



INFINITE POSSIBILITIES.
ONE FAMILY.

CODE OF RESPONSIBLE BUSINESS PRACTICES

DO WHAT'S RIGHT No Matter What

dowhatsright.rich.com

INTRODUCTION

“Doing what’s right, no matter what” is our core company value and the foundation of who we are and who we’ve been for over 77 years. At Rich’s, to do what’s right means following our values, our policies, and the law during our daily work. To guide us in achieving this, this *Code of Responsible Business Practices* (Code) contains the standards we must all follow, guidance on specific situations, and direction on where to go when we have questions or concerns. The Code applies to all associates at all levels, regardless of location or function. In addition, we expect our partners and all external parties to act according to our Code when conducting business with or on behalf of Rich’s.



A MESSAGE FROM MINDY RICH, CHAIRMAN



Dear Associates:

Our promise to “DO WHAT’S RIGHT, No Matter What” is the essence of all that we do here at Rich’s. Put simply, doing the right thing is about treating everyone you deal with fairly, honestly, and with decency and respect. Doing what’s right is the beating heart of Rich’s, and our culture and subsequent reputation as an ethical and trustworthy organization are predicated on it.

To help us do what’s right and deliver on that commitment to our colleagues, customers, business partners, and society, we’ve developed this Code. It guides us in the practices that help ensure our individual and company actions meet the highest ethical standards, which is not only the right thing to do but also essential for the continued success of our business.

As each of us is a custodian of our company’s culture, it’s everyone’s responsibility to understand and act according to the practices outlined in this Code as we do our daily work. If you have any questions about this Code or the right thing to do, or if you have ethical concerns at any time, please raise them with your manager, AEN, Legal, or the VP Compliance/Deputy General Counsel. You may also reach out through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America.

Every good choice strengthens our culture. So, thank you for your commitment to making ethical decisions and upholding our promise to do what’s right, no matter what.

Mindy

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OUR VALUES

This *Code of Responsible Business Practices* is designed to support our company values, specifically our value to “DO WHAT’S RIGHT, No Matter What,” guiding us in the practices that ensure our individual and company actions meet the highest ethical standards.

CHERISH OUR CULTURE

Work, learn and celebrate together

INNOVATE

Imagine what’s possible and create what’s valued

BE THE TRUSTED FIRST CHOICE

Listen, understand and deliver for customers like no other company

BETTER OUR COMMUNITIES

Devote time and talent where we live and work

DO WHAT’S RIGHT

No matter what

WHAT'S EXPECTED OF ASSOCIATES

Associates at every level are responsible for understanding and following the Code, as well as the company policies and laws that apply to the work that they do. The Code also covers certain conduct outside of work, such as social media activity and social gatherings with colleagues. Associates should consult the Code regularly and incorporate the principles of the Code into their behavior.

Additional Manager Responsibilities

As a manager, you have the special responsibility of maintaining our values-based culture within your team. The way you display your commitment to Rich's values sets the standards for ethical behavior for them to follow. Your success depends upon promoting a team environment where compliance is expected and ethical behavior is the norm. Under no circumstances can you ask your team to break the law or go against Rich's values, policies, or procedures.

SERVE AS AN ETHICAL ROLE MODEL

BE INFORMATIVE

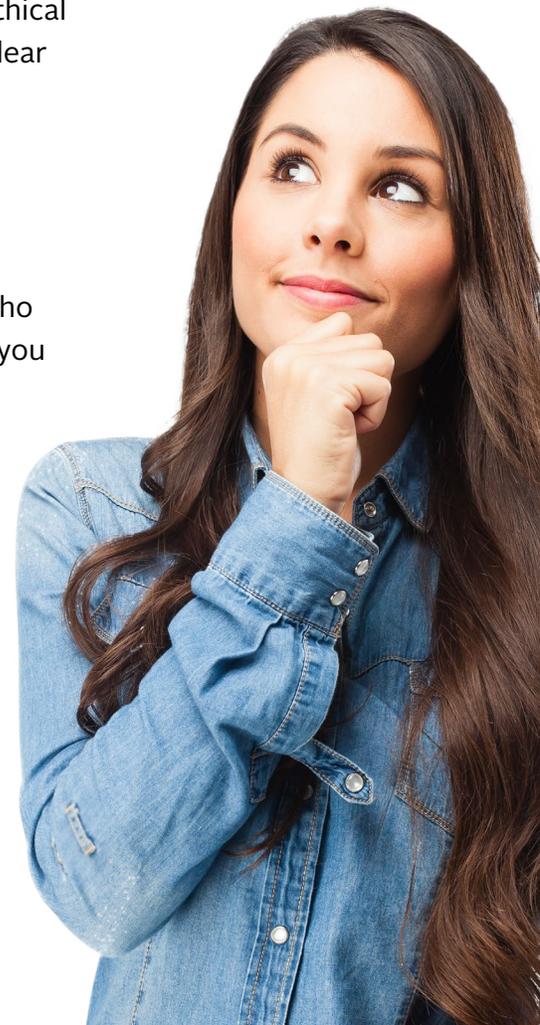
Help your team understand the seriousness of Rich's expectations for ethical conduct. Communicate your personal support for Rich's values and be clear that you expect actions that are consistent with them.

BE ALERT

Always be on the lookout for situations or actions that may potentially damage Rich's culture or reputation or be unethical, including coercion, retaliation, intimidation, or harassment directed against any associate who makes a report or serves as a witness on behalf of another associate. If you suspect such situations, be careful to avoid even the appearance of implicit approval and immediately contact AEN, Legal, or the VP Compliance/Deputy General Counsel, or reach out through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America.

