



# CODE OF *Conduct*

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**OUR STATEMENT OF PRINCIPLES FOR CONDUCTING  
BUSINESS IN A LEGAL AND ETHICAL MANNER**

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# CONTENTS

<b>5</b>	<b>Scope</b>		
<b>5</b>	<b>Purpose</b>		
<b>6</b>	<b>How We Behave</b>		
	Responsibilities we share under this code	6	
	Communication and Acknowledgment	6	
	Commitment to Stakeholders	6	
	Inclusion of our Code of Conduct in Zespri's Business Relationships	7	
	Representing the Organisation	7	
	External Communication and Social Media	7	
<b>8</b>	<b>Conducting Business in Compliance with Laws and Regulations</b>		
	Compliance with Applicable Laws	8	
	Accuracy of Records and Disclosures of Company Information	8	
	Records Retention	9	
	Child Labour, Anti-Slavery and Anti-Human Trafficking	9	
<b>10</b>	<b>Respect in the Work Environment</b>		
	Making Zespri a great place to work	10	
	Data Privacy	10	
	Maintaining a Safe and Healthy Work Environment	11	
	Health and Safety Laws	11	
<b>12</b>	<b>Managing the Environment</b>		
<b>13</b>	<b>Working with our Suppliers</b>		
<b>14</b>	<b>Behaviour with Competitors</b>		
	Competition Laws	14	
	Gathering Competitive Information	14	
	Participating in Trade Associations	14	
<b>15</b>	<b>Protecting Zespri's Assets and Reputation</b>		
	Confidentiality	15	
	Fraud Prevention	15	
	Delegated Authorities	15	
	Acceptable Use of Our Assets	16	
	Conflict of Interest	16	
	Political Contributions	16	
	Gifts and Entertainment	16	
	Corruption, bribes, kickbacks and 'facilitating payments' are not tolerated	17	
	Hosting Responsibility	17	
<b>18</b>	<b>Policy Compliance: Seeking Guidance and Reporting Concerns</b>		
	Asking Questions	18	
	Reporting Breaches of this Code and Concerns	18	
	Confidentiality and Self-Identification	19	
	Compliance with this Code	19	
	No Retaliation	19	

# OUR Values

OUR VALUES ARE OUR BELIEFS. OUR CONVICTIONS.  
THEY BIND US TOGETHER. THEY'RE IN OUR NATURE.



# WELCOME TO OUR

# CODE OF *Conduct*



*Dan Mathieson,*  
CHIEF EXECUTIVE OFFICE

**We as Zespri's people want to work for an Organisation that conducts itself ethically and legally. We share a responsibility to our Zespri growers, shareholders, each other, and the communities in which we work, to comply with the highest standards and to act consistently with our values at all times.**

Our Code of Conduct sets out Zespri's expectations of all our people, no matter where we work. It begins with a basic requirement to comply with the law. It sets out our ethical standards with regards to important working practices and issues, such as financial authorities, reporting conflicts of interest, preventing fraud and corruption, having a respectful and positive workplace, and providing for health and safety at work. In short, it helps us to do the right thing when faced with difficult decisions.

Another element of our code is our encouragement to speak up and to raise any concerns we have in good faith about potential breaches of our standards.

It is all of our Zespri people's responsibility to live this code through our daily work. Having a strong code of conduct which reinforces our culture and values, not only helps make Zespri a great place to work, but also ensures our ongoing organisational and industry success. We all have a role to play.



# SCOPE

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This is a global Policy and applies to all our people, including Directors of the Zespri Group. In this policy, our people refers to all employees (whether permanent, temporary or fixed-term), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers and interns. In this Policy we use the term “Zespri”, “Organisation”, “Our”, “Us” or “We” to refer to Zespri Group Limited and all subsidiaries/related entities.



# PURPOSE

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At Zespri, we're on a mission to help people, communities and the environment around the world thrive through the goodness of Kiwifruit. To help us achieve this, we aspire to the highest ethical standards throughout our global operations.

