



# Code of Ethics and Conduct



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**JORGE ANDRÉS  
VARELA PEDDAR**

Chief Executive  
Officer (CEO)

Agroberries was founded in 1996 as a company dedicated to the export of various agricultural products. Today, with organic growth, we have become a global producer and distributor of berries, capable of supplying various markets around the world.

As a market leader, we strive for excellence and transparency in all our operations and recognise the importance of cultivating a work environment that promotes integrity, respect and ethics in every action we take. It is an integral part of our mission to establish clear corporate values to guide our decisions, as well as to set the ethical standards we expect every member of our team to adopt. Equally important is to emphasise the importance of our individual and collective responsibilities to the community, customers, suppliers and each other.

It is in this context that we sought to develop this Code of Ethics and Conduct as a frame-

work for the group, reflecting our core values and defining expectations for all of us. Our core principles and values embodied in this Code differentiate us from our competitors and are essential to the success of our business.

This Code is not just a document, but a guide that reminds us of our shared responsibility to maintain and enhance the integrity of Agroberries. I urge you to read it carefully, understand it and incorporate it into your daily actions. Everyone in the company must be guided by and comply with this Code.

At Agroberries, each of our employees is an ambassador of our values. Together, we can build a work environment that reflects the excellence, integrity and respect we strive for.

# 02.

## Our values and culture

EXCELLENCE IN THE QUALITY  
OF OUR PRODUCTS AND  
INNOVATION IN SUSTAINABLE  
AGRICULTURAL PRACTICES.

### OUR VISION

To be recognised as a world leader in the production, export and marketing of berries, standing out for the excellence in the quality of our products and innovation in sustainable agricultural practices. We aspire to be a vital link between producers and consumers, connecting in a significant way with international markets. We seek to be an engine of economic growth and social development, contributing to global health and wellbeing.

### OUR MISSION

To produce and deliver the highest quality, wholesome, safe and healthy food around the world, grown sustainably and responsibly in our own fields and those of partner producers. We seek to contribute to the well-being of our employees and the communities in which we operate, promoting prosperity throughout the value chain.

### OUR PURPOSE

Our purpose is to produce, export and market berries with passion and responsibility, both from our own plantations and from other producers with whom we share values. Our aim is to promote good agricultural practices and sustainable agriculture, promoting safety and production that respects people and the environment. Through excellence in quality and constant innovation, we seek to satisfy our customers and create a positive impact on the world.



## GENERAL STANDARDS

- We will conduct all of our business activities on the basis of our core values of honesty, integrity, quality, excellence, passion, responsibility, innovation and ethics.
- As a matter of company policy, we act in accordance with the Universal Declaration of Human Rights, the International Labour Organisation Declaration, the Ethical Trading Initiative (ETI) Base Code and the United Nations Sustainable Development Goals (SDGs).
- We will not promise more than we can deliver or make commitments that we cannot fulfil.
- We are committed to creating and maintaining a hygienic and safe working environment for all staff.

## CORE VALUES



### Integrity and Honesty

We want to develop our activity in the best possible way. We operate in an ethically sensitive and transparent manner, respecting the laws and customs in each country where we operate. We take responsibility for our actions and decisions and are willing to be accountable in a transparent manner.



### Quality and Excellence

We operate under high standards and well-defined programmes that allow us to meet the expectations and needs of our customers, delivering excellent quality products.



### Social and Environmental Responsibility

We integrate respect for people, the community and the environment with our own business management, constantly promoting sustainable development practices throughout our operations.



### Mutual Respect

We are a company that values and respects the thoughts of all our employees.



### Legal and Ethical Compliance

Our actions and decision-making are based on local and international regulations and the moral principles of professional ethics that govern this Code. Our ethical responsibility lies throughout our organisation where we have created a culture that fosters growth based on good practice, transparency and compliance.

