



# Code of Conduct

## Dole Food Company, Inc.

## Our Core Values

### **INTEGRITY**

We adhere to the highest ethical standards and conduct business openly and honestly within the spirit and letter of the law.

### **QUALITY**

Our mission to provide the finest, high-quality fresh fruit, vegetables, and to be a produce industry leader in nutrition education and research, is Dole's top priority.

### **VALUE**

We are dedicated to bringing increased value to our customers around the world.

### **LOYALTY**

Dole values loyal relationships with its stakeholders—our customers, employees, suppliers, business partners and host countries around the world.

### **COMMITMENT**

For over 150 years we have been committed to fulfilling our customers' expectations in the critical areas of quality assurance, food safety, traceability, environmental responsibility and social accountability.

### **RESPECT**

We are committed to maintaining a positive and diverse workplace and supplier base that fosters open dialog and recognizes the importance of individual and cultural differences.

### **RESULTS**

Dole fosters a results-oriented culture based on our values.

## A Letter from Our Chairman, David H. Murdock

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### ***Code of Conduct of Dole Food Company, Inc. and its Consolidated Subsidiaries (“Dole”)***

#### **To Members of the Board of Directors, Employees, Consultants and Suppliers of Dole**

Dole’s success and reputation and the DOLE® brand have been built by our absolute commitment to our core values and to superior quality in our products, people, business relationships and business practices. By delivering on this commitment each and every day, we continue to build the DOLE brand and the value of our company. I encourage each of you to work together to develop and expand our superior quality in all that we do.

As a company, we have long enjoyed a coveted reputation for our ethical conduct in our business dealings, for our respect for the environment, and for our high regard for and fair and equitable treatment of our people. We abide by the laws and regulations of each country where we operate. We use our superior knowledge and exceptional resources to do what is right for our customers, employees, consultants, suppliers and host countries. This philosophy is integral to Dole’s culture and guides its efforts.

As we continue to grow our operations worldwide and continue on an innovative path to enhance Dole’s standing in the world, it is critical that we remain familiar with this Code of Conduct (the “Code”), as well as Dole’s other policies, to ensure their full and complete implementation. These policies are designed to protect Dole’s assets and to prevent any conduct that could impair or diminish Dole’s value.

Dole requires ongoing compliance with the Code and the other Dole policies worldwide and requires the Annual Review described in the Code. To this end, we continue to update the Code, including its availability in multiple languages and on the Internet.

Thank you for your commitment and dedication to Dole and its continued success.

David H. Murdock,  
Chairman of the Board and CEO  
Dole Food Company, Inc.

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## Background Data

Effective Date: July 20, 2016. Supersedes all prior versions.

Applies To: Dole Food Company, Inc. and all of its consolidated subsidiaries. We use the term “Dole” or “Company” to refer to Dole Food Company, Inc. and its consolidated subsidiaries.

## Scope and Purpose of Our Code

Dole has always endeavored to adhere to the highest ethical standards throughout its worldwide operations and has earned an international reputation for conducting business with integrity. We must continually focus on our commitment to sound business practices both in dealings outside Dole as well as internally.

This commitment means complying with both the letter of the law and the spirit of the law. It also means treating customers, suppliers, competitors and fellow Dole employees and directors fairly and with openness, candor and respect.

Dole’s Code of Conduct (“Code”) is a statement of principles for conducting business in a legal and ethical manner. Each of us—employees and members of the Board of Directors, as well as consultants and key suppliers of Dole—is required to read the Code carefully and to adhere to its principles in conducting Dole business. Dole’s commitment to ethical conduct is paramount in everything we do. We hold ourselves to these high standards because of our deep commitment to our stakeholders: our customers, employees, suppliers, business partners and host countries around the world.

Other Dole policies will continue to be adopted from time to time in order to assist in the implementation of and compliance with the principles of the Code. These policies must be adhered to as well.

## Responsibilities We Share Under the Code

At Dole, we work together to uphold our Code and we share a duty to prevent, correct and, if necessary, report suspected violations of the Code. This allows us to promptly deal with concerns before they become major problems.

