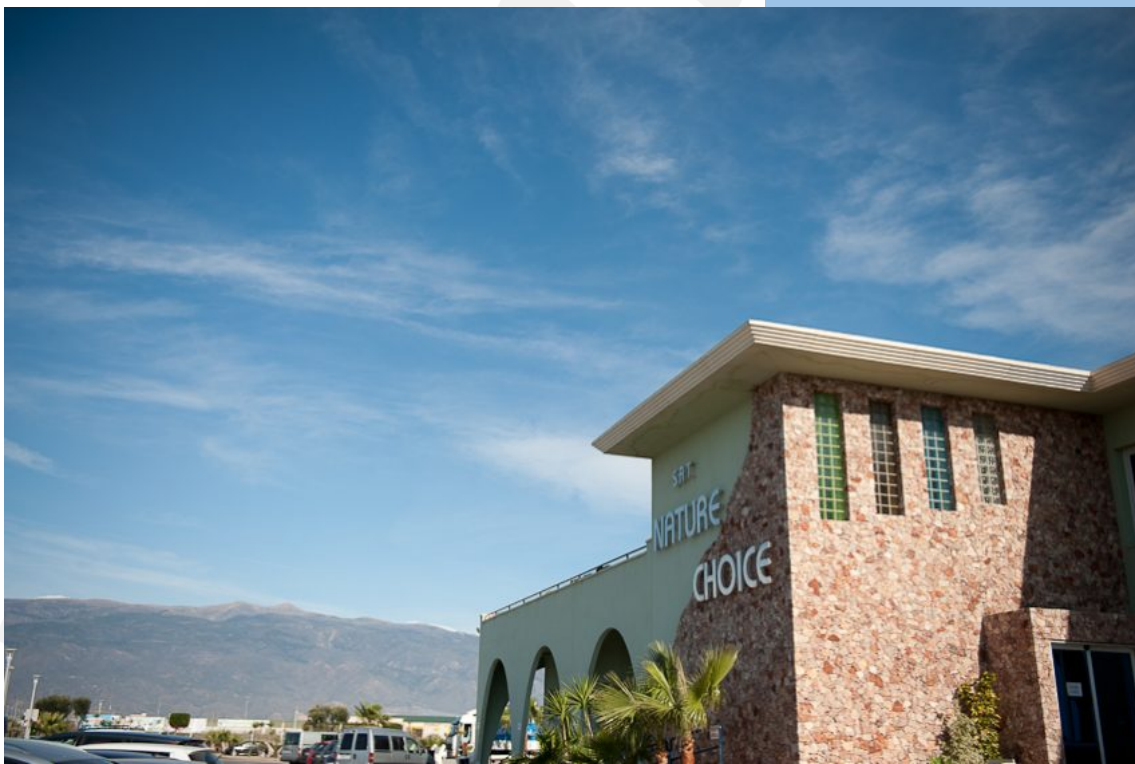


2018

Conduct Code



NATURE CHOICE, S.A.T.

Versión 2.0

2018

INTRODUCTION.

The Conduct Code gathers the catalog of ethical principles and conduct norms that should rule the behaviour of every Nature Choice employee, being the core element of the regulatory compliance function.

The horticulture sector is in constant expansion and, therefore, it is essential to rely on criteria, frameworks and compliance standards as a reference to guarantee that operations and activities comply and respect the rule of Law, Human Rights and respect our clients' interests, as well as taking steps aimed to establish and preserve an efficient and transparent internal management framework in our Company.

On this basis, this Conduct Code is implemented as a complementary reference to the existing laws and rules in the sector, in order to help us improve our operations and internal procedures, promoting at the same time professionalism in the sector.

In such a way, our Company complies to:

- To act in accordance with this Code.
- To act in accordance with the existing laws and rules.
- To respect and support the Rule of Law, Human Rights and our clients' interests.
- To take steps aimed to establish and preserve an efficient internal management framework so as to prevent, control and correct any breach of the regulations.
- To create the necessary tools to give an answer to any complaints interposed against any activity that does not follow our legislation or internal rules.
- To cooperate with good will with the authorities.
- To promote an entrepreneurial culture that encourages awareness and adhesion of all the staff to the principles of this Code, demanding the compliance of the Code.

AIM OF THE CONDUCT CODE.