# 03.

## Our responsibilities



### STAFF RESPONSIBILITY

Every employee of the company must read and become familiar with this Code. Each of us is expected to:

- Act safely, transparently, ethically and consistently with our values, applicable laws and regulations.
- In situations that put the company or its employees at risk, consult with your superiors or senior management. Also, ask if you are unsure of your responsibilities or the right course of action to take.
- Read, know and understand this Code and comply with the standards set out in it and in the supplementary policies that apply to our specific work.
- Report any concerns or possible non-compliance with the Code in a timely manner.
- Cooperate fully in any internal or external investigation where our assistance is required.
- Attend training as required by your job function and certify annually that you have acted in accordance with our Code.

Any questions about the Code should be referred to your manager in charge, the Ethics Committee or a member of management.

Failure to comply with this Code of Ethics and Conduct may result in disciplinary action, up to and including dismissal, in the case of employees employed by the company.



### RESPONSIBILITY OF MANAGERS/DIRECTORS

Executives who are responsible for the management of others should act as positive role models and support team members and the implementation of this Code, with the aim of:

- Ensure that new workers receive induction and continuous training.
- Creating a respectful and inclusive environment.
- Encourage team members to speak up, listen and respond to concerns when they are raised.
- Ensure that no one suffers retaliation for speaking out or cooperating in an investigation in good faith.
- Supervising the company's employees and controlling business activities; and
- Report and cooperate appropriately and fully with investigations of any possible non-compliance with the Code.



### FOOD SAFETY AND DEFENCE

Agroberries ensures food safety throughout the supply chain by implementing good agricultural and manufacturing practices, and by contracting formal suppliers that meet our requirements. We have mechanisms in place to prevent intentional contamination of our fruit, and we reject any action of food fraud by complying with the customer's requirements and legality.

We provide food safety and food defence training to all employees, raising awareness of the importance of food safety and inviting them to participate in the company's food safety culture.



### ENVIRONMENT AND COMMUNITIES

Agroberries has the responsibility to protect and preserve its employees, the environment and the communities where we operate. We express our interest in and commitment to Environmental Safety within our company, taking care of natural resources and biodiversity. We strive to minimise the environmental impact of our operations, as we understand that our business has an effect on the environment and communities.

At Agroberries we focus on good practices, we carry out our operations in compliance with current regulations, we maintain programmes to prevent contamination and we focus on integrated pest management.

We will work with our suppliers to promote environmental care and disseminate good practices.

# 04.

## Guidelines for conduct with integrity

### ▶ **FORCED LABOUR AND MODERN SLAVERY**

As a company we are committed to the following:

- ▶ Treat all our employees fairly and honestly, wherever they work. We will ensure that our workers are provided with agreed conditions in accordance with local law and practice.
- ▶ We do not tolerate the use of modern slavery in any form, human trafficking and forced labour.
- ▶ Staff shall not be subjected to any form of coercion, fraud, deception, or transfer of control of their person to another for the purpose of exploitation.
- ▶ Each employee enters the company freely and voluntarily, in no case it is permitted to confiscate identity documents in order to hold employees against their will.
- ▶ We work with third parties who are also committed to human rights compliance.





### CHILD LABOUR

We will not allow child labour under any circumstances. Agroberreries will not hire minors to perform any work, always respecting the minimum hiring age established in the applicable legislation of each country, and supporting the eradication of child labour, and also preventing any young person from performing dangerous work that represents a risk to their health or interferes with their education or physical, mental, moral and social development.

### DISCRIMINATION AND INHUMANE TREATMENT

At Agroberreries, we build an environment free of discrimination on a daily basis, treating and granting the same opportunities to everyone equally, without taking into account personal differences such as religion, physique, political thought, gender, age, ethnicity, sexual orientation, among others. Decisions related to recruitment, development and promotion are based solely on the aptitude, ability and performance of each individual.

We will always treat people with dignity and respect. We therefore reject any practice of inhumane or harsh treatment. Harassment, bullying in any form, physical, mental or verbal abuse, threats, corporal punishment or any form of harassment during recruitment or employment is strictly prohibited. Harassment may include, but is not limited to, actions, language, written materials or objects that are directed or used in a manner that undermines or interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment.

Any employee who suffers or is affected by any of the above points may report the situation through Agroberreries' whistleblower channel.

### EQUAL OPPORTUNITIES

Agroberreries is committed to treating its employees, clients, contractors, suppliers and all those who come into contact with the company equally and fairly.