While we all must follow the principles of our Code, our managers and supervisors have additional duties. As a manager or supervisor, you must:

- Lead by example
- Ensure our Code is properly disseminated to those who report to you
- Ensure that the employees in your department are periodically trained on the Code and on the policies that affect their jobs
- Expect and require ethical behavior at all times

## **Adherence to Policy**

Employees and members of our Board of Directors, as well as consultants and suppliers, are required to adhere to all aspects of this Code and all other Dole policies. Any violation of the Code by an employee or director can result in disciplinary action, up to and including termination of employment or service as a director, as applicable. Any violation of the Code by consultants or suppliers may result in termination of those relationships. Those policies that are available to the public are posted on [www.Dole.com](http://www.Dole.com). Employees may obtain internal policies through their local Human Resources department.

## **Communication of the Code and Acknowledgment**

Prior to the commencement of employment, the Human Resources Department or the designated divisional department is responsible for ensuring that all new employees (whether permanent, seasonal or temporary) of Dole are provided at the time of hiring with this Code and for obtaining from them the completed and signed Code of Conduct Acknowledgment Form. Before hiring may be consummated, all potential conflicts of interest that are identified on the Code of Conduct Acknowledgment Form must be reported by the Human Resources representative and approved by the Divisional Senior Management for the applicable business unit.

Prior to the appointment of new members of the Board of Directors, the General Counsel or designated Assistant Secretary of Dole Food Company, Inc. is responsible for ensuring that new directors are provided with this Code and for obtaining from them the completed and signed Code of Conduct Acknowledgment Form. Before the appointment may be consummated, all potential conflicts of interest that are identified on the Code of Conduct Acknowledgment Form must be reviewed and approved by Dole's General Counsel.

This Code will also be distributed to, and a signed Acknowledgment Form must be obtained from, all consultants whose services are retained by Dole for any period equal to or exceeding six months. The same applies to key suppliers to Dole. While Dole employees with the authority to retain suppliers have the responsibility to ensure that their suppliers understand the Code, they must also ensure that key suppliers complete the Code of Conduct Annual Review when requested. See attached Appendix 1 for the definition of key suppliers and the Acknowledgment Forms for both consultants and key suppliers.

Annually, Dole will require all its directors, designated employees and consultants, and key suppliers to complete the Annual Review. Dole employees or directors who fail to complete the Annual Review when requested may be subject to disciplinary action, up to and including termination of employment or service as a director.

## Public Communications Regarding Dole

It is against Company policy for directors, officers or employees to disclose confidential information about the Company to anyone, except where disclosure is authorized or legally mandated. (See Dole's *Guidelines for Public Disclosures and Communication with the Investment Community*.) This policy is important not only in order to preserve Company confidences, but also to comply with U.S. federal securities laws designed to prevent "insider trading." Even though Dole's secured notes are not listed with the SEC, they trade on the "portal" market and no one should trade on an "insider" basis.

To guard against the disclosure of material nonpublic information to the Investment Community (defined as market professionals (analysts, broker-dealers, institutional investors, investment advisors, institutional investment managers and investment companies) who are reasonably likely to trade on material nonpublic information), our policy designates certain employees as Company "Spokespersons": the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, General Counsel, Treasurer and the designated head of corporate communications. The Spokespersons are the **only** individuals authorized to disclose information about the Company to the Investment Community. Individuals who are not Spokespersons should refer any inquiries from the Investment Community about the Company to a Spokesperson.

Our policy applies to communications in all forms of media, including print (such as newspapers, magazines and journals), television, radio, social media and all other electronic media (such as websites, blogs, newsletters, compact disks, tapes, etc.). For more information, see Dole's *Media Communications Policy* and the *Guidelines for Public Disclosures and Communications with the Investment Community*.