We are focused on a commitment to sound and sustainable business practices both in dealings internally and externally.

Sustainability is a major focus for Zespri and sits at the heart of Zespri's purpose. As an industry, the kiwifruit Zespri produces is in demand around the world for its health benefits and the nutritional boost it offers. To be a sustainable business, Zespri's ambition is to ensure, as it continues to grow, it does so by respecting and enhancing its people, the environment and communities around Zespri. We therefore must take responsibility for all of our actions and ensure we comply with all relevant policies and this code.

This Code of Conduct (“Code”) sets out our expectations for conduct including for labour, the environment, health & safety and ethical business.

This commitment means complying with both the letter of the law and the spirit of the law. It also means treating stakeholders (growers, customers, suppliers, competitors, colleagues and directors) fairly and with transparency, honesty and respect.

Our Code of Conduct is a statement of principles for conducting business in a legal, ethical and sustainable manner. Our people and directors are required to read the Code carefully and to adhere to its principles in conducting Zespri business.

Our commitment to ethical and sustainable conduct is important in everything we do. We hold ourselves to these standards because of our deep commitment to our stakeholders: our growers, shareholders, post-harvest entities, the New Zealand Government, customers, employees, vendors, business partners and countries in which we do business around the world.

Other Zespri policies will continue to be adopted and adapted from time to time in compliance with applicable laws in order to assist with the ongoing compliance and adherence to the principles of this Code.

In the event of express conflict between this Code and local legal requirements, please contact Zespri's General Counsel or the Risk & Assurance Manager.

# HOW WE BEHAVE

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## RESPONSIBILITIES WE SHARE UNDER THIS CODE

We need to work together to uphold our core values. We have a shared duty to prevent, improve and, if necessary, report suspected breaches of this Code or other policies. This allows us to address concerns before they become major problems.

While we all must follow the principles outlined, our directors, executives and people leaders have additional responsibilities, and must:

- Lead by example and set the tone,
- Ensure our policies are communicated and are accessible to our employees and that appropriate policies are extended to our contractors,
- Ensure that employees are periodically informed and trained in relation to policies that affect their roles, and
- Expect, demonstrate and require ethical behaviour at all times.

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## COMMUNICATION AND ACKNOWLEDGMENT

At the commencement of employment, our People team is responsible for ensuring all new employees (whether permanent, seasonal or temporary) are provided with a copy of this policy and obtain completed and signed Code of Conduct forms from the employee. At the commencement of employment any potential or real conflicts of interest must be reported to the People team representative, declared in the conflict of interest register and appropriately managed by the direct line manager.

Zespri's General Counsel is responsible for ensuring that new directors are provided with this Code and that they complete and sign the Code of Conduct form. On appointment and periodically thereafter, all potential conflicts of interest must be declared to Zespri's General Counsel for inclusion in the director's interests register.

Zespri employees with the authority to enter into agreements with suppliers and service providers are responsible for ensuring that the agreement is in alignment with our policies and that the supplier or service provider has acknowledged the supplier code of conduct.

Zespri expects all its people to register their real or apparent conflict of interest as it arises. In addition, annually, Zespri will require all its employees, directors and long-term consultants (over 6 months), to complete the Annual Conflict of Interest Declaration. For more information please refer to the Conflict of Interest Policy.

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## COMMITMENT TO STAKEHOLDERS

We believe that conducting business in an ethical and fair way will have a positive impact on our global relationships. As a global business, we recognise our responsibility to conduct our activities in the interests of the communities and countries in which we operate and to respect local laws and regulations.

## INCLUSION OF OUR CODE OF CONDUCT IN ZESPRI'S BUSINESS RELATIONSHIPS

Our commitment to ethical conduct extends to its business relationships with growers, post-harvest entities, customers and vendors as well as potential customers and suppliers. Our people and directors are expected to deal fairly with stakeholders and to act in a manner that creates value and helps build a relationship based upon trust. Any stakeholder relationship or transaction with Zespri that violates any portion of this Code should be reported according to the reporting channels set out in this document.