All recruitment will be conducted with fairness, equality, and consistency for all candidates. Recruitment practices will be inclusive, and we will strive to ensure that there are no barriers to hiring suitable candidates.

Foreign and migrant personnel shall be recruited in full compliance with applicable local laws, including employment, labour and immigration laws, and shall not be subject to threats of dismissal or deportation.



## WAGES AND WORKING HOURS

- Employees will receive at least the legal minimum wage in accordance with local regulations in each country.
- Wages shall be paid at least once a month or according to the legally established schedule, whichever is stricter. Wages shall be paid directly to the employee. All staff shall be provided with a detailed wage statement which, as a minimum, shall include the pay period, regular and overtime hours worked, deductions and benefits.
- Unless required by law, there should be no other deductions from wages.
- Staff shall be entitled to all statutory benefits, including social security, parental leave, sick leave, and statutory holidays.
- The combined ordinary and overtime working hours of staff shall not exceed the legal limits set by local regulations in each country. Exceptions to this requirement shall be in accordance with the law and shall only be due to exceptional circumstances, such as work of a continuous nature or in case of emergency. Staff shall be informed of overtime obligations prior to their employment and in advance of the overtime shift and shall be allowed to refuse to work overtime without penalty, sanction or disciplinary action.
- At least one day off shall be granted in a seven-day working week.

## FREEDOM OF ASSOCIATION

We will respect workers' right of association and collective bargaining. Employees have the right to elect a representative, and Agroberries will respect and negotiate in good faith with those duly elected.

Employees who wish to associate and bargain collectively shall not be subject to interference, sanctions or reprisals, nor shall they be discriminated against on the basis of such association.

Employees representatives shall not be discriminated against and shall be allowed to carry out their functions in the workplace in accordance with the laws in force in each country.

Employees may contact their representative to discuss labour issues and raise grievances. The company declares its willingness to resolve any problems in cooperation with the relevant bodies.

# 05.

## Compliance with the code of conduct



### COMPLIANCE WITH LEGISLATION

Agroberries is committed to complying with all applicable local, regional, national and international regulations and legal requirements, including the United States Foreign Corrupt Practices Act ("FCPA") and the United Kingdom Bribery Act ("UKBA"). All employees of the Company should be familiar with the contents of the Company's Anti-Corruption Policy and be aware that they may be subject to disciplinary action.

Agroberries will not tolerate that its employees or third parties with whom it has a business relationship obtain results in exchange for breaking the law or acting dishonestly, especially those who represent it.

Where there are differences between the law and/or regulations and the requirements of this Code, the more restrictive standard will apply. Where laws conflict or you are unsure of the correct action to take, you should consult with Corporate Legal Management.

Managers responsible for business activities within a country must ensure that processes comply with local laws and regulations, as well as Agroberries' corporate and local policies and procedures.





### BRIBERY, CORRUPTION AND INFLUENCE PEDDLING

At Agroberries, any kind of bribery, corruption or influence peddling is strictly forbidden.

Bribery occurs when you, directly or indirectly, offer, pay or accept a gift or favour that seeks to improperly influence a business outcome. In this regard, employees must:

- Never offer, pay or accept a personal payment, gift or favour in exchange for favourable treatment, to influence a business outcome, to obtain a decision in your favour or to gain any business advantage;
- Ensure that the people you work with understand that bribery, corruption and influence peddling are unacceptable;
- Ensure that company funds are not used for illicit purposes;
- Knowing the third party with whom you are doing business, conducting appropriate levels of due diligence; and
- Report any suspicion of corruption within the company or any external party with whom we do business.

For more information on required and prohibited conduct, please refer to Agroberries' Anti-Corruption Policy.



### INTERACTION WITH GOVERNMENT OFFICIALS

By the nature of our operations, we maintain ongoing relationships with various government officials. Within the framework of these interactions, Agroberries promotes transparency in these relationships and expects its employees to act within the limits permitted by internal rules and in compliance with applicable regulations. In this regard, we must avoid conduct that could be interpreted as an attempt to obtain undue benefits. The following is therefore strictly prohibited:

- Offering, paying or giving anything of value to a local or foreign government official in order to obtain an improper advantage for Agroberries.
- Attempting to induce a local or foreign government official to breach his or her responsibilities, make decisions contrary to existing procedures or regulations, or perform any other illegal or unethical act.
- Inducing or allowing anyone else to transgress these guidelines.