BE OPEN

Assure your team that you are willing to listen, even if they have something difficult to say. Foster an inclusive environment where your team members feel comfortable asking questions and expressing their ideas and opinions.



WHAT'S EXPECTED OF ASSOCIATES

HANDLE ASSOCIATE REPORTS PROPERLY

When your team member raises a concern, you must carry out the following actions to assure them that they have made the right decision in approaching you:

BE OBJECTIVE

Thank the associate for making the difficult decision of speaking up, even if you privately disagree with them. Listen closely to what they have to say and show that you're focused on resolving the issue.

BE FAIR

Continue to treat all team members with the same degree of fairness whether they have reported a concern or are the subject of a report.

MAINTAIN CONFIDENTIALITY

To the extent possible, protect the associate's privacy. Avoid discussing the conversation with others on your team.

ESCALATE TO THE RIGHT CHANNELS

While you may be tempted to take ownership of the concern, you must assess whether it needs to be escalated to AEN, Legal, or the VP Compliance/Deputy General Counsel, or through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America. If you have questions or aren't sure if you can resolve a concern on your own, consult your AEN partner.



WE BEHAVE ETHICALLY

Ethical behavior is characterized by honesty, fairness, and equity in interactions with others. Rich's reputation as an ethical company depends on each of us upholding our values, our policies, and the law. This builds trust with customers, our fellow associates, and all those we have business dealings with, which in turn allows us to achieve our goals as a company. All associates are expected to act ethically and to protect our culture by expressing concerns whenever they arise.

WE OBEY THE LAW AND RICH'S POLICIES

Rich's is committed to complying with all applicable laws and conducting business ethically.

WHAT YOU SHOULD DO

- » *Obey all laws in whatever location you work when acting on behalf of Rich's or representing the company in the community.*
- » *Follow our Code of Responsible Business Practices and other policies referenced in this document. Failure to do so may result in disciplinary action up to and including termination.*
- » *Report any alleged misconduct immediately to your manager, AEN, Legal, or the VP Compliance/Deputy General Counsel, or reach out through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America.*

WE COMPLY WITH ANTI-BOYCOTT LAWS

We comply with applicable import/export control laws, trade restrictions, and anti-boycott laws. U.S. anti-boycott laws prohibit individuals and entities from participating in a boycott that the U.S. does not support. **Anti-boycott laws** help prevent U.S. companies from being used to implement foreign policies of other nations that run counter to U.S. policy. Rich's does not cooperate with foreign boycotts that are not approved by the U.S. government.

WHAT YOU SHOULD DO

- » *If you receive a request related to any boycott, you must not respond to the request; instead, immediately contact Legal.*
- » *Doing business with certain countries may result in imposed economic sanctions; therefore, you must perform due diligence before any transaction that has an international element to determine whether such parties are on the U.S. government's restricted list. You must contact Legal to ensure that all such transactions are properly evaluated to prevent potential violations.*

WE BEHAVE ETHICALLY

WE COMPLY WITH ANTI-MONEY LAUNDERING LAWS

Money laundering is a global problem with far-reaching and serious consequences. **Money laundering** is the process of converting illegal proceeds so that funds are made to appear legitimate. Involvement in such activities undermines our integrity, damages our reputation, and can expose Rich's and individuals to severe sanctions.

Rich's forbids knowingly engaging in transactions that facilitate money laundering. We take affirmative steps to detect and prevent unacceptable or illegal forms of payment and financial transactions.

Anti-money laundering laws of the U.S. and other countries and international organizations require transparency of payments and the identity of all parties to transactions. We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers involved in legitimate business activities and transactions.



BE ALERT FOR THE FOLLOWING RED FLAGS



- » Requests for cash payment, travelers' checks, or any other type of check from an unknown third party.
- » Complex payment patterns.
- » Unusual transfers to or from countries not related to the transaction.
- » Customers who seem eager to avoid recordkeeping requirements.
- » Transactions involving locations previously associated with money laundering or tax evasion.
- » Transactions that are inconsistent with usual business practices or that do not match the customer's or client's normal pattern of activity.

WE BEHAVE ETHICALLY

WE COOPERATE WITH INTERNAL INVESTIGATIONS

Rich's has established processes and procedures to ensure that all internal investigations are conducted by qualified personnel trained to conduct investigations lawfully, promptly, thoroughly, professionally, fairly, and confidentially and that all associates cooperate with them appropriately.

How Rich's Trained Personnel Responds to a Report:

- They engage only the necessary partners to evaluate the reported concern.
- They keep all information strictly confidential to the extent that they can.
- They treat everyone involved in investigations with dignity and respect.
- They provide regular updates to the person or persons who filed the report to the extent they can.
- They take prompt and appropriate action if the report is substantiated and notify those involved in the investigation.
- They conduct all investigations and any resulting corrective action in compliance with local law, applicable Rich's policies, and any required workers' representative-consultation requirements.

In addition to the above, Rich's may, in appropriate cases and subject to applicable local laws, notify government authorities and cooperate with any resulting prosecution or other government action. Also, when legally required or otherwise appropriate, Rich's will self-report compliance violations to applicable government authorities and cooperate with any resulting official proceedings in a timely manner. Rich's VP Compliance/Deputy General Counsel or their designees will determine whether and when to refer a matter to government authorities or self-report compliance violations.

