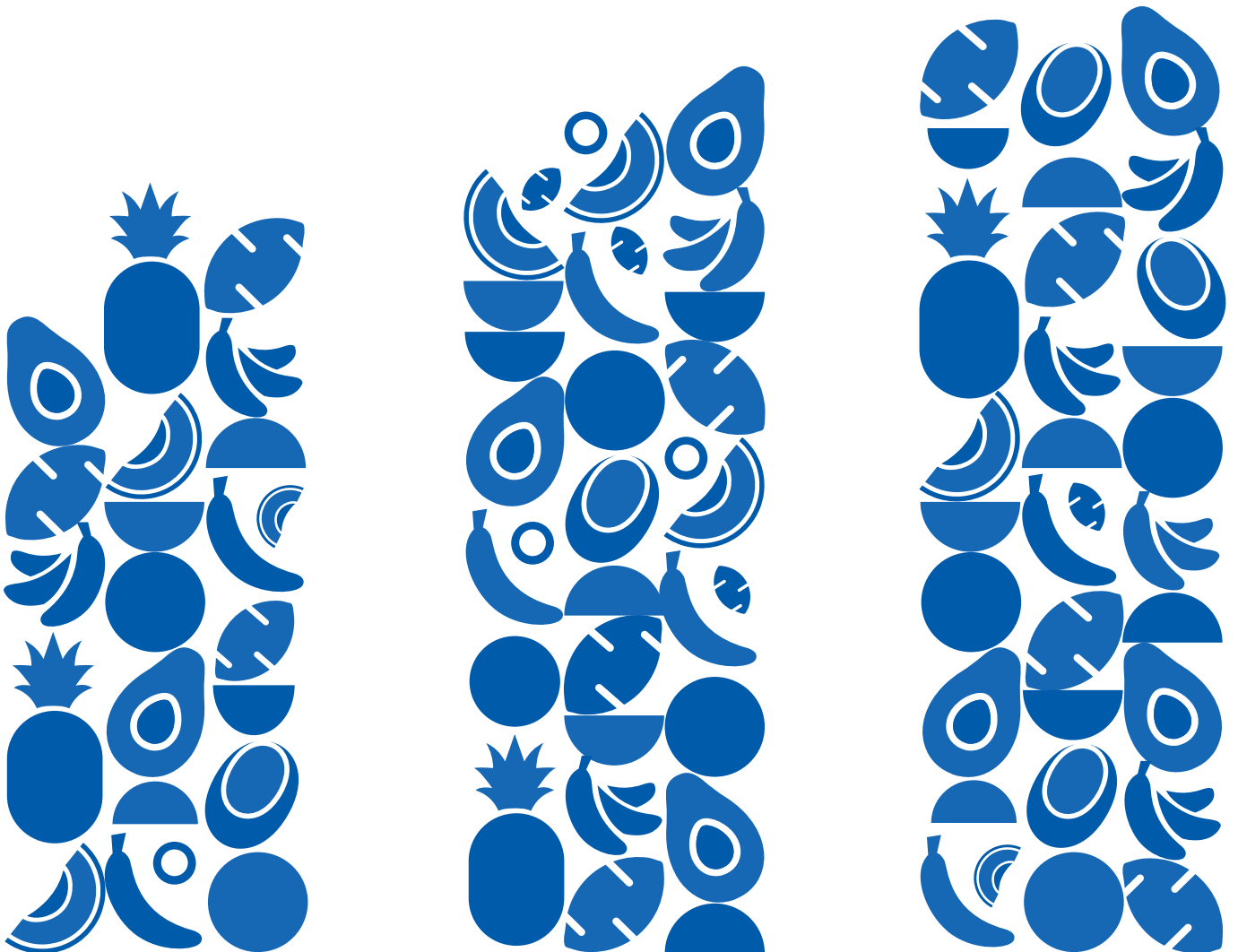




Principles of Responsible Business Conduct



INTRODUCTION FROM THE CHIEF EXECUTIVE

At Fyffes, our reputation for excellence requires scrupulous regard for the highest standards of conduct and personal integrity. Fyffes senior executives endorse these Principles of Responsible Business Conduct (the '*Fyffes Principles*') and their wide distribution and communication to our people and externally with stakeholders. The *Fyffes Principles* serve as a foundation for sustainable business performance by requiring all our employees and contractors to operate ethically and responsibly. We prioritise our *Fyffes Principles* over profit.

