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The Oppenheimer Group

Part of Dole plc Group of Companies

Code of Business Conduct and Ethics

Last Updated February 2024



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Introduction from our Chair, CEO & Managing Partner

At Oppy, in alignment with our company values, we believe in being a responsible organization; responsible to our team members, our shareholders, our growers and suppliers, our customers, our consumers and the communities in which we work. We are committed to continuing to grow our company while still maintaining the highest standards of business ethics in all our activities.

This code of Business Conduct and Ethics has been prepared to help guide our actions in accordance with our values and culture. While we have tried to establish a code of best practice, no code can address every situation, so we expect you to exercise good judgement and always obtain guidance when unsure. If a situation arises where you feel that our code has been violated, please speak up as outlined in the procedures on page 24. We value our team members who run towards problems, raise issues, collaborate on solutions, and ensure that everyone feels safe to voice their opinions or concerns.


Our team members are vital to the growth and success of our organization. We take pride in the work that we do and regularly go above and beyond, acting with care, dedication, professionalism, and resilience. Please read this code and commit to continuing to conduct our business activities in a fair, honest, and ethical manner.

Thank you for all that you do each day and for your commitment to Oppy and our collective success as we grow our tomorrow together.

John Anderson

Chair, CEO & Managing Partner

The Oppenheimer Group

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1. Introduction

1.1. What is the Code of Business Conduct and Ethics?

Oppy has always endeavored to adhere to the highest ethical standards throughout its worldwide operations and has earned an international reputation for conducting business with integrity. We must continually focus on our commitment to sound business practices both in dealings outside Oppy as well as internally.

This commitment means complying with both the letter of the law and the spirit of the law. It also means treating customers, suppliers, and fellow Oppy colleagues fairly and with openness, candor, and respect.

Oppy’s Code of Conduct and Ethics and supporting policies (together our “Code”) is a statement of principles for conducting business in a legal and ethical manner. Each of us—employees, leaders, and members of the Board of Directors, as well as long-term consultants and key suppliers of Oppy is required to read the Code carefully and to adhere to its principles in conducting Oppy business. Oppy’s commitment to ethical conduct is paramount in everything we do. We hold ourselves to these high standards because of our deep commitment to our stakeholders: our customers, colleagues, suppliers, business partners and host countries around the world.

Other Oppy and Dole plc policies will continue to be adopted from time to time in order to assist in the implementation of and compliance with the principles of the Code. These policies must also be adhered to.


1.2. Who is the Code for?

Our Code applies to all Oppy people – executive and non-executive directors, officers and employees in every country and every Group¹ entity. We expect third parties such as long-term consultants, agents, suppliers and business partners, to comply with the Code, when acting on Oppy’s behalf.

As we grow through acquisitions it is important that we all comply with the same rules throughout the extended Oppy organization. Acquired businesses are required to adopt this code and communicate our values. In the case of joint venture and associate companies, we strongly encourage compliance with the Code or similar compliance policies which are at least as robust as ours.

Any violation of the Code by a colleague or director can result in disciplinary action, up to and including termination of employment or service as a director, as applicable. Any violation of the Code by consultants or suppliers may result in termination of those relationships. Those policies that are available to the public are posted on www.oppy.com. Employees may obtain internal policies through the intranet or the Talent & Culture department.

¹ The Oppy Group is defined as all company where the Company directly or indirectly controls more than 50% of the equity or has management control.

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Any waiver of the Code for Directors or Executive Officers must be approved by the Board of Directors and timely disclosed as required by SEC and NYSE rules.

1.3. Responsibilities we share under the Code

At Oppy, we work together to uphold our Code and we share a duty to prevent, correct and, if necessary, report suspected violations of the Code. This allows us to promptly deal with concerns before they become major problems.

While we all must follow the principles of our Code, our managers and supervisors have additional duties. As a manager or supervisor, you must:

- Lead by example
- Ensure our Code is properly disseminated to those who report to you
- Ensure that the employees in your department are periodically trained on the Code and on the policies that affect their jobs
- Expect and require ethical behavior at all times

1.4. Communication of the Code and Acknowledgement


1.4.1. Employees

Prior to the commencement of employment, the Talent & Culture Department or the designated department is responsible for ensuring that all new employees (whether permanent, seasonal, or temporary) of Oppy are provided at the time of hiring with this Code and for obtaining from them the completed and signed Code of Conduct Acknowledgment Form. Before the hiring process is finalized, all potential conflicts of interest that are identified on the Code of Conduct Acknowledgment Form must be reported by the Talent & Culture team and approved by the Senior Leader for the applicable business unit.

1.4.2. Directors

Prior to the appointment of new members of the Board of Directors, the Corporate Secretary of Oppy is responsible for ensuring that new directors are provided with this Code and for obtaining from them written acknowledgement of receipt and certification of their commitment to compliance with all applicable provisions. Before the appointment may be completed, all potential conflicts of interest that are identified on the Code of Business Conduct and Ethics Conflict of Interest Disclosure Form (Appendix 2) must be reviewed and approved as set forth on the form.

At least once a year, directors are required to confirm their commitment to the Code and certify their adherence to the applicable provisions of the Code (the “Code Review”). Directors who fail to complete the Code Review when requested may be subject to disciplinary action, up to and including termination of service as a director.