WHAT YOU SHOULD DO

- » *Report suspicious behavior instead of engaging in your own fact-finding and interfering with a possible investigation.*
- » *Cooperate in investigations, audits, accounting reviews, or directions from Rich's lawyers in connection with lawsuits or government investigative proceedings.*
- » *Provide all requested documents or records as soon as possible. Searches of company-provided physical and information technology resources may be required.*
- » *Comply with all specified protocols for confidentiality and secure data sharing during investigations.*
- » *Report any associates or associate managers who display retaliatory behaviors against others.*
- » *Do not destroy or alter any requested documents or records in any way.*

WE BEHAVE ETHICALLY

WE MAINTAIN ACCURATE BUSINESS RECORDS

A **business record** is a document (hard copy or digital) that records an act, condition, or event related to business. Business records include, without limitation, meeting minutes, memoranda, contracts, and accounting source documents. Rich's is committed to recording, processing, and analyzing all business information accurately and in accordance with applicable laws. We also strive to ensure that this information is secure and readily available to those who need to access it.

WHAT YOU SHOULD DO

- » *Create business records that accurately reflect the truth of the transaction or event.*
 - » *Sign only documents you are authorized to sign and believe are truthful and accurate.*
 - » *Avoid exaggeration, derogatory language, and other expressions that could be taken out of context.*
 - » *Retain, protect, and properly dispose of records according to Rich's policies.*
 - » *Immediately report if you have reason to believe that any of our company's books and records are being maintained in a materially inaccurate or incomplete manner.*
- » *Never conceal undisclosed or unrecorded funds or assets for any purpose.*
 - » *Never make, or ask others to make, false, misleading, or artificial entries on an expense report, timesheet, or any other report.*
 - » *Never give false quality or safety results.*
 - » *Never record false sales or record sales outside of the time period they actually occurred.*
 - » *Never understate or overstate known liabilities and assets.*
 - » *Never delay the entry of items that should be current expenses.*
 - » *Never hide the true nature of any transaction.*



WE BEHAVE ETHICALLY

WE MANAGE OUR ASSETS ETHICALLY

A company **asset** is everything controlled and owned by a company that's currently valuable or could provide monetary benefit in the future. Examples include patents, machinery, investments, and data. Everyone at Rich's is expected to manage company assets ethically and following our company policies.

WHAT YOU SHOULD DO

- » *Always spend wisely and be prudent when spending money for Rich's.*
 - » *Follow Rich's guidelines for spending, including Rich's Travel and Expense Reporting Policy.*
 - » *Use Rich's assets wisely and keep the personal use of company assets to a minimum.*
 - » *Follow Rich's procedures for reuse, redeployment, and return of all work equipment.*
- » *Do not use Rich's equipment or systems to create, store, or send content others may find offensive.*
 - » *Do not use anything that might lead to loss, damage, or breach of Rich's IT security, including the introduction of viruses.*

WE SELECT THIRD PARTIES ETHICALLY

When selecting third parties to do business with, it's imperative they align with Rich's values.

- We believe in doing business with third parties that embrace and demonstrate ethical business behavior.
- We offer fair opportunities for prospective third parties to compete for our business. How we select our suppliers and the character of the suppliers we select reflect on us as a company and how we do business.

WHAT YOU SHOULD DO

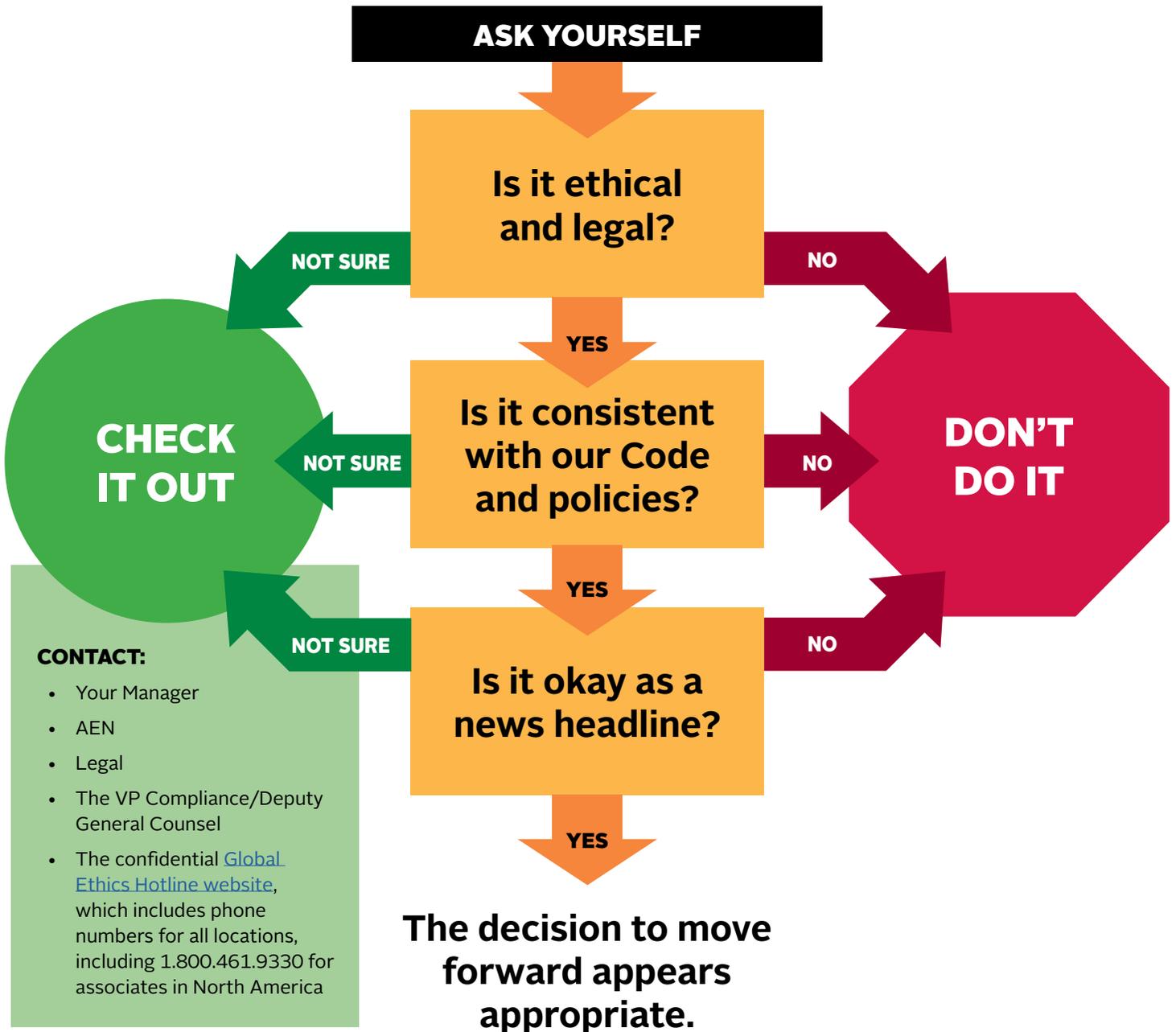
- » *Treat suppliers, contractors, and consultants according to our values. They are part of Rich's team, and we rely on them to help us accomplish our goals. Treating them in an ethical manner creates an environment where they have the incentive to work with Rich's.*