### FACILITATION PAYMENTS

Agroberries prohibits the offering or granting of payments to expedite or secure the obtaining of licenses, permits, certifications, intellectual property rights, among others; even if these are made through your personal finances without receiving reimbursement in return. If you are asked to make such a payment, you should politely refuse and inform Corporate Legal Management.





### GIFTS, TRAVEL AND HOSPITALITY

The giving or offering of gifts (regardless of size) to influence official action or to gain an improper advantage is not permitted. Gifts and hospitality should be accepted or given only when they are appropriate and consistent with reasonable business practice and are not perceived as influencing the judgement of the recipient.

Subject to local law, these permissible gifts could include a fruit basket, flowers or gifts of nominal value bearing the company's name and/or logo. A gift that is customary or traditional does not make it acceptable if it does not comply with the guidelines of the Anti-Corruption Policy.

Hospitality and travel expenses, which seek to enhance external relationships, raise awareness of our capabilities or activities and establish cordial relationships, are recognised as appropriate business practice. Reasonable and proportionate hospitality for these purposes is not prohibited; however, all gifts, travel, meals and hospitality must be provided in a manner consistent with the requirements of the Anti-Corruption Policy. Exercising poor judgment with respect to the offer, giving or acceptance of gifts, travel or hospitality could result in a breach of the law with serious consequences for employees and Agroberries.



### CONFLICTS OF INTEREST

A conflict of interest exists when an employee's personal interests or circumstances may interfere or conflict with the interests of the company. Therefore, all directors, employees and third parties linked to Agroberries must avoid any type of real or potential conflict of interest (including those derived from the activities or interests of relatives or close friends). If such situations exist, they must be reported to their direct supervisor or to Corporate Legal Management.

Employees should not seek benefits for themselves or others through the misuse of their positions or company assets. Nor should they use information received during their employment relationship for personal gain or for purposes other than those for which it was provided.

Conflicts of interest may arise at any time during the course of our activities. These conflicts may arise for financial or non-financial purposes, for example:

- Using Agroberries' name or invoking its status as an employee to improperly influence the conduct of private business.
- Take advantage of the business opportunities offered to Agroberries for their own benefit.
- Maintaining a business relationship with a company in which the employee has a shareholding or a relationship of kinship or friendship with its owners.

- Supervising, reviewing or influencing the hiring or evaluation of the work or performance of a third party hired by Agroberries in exchange for an improper benefit.

Likewise, employees have the duty to sign and keep their Conflict-of-Interest Affidavit up to date at the beginning of the contractual relationship and for the duration of the employment relationship, informing in a timely manner of any significant change in relation to it.





## DONATIONS

In line with our corporate culture, Agroberries supports social responsibility activities through donations or sponsorships; however, these could be used to hide the commission of crimes. For this reason, any donation or sponsorship must be reviewed and approved in writing by the CEO or country manager of the country and Corporate Legal Management, and may be granted provided that they are permitted by law, in accordance with local regulations.

No donations or sponsorships should be given that could reasonably be perceived as influencing a profit or other decision in favour of Agroberries; or immediately before, during or after a negotiation or contract; or when the company or its legal representatives are on debarred lists.

On the other hand, Agroberries maintains a neutral political position and does not allow political contributions to political parties or candidates for public office. Nor may donations be made to organisations in which a government official participates.



## RELATIONSHIP WITH THIRD PARTIES

Our suppliers, service providers, customers and business partners are essential to our business. We expect them to share our commitment to safety, ethics and compliance.

