HIGH LINER FOODS
Changing the way we see food

SUPPLIER CODE OF CONDUCT

Policy Owner: Sustainability

Region: Global

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1 PURPOSE

High Liner Foods (HLF) is committed to ensuring that working conditions in HLF's supply chain are safe, workers are treated with respect and dignity, and its suppliers comply with applicable laws, rules and regulations. To this end, this Supplier Code of Conduct (SCOC) establishes guidelines for all suppliers regarding the treatment of suppliers' workers and controls to ensure compliance with all applicable laws, rules and regulations and to ensure the businesses in our supply chain are conducted in a socially, environmentally and economically responsible and sustainable manner. As noted in HLF's Terms & Conditions, suppliers entering into an agreement to conduct business with HLF must accept and abide by this SCOC.

HLF works hard to adhere to its own high standards and meet its customer requirements. Accordingly, HLF requires all suppliers to abide by this SCOC, not only for suppliers' own business, but also to make best efforts to ensure that these standards apply throughout suppliers' respective supply chains. Accordingly, for purposes of this SCOC, the term "Supplier(s)" shall include all direct and indirect suppliers to HLF, with direct suppliers to HLF being responsible for SCOC compliance by their respective suppliers, agents, third party providers and/or subcontractors.

Responsibility is one of HLF's core values. Operating our business with high ethical standards is an essential part of our business and is key to our past and future success. These high ethical standards commitments are supported by written policies and procedures maintained and regularly reviewed by HLF.

Our Company respects international social compliance principles aimed at promoting and protecting human rights. We recognize there are differences in laws, customs and economic conditions around the world. This SCOC was developed based on recognized standards articulated in applicable national and international laws, including International Labour Organization (ILO)[1] and UN Global Compact[2] principles, were used as references in developing this SCOC.

Initial capitalized terms used but not otherwise defined are defined in the Glossary in Appendix 1.

[1] https://www.ilo.org/declaration/lang--en/index.htm
[2] https://unglobalcompact.org/what-is-gc/mission/principles

2 SUPPLIER REQUIREMENTS

Suppliers shall comply with all applicable laws and regulations of the jurisdictions in which the suppliers carry on business, including, without limitation, laws and regulations noted below. Where such applicable laws or standards are different from this SCOC, HLF expects suppliers to communicate these differences to HLF in writing in advance. Suppliers shall ensure through self-audits and third-party audits that all Places of Business, including those of any of its suppliers, agents, third party providers and/or subcontractors, comply with all applicable laws and regulations.

The requirements set out below will apply to all suppliers of HLF:

- **Child Labour:** Suppliers will ensure all employees will be of legal age established by local law. If no age limit is set by local law, supplier shall establish a minimum age requirement of 14 years of age.

- **Forced Labour:** All labour must be voluntary, and Suppliers must ensure that no forced labour including slave, indentured, bonded or illegal prison labour is used or supported. This includes any labour practices identified as being illegal by the most recent U.S. Department of State Trafficking in Person (TIP) report[3]. Work is conducted on the basis of freely agreed and documented terms of employment.

- **Labour Hours**: Suppliers must provide workers with rest days and must ensure that working hours comply with local laws.

- **Freedom of Association**: Suppliers must respect the right of workers to choose whether to lawfully and peacefully form or join trade unions of their choosing and bargain collectively.

- **Non-Discrimination:** Suppliers will not discriminate against workers on the basis of race, gender, religion, ethnicity, sexual orientation, marital status or any other protected status.

- **Harassment and Abuse**: Suppliers must provide workers with a safe work environment free of physical and sexual abuse.

- **Health and Safety**: Suppliers must ensure workplace poses no unreasonable risk to workers' lives or limbs. Proactive measures by the supplier should be taken to prevent workplace accidents. Supplier must ensure proper preparedness for workplace emergencies. If housing (dormitory) is provided, living conditions must be clean, safe and reasonable.