WE BEHAVE ETHICALLY

WE REFERENCE AN ETHICS DECISION TREE

As it's impossible to write policies to govern every decision an associate will have to make while conducting business, we've developed an Ethics Decision Tree. We encourage you to ask yourself several simple questions to determine if a decision meets Rich's ethical standards.



WE AVOID CONFLICTS OF INTEREST

A **conflict of interest (COI)** is a situation in which a person or organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another.

SERVING ON A BOARD OF DIRECTORS OR ADVISORY COMMITTEE

Serving on a board of directors or advisory committee of for-profit and nonprofit organizations may present many opportunities for conflicts of interest.

- Before agreeing to become a member of a board of directors or advisory committee of any for-profit organization, contact Legal to determine the relationship, if any, between Rich's and the for-profit organization.
- To make sure activities relating to nonprofit or community organizations do not create a conflict of interest or other problems, notify your manager before agreeing to any service.
- Rich's disallows all associates from serving on a board of directors of a company or organization that raises the potential for a significant conflict of interest (e.g., certain competitive, supplier, or customer relationships).
- If approved for serving on a board of directors of an outside company or organization, associates may not conduct outside business during working hours or use company assets or information in any work for another business.



WHAT YOU SHOULD DO



- » *Always make decisions that are in the best interest of Rich's.*
- » *Be sure to discuss with your manager any situations that could be perceived as, or actually is, a conflict of interest.*
- » *Proactively address situations that may put your interests or those of your family members in potential conflict with Rich's policies.*
- » *Do not hold a second job that interferes with your ability to do your regular job at Rich's, harms Rich's business interests, or violates the terms of our Associate Agreement.*
- » *Do not employ, consult, or serve on the board of a competitor, customer, supplier, or other service provider.*
- » *Do not hire a supplier, distributor, or other agent managed or owned by a relative or close friend of yours.*
- » *Do not take personal advantage of corporate opportunities (e.g., leveraging client relationships for personal gains).*

WE AVOID CONFLICTS OF INTEREST

WE FOLLOW POLICIES FOR GIFTS, FAVORS, AND ENTERTAINMENT

Providing or receiving reasonable gifts, favors, or entertainment can foster goodwill and business relationships and is acceptable as long as they are **nominal in value**. It's never acceptable to provide or receive gifts, favors, or entertainment that may create undue influence or even the appearance of undue influence. Please contact your manager if you receive a gift in excess of US\$250.

WE NEVER BRIBE CUSTOMERS, SUPPLIERS, OR GOVERNMENT AGENCIES

No matter where in the world Rich's operates, there is an applicable anti-bribery law or policy, such as the **Foreign Corrupt Practices Act (FCPA)** in the U.S.

A **bribe** is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action or to secure an improper advantage.

- As Rich's associates, we cannot offer or provide bribes or other improper benefits to any officer, agent, or independent contractor acting on our behalf to obtain business or an unfair advantage.
- All associates, officers, agents, and independent contractors acting on behalf of Rich's are expected to strictly abide by these laws.



WHAT YOU SHOULD DO ?

- » Provide gifts, favors, or entertainment only if the circumstances are consistent with the policies of the recipient's employer as well as Rich's policies.
- » Receive advance approval from Legal before providing any gift, favor, or entertainment to any government official, including those from other countries.
- » Be sure to report any gift, favor, or entertainment you receive to your manager if it has more than a nominal value.
- » Avoid accepting gifts, favors, or entertainment unless it is reasonable within the context of the business relationship.
- » Avoid soliciting gifts, favors, or entertainment from any vendor or other business contacts.
- » Never provide gifts, favors, or entertainment that violate the recipient's company policies.
- » Never provide to a government official any gift, favor, or entertainment that violates their specific agency's policy or any federal, state, or local law.
- » Never offer or provide a payment, bribe, or kickback to win business or influence a business decision.

WE AVOID CONFLICTS OF INTEREST

SCENARIO: GIVING GIFTS



Q: What should James do?