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1.4.3. Long-Term Consultants and Key Suppliers

Long-Term Consultants² and Key Suppliers³ to Oppy are also required to confirm their commitment to adherence of the requirements of the Code by either signing an Acknowledgement Form in the format supplied in Appendix 1, or adequately demonstrating they have in place standards which are comparable to the standards outlined in this Code.

Oppy employees who have supervisory authority over Long-Term Consultants or who are primarily responsible for the relationship with Key Suppliers have the responsibility to distribute the Code and ensure the Long-Term Consultants and Key Suppliers understand the Code and ensure the requirements outlined above are met.

On an annual basis, these Oppy employees must also ensure that Long-Term Consultants and Key Suppliers confirm their commitment to the Code when requested by either completing the Acknowledgement Form in Appendix 1, or by confirming and evidencing that the Long-Term Consultant or Key Supplier has in place standards which are comparable to the standards outlined in this Code.

2. Conflicts of Interest


Business and personal situations that may give rise to a conflict of interest should be avoided. A conflict of interest occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the Group as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform their company work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of their family, receives improper personal benefits as a result of their position in the company.

Examples of potential conflicts of interest include:

- Personal investments or those of family members in a business that is a supplier, customer, partner, sub-contractor or other person or company doing business with Oppy or Dole, or a competitor of Oppy or Dole's
- Family or personal relationships with employees, suppliers, customers or competitors
- Loans or guarantees of obligations granted to individuals as a result of an individual's position with Oppy or Dole
- Receipt of gifts as a result of an individual's position with Oppy or Dole
- Taking advantage of any business or investment opportunity presented to Oppy or Dole or that is discovered through the use of Oppy or Dole property or information or through your position with Oppy or Dole, or using Oppy property, information or position for personal gain
- External activities:
 - Membership on a board of directors or with an advisory group that is a supplier, customer, partner, sub-contractor or other entity doing business

² Defined as those whose services are retained by Oppy for any period equal to or exceeding six months.

³ Defined as suppliers who provide goods or services that are of key importance to our continued successful operation.

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with Oppy or Dole or competing with Oppy or Dole

- Businesses or employments outside the Group;
- Charitable activities with a group that is doing business with Oppy or Dole or competing with Oppy or Dole

We expect all those to whom this Code applies to immediately report any potential conflict of interest to their manager or contact within the business. New employees must also disclose any such potential conflict upon joining the Group. Potential conflicts of interest relating to the Senior Management should be reported to, and reviewed by, Corporate Senior Management. Directors and Executive Officers must report their own potential conflicts of interest to the Corporate Secretary. All such disclosures will be reviewed by Dole’s Audit Committee. You are expected to take any corrective actions requested of you. Please also see the Dole plc Related Party Transactions policy.


2.1. Fair Dealing, Gifts and Entertainment

Directors, officers and employees must deal fairly with Oppy’s customers, suppliers, partners, service providers, employees and anyone else with whom they have contact in the course of performing their job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Actions taken on behalf of Oppy should be free from any suggestions that favorable treatment was sought by, received from or given to individuals or organizations that do business or seek to do business with Oppy. Our business decisions are to be based upon merit and Oppy’s goals. No business decision should be based on personal financial or other benefits to be gained (in the past, present or future) by Oppy’s employees, managers, or directors. Therefore, we do not permit employees, managers or directors to seek or accept, or offer or give, any gifts, payments, fees, loans, services or similar items from or to any person, firm, government or government entity as a condition or result of doing business with Oppy. An especially strict standard is applicable to gifts, services or considerations of any kind from suppliers.

It is never permissible to give or accept a gift in cash or cash equivalents (e.g., property, shares of stock, or other forms of marketable instruments or interests) of any amount. So long as the above prohibitions are not violated regarding individuals or organizations that do business or seek to do business with Oppy:

1. In some circumstances gifts may be appropriate and, therefore, our policy does not preclude employees, managers, or directors receiving gifts of token value provided they are not frequent or excessive in number.
2. Employees, managers and directors may accept common courtesies (such as occasional meals and entertainment at sports, musical and theatrical events), but only to the extent usually associated with accepted business practices.
3. An employee’s Senior Management (or the Audit Committee in the case of a director or executive officer) may determine that entertainment or a gift from a supplier is not a condition or result of doing business with Oppy by formally documenting such determination in writing and therefore permitting such gift or entertainment so long as the employee does not directly

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benefit financially therefrom. Authority for such determinations are as follows:

- Employees: reported to and reviewed by an employee’s Vice President.
 - Executive Management: reported to and reviewed by Dole’s Audit Committee
4. Small expenditures for gifts and entertainment by our employees, managers and directors may be made if the expenditures have been appropriately authorized by the employee’s Senior Management (or the Audit Committee in the case of a director or executive officer) and are correctly recorded on the books of the paying entity. In addition, no gifts, favors, or entertainment may be given to others at Oppy’s expense unless they meet all of the following conditions:
- They are not in contravention of applicable law and generally accepted ethical standards.
 - They are consistent with accepted business practices.
 - They are of sufficiently limited value and in a form that will not be construed as a bribe or payoff.
5. Oppy employees and directors are also not permitted to give gifts above a token value using their own funds.

However, no gift, favor or entertainment given or received may be of such character and circumstance that its public disclosure would embarrass Oppy or persons within Oppy.