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## REPRESENTING THE ORGANISATION

All our Zespri people have a duty to the Organisation, and each other, to represent both Zespri and/or the entire kiwifruit industry in your day-to-day dealings with internal and external stakeholders in the highest of standards. Accordingly, our people have a significant influence over how Zespri is viewed in the business community and are expected to always present Zespri in a positive light in any verbal or written statements. Any derogatory comments about Zespri, our products, services, management, our people and/or systems will not be tolerated.

Our people must also comply with any regional or local Zespri communications and delegated authorities policies or procedures at all times.

## EXTERNAL COMMUNICATION AND SOCIAL MEDIA

Zespri's communications are designed to ensure Zespri continues to be seen as the world's leading kiwifruit brand, and more broadly, that any public comment reflects our company purpose and values. The company's corporate reputation and brand can be heavily influenced by media coverage and employees need to be aware that any correspondence with external stakeholders (not limited to journalists) and personal social media posts may be reproduced by media, often without proper context. In line with Zespri's values, we encourage all staff to be mindful, respectful and truthful when posting online and remind employees of the requirement that they always act responsibly, avoid sharing commercially-sensitive information and refrain from posting any materials that may damage Zespri's corporate reputation.



# CONDUCTING BUSINESS IN COMPLIANCE WITH LAWS AND REGULATIONS

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## COMPLIANCE WITH APPLICABLE LAWS

It is our policy to conduct our business in accordance with applicable laws. We expect our people and directors to use good judgment and common sense in carrying out responsibilities on behalf of Zespri in accordance with the law, and to refrain from illegal conduct.

In particular, we adhere to and advocate the following principles:

- a.** The full, fair, accurate, timely and understandable disclosure in reports and documents that we may be required to file with government agencies;
- b.** Compliance with both the spirit and letter of all applicable governmental laws, rules and regulations;
- c.** Compliance with our internal policies, controls and audit requirements;
- d.** Prompt internal reporting of any suspected or known violations of this Code in accordance with the rules set forth in this Code; and
- e.** The understanding that failure to comply with this Code may result in disciplinary measures, up to and including termination of employment.

You are not expected to know the details of all applicable laws and specific rules and regulations that may apply to particular kinds of work or to those who work in particular areas. If you have any questions about whether particular circumstances may involve illegal conduct or about specific laws that may apply to your activities, consult the Risk & Assurance Manager, General Counsel or their Global Executive for direction and assistance.

## ACCURACY OF RECORDS AND DISCLOSURES OF COMPANY INFORMATION

We place a great deal of importance on an honest and accurate presentation of the facts. Our people and directors are expected to maintain records in appropriate detail to reflect our transactions accurately, fairly and completely.

Any public communications and disclosures, including our disclosures and filings with governmental departments, including the financial information contained therein, must be complete, fair, accurate, understandable and timely, and in full compliance with the applicable law.

Our people are responsible for the accurate and complete reporting of financial information within their respective areas of responsibility and for the timely notification to senior management of financial and non-financial information that may be material to us. Our consolidated financial statements shall conform to New Zealand IFRS and generally accepted accounting principles and our accounting policies. Local or statutory books and financial statements shall conform to local regulatory statutes.

### We will:

- Always truly and accurately reflect the nature of the transactions recorded in the financial records,
- Always accurately disclose and record funds or assets,
- Always disclose payments or purchases as described in the document supporting the transaction.



All Zespri people whose responsibilities include any of the matters described in this section shall take the steps necessary to ensure our full compliance. If you become aware of any action related to accounting or financial reporting that may be improper, this should be reported immediately, according to the reporting channels described in this document.

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## RECORDS RETENTION

At Zespri, carefully maintaining Company records and documents is essential. We are all responsible for safeguarding Zespri’s data, documents, files and records, and compliance with all applicable laws relating to record retention. Information should be destroyed when all business and legal requirements have been fulfilled. Alteration, concealment or destruction of documents or records that are necessary for compliance purposes, an ongoing investigation or litigation matters is not permitted. If you have any enquiries on whether a document should be retained, see your local Finance Manager or contact one of our Legal Advisors for more information.