James works in Rich's IT group. A number of projects he is involved with require him to work regularly with Mary, a contractor from IBM. James and Mary have become good friends, and James would like to give her box seat tickets to a Buffalo Bisons baseball game as appreciation for her ongoing efforts.

A: James should refrain from giving the tickets to Mary because they are not considered nominal in value.

SCENARIO: ACCEPTING GIFTS



Q: Should José accept this gift?

A customer wants to show her appreciation to José for being such a great sales representative over the years. The customer sends José four tickets to see the most expensive musical in town. The tickets cost US\$300.

A: José, and all associates, should speak with Legal about accepting a gift valued at more than US\$250. Accepting such an expensive gift could create the appearance that José is trying to sway a business decision or permit a customer to exert undue influence.

WE PROTECT OUR DATA

Data is a valuable company **asset** necessary to conduct business but must be appropriately managed to protect individual privacy and the company's interests.

WE RESPECT THE PRIVACY OF PERSONAL DATA

Rich's respects the privacy of all its associates, business partners, customers, and consumers; therefore, we must handle their personal data responsibly and in compliance with all applicable privacy laws and company policies. **Personal data** is information that can directly or indirectly identify an individual, such as a name, contact information, or health-related information.

WHAT YOU SHOULD DO



- » *Act in accordance with applicable laws.*
- » *Act in accordance with any relevant contractual obligations.*
- » *Collect, use, and process personal data only for legitimate business purposes.*
- » *Provide clear and accurate privacy notices when collecting or processing personal data.*
- » *Limit access to personal information to those who have a legitimate business purpose for seeing it.*
- » *Securely store, transmit, and destroy personal information in accordance with applicable policies and laws.*
- » *Take care to prevent unauthorized disclosure.*

HOW RICH'S MANAGES ASSOCIATE PERSONAL INFORMATION

Rich's respects the confidentiality of the personal information of associates. This includes associate medical and personnel records. Access to personal information is authorized only when there is a legitimate and lawful reason, and access is granted only to appropriate personnel. Requests for confidential associate information from anyone outside our company, under any circumstances, must be approved by Legal. It is important to remember, however, that associates should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto Rich's premises or used for Rich's business.

SCENARIO: ASKING FOR ASSOCIATE DATA



Q: May Logan ask for their addresses?

Logan's friend works in Payroll and has access to associate data. Logan is planning a party and would like to send invitations to the homes of several coworkers.

A: No. This would be a breach of privacy and could result in disciplinary action for both Logan and their friend. Logan should look up address data on the Internet or ask coworkers directly.

WE PROTECT OUR DATA

WE PROTECT OUR SENSITIVE INFORMATION

Sensitive information is any data that would pose a risk to the company if released to a competitor or the general public, regardless of whether Rich’s classifies such data as “internal,” “confidential,” or “restricted.” For example, information such as intellectual property, or plans for an acquisition could all be harmful to our business if it fell into a competitor’s hands. Only use, store, and share sensitive information with people outside the company when you have the appropriate legal documents in place. Legal is available to help you.

WHAT YOU SHOULD DO



- » *Use and disclose Rich’s sensitive information only for valid business purposes.*
- » *Always properly label sensitive information to indicate how it should be handled, distributed, and destroyed.*
- » *Only share sensitive information outside of Rich’s when working with authorized parties who have signed a confidentiality agreement.*

SCENARIO: PROTECTING SENSITIVE INFORMATION



Q: Was Jennifer’s action proper?

Jennifer and her coworkers developed a new formula to enhance one of Rich’s products. After work, Jennifer called her friend Carlos, who works for a competitor. Jennifer discussed the new formula with Carlos because he is a very good friend, and she felt she could trust him.

A: No, Jennifer should not disclose the information to anyone other than authorized third parties who have signed a confidentiality agreement with Rich’s. In addition, sensitive information should only be shared internally on a need-to-know basis. New innovation projects should be treated as “trade secret” until the IP strategy is completed. It is important that all Rich’s associates work hard to protect our sensitive information. If you are not sure who is authorized to receive sensitive information, please contact Legal to see whether a confidentiality agreement is in place.

WE EARN OUR CUSTOMERS' TRUST

Around the world, customers choose Rich's because they can trust and rely on our products; therefore, we must protect this trust and continue to earn it with every action we take.

WHAT YOU SHOULD DO



» *Immediately report quality issues to your manager and Quality Assurance.*

WE ENSURE THE QUALITY OF OUR PRODUCTS

Customers trust us to ensure that our products are safe, and each of us is responsible for maintaining the quality standards that support that. We've earned and must maintain our customers' trust together.

- We maintain the highest possible quality in all goods we produce.
- We follow all quality guidelines for procuring ingredients and for manufacturing, storing, and shipping Rich's products.
- We never jeopardize the health of our customers.
- We require our suppliers to adhere to all similar standards of quality.
- We require associates to report quality issues.

SCENARIO: ENSURING PRODUCT SAFETY



Q: Is Jorge's assumption correct?

Jorge is conducting research on a new product set to be released next month. During his research, he finds that the product has a potential safety concern that may affect one out of every two hundred consumers. Jorge thinks this is too small a percentage to stop the product from being sold on the market.

A: No. Any product safety concerns must be reported, no matter how small the perceived risk is. Jorge should relay the safety concern to his manager and Quality Assurance.

WE EARN OUR CUSTOMERS' TRUST

WE MARKET OUR PRODUCTS RESPONSIBLY

Rich's is committed to representing our products truthfully and responsibly. Further, in most countries where we operate, there are laws in place that support this, such as in the U.S., where claims in advertisements must be truthful, cannot be deceptive or unfair, and must be evidence based. For some specialized products or services, additional rules also apply.