Gifts of cash and cash equivalents are strictly prohibited, as are payments of any kind, to any government official or employee, except as permitted under Oppy’s policies on political contributions.

2.2. Payments or Gifts to Government Officials or Employees


No employee, director, consultant, supplier, or any third party acting or purporting to act on behalf of Oppy, shall directly or indirectly give, offer or promise any form of bribe, gratuity or kickback to any country’s federal, state, provincial or local government official or employee, or to any non-government official or employee.

Giving gifts or providing entertainment to government officials and employees is highly regulated and often prohibited. Punishments for violations of these regulations are severe, both for companies and individuals. For this reason, Oppy employees and directors must not engage in such gift giving unless approved by Dole plc’s Legal Department and the Senior Management for the applicable business unit.

No employee or director shall directly or indirectly pay, give or offer money or anything of value to any government officer, employee or representative, or to any political party or candidate for or incumbent in any political office, in order to assist in obtaining permits or other government authorizations, or retaining or directing business.

2.3. Political Contributions

Political contributions are strictly regulated. Therefore, political contributions are not to be given by or on behalf of Oppy unless the contribution has first been approved by Dole plc’s Legal Department and

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the Senior Management for the applicable business unit. This applies to non-cash contributions (for example, allowing a candidate to use Oppy’s facilities or resources) as well as cash contributions. Individuals are free to participate in the political process, but individuals maynot do so in a manner that interferes with such person’s responsibilities to Oppy, creates the impression that such person is speaking or acting for Oppy or implies Oppy has endorsed such person’s activities.

3. Confidentiality

During the course of employment, individuals will access information that is confidential and/or proprietary to Oppy and Dole or any entities within its group, including information in written, oral, visual or other form, trade secrets, technical data, personal data relating to individuals, and other information of a business, financial or technical nature.

“Confidential Information” includes, but is not limited to, all discoveries, inventions, improvements and innovations, methods, processes, techniques, shop practices, formulae, computer software, research data, clinical data, marketing and sales information, personal and employment related information about our employees and consultants, customer lists, product pricing, cost, production and distribution data, financial data, budget information, business and strategic plans and all other know-how and trade secrets that are in the possession of Oppy and/or Dole which have not been published or disclosed to the general public.


All confidential information is and will remain the exclusive property of the Group and we expect employees to:

- keep the information secret and confidential and not disclose it to any other person, except when disclosure is expressly authorized or required by law, or utilize it for your own benefit or for the benefit of others;
- ensure that the information is kept secure;
- inform their manager immediately upon becoming aware or suspecting that an unauthorized person has accessed or received disclosure of any confidential information, and take all reasonable steps to minimize the effects of such unauthorized access or disclosure; and
- if required to disclose confidential information by virtue of applicable law, to inform Dole plc’s Chief Legal Officer in writing of the details of any proposed disclosure in advance of the disclosure.

The disclosure of Oppy or Dole’s confidential information, whether intentional or accidental, can harm the financial condition, operations or stability of Oppy and the job security of its employees. Before sharing any of Oppy or Dole’s confidential information with a third party, an appropriate nondisclosure agreement should be signed. Individuals should not sign a third party’s nondisclosure agreement or accept changes to Oppy’s standard nondisclosure agreement without review and approval by appropriate legal counsel and/or Dole plc’s Chief Legal Officer.

Because of this risk of harm to Oppy and Dole, each employee and consultant and supplier who is required to sign a Confidentiality and Trade Secrets Agreement must adhere to its terms and conditions under all circumstances.

In an effort to deter violations, individuals must promptly report to their senior management any attempt by outsiders to obtain Oppy or Dole’s confidential information or any unauthorized use or

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disclosure of such confidential information.

On termination of employment with the Group, employees must (a) return all documents and other materials containing or reflecting any confidential information and/or (b) permanently erase all confidential information.

4. Equitable Treatment of All

In Oppy, we take pride in our reputation as a trustworthy partner embracing our responsibilities in the pursuit of best practice. The foundations upon which our reputation has been built are to be found in the set of values which define the manner in which we conduct our business. We expect all employees, officers and directors to act with professionalism, fairness and integrity when dealing with all our stakeholders, including our shareholders, customers, suppliers, growers, competitors and employees.


We are committed to:

- Conducting our business in the right way: prioritising food safety at all times, collaborating with partners across the supply chain, advocating for best ethical practices across production, adhering to responsible trading practices in the marketplace and delivering equitable returns to all of our stakeholders.
- Being a responsible employer at production and in the marketplace: championing Human Rights and Worker Welfare right across the fresh produce supply chain and implementing human rights practices, policies and protocols.
- Providing a safe workplace and a constructive professional environment: engaging employees, nurturing talent, rewarding commitment, promoting equality and diversity and empowering our employees across the world to be all that they can be.
- Contributing to the regions in which we operate: being a good neighbour, respecting local cultures, customs, traditions and laws and actively participating in the social fabric of local communities.
- Engagement with external agencies where appropriate.
- Promoting general health & well-being: informing, inspiring and empowering consumers to make healthier dietary and lifestyle choices.

4.1. Equal Opportunities

We recognize and encourage the value of diversity among our employees and directors and ensuring all feel included and valued irrespective and, indeed because of, their differences. We expect all our employees' actions and behaviors to demonstrate and confirm our respect for each other and each other's contributions.