- **Hiring and Employment Practices**: Suppliers must ensure procedures to verify worker age and legal right to work in the country. Minimum wages and overtime wages must meet or exceed local requirements or, in the absence of minimum age requirements, Supplier should try to meet industry wage averages. Supplier shall not require workers to pay recruitment fees or any other legal fees. Supplier must apply all local labour and immigration laws to foreign and migrant workers. Foreign and migrant workers must be allowed to keep their own passports and forms of personal identification.

[3] The recruitment, harboring, transportation, provision, or obtaining of a person for labour or services, through the use of force, fraud, or coercion for the purpose of subjection to involuntary servitude, peonage, debt bondage, or slavery.

- **Anti-Corruption**: Suppliers must not tolerate, permit or engage in bribery, extortion or attempted bribery. Supplier will ensure the accuracy and truthfulness of records.

- **Sanctions:** Suppliers will comply with applicable economic or financial sanctions or trade embargoes administered or enforced by any governmental authority including: the U.S. government, the United Nations Security Council, the Government of Canada, His Majesty's Treasury, the European Union or any other Governmental Authority with jurisdiction over the Supplier.

- **Environment**: Suppliers must comply with all environmental laws pertaining to waste disposal, air emissions, discharges, toxic substances and hazardous waste disposal. Seafood suppliers must maintain and share traceability records in HLF procurement system for all products back to source fishery/vessel/farm.

- **Compliance with Supplier Code of Conduct**: Suppliers agree to comply with all the obligations as outlined in this SCOC and must immediately disclose to HLF any known critical violations of the SCOC. High Liner Foods reserves the right to cancel any outstanding order, refuse any shipments or otherwise cease to do business with a Supplier if Supplier fails to comply with any terms of this SCOC.

- **Subject to Audits:** Suppliers are subject to announced and unannounced audits and/or verification audits. To do business with HLF, Suppliers must allow HLF (and its representatives and agents) unrestricted access to each facility and to all relevant records at any time, without advance notice, to monitor compliance with this SCOC. Suppliers must provide reasonable assistance for the safety and convenience of HLF (and its representatives and agents) during execution of the audit. Suppliers must provide auditors with adequate working area at the facilities. Any costs incurred in connection with such audits shall be the responsibility of the Suppliers (with the exception of unannounced audits organized and funded by HLF as noted in section E below).

- **Data & Property Security:** Suppliers will safeguard all HLF data and property including product specifications. Procedures should be followed for the responsible storage, transfer and disposal of HLF data and property.

- **Land Rights:** Suppliers will respect the rights and titles of individuals and/or communities have for the land on which the supplier operates.

Suppliers must disclose to HLF in writing all Places of Business, and any significant suppliers, agents, third party providers and/or subcontractors of such supplier. Finished production shall not be subcontracted in whole or in part without the prior written consent of HLF.

3 AUDIT PROGRAM –
ONLY APPLICABLE TO SEAFOOD SUPPLIERS AND CO-MANUFACTURERS

Section A: Audit Scope

Suppliers shall ensure through third party audits or approved certifications programs that all factories, including subcontractors' factories, comply with all applicable international and local laws and regulations. Auditors should be accredited by at least one of the following:

- Social Ethical Data Exchange (SEDEX): https://www.sedex.com/
- Association of Professional Social Compliance Auditors (APSCA): https://www.theapsca.org/
- SA-8000 certified organizations: https://sa-intl.org/sa8000-search/

Requests to use an auditing firm/standards without the accreditation(s) listed above should be sent to your High Liner Foods procurement representative.

Section B: The Audit

The audit is the evaluation process conducted by an auditor to determine compliance with the standards. Audits are conducted by either HLF internal auditors, or by accredited third-party audit firms. All audits are to be uploaded to HLF's SEDEX platform in addition to the HLF procurement module, unless otherwise approved by HLF. Additional resources and details regarding HLF's expectations concerning acceptable audits are set out in Appendix 2.

A. Critical Violations

Definition: Critical Violations will include any of the following (which should be read in conjunction with HLF's supplier requirements detailed in Part 1 above):

1. Child labour;
2. Forced, bonded, indentured, slave and illegal prison or convict labour, and human trafficking;
3. Physical or sexual abuse;
4. Bribery, extortion, or attempted bribery;
5. Health and safety conditions posing unreasonable risk to life and limb;
6. Corruption, deception, or falsification of records;
7. Any failure to adhere to, or any action or inaction that could result in a failure to comply with, applicable laws, rules and regulations; or
8. Any other action, omission or set of facts or circumstances which HLF determines is inconsistent with the purpose and intent of this SCOC.

