



Greencore Group plc

Code of Ethics and Business Conduct

Making every day taste **better**

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**"Integrity is doing the right thing,
even if nobody is watching." - C.S. Lewis**



Introduction from our CEO

At Greencore, we are committed to conducting our business with the highest level of honesty and integrity. This Code of Ethics and Business Conduct (the "Code") sets out the fundamental principles we rely on at Greencore to carry out our day-to-day work.

The Code takes into account all relevant laws and other regulatory requirements but, more importantly, it sets out the moral and ethical rules that apply to everyone who works for and with Greencore whether on a full time, part-time, fixed-term or agency basis.

The Code will address many of the situations that you will encounter when doing your job. However, it may not address every situation or answer every question you might have. This should not stop you asking the question. There are always people or policies that will help to guide you. If you are ever unsure as to what course of action you should take, or you believe there might be some conflict between a legal requirement and this Code, consult your line manager, your HR manager, the Group Head of Legal & Compliance or other senior leaders, for guidance.

"We are committed to conducting our business with the highest level of honesty and integrity"

Who does the Code apply to?

- The Code applies to directors, colleagues and others who work for and on behalf of Greencore.
- We will only work with business partners that share our commitment to working with integrity.
- We expect our suppliers, customers, contractors and their employees to act in a way that is consistent with our Code.
- Anyone who fails to meet the expected standards outlined in our Code may be subject to appropriate disciplinary measures.

The Foundation of this Code of Business Conduct

Making the Right Decisions: means using both information and judgement to make the right choices.

People at the Core: putting 'people at the core' is an underlying principle of the Greencore Way.

Honesty & Integrity: means applying the highest standards of both honesty and integrity in our daily decision-making and business interactions.

Corporate Social Responsibility ("CSR"): Greencore values safety and sustainability – safety of our workforce and of the communities around us and safety of the environment. We respect everyone we work with and value diversity of both people and thought.

Confidentiality: means ensuring that Greencore's information and the information of colleagues, contractors, customers and suppliers is safeguarded and only used for the purpose for which that information was collected.

Legality: means that Greencore ensures full compliance with all laws relevant to its operations in the jurisdictions within which it operates.



Sustainable Business

At Greencore, we don't just want to be proud of what we do and how we do it, but we also want to be proud of the impact we have on those around us and the world at large. We strive to be a truly sustainable business and have developed a sustainability strategy that is changing the way we work.

Sustainability is one of the core pillars of The Greencore Way.

We have selected to focus our work around three key areas that reflect our value chain:

Sourcing with Integrity:

We undertake detailed sustainability risk assessments of our whole supply chain ensuring that we follow sustainability certification schemes for our highest risk raw materials and we source sustainable ingredients. We care about where our products and raw materials come from and expect them to be legally and ethically sourced.

Making with Care:

We are resource efficient. Within our manufacturing base, we monitor and target resource use to ensure we are as efficient as possible. This includes improvement programmes for electricity, gas and water use.

We are tackling food waste and have committed to the UN Sustainable Development Goal 12.3 in order to work towards cutting our operational food waste in half by 2030. We also work with charitable redistribution organisations to ensure that food surplus can be used to feed people where possible.

Feeding with Pride:

We have a responsibility to ensure our food is packaged in a way that has the lowest possible impact whilst, at the same time, protecting the products and minimising food waste. All our products are designed with taste, freshness, sustainability and health at the forefront. Greencore will play its part in creating a future-fit food system that is better for society and the planet. We recognise sustainability issues inherent in the current food system and we are working to champion improvements in this area.



We use less
to make
more

We source
sustainable
ingredients with
transparency

People at The Core

Our Colleagues, Our Communities and Our Environment

the
Greencore
way

Our Colleagues

Putting people at the core is at the centre of the Greencore Way.

Fundamental to the principle of people at the core is the safety, health and welfare of all those who work with, on or visit our Greencore sites. We aim to keep people safe and healthy and are committed to a culture that promotes healthy life choices, which includes both physical and emotional wellbeing.

Across Greencore, we use colleague forums and listening groups to build engagement and drive understanding, awareness, connectivity and improvements. The training and development of colleagues is seen as a key part to helping them grow their careers at Greencore.

Diversity:

We believe that diversity and inclusion enables us to achieve better business outcomes. We use a broad definition of diversity to encompass age, disability, gender (including gender reassignment), marital or civil partnership status, parental status, race, religious beliefs, sexual orientation as well as educational, social background and experience. We are

committed to a non-discriminatory workplace and operate a zero-tolerance approach to any form of discrimination.