The following guidelines have been defined for the relationship with third parties:

- Agroberries will communicate the requirements of our Code to all third parties with whom it has business or contractual relationships.
- The company will only associate itself with companies or individuals that have a history of acting in accordance with the values with which Agroberries operates.
- Whenever we engage with a third party, we will conduct appropriate due diligence.
- We will actively monitor the fulfilment of contractual obligations where appropriate.
- When dealing with suppliers or service providers, always act ethically, treat them fairly and formalise purchase commitments in accordance with company procedures.
- Purchasing decisions or contracts shall be based on specific criteria. Selection procedures must be transparent, pre-

established and verifiable at a higher level, free from any bias or favouritism, ensuring fair and equitable participation of suppliers.

- Agroberries is committed to offering its customers safe, profitable, high quality, consistent, accessible and reliable products.
- Agroberries will conduct its operations in accordance with the laws of free competition.
- All workers involved directly or indirectly in purchasing or negotiating activities with clients will be responsible for safeguarding Agroberries' image at all times, establishing and preserving appropriate relationships and guaranteeing the use of practices permitted by law.

# 06.

## Whistleblowing: Ethics Line



### FREE COMPETITION

Agroberries operates in a fair and honest manner and only acquires information from its competitors by legal and ethical means. Employees and representatives of our company may not engage in any form of agreements with competitors to fix prices, allocate customers and/or restrict operation. If your function involves dealings with competitors, you must ensure that you are fully informed about the implications of the competition law of the respective country.



## SECURITY

The safety of our employees, customers and suppliers is our primary concern. Safety underpins all our operations and our central motto is "IF YOU CAN'T DO IT SAFELY, DON'T DO IT". At Agroberreries we seek to maintain a safe and hygienic work environment, adopting the highest international standards for the prevention of work-related accidents, occupational illnesses and situations of violence.

The following are the safety principles that all employees must comply with:

- Do not endanger yourself or others. Report any hazardous conditions or practices that may cause harm to people, property or the environment.
- Obey all rules, signs and instructions. If you do not understand, speak to your superior before starting work.
- Keep your area clean and tidy. Clutter causes accidents and wastes time, energy and materials.
- Wear the necessary protective clothing and equipment.
- All accidents and incidents should be reported to your superior. Seek immediate help and first aid (if necessary).
- Do not adjust, modify or repair any work equipment unless you are competent and authorised to do so.
- Use only tools and equipment suitable for the job. Check that they are in good condition before use and use them safely.

- Before lifting, assess the load and your ability to move it.
- Make sure your performance is not affected by lack of sleep, alcohol, medication or drugs.
- Know the emergency procedures applicable to your workplace.
- If you have any suggestions for improving safety in your workplace, let your supervisor know.

## ASSET PROTECTION

We are all responsible for the proper use of Agroberreries' assets and for protecting them from misuse, abuse, sabotage or loss. Company assets include, in particular, corporate image and reputation, as well as property, information, equipment, tools, supplies, intellectual property, computer systems and facilities.

Accurate financial and non-financial reporting records are essential to our business and to demonstrate our compliance with legal and regulatory obligations, as well as the expectations of our stakeholders.

We will maintain effective internal accounting policies, standards and procedures and establish adequate controls to ensure that all financial transactions are properly authorised, recorded and reported. All books, records and accounts must accurately reflect all transactions related to our business. No undeclared or unrecorded accounts or assets will be created or maintained.

Information relating to our operations must be kept secure, using the systems established for this purpose. Information should only be disclosed or exchanged with authorised persons or entities, subject to the requirements of the law. Information must also be managed and stored effectively to safeguard its quality and reliability.





### PROTECTION OF PERSONAL DATA

In the course of our activities, we collect, use, store and process personal data of our employees, customers, suppliers and other third parties. We take care that this personal information is handled responsibly and confidentially. Personal data must be processed in accordance with the local laws applicable in each country.

Agroberries employees who have access to personal data must safeguard them, observing the legal and appropriate forms for their use, and under no circumstances may they be shared with other people who do not need to know them.

If you believe that personal data in the possession of Agroberries has been lost, stolen, disclosed to an unauthorized person or accessed by an unauthorized person, please notify Corporate Legal Management immediately.