Actions Required:

All Critical Violations must cease immediately. Without limiting the requirements below, within 48 hours of notification to the Supplier of a Critical Violation, a detailed and proactive corrective action plan, addressing the cessation and prevention of all Critical Violations shall be submitted to HLF through HLF's standard procurement notice channels and coordinates provided to Supplier.

Consequences:

Additionally, the violating Supplier may be subject to immediate sanctions up to and including termination or cancellation of the purchase order or contract, in whole or in part, and restrictions on future business. If the business relationship has been terminated, HLF may consider resuming business with the Supplier only after and provided that an audit satisfactory to HLF has been completed and HLF is satisfied in its discretion that all violations have ceased, corrective actions have been taken, a plan for sustainable improvement has been implemented, and any other requirements HLF may determine are necessary in the circumstances are addressed.

B. Other Violations

Definition: Other Violations will include a failure to comply with any requirements or other standards set out in this SCOC not captured by Critical Violations above.

Actions Required:

The violating Supplier or Facility must present a detailed corrective action plan that includes a time frame for correcting each audit concern. HLF will review and have the right to approve the corrective action plan and set a target re-audit date. The time frame for any correction or re-audit may be extended at HLF's sole discretion.

Consequences:

If continuous improvement and eventual full compliance are not achieved within a reasonable time frame, HLF may terminate the business relationship with the Supplier. If the business relationship has been terminated, HLF may consider resuming business with the Supplier only after and provided that an audit satisfactory to HLF has been completed and HLF is satisfied in its discretion that all violations have ceased, corrective actions have been taken, and any other requirements HLF may determine are necessary in the circumstances are addressed. A plan for sustainable improvement may also be required.

Suppliers acknowledge that Critical and Other Violations should be construed to include alleged or suspected Critical and Other Violations.

Section C: Frequency of Audits

An initial social compliance audit is a requirement of the HLF vendor approval process. For subsequent audits, HLF utilizes a country risk-based frequency that is determined by the status listed in the most recent TIP report, which rates countries based on their governments compliance with the Trafficking Victims Protection Act (TVPA), and is available HERE. HLF procurement will endeavor to notify Suppliers of changes to audit frequency based on changes to a country's tier status in the annual TIP report. Audit frequencies are noted in the table below:

Tier	Criteria	Audit Frequency
Tier 1	Countries whose governments fully meet the TVPA minimum standards for the elimination of trafficking.	5 years
Tier 2	Countries whose governments do not fully meet the TVPA minimum standards but are making significant efforts to bring themselves into compliance with those standards.	2 years
Tier 2 Watch List	Countries whose governments do not fully meet the TVPA's minimum standards but are making significant efforts to bring themselves into compliance with those standards, and for which: a) the absolute number of victims of severe forms of trafficking is very significant or is significantly increasing; b) there is a failure to provide evidence of increasing efforts to combat severe forms of trafficking in persons from the previous year, including increased investigations, prosecution, and convictions of trafficking crimes, increased assistance to victims, and decreasing evidence of complicity in severe forms of trafficking by government officials; or c) the determination that a country is making significant efforts to bring itself into compliance with minimum standards was based on commitments by the country to take additional steps over the next year.	1 year
Tier 3	Countries whose governments do not fully meet the TVPA's minimum standards and are not making significant efforts to do so. No tier ranking is permanent. Every country, including the United States, can do more. All countries must maintain and continually increase efforts to combat trafficking.	1 year

Additionally, HLF reserves the right to conduct unannounced, as outlined in Section E below, and other audits which do not fall in the schedule above for validation or other purposes by either an HLF employee or third-party audit firm and Suppliers acknowledge and agrees to any such audits.