Health and Safety

We value our colleagues, suppliers, customers, and any visitors to our sites. We also expect them to behave in a safe and responsible manner and to abide by our site safety rules at all times. We promote a culture of engagement as well as strong processes and procedures in health and safety, supported by an established review programme across all sites. Individuals must be proactive to ensure their own safety and health, as well as that of others and must intervene quickly if they see behaviour that is in any way unsafe. We encourage everyone to positively challenge any unsafe behaviours.

It is expected that, in addition to following safety rules, our colleagues will continually strive to find ways to improve processes and systems to ensure the safety, health and welfare of all those who attend any of our Greencore sites. Any proven breach of our safety, health and welfare rules will result in appropriate disciplinary measures and/or sanctions including, but not limited to, termination of contract and/or employment as may be appropriate in the circumstances.



Ethical Behaviour - Human Rights

As of 2020, Greencore has a well-invested network of 16 manufacturing facilities in addition to 17 distribution hubs, and a large fleet of trucks which deliver to thousands of outlets daily. The Direct to Store business primarily supplies customers with Greencore manufactured products (largely sandwiches and ready meals) as well as chilled products manufactured by third parties.

The general employment standards of Greencore's Ethical Code & Employment Standards are informed by the International Labour Organisation ("ILO") Declaration on Fundamental Principles and Rights at Work. These standards are embedded into our processes and systems through the use of and compliance with the Ethical Trading Institute (ETI) Base Code.

Our suppliers must make sure they meet our standards in relation to human rights and we carry out audits on high-risk suppliers and work with them to continually improve standards towards ensuring the human rights of workers in our supply chain are protected. Greencore is a member of the Supplier Ethical Data Exchange ("SEDEX"). All of our manufacturing sites are SEDEX registered and have completed a self-assessment questionnaire and have regular ethical audits. We are members of the SEDEX Stakeholder Forum. Our manufacturing sites are 'Stronger Together' campaign business partners. This is a multi-stakeholder initiative aiming to reduce modern slavery, particularly hidden forced labour, trafficking and other third-party exploitation of workers.

In addition, all employment agencies with whom Greencore has contracts to supply temporary workers must demonstrate a commitment to the application of the requirements of our Ethical Code & Employment Standards. They must ensure that all temporary workers supplied to us are eligible to work in the UK and subject to the rules as laid down by the UK Border Agency. Furthermore, contracted employment agencies in the UK are under a contractual obligation to ensure that all temporary workers supplied to Greencore understand our Health & Safety and Food Safety practices and requirements and also understand their contractual documents.



Greencore is committed to ensuring that within our business:



No forced, bonded or involuntary labour is used



No child labour is used



All colleagues have a right to join a recognised trade union



Working conditions are safe and hygienic



No harassment, threats, abuse or intimidation are practised



No discrimination is practised



Our Communities

As a large business, we are aware of the significant impact we have on the world around us. For this reason, we are dedicated to doing the right thing for the communities in which we operate and in the industry in which we aspire to be a leader. We are represented on, and work with, a number of national grocery industry charities. At a local level, our sites work with organisations in their local communities providing support through volunteering, sponsored fundraising events and donations.

Charitable Support

As a good corporate citizen, we support charities and local community projects through volunteering, sponsored fund-raising events, donations and other assistance. At a national level in the UK, we work with GroceryAid, a grocery industry charity supporting former and current grocery industry workers and their dependents who find themselves in

financial difficulty. We are also a key and active member of the Institute of Grocery Distribution ("IGD") which supports young people and equips them with skills to be successful in the workplace.

In addition, we are represented on various review panels within universities and other research forums supporting the advancement of science and food industry.

Political Contributions and Activities

Whilst Greencore supports the rights of individuals to participate in civic and political activities, contributions must never be made by or on behalf of Greencore in support of any particular political party.

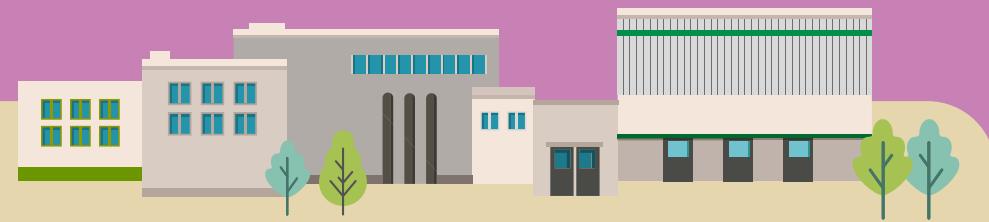


We are
taking action
on climate

Our Environment

Greencore is committed to conducting its business activities in an environmentally responsible and sustainable manner, efficiently using and respecting all resources. We operate a framework for environmental improvement that is routinely measured and reviewed. Where possible, we aim to surpass national or international certification standards in our operating facilities, and we endeavour to minimise the impact of our operational facilities on the local environment and communities in which we operate.