We're committed to the goals of equal opportunity in employment. We seek to provide a work environment for employees that fosters fairness, equity and respect for social and cultural diversity and that is free from unlawful discrimination and harassment. Oppy has zero tolerance for unlawful discrimination and harassment.

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Oppy considers all forms of discrimination to be unacceptable in the workplace and are committed to providing equal opportunities throughout employment, including the recruitment, training and promotion of employees.

We are committed to ensuring that no colleague receives less favourable treatment or is unlawfully discriminated against on grounds of sex, racial or ethnic or national origin, religion or belief, disability, age or sexual orientation.

Oppy is an equal opportunities employer. All appointments and promotions are made on the basis of performance and ability. We are committed to the continued development of the personal and business skills of our employees; that they will be treated in a fair and unbiased way and given every encouragement to realize their potential.

5. Compliance with Laws

It is Oppy’s policy to conduct its business in accordance with all applicable laws. In carrying out responsibilities on behalf of Oppy, employees and directors are expected to abide by applicable laws, rules and regulations, refrain from illegal conduct and use good judgement and common sense.


In particular, employees and directors must adhere to and advocate the following principles:

- a) the full, fair, accurate, timely and understandable disclosure in reports and documents that Oppy may be required to file with, or submit to, government agencies and in other public communications made by Oppy;
- b) compliance with both the spirit and letter of all applicable governmental laws, rules and regulations;
- c) compliance with Oppy and Dole’s system of internal controls;
- d) prompt internal reporting of any suspected or known violations of this Code in accordance with the rules and procedures set forth in this Code; and
- e) the understanding that failure to comply with this Code is cause for disciplinary measures, including termination of employment.

No individual is expected to know the details of all applicable laws and specific rules and regulations that may apply to particular kinds of work or to individuals who work in particular areas. Individuals who have questions about whether particular circumstances may involve illegal conduct or about specific laws that may apply to their activities should consult the appropriate divisional management who will refer the query to the appropriate party.

5.1. Food Safety, Quality and Regulatory Compliance

Oppy has an uncompromising commitment to the highest standards of food safety and quality. Our customers and consumers trust us to deliver safe, high quality products at all times. Food safety and quality must be a top priority throughout the entire production process. As product moves through the supply chain, we must adhere to laws and regulations in each country related to the production, exportation, importation, distribution, purchase or sale of agricultural products, including, where applicable, the Perishable Agricultural Commodities Act (“PACA”) and Food Safety Modernization Act

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(“FSMA”) in the U.S., the Safe Food for Canadians Act (“SFCA”) in Canada, and all international CODEX Alimentarius standards and EU-28 Directives and Regulations on food safety. We expect all employees and suppliers to comply with government regulations and our food safety and quality assurance (FSQA) policies and procedures. Any suspected violation, whether it’s accidental or intentional, must be immediately reported to a member of management.

5.2. Compliance with Laws Regarding Child Labor, Anti-Slavery and Anti-Human Trafficking

Oppy is committed to ensuring transparency with its suppliers of goods and services and is mindful to what steps can be taken, where necessary, to combat slavery and human trafficking. We recognise that modern slavery is a complex supply chain issue, and we work in conjunction with our Customers, Growers, Non-Government Organizations (‘NGO’s) and industry bodies, both nationally and internationally to help develop sustainable solutions to address this important issue.

We require from those who supply us adherence to best horticultural practices, applying exacting ethical standards of conduct while putting in place robust protocols and practices to ensure conformance. Oppy will not knowingly tolerate the use of forced, debt bonded, indentured labour, involuntary prison labour, slavery or human trafficking in its supply chain. We are further committed to maintaining and improving systems and procedures to avoid inadvertent complicity in human rights violations related to our own operations, our supply chain and our produce/products. Oppy operates to the highest international standards.


5.3. Insider Trading in Securities

In the course of conducting the business of Oppy you may come into possession of material information about Oppy, Dole or other entities that is not available to the investing public. You have a legal and ethical obligation to maintain the confidentiality of material non-public information. In addition, it is illegal and a violation of Oppy and Dole policy to purchase or sell securities of Dole or any other entity while you are in possession of material non-public information about Oppy, Dole or that other entity obtained in the course of your position with the Corporation. All employees, directors or third parties must not trade in or recommend the purchase or sale of securities of any company of which they have obtained material non-public information as a result of their employment by Oppy or Dole.

Dole’s Insider Trading Policy should be referred to in all cases and any queries referred to Dole plc’s Chief Legal Officer.

5.4. Health, Safety and Environmental Laws

It is Oppy’s policy to always comply with all applicable laws and regulations wherever we operate, to take all practicable steps to promote health, safety and environmental protection, and to continually progress toward attainment of Oppy’s goals. Oppy manages operations in multiple countries that belong to different economic sectors – , distribution and sales. In all these operations, it is Oppy’s goal to prevent adverse effects on health, safety, and the environment. It is also our goal to provide comparable levels of health, safety and environmental protection for all who help to produce our products and all communities affected by our operations. Oppy strives to develop and employ approaches that are most appropriate and effective under local conditions to make significant progress

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toward our goals. In these efforts, we are guided by: scientific research and knowledge; principles of risk analysis; public, community and worker concerns; and regulatory policies and standards of Canada, the U.S., the European Union and international organizations such as the World Health Organization.