WHAT YOU SHOULD DO

- » *Always represent our products fairly, accurately, and truthfully.*
- » *Never create any misleading impressions in advertising, marketing or sales materials, or presentations.*
- » *Refrain from making disparaging comments or unfavorable claims about competitors or their products and services.*

SCENARIO: AVOIDING FALSE CLAIMS



Q: What should Wang do?

Ana and Wang are out to lunch with a potential customer. Ana tells the potential customer about recent quality issues with a competitor's product. After the meeting, Wang tells Ana he was unaware of the competitor's quality issues. Ana tells Wang that she was "stretching the truth" to secure the potential customer's business.

A: Wang should report the events of the lunch and the conversation that he had with Ana after the lunch to his manager, AEN, Legal, or the VP Compliance/Deputy General Counsel, or through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America. Even though Ana's comment may help Rich's obtain business, it is both unethical and illegal to make a false claim about a competitor.

WE EARN OUR CUSTOMERS' TRUST

WE COMPETE VIGOROUSLY AND FAIRLY

We believe in free and open competition. In addition, most of the countries in which we operate enforce strict laws supporting this. These laws are similar to **antitrust laws** (laws developed by governments to protect consumers from predatory business practices and prohibit collusion and other unfair business behavior that restrict free competition) in the United States and competition laws in the European Union. **Collusion** is a deceitful agreement or secret cooperation between two or more parties to limit open competition by deceiving, misleading, or defrauding others of their legal right.

WHAT YOU SHOULD DO ?

- » *Always respect people's obligations to protect the confidential information of their current and former employers.*
- » *Accept information in confidence only when necessary and only under a written agreement that defines and limits our obligations in dealing with it.*
- » *Never enter into agreements with competitors to set prices, limit production, or divide customers, suppliers, or markets.*
- » *Never enter into practices that diminish competition without a legitimate, legal, and ethical business justification or consumer benefit.*
- » *Never induce anyone to violate any of their previous or current confidentiality obligations.*
- » *Never disclose suppliers' nonpublic pricing information.*

SCENARIO: PRICE FIXING WITH COMPETITION



Q: How should Michael handle such a situation?

Michael is out to lunch when he bumps into Sofia, a friend and competitor. Sofia tells Michael that if Rich's raises the price of one of their products, she has the power to make sure her company raises the price of a similar product to the same amount.

A: Michael should inform Sofia that her idea is not a proper business discussion, then end the conversation and promptly report the conversation to his manager, AEN, Legal, or the VP Compliance/Deputy General Counsel, or through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America. The discussion violates antitrust laws. It could also be construed as collusion or **price fixing** (maintaining prices at a certain level by agreement between competing sellers). Rich's sells off of its established price list and deviates only in certain circumstances related to specific requirements regarding volume, marketing allowances, and rebates.

WE EARN OUR CUSTOMERS' TRUST

WE HONOR OUR BUSINESS AND ETHICS COMMITMENTS

We gain credibility with customers, fellow associates, the communities where we operate, and all those we encounter through our business dealings by adhering to our commitments, displaying honesty and integrity, and achieving company goals only through ethical conduct.

WHAT YOU SHOULD DO



- » *Seek approval from your manager before making any promises or commitments to customers or suppliers.*
- » *Make sure you have reviewed any verbal or written agreement with Legal.*
- » *Always tell the truth and stick to your word.*

SCENARIO: SEEKING APPROPRIATE APPROVAL FROM SUPPLIERS



Q: Should Robert promise that Rich's will utilize that supplier in the future in order to secure a low price for the products?

Robert is working with a supplier to set up a new contract between the supplier and Rich's. In order to secure the deal, Robert considers informing the supplier that if they give Rich's a low price on this deal, Rich's will make sure to use the supplier in the future. Robert already knows that the odds of this happening are very low, but it has a slight chance of occurring, and he wants to secure the best deal for Rich's.

A: No. Robert must only make honest and truthful statements when interacting with suppliers or other business partners. While this comment may help Rich's in the short term, taking advantage of a supplier is unethical.

WE RESPECT THE ENVIRONMENT

Sustainability, the avoidance of the depletion of natural resources in order to maintain an ecological balance, is part of how Rich's conducts business and respects the environment. Our ongoing efforts to minimize water and energy consumption, emissions, and waste have a significant impact on reducing the environmental footprint of our business. We strive to maintain a safe, clean, and healthy work environment for associates and the communities in which we operate.

WHAT YOU SHOULD DO



- » *Take appropriate and efficient action to conserve resources and uphold environmentally safe practices.*
- » *Incorporate systems and processes into our operations and across our supply chain to reduce energy and water use, reuse or recycle materials, and minimize waste.*
- » *Comply with all safety and environmental protection laws and exceed their requirements when it's warranted.*
- » *Review our operations on a regular basis to ensure the standards of our environmental programs are continuously improved.*



WE PROVIDE A SAFE, LEGAL, AND INCLUSIVE WORK ENVIRONMENT

Rich's is dedicated to providing a work environment that aligns with its values regardless of location and expects associates to do the same.

WE SUPPORT GLOBAL HUMAN RIGHTS

We support and respect the protection of **human rights**, the idea of unalienable, fundamental rights that are inherent to all human beings, and we ensure that our suppliers do the same. In doing so, we provide fair wages, have a zero-tolerance policy for modern slavery and human trafficking, and do not use child labor in our manufacturing.

WE TREAT OTHERS WITH RESPECT

Rich's is committed to providing a respectful workplace that supports diverse associate needs.