## Our Commitment to Our Global Communities

Dole believes that promoting economic growth and international commerce in an ethical and fair manner has a positive impact on our global relations. As a global business, Dole recognizes and accepts its responsibility to the interests of the countries in which it conducts business, maintaining nonpolitical relations and respecting host country laws and regulations.

Dole must pay particular attention to each country's economic and social development priorities, including industrial and regional growth, environmental quality, employment and training activities and the transfer and advancement of technology and innovation.

## Applicability of the Code to Dole's Business Relationships

Dole's commitment to ethical conduct extends to its business relationships with customers and suppliers as well as potential customers and suppliers. Employees and directors are expected to deal fairly with customers and suppliers and to act in a manner that creates value and helps build a relationship based upon trust. Any



customer or supplier relationship or transaction with Dole that violates any portion of this Code should be reported, the same as if the violation was from the conduct of directors, employees or consultants. Dole requires the distribution of the Code to consultants and key suppliers, and encourages the inclusion of standards of compliance with the Code in agreements with customers and suppliers.

## **Compliance with Laws**

It is Dole's policy to conduct its business in accordance with all applicable laws. Dole expects employees and directors to use good judgment and common sense in carrying out responsibilities on behalf of Dole in accordance with the law and to refrain from illegal conduct.

In particular, employees, including the Chairman and Chief Executive Officer, the President and Chief Operating Officer, the Chief Financial Officer and Treasurer, General Counsel, Controller/Chief Accounting Officer and Directors must adhere to and advocate the following principles:

- a. the full, fair, accurate, timely and understandable disclosure in reports and documents that Dole may be required to file with, or submit to, government agencies and in other public communications made by Dole;
- b. compliance with both the spirit and letter of all applicable governmental laws, rules and regulations;
- c. compliance with Dole's system of internal controls;
- d. prompt internal reporting of any suspected or known violations of this Code in accordance with the rules set forth in this Code; and
- e. the understanding that failure to comply with this Code is cause for disciplinary measures, including termination of employment.

No individual is expected to know the details of all applicable laws and specific rules and regulations that may apply to particular kinds of work or to individuals who work in particular areas. Individuals who have questions about whether particular circumstances may involve illegal conduct or about specific laws that may apply to their activities should consult the appropriate personnel listed on the last page of this Code.

## **Accuracy and Integrity of Books, Records and Public Disclosures**

We place a great deal of importance on an honest and forthright presentation of the facts. Employees and directors are expected to maintain books and records in appropriate detail to reflect Dole's transactions accurately, fairly and completely. Dole's policy of accurate, fair and complete recordkeeping applies to all records.

All of our public communications and disclosures, including Dole's disclosures and filings with governmental agencies, including the financial information contained

therein, must be complete, fair, accurate, understandable and timely, and in full compliance with applicable law.

Employees are responsible for the accurate and complete reporting of financial information within their respective areas of responsibility and for the timely notification to senior management of financial and non-financial information that may be material to Dole. All assets and liabilities of Dole must be recorded in the regular books of account. All of Dole's books, records and accounts must accurately reflect the nature of the transactions recorded.

Dole's consolidated financial statements shall conform to U.S. generally accepted accounting principles and Dole's accounting policies. Local or statutory books and financial statements shall conform to local regulatory statutes. No undisclosed or unrecorded fund or asset shall be established in any amount for any purpose. No false or artificial entries shall be made for any purpose. No payment shall be made, or purchase price agreed to, with the intention or understanding that any part of such payment is to be used for any purpose other than that described in the document supporting the payment.

All Dole employees whose responsibilities include any of the matters described in this section shall take the steps necessary to ensure our full compliance. For more information, see Dole's *Accounting Policies and Procedures* and Dole's *Audit Committee Procedures for Handling Accounting and Auditing Complaints and Concerns*.

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**Q:** Priscilla's business unit is falling short of its financial targets. Near the close of the books for the quarter, Priscilla's manager approaches her and asks her not to record certain vendor invoices that were just received, even though the vendor's work was completed weeks ago. Priscilla knows that this would overstate her business unit's operating income. What should she do?

