manager travels a lot and is very busy. She calls me and asks me to log into the company system using her ID and password to retrieve some confidential reports that I would not otherwise have access to. Can I do this for her?

A: *No. You must not share passwords and only those employees authorised to access confidential information can do so.*

Q: You receive an email from a colleague which contains information you are expecting but attaches a spreadsheet listing colleagues names and performance reviews. What should you do?

A: *This is a potential data breach and you should report it immediately to the Director of Corporate Affairs. You should delete the attached spreadsheet and let the sender know what has happened.*

Food Safety, Quality and Traceability

Our mission is to supply the Best from Bush to Cup and we aim to be a trusted supplier to all of our customers worldwide. All of us have a responsibility to do what we can to ensure that our products meet applicable regulations and are of the quality expected by our customers. We continually work towards 100% traceable, transparent supply to internationally accepted standards.

Guidance

- At a minimum we comply with all applicable laws and food safety standards both where we manufacture and where we supply. You should be aware of these laws and standards where they are relevant to the role you perform.
- Our products and ingredients must comply both with the regulations of the country in which we manufacture them and with those of the country in which they are sold.
- We understand what our customers need and expect and manage this with clear and open communication.
- We react in a timely and effective way to customers' questions or concerns.
- Develop strong and transparent relationships with those suppliers and other business partners whose own products and services meet our standards.
- We commit to providing responsible and traceable supply of raw materials and seek to influence our supply chains through the sharing of best practice.

Q&A

Q: A customer contacts you to say that he believes our product is contaminated. What should you do?

A: *Do not try to investigate this yourself but let the customer know that you plan to escalate the issue immediately. Report the issue immediately to the Group Head of Quality and Analytical Science or a member of their team who will deal promptly with the customer.*



Fair Competition

We are committed to lawful and free competition and to competing rigorously based only on the merits of our products. We abide by all applicable competition laws in all the countries in which we operate. We do not engage in any kind of behaviour with competitors that might restrict fair competition or distort the market.

Guidance

- Any employee or business partner engaged in selling our products must understand the competition rules in the countries where they work.
- Treat all customers in a straightforward manner that ensures their independence and delivers the best product and service levels to meet their needs.
- Do not interfere with distributors' freedom to set their own resale prices.
- Compete on the merits of our products and ensure that all marketing and other communications accurately and fairly describe them.
- Do not engage in any contact whatsoever with competitors where price, markets, sectors, contracts, capacity, productions or any customer information is discussed.
- Ensure that meetings with competitors are for a lawful purpose for example trade association meetings, or regulatory and compliance discussions and that any such meeting has been pre-approved by the Director of Corporate Affairs.

Q&A

Q: Whilst attending a trade association dinner an employee of one of Finlays competitors approaches me to discuss 'market strategy'. What should I do?

A: *Tell the employee that this matter cannot be discussed and remove yourself from the situation. Report the incident to the Director of Corporate Affairs.*

Q: In an annual review of performance I am discussing a distributor's plans for the market the following year. Can I tell him what prices he must sell at?

A: *No. Our distributors buy from us at a price we agree. They then sell on to their own customers at their own prices. We must not attempt to dictate or influence these prices.*

More Information

Please refer to our Competition Policy for further detailed guidance and help.

Environment and Social Impact

We aim to move to “zero net impact” as our environmental standard and overall we commit to making a positive contribution to environmental recovery and resilience. We will take an active leadership role in dealing with sustainability issues and share our knowledge for the benefit of suppliers, communities where we operate and our industry in general. Operating responsibly and ethically is also about our impact on both the environment and our local communities. We continually monitor our supply chain, processes and products in an effort to find new and effective ways of reducing any negative impact on the environment and the people involved.