The present document displays the set of rules and broad principles of the corporate government and professional behaviour to be applied to all the staff, partners, advisers, natural persons or legal entities that have representative, administrative or management function in the Company as well as all the permanent and casual staff.

Moreover, the company requires that all the suppliers and natural persons and legal entities that are in liaison with the company to comply with the general principles that will be detailed next.

This Code does not intend to cover all the situations that may take place. The aim of it is to give a reference framework to measure any activity. Employees should ask for advice in case of having any doubt on how to act in a given situation, as it is the absolute responsibility of each employee to do the right thing and responsibilities can not be delegated.

CHAPTER I. SCOPE AND CONTROL OF APPLICATION.

1. SCOPE OF APPLICATION.

This document has been prepared by Nature Choice SAT to be applied to all businesses and activities that the Company develops at national, European and International Level.

2. Subject Persons.

The present Code and future adaptations are to be applied to the members of management bodies and all Nature Choice SAT employees.

From now on these people will be referred as "Code subjects".

3. Obligation to know and comply with the Conduct Code.

Code subjects have the obligation to know and comply with the Conduct Code and collaborate to facilitate its implementation within the company informing the Penal Compliance Committee of any breach of it, or any suspicion they may have. Code subjects are obliged to attend and participate in every training activity that is offered to them in order to know the Conduct Code.

4. Application Control.

The Penal Compliance Committee will ensure the right application of the Conduct Code to all the staff and other people subject to the Code's rules.

All the communications intended in this document, as well as the enquiries of the Conduct Code's subjects will be addressed to the Committee with general nature, except those that are expressly foreseen to be diverted to another department or person.

A copy of the Conduct Code will be available permanently on the Company's website.

CHAPTER II. NATURE CHOICE, S.A.T. GENERAL ETHICAL PRINCIPLES.

The Company's ethical principles, good governance and professional ethics must guide all the Code subjects alongside the corporate behaviour:

- Avoid any action that may harm or put in risk the Company or its reputation.
- Act legally and honestly.
- Prioritise the Company's interests to personal interests or other reasons.

5. Legal Compliance.

Nature Choice, S.A.T. and its employees are ruled by the law. Law enforcement should never be undermined. Moreover, employees must adhere to the internal rules and regulations whenever they have to be applied. The before-mentioned rules are specific to the Company and may go further than the actual Law requirements.

6. Transparency.



Nature Choice, S.A.T. considers transparency as the only way to obtain our employees, managers, suppliers and clients' trust and respect.

Transparency increases the information flow, which enables us to know their needs facilitating the provision of our services and their satisfaction. Our actions are reported in a truthful, clear and verifiable way.

7. Equal opportunities, diversity and non-discrimination.

Code subjects are selected, paid and promoted according to their skills, training, knowledge, experience, leadership, professional aspirations and future prospective. No other factor could influence or affect the impartiality of those decisions.

This commitment is key for Nature Choice SAT to employ skilled and motivated people in order to carry out our strategy and reach the objectives set by the Company.

It is a basic procedure principle to provide with the same opportunities in the recruiting process and professional promotion, always assuring the absence of discrimination regarding sex or sexual orientation, race, religion, origin, civil status, age or social background.

8. Respecting people.

It is compulsory for all the Code subjects to treat themselves in a fair and respectful way. No form of physical, psychological or verbal harassment or abuse is permitted.

All Code subjects and, especially those in managerial positions, will always promote , and in every professional level, relationships based on the respect for other people's dignity, equity and reciprocal cooperation, creating a respectful work atmosphere and therefore a positive working environment.

9. Compatibility between work and family.

Code subjects will promote a working atmosphere compatible with personal development, helping the members of their teams to conciliate their work duties with their personal needs.

10. Collective Rights.

Code subjects will respect the Association and Collective bargaining rights recognised by the law, as well as the activities carried out by the workers Unions, in agreement with the functions and competences legally assigned, with whom there will be a relationship based on reciprocal respect with the aim to promote an open, transparent and constructive dialog that consolidates the social order and job stability objectives.

11. Health and Safety at work.

A priority objective for Nature Choice, S.A.T. is the continuous improvement of the working conditions. Thus, Code subjects will always respect the preventive measures applied regarding health and safety, using the resources given by the Company and making sure that the members of their teams work safely.