## CHILD LABOUR, ANTI-SLAVERY AND ANTI-HUMAN TRAFFICKING

We expect our people and stakeholders to comply with all laws and regulations prohibiting child labour, slavery or human trafficking in the countries where we or they operate. We will not do business with any individual or company if we become aware they are engaged in child labour, slavery or human trafficking.



# RESPECT IN THE WORK ENVIRONMENT

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## MAKING ZESPRI A GREAT PLACE TO WORK

At Zespri, our core values, Guardianship, Results Driven, and Personal Connections guide all of our interactions within our workplace, reinforcing our Organisational culture, and helping to make Zespri a great place to work.

In line with our values, we believe in providing a positive work environment in which communications are both open and respectful.

It is our philosophy and practice to provide employment opportunities in a secure and healthy atmosphere of mutual respect and dignity. Decisions as to hiring, promotion, compensation, termination and other aspects of the employment relationship must be based upon job-related competencies and qualifications, and any other factors required by applicable law.

Consistent with our commitment to maintaining a positive and respectful workplace, we have zero tolerance for unlawful harassment. We maintain policies regarding our commitment to maintaining a positive workplace and the responsibilities of employees and others in that role. Additionally, we place high value on the integrity of our people and expect everyone to be respectful, honest and truthful in all of their dealings.

## DATA PRIVACY

Zespri collects personal information directly from you or creates personal information about you during your employment. We are committed to protecting and managing this personal information appropriately and in accordance with the principles set out in our Privacy Policy.

If you have access to personal information – about employees, growers or consumer customers – because of the nature of your job, you must take special care to safeguard this information. You can only access, use and share personal information in the ways we told people we would when it was collected. You can only use or share personal information in new ways if you have consent or are required to by law. Use of personal information, including sharing of such information internally or with external parties, must be approved by the Global Data Protection Officer\*.

Zespri's General Counsel is your Global Data Protection Officer.

## MAINTAINING A SAFE, HEALTHY WORK ENVIRONMENT

We are committed to providing you with a healthy and safe working environment. This includes proactive risk management, worker participation and engagement as well as emergency response plans.

In order to meet our commitment to a safe and healthy workplace, we all must do our part. This means we need to:

- Make sure there are clearly documented safety procedures in place,
- Communicate safety procedures to staff and stakeholders entering the workplace,
- Follow the safety laws and procedures,
- Observe posted safety-related signs,
- Use appropriate safety equipment at all times,
- Work together to prevent hazardous or unsafe working conditions,
- Report and escalate any hazardous conditions or unsafe behaviour to your manager or a health and safety committee member,
- Report near-misses and injuries immediately when they occur,
- Implement mitigating actions to reduce the risk of injury to yourself or others.

Alcohol and illegal drugs do not have any place in a safe work environment. Impairment will affect your job performance and cause dangerous safety hazards. You must also be aware of the possible effects of prescription drugs. With the exception of the reasonable consumption of alcohol at Zespri functions, you may not be under the influence of alcohol while on our premises. The possession, distribution, sale



or use of illegal drugs is expressly prohibited on our premises, and at any time that you are working or representing us.

Any acts of harassment or threats of violence will not be tolerated.

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## HEALTH AND SAFETY LAWS

It is our policy to comply with all applicable health and safety laws and regulations wherever we operate, and to take all reasonably practicable steps to promote a healthy and safe working environment.

### We are committed to:

- Sourcing and supplying product that meets all regulatory and customer standards and requirements for food safety,
- Identifying our customers' needs and to provide them with products and services that meet or exceed mutually agreed specifications.

**// IT IS OUR POLICY TO COMPLY WITH ALL APPLICABLE HEALTH AND SAFETY LAWS AND REGULATIONS WHEREVER WE OPERATE //**

# MANAGING THE ENVIRONMENT

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We take our responsibility for the Environment seriously and strive to reduce our own impacts.