Section D: Audit Results

Upon completion of social compliance audits, audit results and Corrective and Preventive Action plans (CAPAs) must be uploaded to the SEDEX website by the auditor. Suppliers are responsible for notifying auditors of this requirement and confirming audit results and CAPAs have been uploaded successfully. Contact your HLF representative if a particular audit type is not supported by the SEDEX website.

Section E: Unannounced Audits

In addition to the regularly scheduled audits noted in Section C above, suppliers may be subject to unannounced social compliance audits. Unannounced audits help ensure HLF suppliers' adherence to the HLF SCOC. HLF will organize and pay for a third-party audit firm accredited by SEDEX to conduct the 4-pillar SMETA audits on behalf of HLF. Failure to allow the execution of unannounced audits will be considered a Critical Violation and may result

in the consequences identified in Section A. Some minimal notice may be provided by the auditor to accommodate security concerns and allow time to collect records needed for the audit.

If you have concerns about the legitimacy of an auditor that has arrived at your site for an unannounced audit, please call HLF's Technical Services Manager, Randy Nelson, at 001-757-820-4090, or call your HLF procurement representative

Section F: SEDEX Membership

HLF requires all suppliers to **maintain annual SEDEX membership for each site producing** HLF products. This allows HLF to better identify and manage human rights and environmental risks in the HLF supply chains. SEDEX membership does not require utilization of the SMETA audit, so suppliers may continue to utilize other audits standards, as outlined in Section A, to comply with audit requirements identified in Section C. Instructions for supplier to become SEDEX members can be found here: SEDEX MEMBERSHIP.

4 TRAINING & DEVELOPMENT EXPECTATIONS

HLF supports and encourages the development of effective management training systems. HLF expects supplier to continuously develop and stay current to national and international regulations and best practices. Compliance with the SCOC and globally recognized standards would be considered foundational steps toward the development of responsible sourcing programs.

Supplier is required to ensure employees are made aware of the terms of, and properly trained to maintain adherence to, this SCOC.

5 REPORTING SCOC VIOLATIONS

HLF maintains a Compliance Reporting Line, which provides an option to anonymously report a concern or get information and advice, including regarding any matter dealt with in this SCOC. The service for the Compliance Reporting Line is provided by specially trained representatives who are not employees of HLF. Representatives are available to answer calls 24 hours a day, 7 days a week, 365 days a year, or a report can be made through their website. Due to legal requirements, calls to the Compliance Reporting Line are documented, but a person making a report can choose to remain anonymous. Depending on the nature of the complaint, it may be reported directly to the Chair of the Audit Committee without notice to HLF management. The Compliance Reporting Line will also arrange for any complainant to receive information about HLF's response to the complaint.

Website: https://www.clearviewconnects.com ▪ Phone 1-866-874-8731

6 ANNUAL SIGNED ACKNOWLEDGEMENT OF SCOC –
APPLICABLE TO SEAFOOD, INGREDIENT AND PACKAGING SUPPLIERS AND CO-MANUFACTURERS

Suppliers will receive the SCOC annually from TraceGains. All Suppliers are required to sign the SCOC Acknowledgement form, located at Appendix 3 of this SCOC, and upload the signed document to TraceGains by the date identified in the TraceGains communication.

7 SHRIMP SUPPLIER ADDENDUM

HLF encourages all shrimp suppliers in Thailand, India, Vietnam, and Indonesia become members of the Seafood Task Force (STF). The STF is a trade association bringing together retailers, manufacturers and seafood suppliers to help oversee and implement labour, safety and environmental best practices in aquaculture. Membership in STF is not required by HLF, but we believe HLF suppliers will find value in the support STF offers to meet the human rights protections we expect from all suppliers. Please inform your HLF representative if you have questions about becoming a STF member.

8 APPENDICES

Appendix 1: Glossary

Where used in or required for interpretation of HLF's SCOC, the following terms will have the meanings as set out below:

Approved HLF Supplier: Supplier that has successfully met all HLF SEM requirements.

Assessment: The results of an audit that is evaluated by trained HLF staff and assigned an assessment rating which determines the various results regarding the frequency of future audits and the status of future production and shipments.

Audit: The evaluation process conducted by an auditor to determine what, if any, violations are present in the factory.