Taking account of the global concern on the use of plastics, our teams engage in cross-functional activities to review our use of plastics in product packaging and to identify ways to remove it or improve recyclability and recycled content. We also, as a Group, continue to work with our suppliers to increase the level of recycled content in packaging.



We manage our carbon footprint with the aim of reducing it over time. We are working to set carbon emission reduction targets for our supply chain (scope 3 emissions) in line with climate science. Our operational facilities are subject to a mandatory energy assessment every 4 years with a view to improving energy efficiencies. Moreover, we implement programmes towards reducing our water consumption without compromising hygiene standards both within our own operations and supply chains.

Our Business Partners

Suppliers, Customers, Business Partners

Fair Competition

We are committed to ensuring that we comply with all aspects of competition and anti-trust laws and our Competition Law Compliance Policy sets out how we do this in practice. In particular we strive to avoid any activity or practice that seeks to: fix or control pricing, credit terms, discounts or rebates; boycott certain customers or suppliers; limit the manufacture or sale of any product or service; and/or allocate contract, markets, customers or territories. We therefore do not engage in deceptive or unfair trade practices and we aim to deal fairly and honestly with our suppliers and customers to sustain our competitive advantage through the provision of excellent products and services. Where appropriate, training is provided to relevant personnel to ensure continued success through ethical and fair trading.

As competition and anti-trust laws can be fact-specific and complex, if you have any questions or concerns relating to trading practices, you should contact the Group Head of Legal & Compliance.

Bribery and Corruption

At Greencore, we understand that our success is dependent on our compliance with the laws and regulations that apply to our business activities. We therefore do not tolerate any form of bribery or corruption not only because we have a legal duty to do so, but because it supports our commitment to conduct business ethically and honestly. All colleagues are strictly prohibited from either directly or indirectly offering, accepting, paying or soliciting bribes of any description. This prohibition includes any form of facilitation payment (or kickback). Colleagues must at all times be aware that decisions are only to be made which are in the best interests of the company and therefore any decision which has been influenced by personal gain is forbidden.

At all times, our colleagues must make decisions that are in the best interests of Greencore and not because they have been influenced by some personal benefit that they might have received or been promised. The Greencore Anti-Bribery & Corruption Policy sets out our position in greater detail and, depending on your role with Greencore, you may be required to undertake additional training.

Gifts and Hospitality

We accept that, on occasion, the reasonable and proportionate giving and receiving of gifts or hospitality is part of a normal business relationship. However, gifts or hospitality which are disproportionate or inappropriate can cloud judgement and therefore you must exercise caution before accepting or offering any gift or hospitality, especially if the other party involved is a government official. Appropriate gifts are those which are customary for the business and are not excessive in terms of value or frequency. Acceptance should be for legitimate business purposes and should be properly approved. Please note that it is never appropriate to offer or accept cash as a gift.

Any queries as to whether a gift or offer of hospitality is in line with the Greencore Anti-Bribery & Corruption Policy should be directed to the Group Head of Legal & Compliance.

the
Greencore
way



We produce
accessible
healthy,
nutritious food

We are
cutting our
waste in half

We package
our food in
the lowest
impact way

Good Corporate Governance



Confidentiality/Data Privacy:

We are committed to protecting the confidentiality of information about Greencore, our colleagues and the companies with which we work. Where we deal with other businesses, it is essential that confidential information is kept secure and not shared without the appropriate permission. This rule also applies to information on individuals (i.e. personal data) which we collect and retain. Our IT systems and relevant policies and practices are kept under review to ensure that at all times the appropriate technical, organisational and operational mechanisms are in place to protect all confidential data, whether personal or otherwise, from unauthorised access, loss or disclosure.

Appropriate Accounts/Records:

We have a responsibility to protect shareholder value and to be transparent about our operations and performance. In addition, these records enable us to meet our various external reporting and legal requirements as a publicly listed company. We therefore have an obligation to ensure that all transactions are properly authorised, recorded and reported as may be required. Accurate and fair records and books will be kept to the highest standards having regard to all applicable laws, relevant accounts regulations and standards and any Greencore policies and guidelines.