- We are focused in the areas of climate change, water use and quality, and packaging,
- We comply with all relevant legislation and report on our environmental performance,
- We expect our business partners to do the same.

## On climate change:

- We assess our risks arising from Climate Change and report on them,
- We are investing to improve the climate resilience of our industry.

## On marketing our credentials:

- We understand the laws in countries we operate and ensure we comply with them when it comes to our environmental credentials.



**// WE ARE FOCUSED IN THE AREAS OF CLIMATE CHANGE, WATER USE AND QUALITY, AND PACKAGING //**

# WORKING WITH OUR SUPPLIERS

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It is our policy to comply with all applicable health and safety laws and regulations wherever we operate, and to take all reasonably practicable steps to promote a healthy and safe working environment.

## We are committed to:

- Building a sustainable future for Zespri, our growers, post-harvest operators, shareholders and all of our wider stakeholders.
- Identifying our customers' needs and providing them with products and services that meet or exceed mutually agreed specifications,
- Ensuring that our economic success is integrated with proactive management of the environment and social aspects of our business,
- Sourcing product from suppliers who operate socially responsible businesses,
- Ensuring our suppliers can demonstrate their commitment to ethical trading norms, their compliance with legal employment requirements and the respect of core labour rights and dignity at work.
- Our expectation is that our suppliers of goods and services respect and enforce ethical values and goals throughout their own supply chains.





# BEHAVIOUR WITH COMPETITORS

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## COMPETITION LAWS

We compete vigorously in the marketplace but are committed to doing so in a fair, honest, ethical and legal manner. Our people and directors are expected to conduct their activities on behalf of Zespri in a manner consistent with applicable antitrust and competition laws. Breaches of antitrust or competition laws, or even the allegation of breaches of antitrust or competition laws, can cause serious damage to our reputation and can result in large fines and litigation costs. In some countries, if you breach antitrust or competition laws, you may be criminally liable for a prison sentence and/or fines. In order to avoid activities that may result in breaches or the allegation of breaches, of antitrust or competition laws, we will:

1. Not intentionally enter into any understanding, agreement, plan or scheme that will breach the antitrust or competition laws in the local jurisdiction;
2. Make clear to all customers and distributors that we expect them to compete fairly and vigorously for our business, and that anti-competitive conduct relating to Zespri Kiwifruit will not be tolerated.

## GATHERING COMPETITIVE INFORMATION

Keeping current with information about the market and our competitors enables us to compete effectively. However, we can only gather competitive information in a manner that is both ethical and legal, we are never to obtain information about our competitors using:

- Theft
- Deception
- Misrepresentation
- Any other dishonest or illegal conduct

It is especially important that we never ask our people to breach confidentiality agreements with their previous employers, nor should we seek to obtain non-public competitively sensitive information directly from a competitor.

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## PARTICIPATING IN TRADE ASSOCIATIONS

While we generally avoid interacting with competitors, there may be instances when some type of contact is unavoidable.

Organisations and events such as the International Kiwifruit Organisation and Fruit Logistica provide excellent opportunities for us to network and further develop the global kiwifruit category. However, these events also create challenges. When attending events you should be careful when interacting with competitors at these events; if you have any questions regarding acceptable levels of communication, please contact the Zespri General Counsel.

# PROTECTING ZESPRI'S ASSETS AND REPUTATION

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## CONFIDENTIALITY

Information is a large part of what allows us to operate successfully. Our people, including stakeholders may require access to confidential information in order to perform their jobs. Our stakeholders, including our customers and suppliers, and other individuals and organisations where a business or other relationship exists are entitled to have their dealings and information treated with appropriate confidentiality and security by our Organisation.

Zespri's confidential information is a valuable asset that should be carefully protected. You are required to protect the confidentiality of Zespri's and our stakeholders' information; to use the confidential information only for business purposes and to limit disclosure of confidential information, both inside and outside Zespri, only to people who need to know the information for legitimate business purposes.