In Oppy’s farming operations, we use sustainable agricultural practices and integrated pest management methods that employ biological and agricultural approaches to controlling pests and plant diseases whenever possible. We use crop protection products only when and where necessary, and always with the proper care and in accordance with applicable laws. Dole will not use any product banned for reasons of unacceptable health or environmental risk by the United States Environmental Protection Agency, the Canadian Environmental Protection Act or equivalent agencies and laws in the European Union.

Oppy is committed to quality, safety, pollution prevention and continuous improvement in environmental protection.

5.4.1. Maintaining a safe, healthy work environment

Oppy is committed to providing its employees with a safe and healthy work environment. This includes providing appropriate protective equipment, as well as following good manufacturing practices and taking proper safety and sanitation measures. By complying with applicable environmental and occupational health and safety laws and regulations, each of us fulfills our critical role in ensuring a safe workplace.


In order to uphold our Company’s commitment to a safe and healthy workplace, we must all do our part. This means we are required to:

- Follow all safety laws and procedures
- Observe posted safety-related signs
- Use prescribed safety equipment whenever required

We must all work together to prevent hazardous or unsafe working conditions. If you witness or become aware of any hazardous conditions or unsafe behavior, you should immediately follow prescribed safety and reporting procedures to reduce the risk of injury to yourself or others.

Alcohol and illegal drugs do not have any place in a safe work environment. Intoxication from either can negatively affect your job performance and cause dangerous safety hazards. You must also be aware of the possible effects of prescription drugs. You may not possess, distribute, sell, use or be under the influence of alcohol or illegal drugs while on Oppy premises. Rare exceptions may be made for the limited consumption of alcohol at Company-sponsored events, such as holiday parties.

To further ensure a safe work environment, acts or threats of violence will not be tolerated. Any threatening behavior, even if made in a seemingly joking manner, must be addressed immediately. If necessary, contact appropriate security personnel to handle the situation. Unless your job function specifically calls for it, weapons are never permitted on Oppy premises.

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5.5. Antitrust/Competition Laws


Oppy competes vigorously in the marketplace but is committed to doing so in a manner that is fair, honest, ethical and legal. Employees, Managers and Directors are expected to conduct their activities on behalf of Oppy in a manner consistent with applicable antitrust and competition laws. Antitrust and competition laws are designed to encourage and protect free and fair competition. These laws exist in the U.S., Canada, the EU and in other jurisdictions where Oppy does business and apply to Oppy’s relationships with competitors, customers and suppliers. Competition rules aim to protect the competitive process of rivalry between firms for customers’ business and ensure that the uncertainties of this process are not replaced by collaboration between competitors. These rules prohibit agreements which prevent, restrict or distort competition. Such agreements do not have to be written or otherwise formalized—an oral understanding or “gentleman’s agreement” will be sufficient for the competition authorities to find that an agreement or concerted practice has occurred.

Antitrust and competition laws generally prohibit practices that include:

- (1) Agreements or arrangements between competitors that eliminate or restrict their competition with each other, such as price fixing, bid rigging, allocations of customers or territories or agreements not to deal with third parties;
- (2) Other practices, such as exclusive dealing, price discrimination, or “tying” (conditioning the sale of a product on the purchase or sale of another product), in circumstances where these practices have an unreasonable impact on competition; and;
- (3) Disparaging or misrepresenting competitor’s products, and stealing trade secrets.

Violations of antitrust or competition laws, or even the allegation of violation of antitrust or competition laws, can cause damage to Oppy and Dole’s reputation and can result in fines and litigation costs. In addition, some countries, such as the U.S., make individuals who violate some of their antitrust or competition laws liable for prison. In order to avoid activities that may raise inferences of a violation or result in an allegation of a violation of the antitrust or competition laws, the following policies shall apply:

- (1) No employee or director shall enter into any understanding, agreement, plan or scheme that the employee has reason to believe, or has been advised by Dole Chief Legal Officer, is illegal under any of the antitrust or competition laws;
- (2) No employee or director shall exchange or discuss with any competitor information relating to Oppy’s prices or pricing policies, volumes, costs, distribution policies, supplier or customer selection or classifications, credit policies or any other similar competitive information;
- (3) Unless approved in advance by Dole Chief Legal Officer, such approval will only be granted in very limited circumstances, no employee or director shall knowingly participate in any formal or informal meetings with third parties at which agreements or understandings of the type described in paragraph (1) are being made or at which information of the type described in paragraph (2) is being exchanged or discussed; and
- (4) Employees and Directors shall make clear to all suppliers that Oppy expects them to compete fairly and vigorously for Oppy’s business, and Oppy will select its suppliers strictly on merit.

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5.5.1. *Gathering competitive information ethically and lawfully*

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

- Theft
- Deception
- Misrepresentation
- Any other dishonest conduct

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

5.5.2. *Participating in trade associations*


While we generally avoid interacting with competitors, there may be instances when some type of contact is acceptable. Trade associations are one example. These associations provide excellent opportunities for us to network and further develop our business. However, these events may also pose challenges. When attending trade association meetings, you should be careful to avoid even the appearance of unlawful business practices. Be extremely cautious when interacting with competitors at these events. You need to stop the conversation immediately if a competitor attempts to discuss any of the following:

- Prices
- Discounts
- Volume/Capacity
- Boycotts
- Terms and conditions of sale
- Product specifications
- Any other topic that suggests cooperation or coordination with a competitor or that is designed to elicit competitively sensitive non-public information

If necessary, leave the meeting. Then, report the incident as required.