**A:** Priscilla should not act on her manager's request and remind her manager that to do so would not comply with Dole's *Accounting Policies and Procedures* since all known expenses incurred for services rendered during the period must be recorded for that reporting period. If her manager insists that Priscilla delay posting the invoice, she should discuss the situation with her manager's supervisor and, if necessary, report the issue to any of the contacts listed on the last page of the Code.

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## Records Management

At Dole, carefully maintaining corporate records and documents is essential. Therefore, we are all responsible for safeguarding Dole's documents, files and all other corporate records as required by Dole's records management policies. We also comply with all laws relating to records preservation, and must not alter, conceal or destroy any documents or records that are necessary for an ongoing investigation or litigation matter. If you have any questions about whether a document should be retained, see your local Records Coordinator and refer to Dole's *Global Records Management Policy* and Dole's *Legal Hold Policy*.

## Confidential Information

"Confidential Information" includes, but is not limited to, all discoveries, inventions, improvements and innovations, methods, processes, techniques, shop practices, formulae, computer software, research data, clinical data, marketing and sales information, personal and employment related information about our employees and consultants, customer lists, product pricing, cost, production and distribution data, financial data, budget information, business and strategic plans and all other know-how and trade secrets that are in the possession of Dole and which have not been published or disclosed to the general public.

Dole's confidential information is a valuable asset that should be protected. Individuals are expected to protect the confidentiality of Dole's information, to use the confidential information only for business purposes and to limit dissemination of the confidential information, both inside and outside Dole, to people who need to know the information for business purposes.

The disclosure of Dole's confidential information, whether intentional or accidental, can harm the financial condition, operations or stability of Dole and the job security of its employees. Before sharing any of Dole's confidential information with a third party, an appropriate nondisclosure agreement should be signed. Individuals should not sign a third party's nondisclosure agreement or accept changes to Dole's standard nondisclosure agreement without review and approval by Dole's Legal Department. Additionally, all agreements must comply with Dole's *Two Signature Policy*.

Because of this risk of harm to Dole, each employee and consultant and supplier who is required to sign Dole's Confidentiality and Trade Secrets Agreement must adhere to its terms and conditions under all circumstances.

In an effort to deter violations, individuals must promptly report to their senior management any attempt by outsiders to obtain Dole's confidential information or any unauthorized use or disclosure of such confidential information.

**Q:** Pearl worked for a Dole competitor prior to joining the Company and had signed a confidentiality agreement with her former employer. During a recent strategy meeting, she is asked by her colleagues if any information she learned through her previous employer could help Dole gain a competitive advantage. Pearl thinks she might know a few things, but isn't certain that she should share. What should Pearl do?

**A:** Pearl should remind her colleagues that she must not breach any prior confidentiality agreements signed with a previous employer. If her colleagues continue with their requests, she should discuss the matter with her supervisor or her local HR or Legal Department. Just as it is a violation of our Code for Pearl to breach a confidentiality agreement with her previous employer, it is also a violation for others within Dole to ask Pearl to knowingly breach a confidentiality agreement.

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## **Maintaining a Positive and Respectful Workplace**

Dole recognizes that one of its most important assets is its people. We believe in providing a positive work environment in which communications are both open and respectful.

It is Dole's philosophy and practice to provide employment opportunities without regard to race, color, religion, sex, ethnic or national origin, age, disability or any factor prohibited by applicable law or Human Resources policies. Decisions as to hiring, promotion, compensation, termination and other aspects of the employment relationship must be based upon job-related qualifications.

Consistent with its commitment to maintaining a positive and respectful workplace, Dole has zero tolerance for harassment of any kind.

Dole maintains various policies regarding its commitment to maintaining a positive workplace and the responsibilities of employees and others in that role. Additionally, we place high value on the integrity of our people and expect everyone to be respectful, honest and truthful in all of their dealings. Favoritism and other forms of conflict of interest are not acceptable.

Employees should contact their local Human Resources representatives for more information regarding these policies and their application.

