



HUMAN RESOURCES DEPARTMENT

CODE OF BUSINESS ETHICS

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A. POLICY STATEMENT

The Code of Business Ethics provides principles, guidelines and policies to communicate the professional values that govern the activities of the Company and how it deals with employees, external entities and stakeholders. The Company expects that all its employees and representatives act in accordance with the highest standards of personal and professional integrity in all aspects of carrying out their actions.

Employees are responsible for knowing and adhering to the values and standards set forth in this Code. Violations are cause for disciplinary action up to and including termination of employment.

B. COVERAGE

This policy shall cover all employees regardless of employment status.

C. EFFECTIVITY

This policy supersedes, amends, modifies all other policies, verbal or written, that are inconsistent herewith and shall take effect on March 1, 2019.

D. GUIDELINES

1. Work Environment

a. Honesty

All employees shall adhere to fair business practices, accurately and honestly represent themselves and the company's products and services. Everyone is expected to be honest and truthful in all its actions. As an employee, you will not allow, facilitate or participate directly or indirectly in dishonest or illegal operations.

"We, members of the Frutas Group of Companies, do not lie, do not cheat, do not steal, nor do we tolerate those among us who do so.

b. Fair Treatment

A positive workplace is one where employees feel respected and treated with fairness & dignity. Employees show co-workers and business partners with respect and does not engage in any conduct that could be considered as disrespectful, intimidating, aggressive, violent or harassing, including any form of sexual harassment.

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c. Respect for the Individual

Employees deserve to work in an environment where everyone is treated with dignity and respect. Management is committed to creating such an environment because it brings out the full potential in each one, which, in turn, contributes directly to the business success.

Threats, threatening language or any other acts of aggression or violence made toward or by any employee will not be tolerated. For purposes of this policy, a threat includes any verbal or physical harassment or abuse, any attempt at intimidating or instilling fear in others, aggressive gestures, flashing of weapons, stalking or any other hostile, aggressive, injurious and or destructive action undertaken for the purpose of domination or intimidation. Weapons are prohibited in all Frutas sites or properties.

d. Diligence at work

Employees shall perform the job assigned to them with diligence and honesty. The employees shall strive for excellence in achieving the company's objectives and shall maintain a high standard of ethical behavior and comply with the laws, regulations, rules and policies of the Company.

All employees must have an understanding of the company policies, laws, rules and regulations that apply to their specific roles. Everyone is responsible for preventing violations of law and for speaking up if one sees possible violations.

e. Health & Safety

The Company is committed to providing a safe and healthy work environment for all of our employees. To support this commitment, each employee is responsible for complying with health and safety rules that apply to his or her job. Employees are also responsible for taking precautions necessary to protect themselves and their co-workers, which includes immediately reporting accidents, injuries and unsafe practices or conditions to their supervisor/manager. To protect employee's own safety, as well as that of his/her co-workers, everyone is prohibited from working under the influence of any substance that could impair judgment or interfere with the effective and responsible performance of one's duties.

f. Alcohol and Substance

To protect the Company, its employees and the public, the Company reserves the right to take appropriate measures to determine if alcoholic beverage or prohibited substance are located or being used within Company premises, time or business function. The Company also reserves the right to require drug or alcoholic screening test during employment.

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2. Relationship with Stakeholders

a. Customers (internal and external)

Employees are responsible to their customers for meeting their needs and dealing with them in an honest, responsive, respectful, and courteous manner.

Employees will do their best to build the trust of our customers by providing high quality and reliable products and services at all times.

Employees are expected to conduct themselves in a professional manner and does not bring disrepute to the Company.

b. Suppliers

The Company will deal with its suppliers in a fair manner. Decisions to purchase products and services shall be based on the Company's interest in taking into account factors such as quality, price, performance, suitability, and reliability. Any employee involved in making such decisions should be careful to avoid any conflict of interest or the appearance of any conflict of interest.

c. Conflict of Interest

Employee shall not practice any business or trade, which is in conflict with their duties, or with the Company's interest or which may cause the employee to have direct or indirect interest in any contracts or works related to the Company's activities or to which the Company is a party.

The Company requires that employees should avoid any situation that creates a conflict of interest between the employee's own interest and that of the Company.

Potential employee's conflict of interest may include the following:

1. Other employment outside of the Company which might interfere with the interests on the Company or its customers, or which adversely affect the performance of the employee's duties with the Company
2. Becoming an officer, agent or director of any Company
3. Conducting trade or business on a personal basis

d. Gifts and Entertainment

Employees are not allowed to accept any form of gifts or favors that will create an obligation to the donor.