12. Environmental Protection and Social and environmental Policies.

When involved in their own activities or carried out by third parties, Code subjects must commit actively and responsibly to comply with the existing laws regarding social and environmental issues, as well as the internal regulations and general principles of the Company.

CHAPTER III. GENERAL GUIDELINES WHEN CARRYING OUT OUR WORK.

13. Ethical behaviour.

Transparency and honesty must be values that all Code subjects share. Any activity that may seem to infringe these principles should be diverted to the Penal Compliance Committee, using the standard procedure.

14. Conflict of interests.

A conflict of interests happens when the personal interests of a Code subject or a third party interests clash with the interests of the Company. In this situation, it may be difficult to the Code subject to take the account fully of the Company's interests. Whenever is possible, Code subjects should avoid conflicts of interests. If a conflict of interests may have occurred or a Code subject faces a situation that may lead to a

conflict of interests, the Code subject should inform his/her superior or the Penal Compliance Committee, using the standard procedure.

Nature Choice, S.A.T. will not accept in general nature behaviours that endanger our independence or our clients' independence when making decisions.

15. Responsibility.

Code subjects will use their technical and professional capabilities and will make sure they work cautiously and carefully, especially:

- Will be responsible for reaching the training needed to improve their functions at work.
- Will adhere to the external and internal regulation depending on the activity to be carried out, and where appropriate to the guidelines set by the company for the execution of activities.
- Will respect the internal procedures.
- Will comply with the safety and hygiene regulations at work, with the aim to prevent and minimise labour risks.

16. Use and protections of assets.

Code subjects will use the Company's assets responsibly and adequately to the professional function to which they have been handed in, making sure they are not damaged.

17. Supplier relationship.

Supplier hiring procedures are normally based on looking for quality and competitiveness, guaranteeing equal opportunities. Under no circumstances a supplier that fulfills the requirements will be left out of the competition to hire their services or products. The Company will always opt for using transparent and unbiased criteria. At all the events,

Code subjects will avoid any interference that could affect the impartiality or objectivity.

Whenever possible exclusive relationships should be avoided.

Formalisation of a contract always should be based on clear, impartial relationships and avoiding dependance.

Purchasing goods and services will be done using absolute independent decisions, and every economic, familiar or other kind of liasion will have to be looked under article 14.

18. Relationship with clients.

All relationship with clients must be headed by a commitment of honesty and professional responsibility.

Contracts done by Nature Choice, S.A.T. with clients should be clear and straight and complying strictly with the existing regulation that may apply.

Fake or misleading advertising will never be used.

Any claim or compalint will be welcomed by the Company, making sure it will be processed and solved as far as possible.

Code subjects are not allowed to modify the data given unilaterally by a client, and clients should give indications to modify them, using the procedure legally set.

19. Relationship with Public Administrations, authorities and regulatory bodies.

Code subjects that have a relationship with Public administrations, authorities and/or regulatory bodies must be designated expressly by the company, in order to act in the name of it. Formalities should comply with the legislation and the Conduct Code.

All the agreements with Public Administrations will be written, stating all the terms.

All the documents and information exchanged with Public Administrations, authorities or regulatory bodies must be kept and will contain real data.

Meetings with public entities will be conducted under the principles of correctness and transparency, and illegal behaviour is not permitted.

It is forbidden to falsify information with the aim to harm or benefit the company.

Cash will not be handed to public entities' workers unless no other payment method is available. In that case, an appropriate document should be produced.

20. Inadequate influences.

- Code subjects must not be influenced by receiving favours nor will try to influence third parties by giving favours. No employee should offer third parties or accept, presents, no matter what their value might be, such as money, loans, bribes or monetary advantages. The following are excluded:
- Small value merchandising objects.
- Normal invitations that do not exceed the limits considered reasonable in everyday life or as a sign of courtesy.
- Occasional or exceptional presents such as Christmas or weddings, as long as they are not in cash and are modest and sensible.

Any invitation, present or attention that an observer could be regarded by an observer as an intention to change the impartial criteria of the receiver, will be declined and diverted to the Penal Compliance Committee.

CHAPTER IV. CAPITULO IV. NATURE CHOICE, S.A.T. STAFF

21. Staff.

Nature Choice, S.A.T. staff is the Company's most important asset. The recruiting processes are governed by coherence with our policies, impartiality and objectivity, and we make sure that candidates have high ethical standards, in order to achieve that we take into account their professional career, the observance and respect of the

existing legislation, as well as the good practices in the sector the candidate is going to work.