- We do not discriminate based on race, color, religion, gender, sexual orientation, gender identity or expression, national origin, disability, genetics, age, veteran status, or any other characteristic protected by law.
- We embrace the diversity of all members of Rich's family of associates.
- We do not compromise our associate's privacy, our policies, or our trade secrets when conveying social compliance information to customers. **Social compliance** is a continuing process in which companies endeavor to protect the health, safety, and rights of their employees, the community and environment in which they operate, and the lives and communities of workers in their supply and distribution chains.

WE PROVIDE A SAFE, LEGAL, AND INCLUSIVE WORK ENVIRONMENT

WE MAINTAIN A SAFE, HEALTHY, AND SECURE WORK ENVIRONMENT

A safe, healthy, and secure workplace is essential. Not only does it protect associates from injury and illness, but it can also increase quality and raise everyone's morale.

WE PROMOTE AND PROVIDE A DRUG-FREE WORKPLACE

At Rich's, we're dedicated to providing a workplace that discourages alcohol and drug abuse and encourages treatment, recovery, and the return to work of associates who have drug-related problems.

WHAT YOU SHOULD DO



- » *Comply with all safety, health, and security policies and procedures.*
- » *Always take appropriate corrective action and report any health concerns, security or operations issues, or safety threats to your manager, AEN, Legal, or the VP Compliance/Deputy General Counsel, or through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America.*

WHAT YOU SHOULD DO



- » *Never sell, possess, or use illegal drugs or create a safety risk through drug use or intoxication while on Rich's property or conducting Rich's business.*



WE PROVIDE A SAFE, LEGAL, AND INCLUSIVE WORK ENVIRONMENT

WE PROMOTE AND PROVIDE A HARASSMENT-FREE WORK ENVIRONMENT

Workplace bullying by coworkers, or harassment in any form, is not tolerated at Rich's. **Harassment** is unwelcome conduct based on race, religion, sex (including pregnancy), national origin, age, disability, or any other basis. **Sexual harassment** is further defined to include any unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature.

WHAT YOU SHOULD DO



» *Do not behave in a disrespectful, hostile, violent, intimidating, or harassing manner.*

SCENARIO: REPORTING SEXUAL HARASSMENT



Q: What should Pat do?

John has made numerous comments to his colleague Pat about her appearance. Pat feels that these comments are inappropriate and make her feel uncomfortable. Pat is beginning to dislike her work environment because of John's comments.

A: Pat should report the situation to the appropriate source. An appropriate source includes her manager or a manager she feels comfortable with, AEN, Legal, or the VP Compliance/Deputy General Counsel, or she should reach out through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America. John's behavior is potentially creating a hostile work environment for Pat and could be adversely affecting her job performance.

WE PROVIDE A SAFE, LEGAL, AND INCLUSIVE WORK ENVIRONMENT

WE DO NOT TOLERATE RETALIATION

Retaliation occurs when an employer takes action against an employee (associate) for exercising their rights under anti-discrimination, whistleblower, or certain other laws (**protected activity**). Retaliation could be in the form of termination, demotion, salary reduction, discipline, or a negative performance review. Rich's does not tolerate retaliation against any associate who, in **good faith**, makes a report of any potential violation of this *Code of Responsible Business Practices* or who engages in any protected activity, including complaining about discrimination or harassment.



SCENARIO: REPORTING RETALIATION



Q: What should Min do?

Min overhears their manager talking with an individual who is not a member of the company about information they know is confidential. Min feels that this conversation may be inappropriate but is concerned that confronting their manager or talking with their manager's manager, they will lose out on a promotion or, even worse, be terminated.

A: Min should report what they heard to the appropriate source. Whether or not their concerns turn out to be legitimate, they will have made the report in good faith and will be protected from retaliation. When we act in "good faith," we provide all of the information we have and believe we are giving a sincere and complete report. An appropriate source for Min to tell is another manager, AEN, Legal, or the VP Compliance/Deputy General Counsel, or Min can report it through the confidential [Global Ethics Hotline website](#), which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America.

WE BETTER OUR COMMUNITIES

A core company value, Rich's is dedicated to bettering the communities where it operates and beyond. Rich's encourages associates to get involved with efforts of their choice. Rich's does not pressure associates to contribute or join preferred charities or groups or to engage in political activities.

WHAT YOU SHOULD DO

- » *Respect other associates' choices in community involvement.*
- » *Contact the Vice President of Community Engagement for any corporate sponsorship requests.*



WE USE SOCIAL MEDIA RESPONSIBLY

Social media is a powerful tool. It enables us to learn from and share information with Rich's family stakeholders and connect with our business partners, each other, and the public about our company. But if social media isn't managed carefully, it can put Rich's at risk. We expect you to use your personal social media accounts in a responsible way that does not reveal confidential company information, expose Rich's to reputational risk or legal liability, or otherwise harm the company or others.

How Rich's Manages Its Social Media:

- We support the use of websites and social media channels as outlets for self-expression and an innovative way to promote our products when used appropriately and ethically.
- We do not disclose confidential, proprietary, or sensitive information about our business, our suppliers, or our customers.
- We do not misuse social media.
- We always maintain the integrity of Rich's logos, trademarks, and trade dress when online.
- We never make any claims about our products or competitors' products that are untrue or misleading.