## **Maintaining a Safe, Healthy Work Environment**

Dole is committed to providing its employees with a safe and healthy work environment. This includes providing appropriate protective equipment, as well as following good manufacturing practices and taking proper safety and sanitation measures. By

complying with applicable environmental and occupational health and safety laws and regulations, each of us fulfills our critical role in ensuring a safe workplace.

In order to uphold our Company's commitment to a safe and healthy workplace, we must all do our part. This means we are required to:

- Follow all safety laws and procedures
- Observe posted safety-related signs
- Use prescribed safety equipment whenever required

We must all work together to prevent hazardous or unsafe working conditions. If you witness or become aware of any hazardous conditions or unsafe behavior, you should immediately follow prescribed safety and reporting procedures to reduce the risk of injury to yourself or others.

Alcohol and illegal drugs do not have any place in a safe work environment. Intoxication from either can negatively affect your job performance and cause dangerous safety hazards. You must also be aware of the possible effects of prescription drugs. You may not possess, distribute, sell, use or be under the influence of alcohol or illegal drugs while on Dole premises. Rare exceptions may be made for the limited consumption of alcohol at Company-sponsored events, such as holiday parties.

To further ensure a safe work environment, acts or threats of violence will not be tolerated. Any threatening behavior, even if made in a seemingly joking manner, must be addressed immediately. If necessary, contact appropriate security personnel to handle the situation. Unless your job function specifically calls for it, weapons are never permitted on Dole premises.

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**Q:** Claudio has worked in one of Dole's production plants for many years. While out on the floor, he happens to notice that his coworkers are not following good manufacturing practices and he mentions that to them. Did Claudio do the right thing?

**A:** Yes. Even though Claudio is not in a supervisory position, he still has a shared responsibility with other employees to work together to uphold our Code and Company policies. Failing to follow good manufacturing practices can result in decreased product quality for our consumers and pose safety concerns for our fellow employees. Claudio should also discuss what he's seen with his Production Supervisor and, if necessary, report the issue to any of the contacts listed on the last page of the Code.

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## Compliance with Laws Regarding Child Labor, Anti-Slavery and Anti-Human Trafficking

Dole expects its employees, consultants, contractors and suppliers to comply with all laws and regulations prohibiting child labor, slavery or human trafficking in the countries where we or they operate. In particular, Dole is committed to eradicating the potential for slavery and human trafficking in its supply chain and expects all suppliers to comply with Dole's *Supplier Manual*. Our Code prohibits Dole from doing business with any individual or company who is engaged in child labor, slavery or human trafficking.

## Protecting Employee Privacy

In connection with our employment at Dole, we are often asked to provide confidential information about ourselves to our Company. Dole is committed to protecting this information, which may include:

- Employment history
- Government-issued identification numbers
- Birth date
- Contact information, including phone numbers and home address
- Marital status
- Medical history

If you have access to private employee information because of the nature of your job, you must take special care to safeguard this information and use it only to the extent necessary to do your work.

## Health, Safety and Environmental Laws

It is Dole's policy to comply with all applicable laws and regulations at all times wherever we operate, to take all practicable steps to promote health, safety and environmental protection, and to continually progress toward attainment of Dole's goals. Dole manages operations worldwide that belong to different economic sectors – farming, food processing, manufacturing, research, transportation (including trucking, shipping and managing port facilities), distribution and sales. In all these operations, it is Dole's goal to prevent adverse effects on health, safety and the environment. It is also our goal to provide comparable levels of health, safety and environmental protection for all who help to produce our products and all communities affected by our operations. Dole strives to develop and employ approaches that are most appropriate and effective under local conditions to make significant progress toward our goals. In these efforts, we are guided by: scientific research and knowledge; principles of risk analysis; public, community and worker concerns; and regulatory policies and standards of the U.S., the European Union and international organizations such as the World Health Organization.

