



Conflicts of Interest Policy

Purpose

Rich Products Corporation, its affiliates and subsidiaries (collectively, the “Company”) believes business decisions should be made with integrity and not influenced by a conflict of interest. A conflict arises when our or our family member’s personal, social, political or financial interests, duties, obligations or activities are, or may be, in conflict with the interests of the Company. Conflicts of interest expose our personal judgment and that of the Company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. Having a conflict is not necessarily a problem provided we make prompt and full disclosure of any situation that may involve an actual or potential conflict of interest.

Scope

The requirements of this policy apply to every associate of the Company, regardless of employment status (e.g., full-time, part-time). In certain cases, they apply to relatives of associates and persons in the same household.

Definitions

Conflict of Interest - For the purpose of this policy, the term 'Conflict of Interest' refers to any personal or business-related activity, including a financial interest, that:

- (i) could potentially interfere with our responsibilities or judgment on behalf of the Company or its customers; or
- (ii) conflicts, or appears to conflict in any way, with the interests, or damages the reputation, of the Company.

Relatives - For the purpose of this policy, the term ‘Relatives’ includes:

- (i) Parent, child, sibling, spouse, aunt, uncle, niece, nephew, grandchild, grandparent, cousin of associate;
- (ii) In-laws of the above types; or
- (iii) Foster or step-relatives of the above types.

Immediate Family Member - For the purpose of this policy, the term ‘Immediate Family Member’ includes a person's children, stepchildren, parents, stepparents, spouse, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law and sisters-in-law, and anyone sharing such person's household (other than a tenant or employee).



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Financial Interest - For the purpose of this policy, the term 'Financial Interest' includes:

- (i) Any compensation arrangement with any industry company (including any subsidiary or affiliated entity);
- (ii) Stock or ownership interests in an industry company (including any subsidiary or affiliated entity) amounting to greater than a 50% ownership interest;
- (iii) Company issued stock-options in an industry company (including any subsidiary or affiliated entity) regardless of amount or present value; or
- (iv) Any other compensation, reimbursement, or remuneration that improperly influences, or gives the appearance of improperly influencing business judgment, objectivity, relationships, or business outcomes.

Third Party - For the purpose of this policy, the term 'Third Party' includes any entity that the Company does business with, such as suppliers, vendors, contract manufacturers, business partners and affiliates, brokers, distributors, resellers, and agents.

Identifying Conflict Situations

Sometimes a conflict of interest is easy to see and define. Other times it is more complicated. There are three types of conflict situations:

Actual conflict of interest

Direct conflict between current duties and responsibilities and existing private interests.

Perceived conflict of interest

Where it appears that private interests improperly influence the performance of duties.

Potential conflict of interest

When a conflict between personal interests and official responsibilities could arise in the future.

If we find ourselves in either type of situation, we must discuss it with our manager, HR Business Partner, or the Legal Department to make sure that we have asked all the right questions, considered the implications, and chosen a correct path.

Activities Causing Conflicts of Interest - Introduction

There are a number of standard situations where conflicts of interest are likely to arise. The following are examples of some possible situations.



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This list of potential conflicts of interest is not exhaustive. Even if a particular situation is not expressly mentioned, we must disclose all situations which we think may result in a conflict of interest and, where appropriate, seek approval.

Business Activities with Competitors, Suppliers, Customers

While working for the Company, we may not have any type of business relationship with a supplier, customer or competitor of the Company. We must avoid outside business interests that may discredit or jeopardize the interests of the Company or that may interfere with Company operations.

Personal Investments

We must disclose any stock or other financial interest held by us or an immediate family member in any present or prospective competitor, customer, supplier, partner or licensee with whom we deal in our employment. If the holding is 5% or more of stock, assets or other interests, we must avoid it altogether.

When determining whether a personal investment creates a conflict of interest, we must consider if we are in a position to influence transactions between the Company and a business in which we have invested. If a real or apparent conflict arises, we must disclose the conflict to our manager.

Company Loans

The Company is prohibited by law from extending or arranging the extension of loans for its executive officers except to the extent permitted by the employee benefit plans. We or our relatives may not, without prior written disclosure and approval, accept loans from the Company beyond the extent permitted by our employee benefit plans. Additionally, we or our relatives may not borrow loans from present or prospective competitors, customers, suppliers, partners or licensees (borrowings from banks or other recognized financial institutions with whom the Company maintains business relationships are, of course, not objectionable).

Outside Employment

Our job at the Company should be our first work priority. We may not participate in any activity (whether for personal profit or incident to industry, civic, or charitable organization affairs) if it is likely to involve continued and unreasonable use of our time during normal



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Company business hours or requires such long hours as to affect our physical or mental effectiveness.

Employment with Suppliers/Competitors

We must avoid holding a second job with a vendor or customer with whom the Company conducts business, or with one of the Company's competitors.

Board Memberships Outside of Company

We may only serve on the boards of community and non-profit organizations or trade associations if the affiliation does not diminish our ability to perform responsibilities to the Company.

The Company disallows all associates from serving on the 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 we are considering board membership (including advisory boards), we must first disclose all relevant information and obtain express written approval from Rich's Vice President of Compliance. If approved for serving on the board of directors of an outside company or organization, we may not conduct outside business during working hours or use company assets or information in any work for another business.

Public Speaking and Editorializing

Unless we are acting in the scope of our professional persona, we are responsible for making it clear that any views we express in a public forum on matters of public interest are our personal views and do not represent the views of the Company. We will be considered to be acting in our professional persona when we:

- (i) Identify ourselves in any social environment as an associate of the Company;
- (ii) Occupy a role at the Company responsible for creating our intellectual capital and are commenting on a topic related to our coverage area; or
- (iii) Participate in any Company-branded social media property.

