



CODE OF ETHICS



Last revised December 2020

Introduction

The Code of Ethics (the “Code”) of Seeka Limited and its subsidiaries (“Seeka”) is the framework of standards that employees and Directors collectively (“Seeka People”) are expected to conduct themselves by.

The Code is intended to facilitate conduct and decisions that are consistent with Seeka’s business objectives and legal and policy obligations. This Code has been approved by the Board of Directors (the “Board”).

The Directors, Management and employees are expected to act in the best interests of Seeka at all times and give proper attention to the matters before them.

Seeka People are expected to follow the standards set out in this Code and the Code of Conduct. Failure to do so may lead to disciplinary action consistent with the employment contract or letter of appointment and the consequences could lead to dismissal.

Seeka’s Managers are expected to lead according to this Code and to ensure these standards are communicated to the people who report to them.

If Seeka People have any questions or concerns about an ethical issue, or become aware of a breach of a legal obligation or a Seeka Policy, they should advise their Manager as soon as possible. If this is not appropriate, they should contact their Manager’s supervisor or a member of the Senior Management Team, or the Chief Executive Officer (“CEO”). If the issue relates to the CEO the matter should be raised with the Chair of the Board. All Seeka People should act honestly and with integrity.

This Code deals with:

- Conflicts of interest
- Proper use of Seeka information
- Proper use of Seeka assets and property
- Conduct
- Whistle blowing
- Compliance with laws and Seeka policies

Conflicts of interest

A conflict of interest occurs when an individual’s interests interfere, or appear to interfere, with Seeka’s interests.

Seeka expects its people to act in the best interests of Seeka and its growers at all times. Seeka People must not use their position, or any Seeka information, for personal benefit independent from Seeka’s business, or to preferentially benefit any other business or person.

No Seeka People may directly or indirectly have an equity interest in, or a significant beneficial connection with, any business or individual that competes with, or is a customer of, or supplier to, Seeka without the prior written consent of the CEO. In the case that Seeka People have an interest in a supplying orchard then that must be notified to the CEO and all non-standard business dealings approved by the CEO.

Where there is a conflict of interest during a meeting the Seeka person may exclude themselves from participation in that item of business, and in any event the chair of the meeting will determine if the Seeka person should be excluded from the meeting while the item of business is being discussed.

Proper use of Seeka information

Seeka People must not disclose any confidential information about Seeka or in the possession of Seeka to any person unless authorised by Seeka to do so. Seeka confidential information will generally not be disclosed to any person who is not a Seeka person unless that person has entered into a confidentiality agreement.

Seeka People must not trade in Seeka shares based on knowledge that comes from their roles if that information has not been reported publicly.

Seeka People must not, without authority, directly or indirectly state that they are representing Seeka or its position in respect of any matter to media or to any external parties.

Seeka People must not use Seeka information for personal gain.

Proper use of Seeka assets and property

Seeka People are responsible for taking all prudent steps to ensure the protection of Seeka's and its customers' assets and property, and to minimise the possibility of theft by any person. Seeka People must ensure that Seeka's assets and property are used only for the purposes of Seeka and in accordance with appropriate authorisations.

Conduct

The conduct of Seeka People, whether to customers, growers, suppliers, competitors, contractors, Zespri, or other Seeka People can impact on the way external parties view Seeka and whether they choose to do business with us.

Seeka People are expected to value individuals' differences and treat people with respect in accordance with Seeka's Diversity and Bullying and Harassment Policies.

Seeka People must not seek or accept any type of compensation, fee, commission, gifts, or other gratuity from a third party in connection with Seeka's operations nor entertainment which goes beyond common courtesies of minimal value consumed in one day associated with general

commercial practice, and all such compensation, fee, commission, gifts, entertainment or other gratuity that are accepted must be declared to their Manager. This is to ensure that the offer or acceptance of a gift cannot create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by Seeka. If there is any doubt as to whether a gift may fall within this provision, full details of the background of the gift must be reported to the CEO.

All gifts received, either directly or indirectly, will be pooled and distributed at Christmas. Seeka People must fully co-operate with the internal (if any) and external auditors of Seeka, and must not mislead or conceal any relevant information from those auditors.

Seeka People should hold to the statement “We do what we say and own and are accountable for what we do”.

Whistle blowing

Seeka People are free to contact the Chair of the Board, the Chair of the Audit and Risk Committee, or CEO to disclose any wrong doing within the organisation. (Their contact details are on Seeka’s intranet “the Source”) as deemed appropriate.

Such wrong doing can include unlawful conduct, financial malpractice or dangers to the public, safety or the environment. It is important that employee concerns about illegal or unethical activities can be raised without fear of victimisation and that the organisation is alerted to malpractice early so that it can be stopped and the perpetrators dealt with.

Compliance with laws and Seeka policies

Seeka People will familiarise themselves with Seeka policies and are expected to comply with all policies, procedures and frameworks at all times. Seeka People are expected to abide by the laws, rules and regulations of New Zealand and any other countries in which we operate.

Seeka People will comply with all statutory and disclosure requirements on a timely basis.

Promotion of Seeka’s Code of Ethics

The principles, expectations and benefits of the Code will be promoted to staff each year, including at the periodic large staff meetings.

Review

If you have feedback about this Code please contact your Manager or their Manager who will communicate your feedback to the Chief Financial Officer.

Waivers

Waivers from this Code can only be authorised by the Board.

Review of the Code

This Code will be reviewed biennially by the Board.

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Next review due: December 2022



34 Young Road, RD 9, Te Puke 3189
PO Box 47, Te Puke 3153, New Zealand
+64 7 573 0303, info@seeka.co.nz

seeka.co.nz