In Dole's farming operations, we use sustainable agricultural practices and integrated pest management methods that employ biological and agricultural approaches to controlling pests and plant diseases whenever possible. We use crop protection products only when and where necessary, and always with the proper care and in accordance with applicable laws. Dole will not use any product banned for reasons of unacceptable health or environmental risk by the United States Environmental Protection Agency or by the European Union. For more information, see Dole's *Crop Protection Policy*.

Dole is committed to quality, safety, pollution prevention and continuous improvement in environmental protection.

## **Product Supply Chain**

As product moves through the supply chain, we must adhere to laws and regulations in each country related to the production, exportation, importation, distribution, purchase or sale of agricultural products, including, where applicable, the Perishable Agricultural Commodities Act ("PACA") and Food Safety Modernization Act ("FSMA") in the U.S., international CODEX MRL standards and EU-28 Directives and Regulations on food safety.

## **Antitrust/Competition Laws**

Dole competes vigorously in the marketplace, but is committed to doing so in a manner that is fair, honest, ethical and legal. Employees and directors are expected to conduct their activities on behalf of Dole in a manner consistent with applicable antitrust and competition laws. Antitrust and competition laws are designed to encourage and protect free and fair competition. These laws exist in the U.S. and in other countries where Dole does business and apply to Dole's relationships with competitors, customers and suppliers. Antitrust and competition laws generally prohibit practices that include:

- (1) Agreements or arrangements between competitors that eliminate or restrict their competition with each other, such as price fixing, bid rigging, allocations of customers or territories or agreements not to deal with third parties;
- (2) Other practices, such as exclusive dealing, price discrimination, or "tying" (conditioning the sale of a product on the purchase or sale of another product), in circumstances where these practices have an unreasonable impact on competition; and
- (3) Disparaging or misrepresenting competitor's products, and stealing trade secrets.

Violations of antitrust or competition laws, or even the allegation of violation of antitrust or competition laws, can cause enormous damage to Dole's reputation and can result in the expenditure of large sums of money on fines and litigation costs. In addition,

some countries, such as the U.S., make individuals who violate some of their antitrust or competition laws liable for prison. In order to avoid activities that may raise inferences of a violation or result in an allegation of a violation of the antitrust or competition laws, the following policies shall apply:

- (1) No employee or director shall enter into any understanding, agreement, plan or scheme that the employee has reason to believe, or has been advised by Dole counsel, is illegal under any of the antitrust or competition laws;
- (2) No employee or director shall exchange or discuss with any competitor information relating to Dole's prices or pricing policies, volumes, costs, distribution policies, supplier or customer selection or classifications, credit policies or any other similar competitive information;
- (3) Unless approved in advance by Dole's General Counsel, no employee or director shall knowingly participate in any formal or informal meetings with third parties at which agreements or understandings of the type described in paragraph (1) are being made or at which information of the type described in paragraph (2) is being exchanged or discussed; and
- (4) Employees and directors shall make clear to all suppliers that Dole expects them to compete fairly and vigorously for Dole's business, and Dole will select its suppliers strictly on merit.

### **Gathering Competitive Information Ethically and Lawfully**

Keeping current with information about our competitors and the market helps us to compete effectively. However, we must only gather competitive information in a manner that is both ethical and legal. To this end, we must never obtain information about our competitors using:

- Theft
- Deception
- Misrepresentation
- Any other dishonest conduct

It is especially important that we never ask employees to breach confidentiality agreements with their previous employers, nor should we seek to obtain nonpublic competitively sensitive information directly from a competitor.

### **Participating in Trade Associations**

While we generally avoid interacting with competitors, there may be instances when some type of contact is acceptable. Trade associations are one example. These associations provide excellent opportunities for us to network and further



develop our business. However, these events may also pose challenges. When attending trade association meetings, you should be careful to avoid even the appearance of unlawful business practices. Be extremely cautious when interacting with competitors at these events. You need to stop the conversation immediately if a competitor attempts to discuss any of the following:

- Prices
- Discounts
- Volume/Capacity
- Boycotts
- Terms and conditions of sale
- Product specifications
- Any other topic that suggests cooperation or coordination with a competitor or that is designed to elicit competitively sensitive nonpublic information

If necessary, leave the meeting. Then, report the incident as required.