The Fyffes Principles encompass the various environmental, social, governance and food safety standards for which our operations have been certified, as well as the standards required through our various associations and memberships.

The Fyffes Principles are based on internationally recognized instruments such as:

- The OECD Guidelines for Multinational Enterprises¹
- The OECD-FAO Guidance for Responsible Agricultural Supply Chains²
- UK Modern Slavery Act (2015)³
- EU Directive on non-Financial Reporting⁴
- The UN Guiding Principles on Business and Human Rights⁵
- The ILO Eight Fundamental Conventions⁶
- The Ethical Trading Initiative (ETI) Base Code⁷
- The BRC Global Standard, Food Safety⁸
- ILO Conventions⁹
- GlobalG.A.P¹⁰
- Rainforest Alliance¹¹

Our mission has been the same for over 130 years. We aim to make a positive difference for our growers, our people, our customers, our consumers and our environment. We do this by delivering great products and building a company that cares about how the fruit gets to your local store. The world is a precious asset and we take our responsibilities very seriously, not least so that we can offer our customers the very best fruit for years to come.



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Helge H. Sparsoe
Chief Executive Officer, Fyffes

SCOPE AND EXPECTATIONS

All officers, directors and employees (whether permanent, fixed-term or temporary) of Fyffes, our subsidiaries and affiliates (collectively, 'employees') are required to understand and uphold these Principles regardless of their position, geographical location or level of responsibility.

The Fyffes Principles do not intend to cover all possible situations that may arise, but to establish guidelines on the minimum behaviours expected of our employees during the performance of their work.

Fyffes operations and employees are subject to the laws of many countries and legal jurisdictions. It is expected that employees comply with the Fyffes Principles and all applicable governmental laws, norms and regulations. Where local laws are less stringent than Fyffes policies, we expect employees to apply the higher standard, provided it does not contravene local law.

We are each responsible for our own conduct. Those in supervisory positions play an additional role in promoting a workplace culture that upholds the Fyffes Principles. Managers and supervisors help set the tone by:

- Serving as models of integrity;
- Sharing the Fyffes Principles with their teams and encouraging an ongoing dialogue on business conduct issues and providing guidance to employees;
- Ensuring that internal systems, policies, and procedures are applied consistently and fairly;
- Supporting workers who raise a conduct concern and fulfilling Fyffes commitment against retaliation; and
- Making decisions based on fair assessments of work and on factual observations, regardless of internal or external pressures.

We expect our growers and suppliers to adopt these principles and we commit to supporting our suppliers to reach and maintain such standards by treating them as partners.

REVISING THE FYFFES PRINCIPLES

As international standards evolve over time, new regulations are necessary to address emerging issues and trends. The nature of Fyffes business also changes, requiring us to monitor for different risks and issues. The Global Director of Sustainability will undertake human rights risk assessments annually and engage the international community as appropriate to gauge changes to environmental and social risks and issues and assess Fyffes readiness to meet these changes. This process will continue to inform the content of the *Fyffes Principles*.

CARING FOR OUR PEOPLE AND OUR COMMUNITIES

Health and safety

Fyffes is committed to providing healthy and safe working conditions. We adopt appropriate practices to prevent threats to human life, health, and welfare in our operations, and in our supply chain. Health and safety is everyone's responsibility and we need to look out for one and other's physical and mental wellbeing in the workplace. In the interest of our own safety, as well as that of our co-workers and others with whom we interact, we expect employees to be alcohol and drug free and we can ask employees to undergo random drug and alcohol testing.

Human and Labour Rights

Respect for human rights within our own operations and in our supply chain stands at the core of how we do business at Fyffes. People should be treated with dignity, honesty and fairness. Social performance within the supply chain forms an integral part of Fyffes brand, culture and strategy.

Fyffes is committed to a working environment that promotes diversity and equal opportunity, where there is mutual trust and respect for human rights. No employee should ever be afraid or embarrassed to come to work. We do not tolerate discrimination in the workplace nor any form of bullying and harassment, whether psychological, verbal, physical or sexual.

Fyffes respects the right of all workers to freedom of association and collective bargaining. Fyffes is committed to keeping our business free of modern slavery, including child labour, debt bondage, and human trafficking.

We constantly monitor compliance on human and labour rights through regular internal and external audits and take any necessary corrective action to remediate any non-compliances. All our farms undergo regular Sedex Members Ethical Trade Audits (SMETA) and customer mandated audits on labour and environmental standards. ETI Base Code training is provided to all our employees.

