

**MITSUI FOODS, INC.**  
**SUPPLIER CODE OF CONDUCT**  
**(January 1, 2014)**

Mitsui Foods, Inc. (“MFI”) conducts business ethically and in a manner that respects individuals, their communities and the environment. MFI ensures that everyone we do business with including suppliers, contractors, agents, and consultants (collectively, “Suppliers”), demonstrate the same high standards of ethical business behavior.

We require our Suppliers to adhere to the following basic requirements. Suppliers will ensure that they are aware of all applicable laws and regulations affecting the matters described herein. Our Suppliers will provide written acknowledgment of compliance with this Supplier Code of Conduct. Failure to comply with these standards will require the Supplier to take immediate corrective action and may result, in MFI’s sole discretion, in the termination of business between MFI and the Supplier.

**Labor and Human Rights**

MFI is committed to fair labor practices and to treating employees with dignity and respect. Suppliers are required to make the same commitment in their labor and employment practices. MFI expects Suppliers to treat their employees with fairness, respect and dignity and to promote a work environment that is free of harassment, forced labor, corporal punishment or other forms of physical coercion. Accordingly, Suppliers will adhere to MFI’s Statement of Principles regarding Child and Forced Labor, attached hereto as **Exhibit A**. MFI’s expectation is that Suppliers will comply with all laws prohibiting child and forced labor. MFI reserves the right to terminate any Supplier in the event of non-compliance with the policies enumerated in MFI’s Statement of Principles regarding Child and Forced Labor

**Protection of the Environment**

MFI expects Suppliers to conduct their operations in a way that reduces their impact on the environment, particularly in the areas of water use, energy use, greenhouse gas emissions and waste disposal.

Suppliers will comply with all applicable environmental laws and regulations.

Suppliers will control and treat wastewater and solid waste generated from operations as required by all applicable laws and regulations.

Suppliers will control and treat air emissions generated by operations as required by all applicable laws and regulations.

Suppliers should seek to conserve natural resources and make efforts to measure and reduce energy use, water use, wastewater and solid waste generation associated with their operations

**Business Conduct and Ethics**

Suppliers will not accept illegal payments, engage in corruption or bribery and will comply with the United States Foreign Corrupt Practices Act (see <http://www.justice.gov/criminal/fraud/fcpa/docs/fcpa-english.pdf>) regardless of where in the world the Supplier is located and with the laws of the country in which the Supplier operates.

Suppliers will compete fairly for MFI’s business, without paying or receiving bribes or kickbacks, or giving or receiving anything of value to secure an improper benefit or advantage, and avoiding all forms of corruption.

**Confidential Information**

We expect Suppliers to safeguard MFI’s confidential information by limiting access to those who have a need to know and keeping it secure. Suppliers should avoid discussion of MFI confidential information in public areas.

### **Compliance and Consequences of Non Compliance**

MFI expects Suppliers to comply with all applicable laws and regulations. This includes all applicable local, state, and national laws, codes, rules and regulations, as well as all applicable treaties and international standards. MFI will terminate agreements with Suppliers unable to demonstrate compliance with applicable laws and regulations.

If a Supplier fails to comply with any aspect of this Code of Conduct, it will be expected to immediately implement corrective actions. If the business relationship has been terminated, MFI may consider resuming business with a Supplier only after an audit satisfactory to MFI has been completed.

### **Food Safety**

MFI expects Suppliers to provide MFI with high-quality products, ingredients and services that meet all applicable quality and food safety standards, safe for human consumption, unadulterated and in compliance with all applicable United States laws and regulations (and/or the laws of the country of final importation and marketing). Suppliers must demonstrate that they have strong food-safety and quality-management practices. Suppliers must immediately report to MFI any concerns about product safety.

### **Record Keeping**

We expect Suppliers to maintain all financial books, records and accounts in accordance with applicable legal requirements and generally accepted accounting principles, including all documentation related to food safety and traceability.

### **Gifts and Entertainment**

MFI employees are prohibited from accepting any gift, favor or entertainment (or anything of value) if there is any intent, or the appearance of intent, to unduly influence the recipient with the gift. Suppliers must avoid offering MFI employees any gift, favor or entertainment (or anything above nominal value) that would violate this prohibition. Suppliers must never offer MFI employees gifts of cash or cash equivalents, such as gift cards.

### **Conflicts of Interest**

MFI employees must act in the best interest of our company and to have no interest with any Supplier that might conflict, or appear to conflict, with that obligation. We expect Suppliers to disclose to MFI any relationship it may have with an MFI employee, or an employee's family members or close personal friends, which might create or appear to create a conflict of interest.

### **Assessment of Compliance**

MFI expects Suppliers to cooperate with MFI and to allow MFI or any authorized third party to conduct audits to verify compliance with these standards or other required certifications. In the event of any deficiencies, the Supplier will take the steps necessary within an acceptable timeframe to correct any deficiency to MFI's satisfaction.

### **Reporting Concerns**

We expect Suppliers who believe that an employee of MFI, or anyone acting on behalf of MFI, has engaged in illegal or otherwise improper conduct, to immediately report the matter to MFI. The Supplier can contact MFI's General Counsel at 201 750-2919 to report a concern.

## **EXHIBIT A**

### **Mitsui Foods, Inc. Statement of Principles Child and Forced Labor (June 6, 2012)**

Mitsui Foods, Inc. ("MFI") recognizes that there are differences in laws, customs, and economic conditions that affect employment and labor policies around the world.

MFI does not support or endorse child labor or forced labor in our operations or in our suppliers.

In accordance with the UN Global Compact to effectively abolish child labor and the International Labor Organization (ILO), MFI will not employ or utilize any person below the minimum age of employment set by national law or by ILO Convention 138. ILO Convention 138 provides that the minimum employment age should be not less than the mandatory schooling age of the country in which the individual is employed, and in any case, not less than 15 years (except for certain developing countries, where a minimum age of 14 years is applicable), subject to permitted exceptions under national law.

MFI believes that shared values are a fundamental part of our relationship with our suppliers.

MFI will not allow the use of unlawful child or forced labor in the processing or manufacture of products it sells to its customers. MFI will not accept products and services from suppliers and business partners that employ or utilize child or forced labor.

MFI expects its suppliers to follow responsible workplace practices that comply with all applicable laws and regulations.

MFI's agreements with suppliers will require compliance with child labor laws.

MFI expects suppliers to meet the following:

Suppliers will comply with all applicable local and national child labor laws, rules, regulations and requirements in the manufacturing and distribution of products and supplies and in the provision of services.

Suppliers must adhere to minimum age requirement of applicable laws. If no such law exists or if the existing law permits the hiring of child labor younger than 18 years of age, the supplier may not employ child labor under 16 years of age to work on MFI products. If the ILO standards are higher than local law, supplier will meet the ILO standards.

Suppliers are encouraged and expected to adopt sound labor and human resource practices to ensure lawful compliance, including procedures to verify age.

MFI may in its sole discretion assess and monitor compliance with this child and forced labor policy, either directly or through an appointed third party. This may include but not be limited to a review of supplier documentation, onsite visits, and review suppliers' past practices.

MFI may, on a periodic basis, request suppliers to certify compliance to these policies.

MFI reserves the right to terminate any supplier where compliance with these policies is not achieved and maintained.