



GLOBAL SUPPLIER CODE OF CONDUCT

Purpose and Scope

At Zespri, we believe acting ethically and responsibly is not only the right thing to do, but also the right thing to do for our business. Zespri has developed this Global Supplier Code of Conduct (“Supplier Code”) to clarify our global expectations in the areas of business integrity, labour practices, health and safety and environmental management. This Supplier Code is intended to complement Zespri’s Code of Conduct and the other policies and standards referenced herein.

Zespri expects all Growers, post-harvest facilities, vendors, contractors, consultants, service providers and agents (herein referred to as “Suppliers”) who do business with Zespri worldwide to comply with this Supplier Code in both letter and spirit. Each Supplier is expected to communicate these expectations through to its suppliers, sub-contractors, service-providers, agents and representatives who are working on Zespri business.

Non-adherence to this Supplier Code will be a factor in considering whether Zespri will continue to do business with the Supplier, in accordance with applicable Zespri policies and procedures.

Business Conduct Principles

Zespri expects its Suppliers to conduct business legally, responsibly, ethically, with integrity, honestly and transparency. In particular, Suppliers are expected by Zespri to adhere to the following principles:

- 1. Maintain awareness of, and comply with, all applicable laws and regulations of the countries where they operate and refrain from any illegal conduct.**
- 2. Deliver products and services meeting applicable quality and food safety standards.**

Zespri is committed to delivering high quality and safe products across all of our brands. Suppliers involved in any aspect of producing, handling, packaging, storing or transporting our products are expected to:

 - Know and comply with the Zespri product quality standards, policies, specifications and procedures.
 - Comply with all applicable laws and regulations regarding fresh produce and its production, handling, packaging, storage and transportation.
 - Report issues immediately to Zespri that could negatively affect the quality or public perception of a Zespri product or its packaging.
- 3. Compete fairly for Zespri’s business, without paying bribes, kickbacks or giving anything of value to secure an improper advantage.**

Zespri is committed to conducting business legally and ethically ensuring compliance with the U.S. Foreign Corrupt Practices Act, UK Bribery Act and all other applicable local laws prohibiting bribery or corrupt practices.
- 4. Observe Zespri’s policies regarding gifts and entertainment when dealing with Zespri employees.**

Zespri Suppliers are prohibited from providing or offering gifts to Zespri employees where the acceptance of a gift or hospitality may lead to a real, potential or perceived conflict of interest. Zespri employees are required to declare gifts they receive.
- 5. Observe Zespri’s policies regarding conflicts of interest.**

All relationships or interests which may present an actual or potential conflict of interest must be disclosed in writing and approved by the relevant Zespri relationship manager. This includes any personal relationships between a Supplier staff member and Zespri staff member or elected officials in jurisdictions in which Zespri operates (including familial and romantic relationships and close personal friendships).
- 6. Safeguard confidential information.**

Suppliers will receive confidential information as part of their business relationships with Zespri. This confidential information must not be shared with anyone else unless pre-authorized by Zespri in writing. If a Supplier believes it might have been given unauthorised access to Zespri’s confidential information, the Supplier is expected to immediately notify its Zespri relationship manager and refrain from further distribution of such information.
- 7. Use and protect intellectual property in a manner consistent with the property rights of the owner.**

The Supplier acknowledges that intellectual property used or embodied in or in connection with Zespri kiwifruit and its brands is and will remain the sole property of Zespri. The Supplier will not do anything which will in any way jeopardise, derogate from or otherwise infringe Zespri’s intellectual property.



8. Provide a workplace free from discrimination, harassment or any other form of abuse.

Zespri Suppliers shall create a work environment for employees, contractors and business partners with a secure and healthy atmosphere of mutual respect and dignity. Harassment is unacceptable, including unwelcome verbal, visual, physical, or other conduct of any kind that creates an intimidating, offensive or hostile work environment. Discrimination on the grounds of sex, marital status, religious or ethical belief, colour, race, ethnic or national origin, disability, age, political opinion, employment or family status or sexual orientation is unacceptable.

9. Treat employees and other labourers fairly, including with respect to wages, working hours and benefits.

Zespri Suppliers will comply with all applicable legal and regulatory labour requirements and generally apply sound labour relations practices. Working hours, wages and benefits will be consistent with laws and industry standards, including those pertaining to minimum wages, overtime and other elements of compensation and legally mandated benefits.

10. Respect employees' right to freedom of association and collective bargaining, consistent with local laws.

Consistent with applicable law, Zespri Suppliers will respect employees' rights to join or refrain from joining unions, associations and other worker organisations.

11. Prohibit all forms of forced or compulsory labour and child labour.

Zespri Suppliers will maintain and promote fundamental human rights. Employment decisions will be based on free choice. There may be no coerced or prison labour, and no use of physical punishment or threats of violence or other forms of physical, sexual, psychological or verbal abuse as a method of discipline or control. Suppliers shall adhere to the minimum employment age limit defined by national law or regulation, and comply with relevant International Labor Organization (ILO) standards. In no instance shall a Supplier permit children to perform work that exposes them to undue physical risks that can harm physical, mental, or emotional development or improperly interfere with their schooling needs.

12. Provide safe and healthy workplaces and working conditions and ensure work does not harm others.

Zespri Suppliers shall proactively manage health and safety hazards and risks to provide a safe environment where occupational injuries and illnesses are prevented. Suppliers must implement management systems and controls that identify hazards and assess and control risk related to their specific industry and local safety regulations and strive towards international good practice.

13. Carry out operations with care for the environment and comply with all applicable environmental laws and regulations.

The potential environmental impacts of daily business decision-making processes should be considered along with opportunities for conservation of natural resources, recycling, source reduction and pollution control to ensure cleaner air and water and landfill waste reduction. Zespri will not use or permit use of any product or practices that are banned for reasons of posing a health or environmental risk.

14. Maintain accurate financial books and business records in accordance with all applicable legal and regulatory requirements and accepted accounting practices.

15. Support compliance with this Supplier Code by establishing appropriate management processes and cooperating with reasonable assessment processes requested by Zespri.

To be accepted to conduct business with Zespri, Suppliers are expected to enter into contracts that oblige compliance with this Supplier Code. On prior notice, Zespri may conduct reasonable audits to follow up issues identified regarding the Supplier's compliance with this Supplier Code.

16. Report suspected violations of this Supplier Code.

Supplier's employees or contractors should be encouraged to report suspected violations of this Supplier Code to their local Zespri Country or Regional Manager, Zespri's Legal or Compliance Teams, or by using Zespri's "Speak Up" hotline electronically at "Speak Up": <https://secure.ethicspoint.eu/domain/media/en/gui/102184/index.html>

The "Speak Up" hotline is available worldwide on a 24/7 basis. All reports are treated as confidential, and the report-maker may remain anonymous where permitted by law. If your resident country is not available as an option, please select New Zealand as a default option.

17. Respect privacy and observe Zespri's policies regarding privacy when dealing with personal data.

Suppliers will observe all their obligations under any applicable law or regulation regarding privacy or protection of personal data and adhere to Zespri's Privacy Principles (available at <https://www.zespri.com/Pages/Privacy.aspx>), including without limitation maintaining appropriate safeguards for the protection of personal data. Suppliers will cooperate with Zespri in responding to any enquiry made or investigation or assessment of personal data initiated by an audit authority.