Land tenure

We respect legitimate tenure right holders and their rights over natural resources; including public; private; communal; collective; indigenous and customary rights; potentially affected by our activities. Natural resources include land, fisheries, forests, and water.

Community

We act in a socially responsible manner within the communities where we operate and contribute to their sustainable development. We promote open, constructive and mutually beneficial relations with societies and communities where we develop our operations.

CARING FOR OUR ENVIRONMENT

Fyffes integrates sustainable practices in all areas of its operations in order to respond to climate change and to ensure that natural resources are efficiently managed, conserved and enhanced for future generations.

We establish and maintain, in co-ordination with responsible government agencies and third parties as necessary, an environmental and social management system appropriate to the nature and scale of our operations and commensurate with the level of potential environmental and social risks and impacts.

We continuously improve our environmental performance by:

- Preventing, minimising and remedying pollution and negative impacts on air, land, soil, water, forests and biodiversity, as well as reducing greenhouse gas emissions;
- Avoiding or reducing the generation of hazardous and non-hazardous waste, and enhancing the productive use or ensuring a safe disposal of waste;
- Ensuring the sustainable use of natural resources and increasing the efficiency of resource use and energy;
- Reducing food loss and waste and promoting recycling;
- Promoting good agricultural practices, including maintaining or improving soil fertility and avoiding soil erosion;
- Supporting and conserving biodiversity, genetic resources and ecosystem services; Respecting protected areas, high conservation value areas and endangered species; and controlling and minimising the spread of invasive non-native species; and
- Increasing the resilience of agriculture and food systems, the supporting habitats and related livelihoods to the effects of climate change through adaptation measures.

WORKING WITH OTHERS

Obeying the law

Fyffes and its grower partners are required to maintain the highest ethical standards and comply with the laws and regulations of the countries where we operate. Fyffes engages in fair trading practices with their suppliers and business associates¹².

Anti-corruption

Fyffes does not tolerate bribery and corruption. No employee or person acting on Fyffes behalf may offer, give or receive 'anything of value' which is or may be construed as a bribe. Any demand for, or offer of, a bribe must be rejected and immediately reported to management or [Fyffes Ethics Hotline](#).

These restrictions apply in all geographical locations where Fyffes conducts business—even if such practices are customary or inherent to the culture of doing business in a country or economy.

[Fyffes policy on anti-corruption](#) clearly states that no Fyffes funds may be used to make political contributions of any kind to any political candidate or to the holder of a government office at the national, state, or local level, even where such contribution is allowed by local law. Political contributions include direct or indirect payments, loans, advances, or deposits, as well as indirect support such as services, gifts, subscriptions, memberships, purchase of tickets to fundraising events, or the furnishing of office space, supplies, or secretarial assistance.

However, you are free to use your own personal funds to make individual political contributions in accordance with applicable law so long as it is very clear that you are not making it with the intention of assisting Fyffes in obtaining or retaining business.

All charitable donations should be in accordance with and follow the review and approval process of [Fyffes Donation Policy](#).

Fair Competition

All dealings with Fyffes competitors (including competing joint venture partners), customers and suppliers must be conducted in a manner that does not breach, or appear to breach, competition laws as outlined in our Competition Policy.

Customers and consumers

Fyffes produces and distributes nutritious fresh food which complies with the highest standards in quality, food safety and sanitation. We work with our customers to produce the highest quality food, innovate and optimise consumer access to healthy products.

Responsible Marketing

Fyffes is committed to developing, producing, marketing and selling all its products and services responsibly.

Conflict of interests

A conflict of interest is any circumstance that could cast doubt on an employee's ability to act totally objectively regarding Fyffes interests, or any situation which benefits the individual to the detriment of Fyffes. Furthermore, any actions or interests which create even the appearance of conflict or impropriety, fall within this policy and must be avoided.

All people working for Fyffes are expected to avoid personal activities and financial interests which could conflict with their responsibilities to Fyffes. Employees must not seek gain for themselves or others through misuse of their positions.

If anyone working for Fyffes believes s/he has an actual or potential conflict, s/he must disclose the situation to his or her General Manager for further review.

PROTECTING OUR COMPANY

Assets

All employees have an obligation to protect Fyffes assets and use them for their intended purpose. Assets include property, equipment, inventory, technology and intangible items like financial resources, intellectual property, company information and data.