The disclosure of Organisational confidential information, whether intentional or accidental, can harm us. Before sharing any of our confidential information with a stakeholder, an appropriate non-disclosure agreement should be signed. You should not sign a stakeholder's non-disclosure agreement or accept changes to our standard clauses without approval by legal advisors.

For more information, please refer to the Intangible Asset Specialist.

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## FRAUD PREVENTION

We do not tolerate fraudulent activity. If anyone suspects or discovers that fraud is occurring within Zespri, they should immediately report it according to the reporting channels described below.

## DELEGATED AUTHORITIES

As outlined in the Global Corporate Delegated Authorities Policy (commonly referred to as the DAM), some of our people have specific authorisations for decision-making and/or for incurring financial commitments or approving payments on behalf of Zespri, including entering into contracts on behalf of the Organisation. Our people are responsible for being familiar with the DAM and ensuring that they only make or authorise operational and financial decisions and transactions, or incur costs on behalf of us, if they are specifically authorised to do so. For more information, see the DAM.

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## ACCEPTABLE USE OF OUR ASSETS

Our assets are valuable resources that should be used for business purposes only. Our people are expected to care for and use our assets responsibly, ensuring they are protected from theft, misuse and destruction.

Our assets include work devices, as well as Organisation equipment, vehicles, computers, software, documents and trademarks. Assets include information and communication technologies such as phone service, email, internet access and all data housed in our technology assets or cloud systems.

It is not acceptable to share content inappropriate for a workplace setting, such as sexual content, inappropriate humour or harassment, etc. Our assets should never be used for outside business activities or for illegal, unethical or any other inappropriate activities.

For more information, refer to our Information Systems Acceptable Use Policy.

## CONFLICT OF INTEREST

Business and personal situations that have the potential to create a conflict of interest should be avoided.

A conflict of interest may exist when you or a family member is involved in an activity, or has a personal (including financial) interest, that might interfere with your objectivity in performing Zespri duties and responsibilities. Zespri transactions with other business entities must not be influenced by the personal interests or activities. Such conflicts may damage the reputation of our Organisation and its representatives.

Activities that create the potential for a conflict of interest or the perception of such conflict should be avoided or discussed with a senior manager in order not to reflect negatively on the reputation of Zespri and its stakeholders. Once notified of a possible conflict of interest, the individual's Global Executive (or General Counsel in case of a director or CEO) must determine whether the existence of such interest or position is in conflict with this Code or otherwise detrimental to the best interests of our Organisation, and determine the final nature of the situation. In some circumstances, it may not be possible to adequately manage a conflict and may require you to cease either your Zespri interest or the external conflicting interest. For more information, refer to the Conflict of Interest Policy.



## GIFTS AND ENTERTAINMENT

We are committed to living up to the highest standards of professional ethical behaviour, and to remain independent at all times. In developing goodwill and strong working relationships with our stakeholders, appropriate gifts and entertainment can sometimes be offered as standard business courtesies. We have Gifting Policies to guide employees and directors in the appropriate management of these situations. It is the responsibility of our people to ensure that their conduct is in line with this policy in both letter and spirit.

As a general principle, our people should always consider if the offering or accepting of a gift, benefit or hospitality is appropriate, of reasonable value and if approval is required, before the offer or acceptance is made.

We expect our people to report any gifts, benefits or entertainment, as per company policy, in the Gift Register and to be transparent and truthful in the interpretation and adherence to these policies.

A gift should not be exchanged if it meets any of the following conditions:

- a. It contravenes any law or generally accepted ethical standard, or
- b. It is inconsistent with accepted local business practices, or
- c. It is in a form or manner that could be taken as a bribe or payoff, or

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## POLITICAL CONTRIBUTIONS

Our people are encouraged to participate in their respective country's political process. Our people should, however, only do so voluntarily and during personal time, unless applicable law requires otherwise. Political contributions are not to be given by or on behalf of us unless the contribution has first been approved by General Counsel and the Zespri Group Limited Board. Our people should not make political donations or contributions using our name, time, funds or other resources.

