



# CODE OF ETHICS



Last revised December 2022

## From the Chief Executive Officer

At Seeka we strive to provide a safe company where our people can excel in their roles in the drive for excellent performance for our shareholders, stakeholders, and growers.

The company is committed to ensure our people adopt the highest standards of ethical behaviour including mechanisms for you to alert us as appropriate when we do not. Our Code of Ethics guides all in the company.

The Code reflects our company values, which are outlined below:

### FOUNDED ON RELATIONSHIPS

Strong mutually beneficial relationships, from grower partnerships to our community of consumers. Excelling at working together.

### QUALITY OBSESSION

A high performance culture that thrives on going the extra mile. Passionate, disciplined and professional.

### INSPIRATIONAL PEOPLE

We are nothing without the talents of our people. Authentic, skilled and curious – earning respect through our actions.

### GROWING FUTURES

Intelligent growth and commercial nous underpins our shared prosperity. We embrace and care for our environment, those contributing to the journey and the communities where we operate.

### INDEPENDENTLY INGENIOUS

We actively encourage inquiring minds and innovative thinking to create value and grow. We take up the challenges and opportunities that come our way.

### SAFETY ALWAYS

We share the responsibility for creating a safety culture where personal risk taking or exposure has zero tolerance. A heightened sensitivity to protecting the health of the land and its people, identifying potential risk situations and taking corrective actions. Nothing is more important than the personal safety of all engaged with us – nothing!

We encourage you to read and understand your Code of Ethics and if in doubt, ask for further explanation.



**Michael Franks**  
Chief executive

## Introduction

We all have a role to play in ensuring an ethical environment at Seeka.

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.

We are all expected to follow the standards set out in this Code and the Code of Conduct.

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

We encourage staff to speak up. 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 stakeholders 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 or damage 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 are accountable for what we do”.

An employee who is conflicted in a discussion at a meeting, should make their conflict known.

### **Whistle blowing**

Even in an organisation that is committed to a high standard of ethical behaviour, issues can arise. At Seeka, we appreciate those who speak up.

Seeka People are free to contact the Chair of the Board, the Chair of the Audit and Risk Committee, or CEO to disclose any wrongdoing within the organisation. Their contact details are on Seeka’s intranet “the Source”.

Such wrongdoing 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 appropriately.

Health and safety is at the core of everything we do. If you see an unsafe practice this should be reported immediately using the Vault incident management system as a “near miss”.

### **Compliance with laws and Seeka policies**

Seeka People should 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 must comply with all statutory and disclosure requirements on a timely basis, including this policy.

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.

### **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 2024



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