

BIOAGRICERT SRL

CODE OF CONDUCT ex D. Lgs. 231/01

1. OBJECTIVE

Employees, officers, and contracted persons are responsible for understanding the legal and policy requirements that apply to their work, including complying with this Code of Conduct, and reporting any suspected violations of law, including the Legislative Decree n.231/2001, this Code of Conduct, or the policies of Bioagricert srl (the "Company") and its clients. Compliance with this Code of Conduct is required under any agreement between you and the Company and is incorporated into any such employment or representative agreement. This Code will be disseminated to relevant recipients by appropriate communication channels.

2. SCOPE

This Code of Conduct covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles that all representatives of the Company must comply with. All Company employees, officers, and Sub-Contractors must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

3. RESPONSIBILITY

If a law conflicts with a policy in this Code, you must comply with the law. Alternatively, if a local custom or policy conflicts with this Code, you must comply with whichever is stricter. If you have any questions about these conflicts, you should ask the Company how to handle the situation. Those who violate the standards in this Code will violate their agreements with the Company, and may be subject to disciplinary action, including possible dismissal and possible liability. Furthermore, violations of this Code may also be violations of the law and may result in civil or criminal penalties for you, your supervisors and/or the Company. Employees, officers, and contracted persons will be required to sign a revised Code of Conduct form in the event a new version is created.

4. FUNDAMENTAL PRINCIPLES

Obedying the law, this Code of Conduct, and any standards or policies of the Company and third parties whose standards may be used in auditing being conducted, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. All employees, officers, and Sub-Contractors/collaborators ("Representatives") of the Company must respect and obey the laws, rules, and regulations of the cities, states, and countries in which we operate, as well as this Code of Conduct, and the policies and standards of the Company and those third parties who are the owners or holders of the auditing standards.

All representatives of the Company must act professionally, accurately, honestly, and impartially and in an unbiased manner. Representatives of the Company must not act in any way that would compromise in any way the reputation of the Company's certification programs. Representatives must cooperate fully with inquiries in the event of any alleged violation of laws or breach of the Company or third-party standards and policies. Representatives of the Company must act with professionalism and integrity when promoting the Company services. Solicitation for any business other than for the Company is not permitted during the certification audit or certification process and, certain auditors are prohibited from soliciting the Company's clients for a period of time after their last work for the Company as set forth in the non-solicitation provisions that are part of the Bioagricert Quality Manual. The Company's Governance and/or Appeals Committee, along with its Board of Directors is responsible for reviewing infringements or violations of laws, this Code of Conduct, or standards or policies by employees or other Representatives of the Company. Reporting and resolution of complaints and appeals is handled through the Bioagricert Quality Manual and Pro_03 Appeal Committee Procedure of the Company's Quality System.

5. CONFLICTS OF INTEREST

Representatives shall not perform services when they have a conflict of interest that has not been disclosed to the Company in writing. A "conflict of interest" exists when a person's private interest or the interest of a person or a company for whom they work interferes in any way, or even appears to interfere, with the interests of the Company, the certification client, or the interests of a third party owning or holding a standard under which an audit or certification is conducted. A conflict situation can arise when a Representative takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when a Representative (or a member of his or her family) receives improper personal benefits as a result of his or her position.

There are a wide range of potential disqualifying situations, as for example in auditing a site in which a Representative has a financial stake or auditing a site by an individual who has provided training or consultancy to that site, the company being audited, or an affiliate of the company. The Company has procedures in place, through the signing of

annual forms and service requests specific to a site or company to be audited to monitor and assure against conflicts of interest with its auditors and staff.

Conflicts of interest are prohibited as a matter of the Company policy, except as approved by the Company Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with the Company. Any Representative of the Company who either has a conflict of interest or believes he or she may have a conflict or potential conflict should bring it to the attention of a Bioagricert manager, or other appropriate personnel.

