



CODE OF CONDUCT
(Currently under Review)

INTRODUCTION

As an industrial Group, our aim is to be successful and achieve results. But not in any way. The manner in which we attain these results is also important to us. This Code of Conduct has been written to provide all members of staff with a series of clear and unambiguous guidelines for ethical and moral responsible conduct in business. These guidelines should be obvious to anyone with a proper sense of right and wrong. They are based on respect for society and its rules and the awareness that self-interest cannot prevail over company interest.

It is the responsibility of the Group Executive Committee (GEC) and Senior Management to make sure that the Vandemoortele Group's staff are duly made aware of this Code of Conduct and duly observe it.

1. ACTING IN COMPLIANCE WITH THE LAW, RULES AND REGULATIONS

When associating with colleagues, customers, suppliers, competitors, the authorities and the community at large, staff are expected to act in accordance with all applicable laws, rules, regulations, in-house policies and procedures at all times.

2. CORRECT AND PRUDENT USE OF THE GROUP'S ASSETS

Each member of staff is accountable for the correct and prudent use of the Vandemoortele Group's immaterial and material assets. These include infrastructures (incl. buildings, premises, telephone, Internet), installations, financial information, corporate information and the intellectual properties and rights of the Vandemoortele Group. These assets are to be used and wielded exclusively to accomplish the goals and ambitions of the Vandemoortele Group, and not for self-interest purposes.

3. SECURING CONFIDENTIAL INFORMATION

Staff must see to it that confidential information does not come into the hands of parties outside of the Group without this being intended or without due safety procedures in place. Confidential information is defined as information which is not public in a general sense outside of the Group and publication of which may harm the Group. The following information in particular is duly considered to be confidential: information with regard to our financial position, production processes, strategies, major agreements, acquisitions and disinvestments of the Group. Confidential information can also be understood to include information about and relating to colleagues, customers, suppliers and/or competitors, etc. which are not in the public domain and publication of which might be detrimental to these persons.

4. INSIDER TRADING AND ACTING WITH FOREKNOWLEDGE

Staff are not allowed to conduct share transactions of stock exchange quoted companies on the basis of concrete, non-public information which they have access to as a result of their position as Vandemoortele Group members of staff. Concrete information is defined as all and any information which investors may reasonably deem to be relevant to make investment decisions. Just a few examples include: awareness of acquisitions and disinvestments, knowledge of product launches and foreknowledge of financial information. Communicating such information to any third party - other than as a result of an obligation under the articles

of association or incumbent on a member of staff in his capacity as a Group worker – is prohibited as long as it has not been made public.

5. RELIABLE REPORTING

The accounts of the Vandemoortele Group constitute the foundation for reliable and accurate reports intended for management, the Group Executive Committee, shareholders, creditors, government agencies and other parties. As applies to all forms of reporting on the activities of the Vandemoortele Group, the accounts must be accurate, factual, complete and truthful and a faithful account of the facts. The Vandemoortele Group will not accept that any which liabilities, commitments, guarantees or similar are not correctly incorporated into the financial records, amongst other things as a result of resorting to the accounts of third parties, such as intermediaries and consultants.

6. BRIBES AND CORRUPTION

We wish to compete in a manner that is correct, on the basis of the intrinsic value of our products and services. Accepting or offering bribes or any other form of reward or inducement by or to individual members of staff from customers or suppliers is strictly prohibited. We espouse good governance and a just and impartial due process of law. This is why it is strictly prohibited to provide or furnish government officials with any item or anything of value, either material or immaterial, either directly or indirectly in order to influence, sway or predispose their judgement in their official capacity.

7. GIFTS AND FAVOURS

As a general rule, members of staff are not allowed to offer or accept any personal gifts or favours of any material-commercial value. Minor sums for entertainment purposes or gifts which are in compliance with applicable legal provisions and which are part of the traditional and generally accepted business practices of the country where they are being offered or received, fall outside the scope of said general principle.

8. INTERESTS OUTSIDE THE VANDEMOORTELE GROEP

Staff are not allowed to work for, favour, or act in the business interest of the Vandemoortele Group's competitors, customers, except with the express consent from divisional management – and if this concerns a member of divisional management, with the express consent of the Chairman of the GEC. Staff are not allowed to derive any personal or private benefit from business opportunities which are directly related to business activities of the Vandemoortele Group, unless the Group should decide not to avail itself of the opportunity concerned and the very fact of taking advantage of the opportunity offered does not contravene the terms and conditions of the service contract of the member of staff concerned.

Except with the express consent of divisional management – and if this concerns a member of divisional management, with the express consent of the Chairman of the GEC - staff are not allowed to own shares of competitors, customers or suppliers of Vandemoortele Group, with the exception of shares in stock exchange quoted companies which are kept for private investment purposes. Staff who feel they face a conflict of interest, are to discuss the matter with their direct line manager.

9. FINANCIAL SUPPORT FOR POLITICAL PARTIES

The Vandemoortele Group does not endorse any political party nor does it award any financial support to groups which serve any party's political interests. The Group's financial and other resources cannot be used to support politicians or political parties. Staff are not allowed to use or exploit the company's facilities and resources for party political purposes. Staff who decide to invest their own time, money or any other resources of their own into political campaigns or party political activities, do so entirely of their own free choice. Situations may occur in which the Group chooses to offer financial support to local, non-political issues or events. This strictly serves to benefit the local communities where the Group companies are located.

10. CONTACTS WITH GOVERNMENT OFFICIALS

Regarding lobbying and other manners of influencing government officials, the Vandemoortele Group duly observes all applicable statutory provisions and regulations. The information provided to government officials, must be accurate, and all contacts with government officials are to occur in due observance of the standards of honesty and moral correctness as detailed above. Any activities which remotely suggest lobbying activities or attempts to sway or predispose government officials, are to be presented to divisional management and the Group's legal department.

11. REPORTING INCORRECT, UNETHICAL OR ILLICIT CONDUCT

We are pursuing a corporate culture founded on mutual trust and individual responsibility. However, it is of course possible that staff still come across unethical or illicit conduct within the Vandemoortele Group. Staff have a duty to report such conduct to their direct line manager or, if required, directly to the Chief Legal & Risk Officer. The Group has procedures in place for reporting incorrect conduct in the strictest confidence. Reports are duly investigated to enable corrective steps to be taken where and when necessary.

Gent, September 2020

Jean Vandemoortele
Chairman of the board of Directors

Yvon Guerin
C.E.O