Personal Advantage of Business Opportunity Belonging to Company

We may not take for ourselves or our family members any opportunities that the Company could have an interest in that are discovered through the use of our Company position, information or property.



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Misuse of Company Property, Information or Funds

In our work, we may become aware of material, nonpublic information about the Company or companies we do business with. We may not use this information to make personal investment decisions or "tip" others who might make an investment decision based on this information. This prohibition also applies to our family members or anyone else living in our household and any entities over whose transactions in the Company we have influence or control.

Related Party Transactions

We must avoid financial interest with a supplier, customer, competitor or any other organization, with whom we or our relatives' have a direct or indirect interest or relationship such that our relationship might affect or potentially affect our independence or objectivity in fulfilling our duties to the Company or making any business decision.

Self-Dealing

We may not provide or commercially market products or services to others that compete with Company's product offerings. Such activities are "commercial" if we receive direct or indirect payment of any kind for such services. We may not cause Company to purchase services or products from our family members or businesses in which we or our family have a controlling interest, without disclosure of the relationship and approval from Company's Vice President of Compliance prior to agreement.

Gifts and Entertainment

Gifts and entertainment can create goodwill in our business relationships but can also make it hard to be objective about the person providing them. Our choice of suppliers, vendors and partners must be based on objective factors like cost, quality, value, service and ability to deliver. We must avoid even the appearance of making business decisions based on gifts received through these relationships. Giving or accepting gifts of nominal value (less than \$100) are acceptable as long as our business unit does not have a more stringent gift policy. Infrequent business entertainment is appropriate provided it isn't excessive, and it does not create the appearance of impropriety. When giving gifts or offering to entertain a business partner, we must ensure that our offer does not violate the recipient's own policies. When working with public officials, we must be aware that even simple offers such as purchasing a meal or refreshments may be unacceptable or even against the law. We must contact the Legal department before providing any gift or entertainment to a public official.



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Direct Supervision/Influence on Hiring

The Company recognizes that all individuals have the right to work at the Company and that, in some cases, we may have relatives also working for the Company. In these situations, the Company will avoid, where possible, work situations that create a direct or indirect supervisory/reporting relationship between relatives. We should not be in a position to influence the terms and conditions of a relative's employment.

Romantic Relationships

We must avoid having romantic relationships with certain other associates where:

- (i) There is an immediate reporting relationship between the associates.
- (ii) There is no direct reporting relationship between the associates, but where a romantic relationship could cause others to lose confidence in the judgment or objectivity of either associate, or the relationship could cause reputational harm to the Company.

Political Activities

We must avoid activities such as campaigning for an elected political office while on duty or while representing the Company, endorsing a candidate for political office on behalf of the Company, or otherwise assisting a candidate in the campaign for office by using the Company's resources or reputation.

Lobbying

All lobbying activities, including the retention of outside lobbyists, must be pre-cleared through the Legal Department.

Channels for Disclosures

All associates and prospective associates are obligated to disclose any activity or situation that presents a conflict between their personal interest(s) and the Company's interests. If we have or will have such a conflict of interest or learn about a potential or actual conflict of interest, we may disclose it through the following ways:

- (i) Inform our manager of the conflict of interest and seek their approval, if required. We



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must document all disclosures, approvals and rejections in writing and both parties must retain a copy.

(ii) Fill out the COI Disclosure form on Rich's website. The Vice President of Compliance shall review the COI Disclosure form and provide comments and/or recommendations regarding the disclosure.

(iii) Contact the Legal Department to disclose the conflict of interest.

In all cases, disclosure and, if applicable, approval is required prior to engaging in the conduct in question. Any material changes to the disclosed/approved conflicts shall also be subject to renewed disclosure/approval.

If we feel that an approval has been denied unfairly, we must contact the Vice President of Compliance.

Disclosure Requirements

Senior management (and any other Key Associates), officers, directors and board members are required to make an annual disclosure of interests, which will be reviewed by the Finance & Audit Committee of the Board. Nominees to serve as Rich's Directors must submit an annual disclosure of interests form, prior to election to the Board of Directors.

Auditing and Monitoring

The Legal/Compliance Department and the Internal Audit Department are responsible for monitoring the Company's compliance with applicable laws and this policy.

Review and Management of Conflicts

The Vice President of Compliance will:

(i) Provide day-to-day guidance for appropriate conduct under this policy.

(ii) Review all COI Disclosure forms that identify a conflict or potential conflict of interest, coordinate them with the appropriate staff departments and other activities, make a final decision on the disclosures, and communicate the decision as appropriate.

Register/Record Keeping

Records of COI Disclosures are retained in a centralized Legal Department database. Associates and managers can request copies from the Vice President of Compliance.



Enforcement/Penalties

We are expected to be familiar with the basic procedures and responsibilities created by this policy. If the Company determines that we have violated this policy, related standards, procedures or controls, applicable laws or regulations, or any governance documents, appropriate disciplinary measures will be taken, up to and including immediate termination of employment, to the extent permitted by applicable laws. The following is a non-exhaustive list of possible disciplinary measures:

- (i) Oral or written warning
- (ii) Suspension
- (iii) Removal of job duties/responsibilities
- (iv) Demotion
- (v) Reduction in compensation
- (vi) Termination of employment.

References/Related Policies

Please read the Code of Responsible Business Practices for more information related to this topic.

Contact Information

If we have any questions or concerns regarding this policy, we must contact the Vice President of Compliance at 716-878-8144 or emarabella@rich.com or the Global Ethics Hotline at <https://dowhatsright.rich.com/> or 1.800.461.9330 for associates in North America.