Handling Information – Data Reporting and Management Systems

Confidentiality must be maintained with regard to internal corporate matters which have not been made known to the public. The obligation to maintain confidentiality continues to apply even after the termination of the employment relationship.

Fyffes maintains adequate internal controls to achieve truthful, accurate, complete, consistent, timely and understandable reports both financial and non-financial. Employees are expected to report accurate data and information regarding Fyffes business activities.

We place strict importance upon maintaining the data, documents, and other records to ensure regulatory compliance and conformity to company requirements as well as support risk mitigation when potential issues emerge and remediation at times when performance falls short of our standards.

All such data, documents, and other records are handled along with appropriate confidentiality to protect privacy as mandated by law.

COMMUNICATING THESE PRINCIPLES

Communication

These principles are shared within our business operations and are included in contracts with our business partners as a condition of doing business. They are accessible to stakeholders and are posted on the Fyffes website.

Training

Our leadership commitments are embedded within our operations through training of our own employees as well as training of our business partners so that our policies and procedures are clear and put into action. *Fyffes Principles* training is required for all employees who fall under the scope of these principles upon hire or engagement, and periodically thereafter. The Director of Corporate Affairs assesses, on a periodic basis, personnel within Fyffes that should receive anti-corruption training.

GOVERNANCE

Accountability

Fyffes [Board of Directors](#) is responsible for reviewing and approving these Principles. The Board of Directors is supported in this by the Director of Corporate Affairs who is responsible for implementing them throughout Fyffes own operations and business partnerships.

Due Diligence and Remediation

At Fyffes, we continuously assess and address the actual or potential impacts of our business operations with a view to avoiding or, when unavoidable, mitigating any adverse impacts. Through regular conversations with our customers and our engagement with key stakeholders, we monitor developments in international best practice and guidance concerning our social, environmental risks and challenges in our own operations and also in our supply chain.

Through our Food Safety, Compliance and Sustainability activities, we identify gaps that emerge and assess if we fall short of our standards. We work with the accountable people in all our operations to close those gaps and remediate those issues.

Stakeholder Engagement

We identify and engage with key stakeholders to develop a better understanding of the social, governance and environmental contexts, risks and challenges in our supply chain. We develop collaborative relationships with stakeholders and, in some cases, partnerships to tackle opportunities or challenges jointly identified in our operations and communities.

Grievance Mechanisms

We provide for legitimate, accessible, predictable, equitable, and transparent operational-level [grievance mechanisms](#). This enables us to understand and address challenges in our operations and potential dissatisfaction among our stakeholders.

Speaking up

Compliance with these principles is an essential element in our business success. To prevent or minimise the damage arising from business conduct issues, employees are encouraged to speak up, ask questions and seek advice about concerns.

We ensure transparent, fair and confidential procedures for employees and third parties to raise concerns. If you have a concern regarding the behaviour of a Fyffes employee or affiliate, whether this behaviour directly affects you or not, we would advise that you speak up.

Fyffes Ethics Hotline is an independent third party global business conduct advisory service which is provided for reporting on any behaviours by a Fyffes employee which contradicts the Fyffes Principles. You can contact Fyffes Ethics Hotline by telephone or online and can choose to remain anonymous. Contact details are found on our [Ethics Webpage](#) and are posted in all our operations.

No Retaliation

We do not allow any form of retaliatory action to be taken against anyone for reporting a concern or cooperating with an investigation. Fyffes shall protect all employees who honestly and in good faith express a concern, however it is a violation of the *Fyffes Principles* to knowingly make a false accusation, lie to investigators and deny or refuse to cooperate with an investigation related to these Principles.

QUICK TEST

 <p>SAFETY</p> <p>Could it directly or indirectly endanger someone or cause them physical or mental harm?</p>	 <p>LAW</p> <p>Is it legal and in line with our policies and procedures?</p>	 <p>CONSCIENCE</p> <p>Does it fit with my personal values?</p>
 <p>MEDIA</p> <p>If the story appeared in the media, would I feel comfortable with the decision?</p>	 <p>FAMILY</p> <p>What would I tell my partner, parent, child or friend to do?</p>	 <p>FEEL</p> <p>What's my intuition 'gut feel'? If it feels bad, then it probably is bad.</p>

APPENDIX 1

Fyffes Principles Acknowledgement Guidelines for Consultants and Key Suppliers

Fyffes Principles require that certain consultants, as well as key suppliers, adhere to *Fyffes Principles* and complete the Acknowledgment forms. Consultants and key suppliers are defined as follows:

Long-Term Consultant: Individuals or entities whose services equal or exceed six consecutive months. Employees with authority to retain consultants are responsible for ensuring that long-term consultants complete the Acknowledgment form if engagement exceeds six months.