Auditor: The person(s) performing the audit that is evaluated by trained HLF staff and assigned an assessment rating which determines the various results regarding the frequency of future audits and the status of future productions and shipments.

Compliance: Following or meeting the obligations of a rule, agreement or guideline.

Continuous Improvement: Labour, health & safety, and environmental issues that can be improved in the factory for the wellbeing of workers and/or betterment of its reputation or management practice. Examples of continuous improvement include operating permits (if company has already applied for them), establishment of company policies on hiring practices, etc., records documentation, health & safety issues such as PPE, chemical storage, first aid, machine guarding, signage, etc.

Contract Workers: Workers who are hired for a specific time period to conduct a certain kind of work as described and agreed to on the basis of a contract. In some parts of the world contract workers are taken into a second

country under a labour contract that may not provide the workers with the same rights as the local workers. For example, the contract may prohibit the worker from quitting his/her job and seeking work at another facility.

Domestic Supplier: Domestic Suppliers are entities or individuals that sell domestic and/or imported merchandise (where supplier is the importer of record) to HLF in the local market.

Export Processing Zones (EPZs): Free Trade Zones (FTZs) or Qualified Industrial Zones (QIZs) are government approved industrial areas that are exempt from some (or all) of the normal commercial laws of the country that they are in. Sometimes the country's minimum wage laws and/or other labour laws do not apply to workers in these zones; however, HLF‟s standards will apply.

Facility Site: The specific factory that is being assessed, including workplaces and all facility land, structures and other improvements on the land owned or leased by the facility.

Factory: The facility that will produce the merchandise for sale by HLF, Inc., including subcontracting facilities, fresh product packing sites, and packaging facilities. Factories are designated by suppliers and are audited by HLF auditors or third-party service providers.

Follow-up Audit: Subsequent factory audit which was required as a result of an earlier audit assessment. The SEDEX system tracks all Follow-up Approved with Conditions (AWC) and Approved audits (AWOC).

HLF or High Liner Foods: Means High Liner Foods Incorporated and its direct and indirect subsidiaries wherever located.

Human Trafficking: Human trafficking is a modern-day form of slavery and can be further defined as: The recruitment, harboring, transportation, provision, or obtaining of a person for labour (forced, slave, debt bondage) through the use of force, fraud or coercion. Migrant workers are particularly vulnerable to coercion. Human Trafficking affects many different economic sectors including agriculture, apparel and textiles, and food processing and packaging. The SCOC applies to migrant workers used by a supplier.

Initial Audit: First time a factory is audited for HLF production or removal from "inactive" status.

Investigation Assessment/Audit: An assessment or audit that takes place in response to an allegation received by HLF with the aim of verifying the conditions in the factory assessed to determine the validity of the allegation. All investigation assessments/audits are unannounced and generally conducted by trained HLF staff.

Material Safety Data Sheet ("MSDS"): Provides detailed information on each hazardous chemical contained in a chemical product, including the proportion of each chemical, and the potential hazardous effects, physical and chemical characteristics, and recommendations for appropriate human protective measures. An MSDS does not identify whether a material is a hazardous waste.

Non-compliance: Violation or failing to follow the obligations of a rule, law, regulation, agreement or guidelines.

Place of Business: Includes any location through which the supplier carries on business, including, without limitation, any office, Factory, Facility Site, or other fixed place of business, as well as any mobile place of business such as a fishing vessel or other vehicle.

Personal Protection Equipment (PPE): Safety equipment worn by employees to protect against physical hazards. Examples of PPE: eyewear, face shields, ear plugs, hard hats, gloves, foot protection.

Prison Labour: Prisoners are used as part of the work force. Under prison labour arrangements, prisoners may be brought to the facility, or the production may occur in the prison facilities. Although prisoners may be paid, because they often have no choice to refuse the work, this is often a kind of forced labour.

SEDEX: Application used by suppliers and HLF for most audit tracking purposes. Sedex, the Supplier Ethical Data Exchange, is a membership organization for businesses committed to Continuous Improvement of the ethical performance of their supply chains. Sedex provides a web-based platform for sharing and viewing information regarding social/ ethical compliance audits and status of same. A simple membership allows the user to upload their current audit and share it with a customer. A more complex membership allows a member to share compliance audit information with customers who require this but also allow the same member to see the compliance audits of their entire supply chain.