- d. It is of such character and/or circumstance that public disclosure has the potential to embarrass us or persons within Zespri.
- e. When involved in a negotiation for goods or services to Zespri
- f. Exchanging a gift for cash
- g. Where this could be seen by others as an inducement or reward that could place the recipient under some sort of obligation
- h. When extravagant and excessive or disproportionate in value
- i. When frequent or undue

For further information and guidelines, please refer to Zespri's Travel and Entertainment Policy and Gifts, Benefits and Hospitality Policy.

## CORRUPTION, BRIBES, KICKBACKS AND 'FACILITATING PAYMENTS' ARE NOT TOLERATED

We are committed to complying with all anti-corruption laws in the regions in which we operate. Often anti-bribery and anti-corruption laws extend beyond country borders and any breaches of regulations may have severe consequences, both for the individual and for us. Zespri takes a ZERO tolerance approach to bribery and corruption and our interpretation of these laws is clear: we may not engage in any form of bribery or corruption, or offer, authorise or accept or offer any form of kickback to or from, any person or entity to obtain or retain business or other improper advantage, directly or indirectly. "Bribery" is the offering, giving, receiving or soliciting of anything of value in order to obtain or retain business or other improper advantage. A "kickback" is a payment returned or promised to be returned as a reward for making or fostering business arrangements.

Regardless of where we are located, our people or any director acting on behalf of Zespri should not directly or indirectly (through a third party) give, offer or promise any form of bribe, gratuity or kickback to anyone to obtain or retain business or other improper advantage. While it is always important to comply, this is particularly important when dealing with a government official. Government officials include, but are not limited to an

officer, consultant or employee of a state-owned or partially state-owned enterprise, government department or agency, political party or official, candidate for political office, officer or employee of a public international organization such as the World Health Organization or World Bank, or the spouse or immediate family members of any of the persons mentioned above ("government official").

Facilitation payments on behalf of Zespri are not allowed. These are payments made to a government official to expedite routine government procedures. Consequences for violating anti-corruption laws are severe for both the Organisation and the individuals involved.

For more information, see our Anti-Bribery and Anti-Corruption Policy.

## HOST RESPONSIBILITY

We recognise our people may have a requirement to attend or host social engagements for the purposes of fostering or furthering business. These events should always be respectful of the source of funding, and modest in cost when sponsored by Zespri. The business reasons for any expenditure must be full and clear, with appropriate approvals and supporting documentation.

Should our people choose to consume alcoholic beverages in connection with a business function, or whilst attending a Zespri hosted function, we expect you or our stakeholders to act responsibly and avoid excess, maintaining everyone's safety as a top priority. When hosting, our people are expected to embody professionalism and integrity at all times, especially when Zespri is being represented to outside parties. This infers the use of good judgment and never drinking in a way that leads to inappropriate behaviour, impaired performance or problematic situations for those involved. Practices that encourage intoxication are not acceptable. Any behaviour that endangers the safety of others or violates the law may lead to disciplinary action, including dismissal. Inappropriate use of alcohol may be considered misconduct and would be dealt with in line with local disciplinary policies.

We expect executive and senior management to lead by example and to react appropriately in any problem situation.

Our people must also comply with any regional or local Zespri conduct related policies or procedures at all times.

# POLICY COMPLIANCE: SEEKING GUIDANCE AND REPORTING CONCERNS

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## ASKING QUESTIONS

You may encounter situations where you have a question or are unsure of the right course of action. Please always seek guidance if you are uncertain about a particular situation. For specific questions, you can reach out to the appropriate resource listed below:

- Your immediate supervisor or manager, or your local Global Executive area representative,
- Your local People team Representative,
- Zespri's General Counsel by phone or by email,
- Group Compliance Manager or Risk & Assurance Manager.

These contacts are familiar with the laws, regulations, policies and procedures that relate to our work, and they will be able to address employee questions.