5.6. Data Protection

Oppy recognises the need to treat personal data in an appropriate and lawful manner and is committed to complying with its obligations as set out under regulations such as the General Data Protection Regulation in the EU and PIPEDA in Canada. Our Privacy Policy outlines the way in which we process all personal data including our practices regarding the collection, use, transfer, disclosure and other handling and processing of personal data.

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Employees and Directors have a duty to abide by all applicable laws and/or internal policies, standards and procedures, as may be amended from time-to-time, relating to the processing of personal data. In particular, you must not access or use personal data for any purpose other than in connection with, and to the extent necessary for, your work with us.

5.7. Bribery and Corruption

5.7.1. *Bribes, kickbacks or other corrupt payments*

In doing business anywhere in the world, neither the Group or any person or entity associated with the Group, shall offer, pay, promise, solicit or receive any bribe, kickback or other illicit payment or benefit to/from any U.S. or non-U.S. government official, employee, vendor, supplier, political candidate or any other individual. Regardless of where we are located, Oppy has adopted a zero-tolerance policy for any form of bribery or kickback. “Bribery” occurs when anything of value is given, either to us or by us, with the intent to influence a business action or decision. A “kickback,” on the other hand, is a payment in lieu of compensation for facilitating a business arrangement. Both are prohibited.

Examples of bribes and kickbacks include, but are not limited to, gifts, business or employment opportunities, political or charitable donations, hospitality, cash payments and the provision of free services.

Keep in mind that in some countries—such as China—public officials include employees of state-owned enterprises. We cannot make, promise, offer or authorize any improper payment to a public official if the purpose or intent is to obtain a business advantage. “Improper payments” includes any gift of money or anything of value, as well as any other illegal or inappropriate inducement.

In some countries, minor unpublished gratuities or “facilitating payments” used to expedite routine government procedures are customary. In fact, they may even be legal in some countries. However, Oppy does not permit these types of payments and they are illegal under the U.K. Bribery Act. If you are ever confronted with such a situation and have any questions about how to proceed, you should contact the Dole plc Legal Department before taking any action.


5.7.2. *Anti-Corruption laws*

We are dedicated to complying with all anti-corruption laws—including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act—that apply to Oppy’s operations worldwide. Punishments for violations of these laws are harsh, both for companies and individuals.

Remember, anti-corruption laws are complex, and the consequences for violating these laws are severe. If you have any doubts about whether the action you are contemplating is legal, consult with Oppy’s legal and Dole’s Legal Department before proceeding.

5.8. Sanctions, embargo laws and anti-terrorist laws.

Economic and trade sanctions (“Sanctions”) are restrictions that governments impose on certain types of transactions with targeted countries or persons, as a tool to achieve foreign policy or national security goals. Sanctions often are imposed in an effort to bring about a change with regard to armed conflict, international terrorism, the spread of weapons of mass destruction,

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narcotics trafficking, violations of international law, human rights or policies that do not respect the law or democratic principles. They aim to fulfil these political objectives as well as to restore international peace and security and to enforce security interests without resorting to military action. They are seen by many governments to be an important and valuable tool in a broad range of international crises.

Oppy, like many businesses, undertakes a wide range of activities across a variety of geographies, including but not limited to, sourcing, supplying, distributing, research and development, and corporate development activities such as acquisitions and joint ventures. All these activities may fall within the scope of EU, US, UN, UK and local Sanctions laws.

As a Group, we must apply with all applicable sanctions laws. Accordingly, we have in place a Sanctions policy that outlines our obligations and the framework that governs our approach to ensure we conduct our activities in full compliance with all applicable sanctions laws.

It is your responsibility to comply with the applicable provisions of sanctions laws and our sanctions policy and to ensure you have the most up to date version of the sanctions policy.

Please see the Dole plc Sanctions policy for more information.

5.9. Anti-Boycott

Oppy will not directly or indirectly engage in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the U.S., or against a U.S. person, firm or corporation. Since U.S. law requires that a request to participate in such activity be reported promptly to the U.S. government, the advice of the Dole plc Legal Department must be sought immediately and prior to any action upon such a request.


5.10. Accuracy and integrity of books, records and public disclosures

We place a great deal of importance on an honest and forthright presentation of the facts. Employees and directors are expected to maintain books and records in appropriate detail to reflect Oppy's transactions accurately, fairly and completely. Oppy's policy of accurate, fair and complete recordkeeping applies to all records.

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

Employees 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 Oppy. All assets and liabilities of Oppy must be recorded in the regular books of account. All of Oppy's books, records and accounts must accurately reflect the nature of the transactions recorded.

Oppy's consolidated financial statements shall conform to U.S. generally accepted accounting principles and Oppy's accounting policies. Local or statutory books and financial statements shall conform to local regulatory statutes. No undisclosed or unrecorded fund or asset shall be established

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in any amount for any purpose. No false or artificial entries shall be made for any purpose. No payment shall be made, or purchase price agreed to, with the intention or understanding that any part of such payment is to be used for any purpose other than that described in the document supporting the payment.