Significant Supplier: includes any entity that is generally under contract and/or constitutes a greater than 10% portion of total operating expenditures, and/or any entity that is relied upon to provide essential goods and/or services to the supplier, as well as any organization which may reasonably pose material social, environmental and/or economic risk to the supplier and/or HLF.

Subcontracting/Subcontractor: When a supplier or contractor of HLF pays another company to do the work that HLF has paid the primary supplier/ contractor to provide, this is sub contracting. Ethical Sourcing audits will be conducted at subcontractor's factory if the factory is:

- Producing finished merchandise where substantial manufacturing occurs to render the product a finished article of commerce ready for consumption.
- Part/component of a product containing a HLF private label or proprietary brand logos
- Producing a major component of finished product that could be sold independently
- Further handling merchandise containing HLF private label or proprietary brand logos
- Producing packaging material containing HLF private label or proprietary brand logos
- It is the responsibility of the supplier to disclose all such subcontractors used for HLF merchandise

Supplier: A company, individual or organization that supplies merchandise or services to HLF. The term "supplier" is used to describe all direct and indirect suppliers of HLF, including all manufacturing, subcontracting and packaging facilities producing merchandise or raw materials for use or sale by HLF.

TVPA (Trafficking Victims Protection Act): the first comprehensive U.S. federal law enacted in 2000 to address trafficking in persons. The law provides a three-pronged approach that includes prevention, protection, and prosecution.

TIP: Trafficking In Persons report published by the U.S. State Department assesses every country's protection of critical human rights.

Unannounced Audit: A factory audit which is conducted without any prior notice to the supplier or the factory.

Verification Assessment/Audit: An assessment or audit that takes place in addition to the initial Assessment, with the aim of verifying that the information in the Supplier's declaration or an audit report issued by a third party

accurately represents the conditions in the factory assessed.

Wages: Monetary compensation (money) paid to workers for producing goods or providing services.

Appendix 2: Audit Standards and Principles

1. United Nations Global Compact principles; https://unglobalcompact.org/what-is-gc/mission/principles
2. International Labour Organization principles: https://www.ilo.org/global/standards/lang--en/index.htm
3. Global Seafood Alliance Best Aquaculture Practices (BAP): https://www.bapcertification.org/
4. BSCI Code of Conduct: https://www.amfori.org/content/bsci-code-conduct
5. ETI Base Code: http://www.ethicaltrade.org/eti-base-code
6. Social Accountability International SA8000: https://sa-intl.org/programs/sa8000/
7. SEDEX Members Ethical Trade Audit (SMETA): https://www.sedex.com/
8. The FISH Standard; https://fishstandard.com/the-fish-standard/

Refer to Part 2, Section A for audit firm accreditations accepted by HLF.

Appendix 3: ANNUAL ACKNOWLEDGEMET

ONLY APPLICABLE TO SEAFOOD, INGREDIENT AND PACKAGING SUPPLIERS AND CO-MANUFACTURERS

ANNUAL ACKNOWLEDGEMENT OF HLF SUPPLIER CODE OF CONDUCT

High Liner Foods (HLF) is committed to ensuring that working conditions in HLF's supply chain are safe, workers are treated with respect and dignity, and its suppliers comply with applicable laws. The purpose of HLF's Supplier Code of Conduct is to establish guidelines for suppliers regarding the treatment of suppliers' workers and controls to ensure compliance with all applicable laws, rules and regulations and to ensure that the businesses in our supply chain are conducted in a socially, environmentally and economically responsible and sustainable manner.

Supplier hereby acknowledges and confirms that it has received a copy of HLF's Supplier Code of Conduct and shares, respects, adheres to and applies the standards, guidelines and values as stated in the Supplier Code of Conduct to its business and requires substantially the same standards of its suppliers, agents, third party providers and/or subcontractors.

Supplier Name	Supplier Address	Supplier City	Supplier Country

Name (Printed)	Title	Signature	Date