22. Regarding legality.

All Code subjects must act according to the ethical and good faith principles, complying the existing legislation and respecting and collaborating with the internal norms agreed by the Company, using the tools and procedures that our domestic legislation makes available to every activity regarding the company.

No employee will collaborate with third parties to break any law nor will take part in an activity that could interfere with the fulfillment of the law.

Inappropriate behaviour will never be accepted even when sheltering in a order from a superior or unknowledge of this Conduct Code.

23. Intermediate and Directive Staff.

Due to the position that intermediate and directive staff hold, they have the additional obligation other than those herein to promote ethical behaviour and the obedience to the law and the domestic legislation amongst all the Nature Choice, S.A.T. staff, showing leadership and with no hesitation in this area.

CHAPTER V. CONFIDENTIALITY.

24. Confidential Information.

Nature Choice, S.A.T. complies with the existing data protection law.

Confidential information is all the information that is not public, which includes, personal data, trade secrets, business plans, marketing and services, database, designs, registers, financial information, clients data and so on.

Code subjects are subject to a duty of professional secrecy regarding all the data or information that is not public, that they know as a consequence of their work, related

to clients, the Company, other employees or directives or any third party. Consequently, all Code subjects:

- Must use the data or information exclusively to do their work in the Company, and should only be shared with colleagues that need the information for the same aim, and will never be used for personal benefit.
- Data and information about our clients, addresses, and any activity done by the client will be treated as confidential and will only be given to third parties with the approval of the client and using the procedures legally regulated.
- Information regarding other employees, directives and advisers, including wages and medical check-outs will be kept like the clients' information.

All Code subjects will submit to an agreement which will establish their confidentiality commitment persisting in the obligation of confidentiality even when the relationship with Nature Choice, S.A.T. is over.

25. Data Protection.

Every Code subject that has access to personal data should respect the norms and procedures, as well as the relevant legislation.

All personal data will be treated in a specially restrictive way, so as to:

- Only necessary data will be collected.
- Data acquisition, computer processing and use will be done in a way that guarantees their safety, veracity and accuracy, the right to privacy and the compliance with the Company's obligation regarding data protection legislation.
- Only the authorised Code subjects will have access to the data to the extent necessary.

All the authorisations to use personal data have to be subject to a request to use concrete data for limited time, and every access will be monitored.

All the employees that use personal data must do the necessary training to comply the Data Protection Act.

CHAPTER VI. NATURE CHOICE, S.A.T. FINANCIAL INTEGRITY

26. Accounting obligations.

Financial reporting will be done with the reliability and control and according to the principles of clarity and transparency. Tax liquidations will be conducted in accordance with the existing legislation.

Accounting and tax staff should keep all the documents used in the appropriate file in order to carry out their work, during the time set by the company, never less than five years.

Financial reporting will reflect all the transactions, facts and events in which Nature Choice, S.A.T. is involved.

It is forbidden any action that hinders or impedes monitoring and evaluation tasks commissioned to a consultancy firm, or Inland Revenue staff in any evaluation they may require.

27. Internal Controls.

All the procedures of the internal controls set by Nature Choice, S.A.T. must be observed, in order to guarantee a successful accountability of the transactions and the right bookkeeping.

CHAPTER VII. INTELLECTUAL AND INDUSTRIAL PROPERTY RIGHTS.

28. Nature Choice, S.A.T. Intellectual and industrial property rights.

Code subjects will respect the intellectual property and the right of Nature Choice, S.A.T. to use it regarding the projects, programmes, IT Systems, equipment, knowledge, process, technology and, in general, works and operations carried out by

the company, both by the activity of the company or by third parties. Therefore, its application will be conducted while working in the company and all the material used will be returned when required.

No se utilizará la imagen, nombre o marca de Nature Choice, S.A.T. image, name and brand will not be used except when developing professional activities.

29. Third parties rights.

It is forbidden to download from the internet or instal programmes that involve a violation of the intellectual and/or industrial property rights.

It will not be used, with profit-seeking aim, any image, texts, drawings or any other materials that are protected by the industrial and/or intellectual property rights.