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## REPORTING BREACHES OF THIS CODE AND CONCERNS

In contrast to a question, we recognise that there may be times when an individual becomes aware of or in good faith suspects that a breach of this Code, applicable policies or the law has occurred. If an individual suspects a violation, you are encouraged to report it, using the appropriate channel described below. Because the manner in which violations may be made varies from country to country, please consider the appropriate method by which to report, according to the following options:

- 1. Bring it to the attention of your local supervisor, or any member of local management, as appropriate.**  
The most immediate resource for reporting good faith concerns of suspected violations is typically a local supervisor or any member of local management. If you prefer not to go to your supervisor, or your concern was not adequately addressed by your local management, other options may be available.
- 2. Good faith reports relating to banking, accounting, finance, internal accounting controls, bribery or anti-corruption, or antitrust/competition violations may also be made directly, to the following:**
  - Chief Executive Officer,
  - Chief Financial Officer,
  - Global Executive (for the region),
  - General Counsel,
  - Group Compliance Manager, or
  - Risk and Assurance Manager.
- 3. In addition, depending on the nature and location of the concern, reports may be made through the Zespri Speak-Up Website, an independent service managed by a third party.** Because the manner in which reports may be made varies from country to country, the website will give further instructions on how and to whom to report a particular concern. If you are reporting about a matter that should be handled locally in accordance with local legal requirements, the website will direct you back to local management. The website is operated by an independent third party and is available 24 hours a day, 7 days a week.

**“ PLEASE ALWAYS SEEK GUIDANCE IF YOU ARE UNCERTAIN ABOUT A PARTICULAR SITUATION ”**



## CONFIDENTIALITY AND SELF-IDENTIFICATION

Information that you report will be treated as confidentially as possible. Sharing your identity when you report will help Zespri conduct the most thorough investigation possible, because it may be more difficult to thoroughly investigate anonymous reports. If, however, you are uncomfortable identifying yourself, you may report anonymously. Regardless of how you choose to report, all reports of actual or suspected misconduct will be taken seriously and addressed promptly. The appropriate Zespri People will carefully investigate the reports and the relevant Zespri employing company will take appropriate and necessary action.

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## COMPLIANCE WITH THIS CODE

Our people and directors are expected to follow all aspects of this Code and all other Zespri policies. Any breaches may result in disciplinary action, up to and including dismissal.

## NO RETALIATION

We recognise that, to preserve a culture of integrity and respect, we must protect our people when they report in good faith. Therefore, the Organisation strictly prohibits acts of retaliation against our people for reporting a possible violation in good faith. The “good faith” requirement means individuals must actually believe or perceive the information reported to be true. Our people do not have to be right, but they must act in good faith.

In addition, you will not be retaliated against for participating in good faith in an investigation involving possible violations. The Organisation carefully investigates all reports of misconduct consistent with local requirements. You will help this process by cooperating fully and honestly in an investigation of potential illegal or unethical activity. If you believe that you have been subject to retaliation, consult the appropriate resource using the channels described above.

Our people will not suffer retaliation, discrimination or disciplinary action for refusing to participate in, or turning down, any activity in respect of which they have reasonably judged there to be a more than low risk of bribery that has not been mitigated by Zespri.



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## QUESTIONS ABOUT OUR CODE OF CONDUCT

For clarification of any of the issues in this code please contact the People, Legal or Risk & Assurance Teams.

**CODE UPDATED: MARCH 2021**

**THIS CODE IS MAINTAINED BY: CHIEF PEOPLE OFFICER**

### **GENERAL DISCLAIMER:**

Company policies are an important mechanism for employee understanding of business processes and standards expected from Zespri. Managers are required to ensure that their direct reports are aware of business policies, and that these policies are being followed. When developing new policies and processes, managers and employees should consider where opportunities for inappropriate activity may be created and provide appropriate mitigation controls to reduce the opportunity. Zespri policies are to be reviewed periodically by the business to ensure that they are still current and relevant. Any changes to existing policies or any new policies must be communicated to staff in a timely manner.

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