WHAT YOU SHOULD DO

- » *If you promote Rich's products on your personal blogs, websites, or other social media platforms, you must disclose that you are employed as a Rich's associate.*
- » *You should always receive approval in advance before making any statement or posting any messages that might appear to act as the "voice" or potential position of Rich's. All such statements are distributed exclusively by Communications or Legal.*
- » *If you oversee a Rich's social media account, or if you are authorized to post on the company's behalf, make sure that the social media activity is lawful and has been properly approved and that any posts from the company are responsible and respectful of others.*
- » *Associates who comment on any aspect of the business must include a disclaimer on their profile that the views they express are personal and not those of Rich's.*
- » *Do not misuse social media, as it can result in a liability to Rich's and a personal liability to you, and can result in disciplinary action up to and including termination.*
- » *When participating in online activities, always maintain the confidentiality of company information—do not disclose any proprietary information, trade secrets, or information regarding the development of systems, processes, products, technology, internal reports, procedures, or other internal communications.*

WE USE SOCIAL MEDIA RESPONSIBLY

RICH'S EQUAL EMPLOYMENT OPPORTUNITY (EEO) POLICY APPLIES TO ALL ONLINE ACTIVITIES

The company's EEO Policy, which prohibits unlawful employment discrimination, harassment, and retaliation, applies to all online activities, including blogs, websites, and social media.

- Do not make statements or use photographs, video, or audio that could reasonably be viewed as malicious, obscene, threatening, or intimidating or that could constitute harassment or discrimination of your coworkers or managers; Rich's competitors, customers, or vendors; or any other business contact. Examples include:
 - Posts meant to intentionally harm someone's reputation.
 - Posts that contribute to a hostile work environment on the basis of race, gender, disability, religion, age, or any other status protected by law or company policy.

MEDIA INQUIRIES

To ensure professional handling, we must direct any media requests to Communications at mediainquiry@rich.com. Further contact information for media inquiries can be found on our public website at www.richs.com/newsroom.

SCENARIO: POSTING COMPANY INFORMATION ON SOCIAL MEDIA



Q: Was Valentina's action proper?

Valentina, a sales associate, has been working tirelessly on a contract with a potential supplier. After a few months of negotiation, Valentina and the potential supplier agreed to a deal. Valentina writes on her Facebook and Twitter profiles that Rich's has entered into an agreement with the supplier. One of Valentina's friends congratulates her on Facebook and asks Valentina how much the contract is for; Valentina tells her friend this information on Facebook.

- A:** No. Rich's contracts and their terms are confidential, so Valentina should not be sharing this information with an unauthorized party or announcing it on social platforms or anywhere else. Doing so could damage Rich's reputation, permanently disclose confidential information, and adversely affect the success of the business.

WE WANT TO HEAR FROM YOU

This *Code of Responsible Business Practices* and the embedded links to company policies have been developed to help you “DO WHAT’S RIGHT, No Matter What.” However, we want to hear from you if something doesn’t seem right or if you have questions about doing the right thing.

OPTIONS FOR ASKING QUESTIONS, DISCUSSING CONCERNS, OR REPORTING AN ISSUE

- Speak to Your Manager
- Speak to AEN
- Speak to Legal
- Speak to the VP Compliance/Deputy General Counsel
- Reach out through the confidential [Global Ethics Hotline website](https://dowhatsright.rich.com), (dowhatsright.rich.com) which includes phone numbers for all locations, including 1.800.461.9330 for associates in North America

GLOSSARY/ INDEX OF TERMS

Below are terms used throughout the Code and where you can find them within it.

Term	Definition	Main Reference on Page
Anti-Bribery and Anti-Corruption Laws	Anti-bribery and anti-corruption laws prohibit the payment of anything of value to gain an improper advantage or obtain or retain business.	15
Anti-Boycott Laws	Help prevent U.S. companies from being used to implement foreign policies of other nations that run counter to U.S. policy.	8
Antitrust Laws	Laws developed by governments to protect consumers from predatory business practices and prohibit collusion and other unfair business behavior that restrict free competition.	21
Asset	A company asset is everything controlled and owned by a company that's currently valuable or could provide monetary benefit in the future. Examples include patents, machinery, investments, and data.	12
Bribe	Directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action or to secure an improper advantage.	15
Business Record	A document (hard copy or digital) that records an act, condition, or event related to business.	11
Collusion	A deceitful agreement or secret cooperation between two or more parties to limit open competition by deceiving, misleading, or defrauding others of their legal right.	21
Conflict of Interest (COI)	A situation in which a person or organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another.	14
Ethical Behavior	Behavior characterized by honesty, fairness, and equity in interactions with others.	8
Good Faith (Acting In)	Providing all of the information we have and believing we are giving a sincere and complete report.	27
Harassment	Unwelcome conduct that is based on race, religion, sex (including pregnancy), national origin, age (40 or older), disability, or any other basis.	26
Human Rights	The idea of unalienable, fundamental rights that are inherent to all human beings.	24
Money Laundering	The process of converting illegal proceeds so that funds are made to appear legitimate.	9
Nominal in Value	US\$250 or less.	15
Personal Data	Information that can directly or indirectly identify an individual, such as a name, contact information, or health-related information.	17
Price Fixing	The maintaining of prices at a certain level by agreement between competing sellers.	21
Protected Activity	Anti-discrimination, whistleblower, or certain other laws.	27
Retaliation	An employer takes action against an employee (associate) for exercising their rights under anti-discrimination, whistleblower, or certain other laws (protected activity).	27
Sensitive Information	Any data that would pose a risk to the company if released to a competitor or the general public.	18
Sexual Harassment	Sexual harassment includes any unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature.	26
Social Compliance	A continuing process in which companies endeavor to protect the health, safety, and rights of their employees, the community and environment in which they operate, and the lives and communities of workers in their supply and distribution chains.	24
Sustainability	The avoidance of the depletion of natural resources in order to maintain an ecological balance.	23



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