



GLOBAL CUSTOMER 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 a Global Customer Code of Conduct ("Customer Code") to clarify our global expectations in the areas of business integrity, labour practices, health and safety, and environmental management. Zespri's Customer Code is intended to complement Zespri's Code of Conduct and the company's other policies and standards referenced therein.

Customers, distributors and wholesalers (herein referred to as Customers) who do business with Zespri entities worldwide are expected to comply with this Customer Code in both letter and spirit.

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

Business Conduct Principles

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

- 1. Maintain awareness and comply with all applicable laws and regulations of the countries of their operation and refrain from illegal conduct.**
This includes compliance with laws that regulate global trade such as laws governing country of origin, importation, customs entry, export, licensing and sale of imported merchandise.
- 2. Deliver products and services meeting applicable quality and food safety standards.**
Zespri is committed to producing high quality and safe products across all of our brands. Customers involved in any aspect of handling, packaging or storing our products are expected to:
 - Know and comply with the Zespri product quality standards, policies, specifications, and procedures that apply to the products in your location,
 - Comply with all applicable laws and regulations regarding food safety, maximum residue limit requirements, consumer health and sustainability in fresh produce.
 - Report issues immediately to Zespri that could negatively affect the quality or public perception of a Zespri product or packaging.
- 3. Compete fairly for 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 U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and all other local laws prohibiting bribery or corrupt practices.
- 4. Engage in fair competition.**
Zespri Customers will conduct their business in line with fair competition and in accordance with all applicable anti-trust and competition laws.
- 5. Observe Zespri's policies regarding gifts and entertainment when dealing with Zespri employees.**
Zespri Customers are prohibited from providing or offering gifts to Zespri employees where the acceptance of a gift or hospitality may lead to real, potential or perceived conflict of interest. Zespri employees are required to declare gifts they receive.
- 6. 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 Customer staff member and Zespri staff member or elected officials in jurisdictions in which Zespri operates (including familial and romantic relationships and close personal friendships).
- 7. Safeguard confidential information.**
Customers will receive confidential information as part of the business relationships with Zespri. This confidential information must not be shared with anyone else unless pre-authorized by Zespri in writing. If a Customer believes it might have given unauthorised access to Zespri's confidential information, the Customer is expected to immediately notify its Zespri relationship manager and refrain from further distribution of such information.
- 8. Use and protect intellectual property in a manner consistent with the property rights of the owner.**
The Customer 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 Customer will not do anything which will in any way jeopardise, derogate from or otherwise infringe Zespri's intellectual property.



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

Zespri Customers 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.

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

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

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

Zespri Customers 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. Customers 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 Customer 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 working conditions and ensure work does not harm others.

Zespri Customers shall proactively manage health and safety risks to provide an incident-free environment where occupational injuries and illnesses are prevented. Customers 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 the Customer Code by establishing appropriate management processes and cooperating with reasonable assessment processes requested by Zespri.

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

16. Report suspected violations of this Customer Code.

Customer's employees or contractors should be encouraged to report suspected violations of this Customer 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.

Customers 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. Customers will co-operate with Zespri in responding to any enquiry made or investigation or assessment of personal data initiated by an audit authority.