All Oppy employees whose responsibilities include any of the matters described in this section shall take the steps necessary to ensure our full compliance.

5.11. Records Management

At Oppy, carefully maintaining corporate records and documents is essential. Therefore, we are all responsible for safeguarding Oppy’s documents, files and all other corporate records as required by Oppy’s records management policies. We also comply with all laws relating to records preservation, and must not alter, conceal or destroy any documents or records that are necessary for an ongoing investigation or litigation matter. If you have any questions about whether a document should be retained, contact appropriate divisional management or the Dole Chief Legal Officer.

5.12. Fraud

All forms of fraud are strictly prohibited to Oppy employees and directors. This includes, without limitation, all fraud against Oppy, against Oppy employees, and against persons and entities with which Oppy does business. Fraud therefore has a broader meaning than embezzlement of Oppy assets. All allegations of fraud by Oppy employees or directors, regardless of source, subject, or materiality, must be reported through the Hotline as soon as allegations are known. All allegations of fraud by Oppy employees or directors will be investigated by Oppy as well as Dole’s Internal Audit Department, with the involvement of Dole’s Legal Department as needed. Oppy employees or directors found to have committed fraud are subject to disciplinary action, up to and including termination of employment or service as a director, as well as possible prosecution under civil and criminal law.


6. Use of Oppy Assets

Oppy’s assets are valuable resources that should be used for business purposes. Theft, carelessness and waste have a direct impact on Oppy’s financial performance. Individuals should care for and use Oppy’s assets responsibly and protect them from theft, misuse and destruction.

Oppy’s assets are meant for work use rather than personal use and should be employed for work activities. Oppy’s assets include an employee’s time at work and work product, as well as its equipment and vehicles, computers and software, information and trademarks and trade names. Oppy’s assets also include information and communication technologies such as phone service, email, Internet access and all data housed in Oppy’s technology assets.

Considerable and careful judgment should be employed with regard to use, protection and conservation of Oppy’s assets. Oppy assets in the custody of employees and directors must be handled with due care and returned to Oppy upon request. Oppy’s technology assets must be used in accordance with its *IT Policy*.

Oppy recognizes the need for the occasional personal use of certain communication assets, such as

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an occasional personal phone call or email communication. However, the use of communication assets for personal purposes should be limited to necessary communication and should never be used to convey content inappropriate for a workplace setting, such as sexual content, inappropriate humor, etc. The excessive use of communication assets or the unauthorized or excessive use of non-communication assets for personal purposes would be a misuse of Oppy assets and, therefore, a violation of this Code. Oppy assets should never be used for outside business activities or for illegal, unethical or any other inappropriate activities. For more information, see Oppy and Dole’s *IT Policy*.

7. Public communications regarding Oppy and/or Dole

It is against Company policy for directors, officers, managers, or employees to disclose confidential information about the Company to anyone, except where disclosure is authorized or legally mandated. (See Dole’s *Guidelines for Public Disclosures and Communication with the Investment Community and Oppy’s Policy on Trade Advertising and Communications*.) These policies are important not only in order to preserve Company confidences, but also to comply with U.S. federal securities laws designed to prevent “insider trading.”


To guard against the disclosure of material non-public information to the Investment Community (defined as market professionals (analysts, broker-dealers, institutional investors, investment advisors, institutional investment managers and investment companies) who are reasonably likely to trade on material non-public information), Dole plc’s policy designates certain employees as Company “Spokespersons”: the Chair, the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, the Corporate Secretary, the Executive-VP Finance and members of the Disclosure Committee. The Spokespersons are the only individuals authorized to disclose information about the Company to the Investment Community. Individuals who are not Spokespersons should refer any inquiries from the Investment Community about the Company to a Spokesperson.

Our policy applies to communications in all forms of media, including print (such as newspapers, magazines and journals), television, radio, social media and all other electronic media (such as websites, blogs, newsletters, compact disks, tapes, etc.).

7.1. Social Media

On occasion, employees or other agents of Oppy may be asked to represent the company via one of the company’s social media accounts, effectively becoming the “voice” of Oppy. While social media marketing and networking can be useful, if improperly used, it can result in a variety of adverse consequences, contrary positions advocated against Oppy, its partners or one of its clients, disclosure of sensitive or confidential information, intellectual property violations, and potential damage to the company’s reputation. Therefore, special obligations arise when using company-provided technology and/or when directly or indirectly identifying your affiliation with the company.

Anyone creating an official Oppy social media account must obtain prior consent from the appropriate divisional management.

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8. Reporting & the Oppy Integrity Hotline

Oppy’s commitment to sound business practices and high ethical standards means that we each must act in accordance with these principles every day, and we share the responsibility to prevent, correct and, if necessary, report suspected violations of the Code. This allows us to promptly identify and deal with concerns before they become major problems. If necessary, Oppy provides several ways through which you may report a suspected Code violation. Regardless of the method, an employee’s decision to report a suspected Code violation is protected by Oppy’s zero tolerance policy toward any type of retaliation.