Key Supplier: Suppliers who provide goods or services that equal or exceed US\$500,000 annually. Employees with authority to enter into supply agreements are responsible for ensuring that key suppliers complete the Acknowledgment form at the time of engagement and every year thereafter as part of Fyffes annual acknowledgment process.

CONSULTANT ACKNOWLEDGEMENT FORM

_____ (“Consultant”) acknowledges that Fyffes has advised that we expect Consultant to comply with the *Fyffes Principles of Responsible Business Conduct* (the ‘*Fyffes Principles*’) in the execution of work for Fyffes. Accordingly, Consultant hereby certifies that:

- 1 The *Fyffes Principles* have been received and read by the Consultant;
- 2 Fyffes has advised that the *Fyffes Principles* are important to the proper conduct of business for and with Fyffes, which is acknowledged hereby;
- 3 Fyffes has advised that it is our expectation that the Consultant will comply with all applicable provisions of the *Fyffes Principles* in conducting Consultant’s business with Fyffes, which compliance is confirmed hereby; and
- 4 The Consultant will promptly notify Fyffes if and when Consultant is unable to comply with the applicable provisions of the *Fyffes Principles*. Except as explained below, the Consultant further certifies that s/he is not aware of a violation of the *Fyffes Principles* and Consultant has no knowledge of any conduct in the following areas:
 - a Human rights abuses
 - b Child labour, slavery, or human trafficking;
 - c Antitrust/anti-competitive practices;
 - d Embargo/anti-terrorist violations;
 - e Bribes or kickbacks;
 - f Fraudulent or corrupt conduct;
 - g Insider trading; or
 - h Misrepresentation of financial records.

NAME OF CONSULTANT

SIGNATURE

DATE (dd/mm/yy)

Reporting of suspected violation of *Fyffes Principles*
please contact Director Corporate Affairs at cbuckley@fyffes.com
or +353 (0) 1 887 2726

SUPPLIER ACKNOWLEDGEMENT FORM

_____ (“Supplier”) acknowledges that Fyffes has advised that it expects its suppliers to comply with the *Fyffes Principles of Responsible Business Conduct* (the ‘*Fyffes Principles*’). Accordingly, the Supplier hereby certifies that:

- 1 The *Fyffes Principles* have been received and read;
- 2 Fyffes has advised that the *Fyffes Principles* are important to the proper conduct of business for and with Fyffes, which is acknowledged hereby;
- 3 Fyffes has advised that it is Fyffes expectation that Supplier will comply with all applicable provisions of the *Fyffes Principles* in conducting Supplier’s business with Fyffes, which compliance is confirmed hereby; and
- 4 The Supplier will promptly notify Fyffes if and when the Supplier is unable to comply with the applicable provisions of the *Fyffes Principles*.

NAME OF SUPPLIER

**POSITION/TITLE
OR BUSINESS**

SIGNATURE

DATE (dd/mm/yy)

REFERENCES

- 1 <http://mneguidelines.oecd.org/>
- 2 https://www.oecd-ilibrary.org/agriculture-and-food/oecd-fao-guidance-for-responsible-agricultural-supply-chains_9789264251052-en
- 3 <http://www.legislation.gov.uk/ukpga/2015/30/contents/enacted>
- 4 https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/non-financial-reporting_en
- 5 https://www.ohchr.org/documents/publications/GuidingprinciplesBusinesshr_eN.pdf
- 6 <https://www.ilo.org/global/standards/introduction-to-international-labour-standards/conventions-and-recommendations/lang--en/index.htm>
- 7 <https://www.ethicaltrade.org/eti-base-code>
- 8 <https://www.brcgs.com/brcgs/food-safety/>
- 9 <https://www.ilo.org/moscow/areas-of-work/international-labour-standards/lang--en/index.htm>
- 10 <http://www.europarl.europa.eu/legislative-train/theme-deeper-and-fairer-internal-market-with-a-strengthened-industrial-base-products/file-unfair-trading-practices-in-the-food-supply-chain>
- 11 <https://www.rainforest-alliance.org/>