Code subjects can only use the software provided by the company and for which it will be authorised by purchasing the relevant licenses.

CAPÍTULO VIII. SISTEMAS INFORMÁTICOS Y TIC.

30. ICT code of conduct.

Code subjects will strictly comply with the norms that the internal regulation states regarding the use of Information and Communication Technology (ICT).

Information systems will be taken special care, maximising security measures.

They will acknowledge receipt of any technological device that are handed in or enabled and will return them when they leave the Company, when requested to do so, according to the procedures and deadlines established in the reference internal regulation.

They will respect the norms that rule the use of e-mail, internet access or another resources made available to them. And in no case an inadequate use should be done.

Code subjects creation, belonging, participation or collaboration in social media, forums or blogs on the internet and the opinions and expressions in them, will be

conducted in a way that it is clear that are personal opinions. In every case, it is forbidden to use the logo, name or trademarks of Nature Choice, S.A.T. to open accounts or sign in these forums and networks.

CHAPTER IX. HYGIENE AND FOOD PROTECTION.

31. Personal de Nature Choice, S.A.T.

All Code subject that suffers from or suspects to suffer from an illness, especially foodborne diseases, should inform his/her superior immediately.

All Code subjects have the obligation to comply with the hygiene measures established in the Company, as well as to comply with the signaling and safety rules in the facilities.

All Code subjects, must keep a high standard of personal cleanliness, and where appropriate, wear protective gear, headcover and suitable footwear.

In food processing areas it is strictly forbidden to smoke, drink or eat, spit, sneeze or cough.

32. Visitors.

Outsiders are not allowed to access the Company's facilities without authorisation or valid appointment given by Nature Choice, S.A.T.

During the visit, visitors will always be accompanied by designated Nature Choice, S.A.T. staff.

It is not allowed to take photographs or filming, unless Nature Choice, S.A.T. has given a written authorisation expressly to do so.

Visitors will always comply with the instructions given by the company and will respect the hygiene and safety rules set up by Nature Choice, S.A.T.

CHAPTER X. CAPÍTULO X. COMPLAINT CHANNEL.

33. Complaint channel use policy.

All Code Subject that is aware of an alleged illegal act or breach of this Code or any internal regulation of Nature Choice, S.A.T, must inform the Penal Compliance Committee immediately.

Such communication could be conducted by the mean authorised for that purpose which includes a form that is available at the corporate website www.naturechoice-sat.com, clicking on the tab “Complaint Channel” in the page last part next to the Cookie Policy.

To ensure maximum effectiveness of the Complaint Channel Use Policy, continuous and sufficient publicity will be given to all Nature Choice, S.A.T. staff.

34. Confidentiality of the complaints and the ban to take reprisals.

The Penal Compliance Committee will guarantee the confidentiality of the complaints they receive. Nature Choice, S.A.T. will never take reprisals against the employee or any negative consequence for having submitted a complaint.

The ban on reprisals will not impede taking disciplinary measures when the complaint is determined to be fake and has been submitted in bad faith.

35. Procedure.

The Penal Compliance Committee will keep a register of all the complaints, anonymous and non anonymous that are submitted. Such register will respect the regulation on data protection.

Once the complaint is received, the Penal Compliance Committee will start an internal investigation, unless the complaint clearly ungrounded or it refers to issues out of the compliance scope. In such cases, the Committee will put the submission of the complaint on record, as well as the decision not to start the investigation.

In order to carry out the investigations, the Penal Compliance Committee will have access to the information and documentation of all departments and areas of the

Company. The Penal Compliance Committee will report regularly all the complaints received to the governing bodies as well as the outcome of those complaints.

CHAPTER XI. CAPÍTULO XI. SISTEMA DISCIPLINARIO.

36. Disciplinary system.

Any breach of this Conduct Code, will constitute an offence, and will trigger a disciplinary file in accordance with the provisions of the art.58 of the Worker's Statute and the Collective Agreement to be applicable.

Any behaviour that helps to hinder or hamper the finding of criminal act or behaviours of penal offences or non-compliant with regulations, or that hinders the investigations of the Penal Compliance Committee, will be taken as an offence, triggering the disciplinary file in accordance with the art. 58 of the Worker's Statute and the Collective Agreement in use. The procedure to impose the sanction will be ruled by what it is established in the Worker's Statute and the Collective Agreement in use.

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