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3. Business Information

a. Confidential Information

Every employee plays a key role in protecting the information entrusted by the Company. Therefore, employees must not disclose the confidential information of the company, prevent it from being communicated to our competitors or others who might use it to their own advantage.

Employees must not disclose any confidential information about the Company's activities, its employees or customers even after the end of their employment with the Company, without a prior written approval from management.

Likewise, it is unacceptable for employees to make reference and personal statements or give quotes to any member of the media and government regulatory bodies. Only designated spoke person in the Company are allowed to speak in behalf of the company.

The following good information security practices must be observed at all times:

- Do not share passwords.
- Secure workplace. Do not leave sensitive or confidential information unattended in your desk. Lock desk drawers when not in use.
- Properly dispose documents, memos, e-mails or other documents that contain confidential or sensitive information by shredding.
- Always lock computer (ctrl-alt-del) when the work area is unattended

b. Employee Information

The company collects information from employees for benefits and other services. If you work with employee personal information, ensure that it is only use for business purposes and only provide it to others who are authorized to have it.

c. Records

Employees shall comply with the document/record retention procedures of the Company. The employee is prohibited from destroying any document/record or copies thereof from the Company's files.

4. Safeguarding Company Assets and Resources

a. Company Property

Employees shall take adequate steps to safeguard and properly use all company assets and protect them from misuse, loss or improper destruction.

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Company property consists of facilities, equipment, supplies, raw materials and all other physical assets. Specifically: Use all company assets with care. Employees must not (i) get, use or divert Company property for personal use or benefit, (ii) materially alter or destroy Company property without proper authorization, or (iii) remove Company property or use Company services without prior management approval.

b. Company Funds

If an employee has access to Company funds, the employee needs to be careful to handle these funds in a responsible manner.

Company funds may include cash, cash equivalents, company credit cards, invoices and other documentation that represent funds transactions. Specifically: Use company funds only for business purposes and ensure that all transactions are properly recorded. Ensure payments to third parties/vendors/suppliers are proper. Be alert for signs that may indicate improper efforts, such as payment terms that violate contracts or payments to payees or locations other than the name of record.

b. Information Resources

Employees shall be responsible for protecting the information resources (like computer hardware, software and data) from damage, unauthorized alteration/access, theft, fraudulent manipulation or use.

c. Internet Access and Usage

Access to the internet is provided as a communications tool and information resource solely to facilitate the performance of job related functions. Employees are prohibited from using the internet for any other purpose. They are thus prohibited from using the internet for personal purposes, and are specially prohibited from the following activities:

- Engaging in illegal, fraudulent, or malicious conduct;
- Working on behalf of organizations without any professional or business affiliation with the Company;
- Sending, receiving, or downloading/storing offensive, obscene, or inflammatory materials;
- Obtaining unauthorized access to any computer system;
- Using another individual's account or identity without explicit written authorization;
- Visiting sites, which are, inappropriate in a public or business environment.

d. Email Usage

Employees provided with e-mail facility are expected to respond promptly to emails.

While absent from office, the employee shall ensure that the out-of-office notification is sent out ahead of time to ensure that important and urgent matters will be addressed to the appropriate representative.

Personal mails should be sent with discretion; this includes, but is not limited to:

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1. Unauthorized attempts to access another's email account;
2. Transmission of sensitive or proprietary information to unauthorized persons or organizations;
3. Transmission of obscene or harassing messages;
4. Transmission of offensive material or solicitations for commercial ventures, religious or political causes or other non-job related solicitations;
5. Any illegal or unethical activity or any activity which could adversely affect the image of the Company.

e. Charity Solicitations

While the Company supports worthy charitable causes, the Company discourages outside agencies from directly soliciting contributions within Company premises except those officially permitted by the Company. Additionally, employees are discouraged from soliciting contributions, donations, or selling tickets from their co-employees for any reason whatsoever.

All requests for Charity should be referred to Human Resources who shall decide on the merits of the request and the appropriate course of action to take.

E. IMPLEMENTATION

The Human Resources and Department Heads, Managers & Supervisors shall be jointly responsible for the effective implementation of this policy.

The provision of the above policy/guideline notwithstanding, it shall be understood that subsequent revision or changes shall be made solely at the discretion of the company and that nothing herein shall be interpreted to mean as establishing precedent for future action.

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