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**Q:** Dominick is having lunch with his friend Joe, who happens to work for a Dole competitor. At lunch, Joe implied that if Dominick could get Dole to charge more for a certain product, he'd make sure his company would charge the same price for a similar product. How should Dominick respond?

**A:** Dominick should tell his friend that this isn't a proper business discussion, excuse himself from the meal and promptly report the conversation to his supervisor and to his local Legal Department. Price fixing violates antitrust and competition laws and can carry severe consequences for both the individuals involved and the Company. Therefore, any discussion like this must be avoided.

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## **Embargo Laws and Anti-Terrorist Laws**

U.S. and EU law prohibits certain transactions (and facilitation of transactions) with countries, entities (including but not limited to banks) and persons determined by the U.S. and/or the EU to be sponsors of terrorism or other violations of human rights. Dole will not engage in any prohibited transaction. Dole's Legal Department must be contacted before Dole enters into a transaction, or facilitates a transaction, that may be prohibited under such U.S. or European laws or that requires prior approval by governmental agencies so that all parties involved can be appropriately screened and all necessary approvals obtained.

U.S. and EU law also prohibit a wide variety of actions that may be deemed supportive of organizations designated as terrorist organizations. Any person or entity that engages

in such actions may itself be deemed to be a terrorist organization, and Dole is therefore prohibited from dealing with such person or entity. At a minimum, providing any amount of cash or goods and services to a terrorist organization is illegal and is strictly prohibited. This Code prohibits any such actions or dealings by Dole and its employees and directors.

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**Q:**Nanda receives a sizeable order from a customer in Honduras. Prior to finalizing the order, the customer shares with Nanda that he intends to distribute some of Dole's products to one of his contacts in Iran (a country subject to sanctions by the U.S. Treasury Department's Office of Foreign Assets Control). Nanda doesn't think much of this and figures that customers can do as they please with Dole's product. Is Nanda correct?

**A:**No. Nanda's customer is attempting to bypass export regulations by shipping goods through his country to an otherwise embargoed or restricted location without an applicable license from the U.S. Government. This is what's known as "re-exporting," or transferring exported products from the original recipient to another client. Since Nanda knows of the customer's intent, he may not finalize the transaction. Instead, Nanda must work to prevent or correct the transaction and should discuss this matter with his supervisor and, if necessary, report the issue to any of the contacts listed on the last page of the Code.

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## **Anti-Boycott**

Dole will not directly or indirectly engage in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the U.S., or against a U.S. person, firm or corporation. Since U.S. law requires that a request to participate in such activity be reported promptly to the U.S. government, the advice of the Legal Department must be sought immediately and prior to any action upon such a request.

## **Payments or Gifts to Government Officials or Employees**

No employee or director shall directly or indirectly give, offer or promise any form of bribe, gratuity or kickback to a United States federal, state or local government official or employee, or to any non-United States government official or employee.

Giving gifts or providing entertainment to government officials and employees is highly regulated and often prohibited. Punishments for violations of these regulations are severe, both for companies and individuals. For this reason, Dole employees and directors must not engage in such gift giving unless approved by the Legal Department and the Divisional Senior Management for the applicable business unit.

No employee or director shall directly or indirectly pay, give or offer money or anything of value to any government officer, employee or representative, or to any political party or candidate for or incumbent in any political office, in order to assist in obtaining permits or other government authorizations, or retaining or directing business.

### **Bribes, Kickbacks and Facilitating Payments Are Not Tolerated at Dole**

No employee or director shall directly or indirectly give, offer or promise any form of bribe, gratuity or kickback to any U.S. or non-U.S. government official, employee, vendor, supplier, political candidate or any other individual. Regardless of where we are located, Dole has adopted a zero-tolerance policy for any form of bribery or kickback. “Bribery” occurs when anything of value is given, either to us or by us, with the intent to influence a business action or decision. A “kickback,” on the other hand, is a payment in lieu of compensation for facilitating a business arrangement. Both are prohibited.