Insider Trading:

Insider Trading means the use of information which is not generally known to others but which you may have access to as a result of your role or business relationship and where that information could impact the value of shares or securities in the Greencore business. The trading of securities or manipulation of share prices based on information you may have (where others do not) is strictly prohibited. Anyone found guilty of insider trading could be liable to severe penalties, including fines and/or term of imprisonment and will also be subject to internal disciplinary actions as appropriate. We have robust share trading policies and procedures operated by the Group Secretariat and Legal Department.

Anti-tax Evasion:

Tax evasion, including offering or giving, or the attempted offering or giving, deliberate or dishonest assistance to any other person to evade taxes, is an offence for both the individuals involved and for Greencore. Consequently, Greencore strives to ensure that no offences, or attempted offences of tax evasion or facilitation of tax evasion are committed by our staff or any third party as part of the conduct of our business. Any concern or suspicion in this regard must be reported immediately, either to a manager, the Group Head of Risk Management, the Group Head of Legal

& Compliance, or through the Navex Global hotline. Any person found guilty of attempting to, or committing, an offence of tax evasion or facilitation of such offence, will be subject to the Greencore disciplinary process.

Conflicts of Interest:

All Greencore directors and managers have a responsibility to understand and to avoid the types of situations that could give rise to a conflict of interest i.e. something that could interfere with their ability to act solely in the interests of Greencore. All such conflicts of interest (whether actual or potential) must be notified to senior management and a record kept in line with Greencore's policies. Although it is not possible to list every eventuality that may lead to a conflict of interest some such scenarios may include property interests; family relationships; financial interests; third-party interests, other activities, etc. If you find yourself in a position whereby your personal and business interests come into conflict, you must discuss this with your manager or with the Group Company Secretary or Group Head of Legal & Compliance. New managers joining the business must also disclose any conflict of interest.

Protecting Greencore's Assets/Intellectual Property:

We hold intangible assets including trademarks as well as other forms of intellectual property ("IP"). To the extent permissible by law, all IP rights created with Greencore materials, at Greencore's expense and on Greencore time, belong to Greencore and must be used appropriately. Likewise, the IP rights of third parties must always be respected and such rights must not be breached. In addition, other valuable Greencore resources which must be safeguarded include property, plant and equipment; stock; time; confidential information; computer hardware and software; and funds (cash, bank and investments). We are all responsible for protecting Greencore's assets and we must act in a way that protects Greencore assets from damage, misuse or loss.



Speak Up!

This Code applies to everyone who works with or on behalf of Greencore. If you reasonably suspect that someone might be acting in breach of this Code or of any laws, or if you know this to be the case, you must speak up. You can do this via your manager, or you can contact the Group Head of Risk Management or the Group Head of Legal & Compliance.

If, for whatever reason, you cannot make contact through the above channels, you can raise your concerns through a dedicated hotline run by Navex Global.

Navex Global is an anonymous, externally facilitated, free to call and confidential service that enables individuals to report concerns. It could be a food safety or quality issue, alleged criminal activity, bullying/harassment, theft, bribery, corruption or other malpractice at work. Navex Global is a completely independent organisation with impartial staff trained to handle these types of

calls. You can phone in total confidence knowing that your call will not be traced or recorded. Information given to Navex Global will be investigated in an appropriate manner without compromising you in any way. Navex Global gives you a unique code number to make it easy for you to phone back with more information if you wish.

This is an independent service and is available 24 hours a day, 365 days a year by calling:

UK: 0800 015 9726

Ireland: 1800 901 786

greencore.ethicspoint.com

All concerns raised will be fully investigated. Greencore also has a zero-tolerance policy for anyone who retaliates against an individual for validly raising a concern.

"The most important human endeavour is the striving for morality in our actions. Our inner balance and even our very existence depend on it. Only morality in our actions can give beauty and dignity to life."

Albert Einstein, Physicist and Nobel Laureate





We invest in our communities where they need us most

We raise our voice to inspire action on food policy

THANK YOU!

We are grateful for your great service to Greencore and for ensuring that we, at all times, abide by the principles set out in this Code and its underlying internal policies and procedures. Together, we will ensure that Greencore remains an honourable business, operating with the highest level of honesty and integrity. With your support, dedication, hard work and commitment to doing the right thing every day, Greencore's reputation and good name will remain strong.



www.greencore.com

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#thegreencoreway #peopleatthecore