Guidance

- We are all responsible for upholding defined key environmental standards throughout all Finlay’s operations.
- We take a collaborative approach to addressing environmental and social challenges setting out policies engaging with growers, suppliers, customers, government, NGO’s, unions and industry bodies.
- We commit to protecting employees in our supply chain by upholding human rights in the workplace in line with the Ethical Trade Initiative (ETI) Base Code.
- We adopt a leadership role in supplier and smallholder development demonstrating and providing best practice for our suppliers in crop selection, sustainable farming techniques, production processes and environmental management.

More Information

Please read the Sustainability Policy and Human Rights Policy for more guidance.

Q&A

Q: A charity I support is asking local businesses for help. Can I ask Finlays or my team to do this?

A: *This should be possible, provided that you follow the guidance provided in relation to corporate charitable donations and that the charity is a properly registered and authorised charity. You should speak to the Group Head of Sustainability before agreeing to do anything.*

Q: A local business has offered to dispose of some of our waste at a much cheaper rate that we’re currently paying our contractor, but I’m not sure how they then dispose of it. Should we take up this offer?

A: *No, not unless you can confirm that the business is properly licensed and compliant with all relevant legislation, and that you have taken all reasonable steps to ensure that the waste is being properly disposed of.*





Political Activity and Donations

As a global company we are part of many different political communities and wherever we operate politics plays an important role for both business and individuals. We therefore engage in external debate on subjects of legitimate concern to us, our employees or our local communities, in order to promote and safeguard their and our interests.

Guidance

- We will engage in lobbying government and being represented on industry bodies that interact with government or regulators on issues that concern our business.
- Lobbying is a highly regulated activity and only certain approved and authorised colleagues may undertake such activity.
- We do not make any political donations nor are we affiliated to any particular political party in any country in which we operate.
- As an individual you have the right to take part in the political process in ways that are appropriate to the country in which you reside and which do not conflict with your duties as an employee. You should always make it clear that your political views and actions are yours and not those of the Company.
- Never hire a government official or lobbyist to perform services for the Company unless you have prior approval from the Managing Director of James Finlay Limited.

Q&A

Q: My brother-in-law is well connected in the local ruling political party and says that he can get us preferential treatment from the local government if we make a donation to fund the party's political activities. Should I make this payment?

A: *No, Finlay's policy is not to engage with any particular political party. There is also a risk that such a payment could be seen as a bribe.*

Q: A business contact has suggested I meet a friend who is an influential politician who can help Finlay's business. What should I do?

A: *Consult with the Director of Corporate Affairs and seek approval. Depending on the circumstances he may agree some messages with you so you can meet the politician and report back, or instruct you to refer your contact's friend directly to the Director of Corporate Affairs or the Managing Director of Finlays.*

Q: The governing political party in my market is organising its anniversary celebrations and has asked me whether Finlays could sponsor the event.

A: *Contact the Director of Corporate Affairs to take advice on whether sponsoring the event could be considered a political donation and if so whether it is possible to go ahead or not.*

Speak Up!



All of us must conduct ourselves in a way that supports both the spirit and letter of our Code. We take our legal, social and ethical responsibilities seriously and recognise that breaches of our Code or supporting policies and procedures could significantly harm our people, business partners, our business or our reputation.

Everyone has a responsibility to raise concerns about breaches or potential breaches of our Code, and we do not tolerate retaliation of any kind against anyone who raises a concern in good faith. You should speak to your line manager, a senior manager, or the Director of Coporate Affairs or HR Director.

However, if you would prefer not to do this you may report your concern either by telephone call or online report to SeeHearSpeakUp. SeeHearSpeakUp is a specialist independent company which provides a confidential service available 24/7. SeeHearSpeakUp is staffed by professional investigators who speak a wide range of languages. They will listen to your concern and provide a written report to the Speak Up Committee for further investigation whilst protecting your anonymity if that is what you request.

Contact details for SeeHearSpeakUp are available on Fintranet.



Contacts

If you have any questions about any subject covered by our Code, please speak to Ben Woolf, our Director of Corporate Affairs, in the first instance. Otherwise, your contacts for the Speak Up Committee and other senior managers are listed below.

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