6. COMPETITION AND FAIR DEALING/GIFTS/BUSINESS ENTERTAINMENT

The Company seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, never through unethical or illegal business practices. Using proprietary information or trade secret information that was obtained without the owner's consent is prohibited. Each representative of the Company should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees.

No Representative is permitted to engage in price fixing, bid rigging, allocation of markets or customers, or similar illegal activities.

To maintain the Company's valuable reputation, compliance with its quality processes and safety requirements is essential. All certification documents must be handled in accordance with all applicable specifications and requirements.

Gifts or entertainment in connection with certification activities are not permitted, without the written consent of the Company, which is unlikely to be given. No gift, payment, entertainment, or special favors should, directly or indirectly, ever be offered, given, or provided by you to a certification client, a supplier, a government entity, an approval or accreditation body or any other third party, nor should you or any family member, directly or indirectly, accept any gift from a certification client, a supplier, Sub-Contractors/collaborators, association, approval or accreditation body, government entity or any third party without the written consent of the Company.

7. DISCRIMINATION AND HARASSMENT

The diversity of the Company's employees and other Representatives is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of hiring and will not tolerate any illegal discrimination or harassment based on race, color, religion, sex, national origin or any other protected class.

8. HEALTH AND SAFETY

The Company strives to provide each employee and officer with a safe and healthy work environment. Each employee and officer has the responsibility for maintaining a safe and healthy workplace for all employees and officers by following environmental, safety, and health rules and practices and by reporting accidents, injuries and unsafe equipment, practices or conditions. Violent and threatening behavior is not permitted. Employees and other Representatives are also expected to perform their related work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. The use of illegal drugs in the workplace will not be tolerated.

9. ENVIRONMENTAL

All representatives of the Company shall follow all applicable environmental laws and regulations.

10. CONFIDENTIALITY

Representatives must maintain the confidentiality of proprietary information entrusted to them by the Company or its customers or suppliers and shall not use the information or disclose it to others except when disclosure is authorized in writing by the affected parties, or required by laws or regulations, and except for use in connection with a certification being performed. In case of disclosure required by laws or regulations, before any disclosure is made, the Company must be notified prior to release of such information. Confidential and proprietary information includes all non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers if disclosed. It includes information that suppliers and customers have entrusted to the Company such as product and ingredient information, sources of supply, methods of manufacturing or processing, technical information, marketing information, databases, trade secrets, and other intellectual property. The obligation to preserve confidential and proprietary information continues in perpetuity even after your work ends.

11. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees and other Representatives shall protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All assets of the Company are to be used for legitimate Bioagricert purposes. The obligation of employees and other Representatives to protect assets include protecting the Company's confidential and proprietary information. Confidential and proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, databases, records, client information including contact information, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of the Company's policy. It could also be illegal and result in civil or criminal penalties.

12. SUPERVISORY BODY

A Supervisory Body mission is to assure that this Code is enforced for the purposes of disclosing basic ethical principles and values and to help solving any kind of misunderstanding whatsoever. It was set up by Bioagricert in compliance with Legislative Decree n.231/2001. Any breach of statutory regulations governing the Code hereunder is liable to prejudice their trust-oriented relationship with the Company and may lead to apply disciplinary measures as set forth in the Organizational and Management Model (MOG 01).

13. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Any behaviour or attitude is forbidden if aimed to hinder the Judicial authorities and Supervisory and Accreditation Bodies in fulfilling their tasks. It is strictly forbidden to lobby Executive Senior Officials, Managers, civil servants and whoever represents or acts in the name and on behalf of Governmental Administration Bodies with a view to persuade them to take actions in conflict with their official duties. Employees and other Representatives are encouraged to talk to Bioagricert managers or other appropriate personnel about observed behavior they believe may be illegal or a violation of this Code of Conduct Policy or other Bioagricert standards or policies or when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports made in good faith by employees and other Representatives of misconduct by others. Employees and other Representatives are expected to cooperate in internal investigations of misconduct.