### USE OF ELECTRONIC EQUIPMENT

Agroberries provides the company's employees with computer equipment and access to certain computer systems, and expects the correct use of these devices, corporate e-mail and the organization's Internet. They must never be used for external business, personal use unrelated to their work, or for illegal or unethical activities such as online gaming, downloading music or videos, gambling, pornography, harassment or any other offensive or unethical subject.

We are responsible for taking care of the equipment provided to us and also for keeping passwords and any other electronic security measures secure. We must protect the organisation's assets from theft, robbery, loss and must not destroy, damage, disable or impair them.

### CONFIDENTIAL INFORMATION

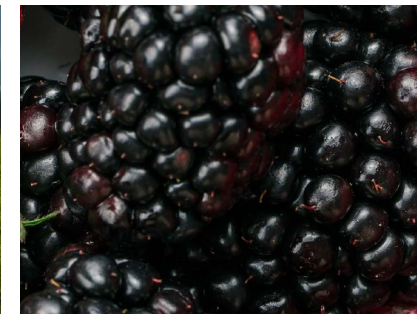
Confidential information is any information belonging to Agroberries that is not public and has been entrusted to the employee, the disclosure of which to third parties could be detrimental to the interests of the organization.

Anyone who has access to confidential information in the performance of his or her duties, especially concerning customers, suppliers or others, must exercise absolute discretion in its use. Confidential information or other information relating to the company's operations may not be disclosed.

Confidential information includes, but is not limited to, trade secrets, trademarks, software, logos, copyrighted material, pricing, product information, business plans, employee information and third-party information.

All employees of the company are obliged to comply with the following:

- Maintain strict confidentiality with respect to the information you learn of in the course of your work, even after the employment relationship with Agroberries has ended. Consult the Corporate Legal Management if there is any doubt about the content of the information that you may not share with others.
- Not to represent the company as a spokesperson, unless expressly authorised in writing.
- Do not create social media accounts under the brand or company name.



## MONITORING

Each manager is responsible for monitoring compliance with the Code of Ethics and Conduct and other company standards and procedures to provide assurance to management and the Ethics Committee that effective controls are in place and that expected results are being achieved, and for reporting possible violations of the Code to the Ethics Committee.

External and independent reviews will be carried out to provide additional assurance on a regular basis.

## COMPLAINTS AND SANCTIONS

All employees of the Company have an obligation to report potential, suspected and actual violations or breaches of the Code, the law, Company policies and procedures. Reports can be made to your manager or submitted anonymously through the whistleblowing channel located on the company's website.

In the event of a suspected breach of the provisions of the Code, an investigation will be conducted to determine whether a violation has occurred. Employees who violate this Code may be subject to disciplinary action, up to and including termination of employment, and may be subject to criminal or regulatory sanctions. If an employee's conduct violates applicable laws, the employee may be subject to referral for investigation or prosecution by governmental authorities.

## NO RETALIATION

Agroberries prohibits any form of retaliation against an employee who makes a good faith report. Any negative action taken against an individual who has raised concerns about a violation of the Code or other company policies is unacceptable and is itself a violation of the Code. Disciplinary action will be taken against those who have retaliated.

We consider as retaliation the removal from functions or work without justified cause, transfer of position, public degradation or attack, exclusion from professional or social activities, exacerbated efforts to identify the whistleblower or to personify the complaints received anonymously, among other attitudes and actions aimed at intimidating the whistleblower or violating the anonymity and confidentiality of the complaint.

If you believe that you or someone else faces retaliation for reporting suspected misconduct or for participating in an investigation, report the situation to Corporate Legal Management.





### ETHICS COMMITTEE

The Ethics Committee is the company's body in charge of ensuring the correct application of the Code of Ethics and Conduct. Its main functions include:

- Promote ethical values and principles.
- Verify that persons in communication with stakeholders communicate and enforce compliance with this Code.
- Update the Code on the basis of suggestions and situations observed or reported.
- Interpret the performance standards contained in the Code and resolve queries relating to this document.
- Investigate complaints received through the complaints channel and determine the action to be taken on them.

The entity designated as the recipient of complaints will be the Ethics Committee, which will carry out the investigation of the respective complaint.

The Committee is composed of the CEO, the CFO and the Head of Legal.



# Code of Ethics and Conduct