Direct Reporting

If you have any questions about this Code, or if you wish to raise concerns, or report a suspected Code violation, your first point of contact is through Oppy leadership and the Talent & Culture resource team. Contact any of the following in person, by phone, email or in writing:

1. Your supervisor or another supervisory employee; or
2. A Talent & Culture representative;


Oppy Internet Hotline

If the matter, for whatever reason, is not able to be raised with the above internal representatives you may report any suspected Code violations at Oppy’s secure online reporting line <http://oppy.ethicspoint.com/>

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Appendix 1

Code of conduct acknowledgement guidelines for long-term consultants and key suppliers

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CODE OF CONDUCT ACKNOWLEDGMENT GUIDELINES FOR LONG-TERM CONSULTANTS AND KEY SUPPLIERS

Oppy’s Code of Conduct (“Code”) requires that certain long-term consultants, as well as key suppliers, adhere to Oppy’s Code and submit Code Acknowledgment forms.

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Code of Conduct Acknowledgment Form—Consultants

_____ (“Consultant”) acknowledges that Oppy has advised that it expects Consultant to comply (where applicable) with Oppy’s Code of Business Conduct and Ethics (the “Oppy Code”). Accordingly, Consultant hereby certifies:

1. That the Oppy Code has been received and read;
2. That Oppy has advised that the Oppy Code is important to the proper conduct of business for and with Oppy, which is acknowledged hereby;
3. That Oppy has advised that it is Oppy’s expectation that Consultant will comply with all applicable provisions of the Oppy Code in conducting Consultant’s business with Oppy, which compliance is confirmed hereby; and
4. That Consultant will promptly notify Oppy if and when Consultant is unable to comply with the applicable provisions of the Oppy Code.

Except as explained below, Consultant further certifies that Consultant is not aware of a Oppy Code violation and Consultant has no knowledge of any conduct in the following areas:

- | | |
|---|---|
| <ol style="list-style-type: none"> a. Misrepresentation of financial records; b. Child labor, slavery, or human trafficking; c. Antitrust/anti-competitive practices; d. Embargo/anti-terrorist violations; | <ol style="list-style-type: none"> e. Bribes or kickbacks; f. Fraudulent or corrupt conduct; or g. Insider trading |
|---|---|


NAME OF CONSULTANT

SIGNATURE

DATE (mm/dd/yy)

EXPLANATION

Consultant’s Explanation of Suspected Oppy Code Violation:

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Code of Conduct Acknowledgment Form—Key Suppliers

_____ (“**Supplier**” <insert legal name of Company>)

The direct and indirect beneficial owners of Supplier are (*attach additional pages as/if needed*):

Legal name of beneficial owner of Supplier (see Note*)	% direct/indirect ownership of Supplier
	%
	%
	%
	%
	%
	%
	%
	%
	%
TOTAL	100%

** Note: List all companies and individuals with beneficial ownership directly or indirectly in the Supplier through other entities, companies. Note: List all individual owners with such beneficial ownership % greater than 20% of the Supplier.*

Supplier acknowledges that Oppy has advised that it expects Oppy’s key suppliers to comply (where applicable) with Oppy’s Business Code of Conduct & Ethics (the “Oppy Code”). Accordingly, Supplier hereby certifies:

1. That the Oppy Code has been received and read;
2. That Oppy has advised that the Oppy Code is important to the proper conduct of business for and with Oppy, which is acknowledged hereby;
3. That Oppy has advised that it is Oppy’s expectation that Supplier will comply with all applicable provisions of the Oppy Code in conducting Supplier’s business with Oppy, which compliance is confirmed hereby; and
4. That Supplier will promptly notify Oppy if and when Supplier is unable to comply with the applicable provisions of the Oppy Code.


SUPPLIER:

NAME OF SUPPLIER


POSITION/TITLE OR BUSINESS

SIGNATURE

DATE (mm/dd/yy)

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Appendix 2
 Code of Conduct Conflict of Interest Disclosure Form

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Code of Conduct Conflict of Interest Disclosure Form

POLICY SUMMARY

The Code of Conduct requires that business and personal situations that may give rise to a conflict of interest should be avoided. A conflict of interest may exist when an employee or director is involved in an activity, or has a personal interest, that might interfere with that person’s objectivity in working for Oppy. Such activities include holding a financial interest in a business that is a supplier, customer, partner, sub-contractor or other company doing business with Oppy, or a competitor of Oppy’s. Personal relationships with the people involved in such businesses, even if there is no financial interest, may also give rise to a conflict. See the Code of Conduct for additional information.

REPORTING AND APPROVAL REQUIREMENTS

Employees and directors must immediately disclose the existence of any situation that may give rise to a conflict of interest as follows:

Employees: Any potential conflict of interest must be reported to your Divisional Senior Management and Talent & Culture.

Executive Officers, Directors and Corporate Senior Management: Any potential conflict of interest must be reported to Dole plc’s Corporate Secretary who will present them to the Nomination and Corporate Governance Committee, or the whole Board if that Committee deems it necessary.

If permitted, certain restrictions may be placed upon the situation to ensure that it involves only arms-length transactions. Any conflict that is not properly approved must be abandoned or it will be considered a violation of the Code of Conduct. This reporting and approval process must take place *every year* for each potential conflict of interest, *whether previously approved or not*.

EXPLANATION OF POTENTIAL CONFLCITS OF INTEREST

Describe any current conflicts of interest (whether or not previously reported):

 NAME (PRINT)

 POSITION/TITLE OR BUSINESS RELATIONSHIP

 SIGNATURE

 DATE (mm/dd/yy)