Keep in mind that in some countries—such as China—public officials include employees of state-owned enterprises. We cannot make, promise, offer or authorize any improper payment to a public official if the purpose or intent is to obtain a business advantage. “Improper payments” includes any gift of money or anything of value, as well as any other illegal or inappropriate inducement.

In some countries, minor unpublished gratuities or “facilitating payments” used to expedite routine government procedures are customary. In fact, they may even be legal in some countries. However, Dole does not permit these types of payments and they are illegal under the U.K. Bribery Act. If you are ever confronted with such a situation and have any questions about how to proceed, you should contact the Legal Department *before* taking any action.

### **Anti-Corruption Laws**

We are dedicated to complying with all anti-corruption laws—including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act—that apply to Dole’s operations worldwide. Punishments for violations of these laws are harsh, both for companies and individuals.

Remember, anti-corruption laws are complex, and the consequences for violating these laws are severe. If you have any doubts about whether the action you are contemplating is legal, consult with Dole’s Legal Department before proceeding. For more information, see Dole’s *Foreign Corrupt Practices Act Compliance Manual*.

**Q:** Irina is in charge of a regional expansion effort in Africa, and is looking to quickly build a new facility. A local officer tells Irina that he can expedite the permit process for a “personal assistance” fee of \$5,000. Irina cannot find a published schedule of expedited processing fees for this region. Should Irina make the payment for expedited processing?

**A:** No. Irina should not make any such payments on behalf of Dole. Payments to an individual outside of any published schedule of permissible fees can be—and often are—construed as bribes when looked at by outside investigators. Even the appearance of bribery is a violation of our Code. Irina must wait the normal amount of time to receive these permits or pay only a published expedited processing fee.

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## Fraud

All forms of fraud are strictly prohibited to Dole employees and directors. This includes, without limitation, all fraud against Dole, against Dole employees, and against persons and entities with which Dole does business. Fraud therefore has a broader meaning than embezzlement of Dole assets. All allegations of fraud by Dole employees or directors will be investigated by Dole’s Internal Audit Department, with the involvement of Dole’s Legal Department as needed. Dole employees or directors found to have committed fraud are subject to disciplinary action, up to and including termination of employment or service as a director, as well as possible prosecution under civil and criminal law. For more information, see Dole’s *Accounting Policies and Procedures* and Dole’s *Audit Committee Procedures for Handling Accounting and Auditing Complaints and Concerns*.

## Use of Dole Assets

Dole’s assets are valuable resources that should be used for business purposes. Theft, carelessness and waste have a direct impact on Dole’s financial performance. Individuals should care for and use Dole’s assets responsibly and protect them from theft, misuse and destruction.

Dole’s assets are meant for work use rather than personal use, and should be employed for work activities. Dole’s assets include an employee’s time at work and work product, as well as its equipment and vehicles, computers and software, information and trademarks and trade names. Dole’s assets also include information and communication technologies such as phone service, email, Internet access and all data housed in Dole’s technology assets.

Considerable and careful judgment should be employed with regard to use, protection and conservation of Dole’s assets. Dole assets in the custody of employees and

directors must be handled with due care and returned to Dole upon request. Dole's technology assets must be used in accordance with its *IT Compliance Policy*.

Dole recognizes the need for the occasional personal use of certain communication assets, such as an occasional personal phone call or email communication. However, the use of communication assets for personal purposes should be limited to necessary communication and should never be used to convey content inappropriate for a workplace setting, such as sexual content, inappropriate humor, etc. The excessive use of communication assets or the unauthorized or excessive use of non-communication assets for personal purposes would be a misuse of Dole assets and, therefore, a violation of this Code. Dole assets should never be used for outside business activities or for illegal, unethical or any other inappropriate activities. For more information, see Dole's *IT Compliance Policy*.

### **Conflict of Interest**

Business and personal situations that may give rise to a conflict of interest should be avoided. A conflict of interest may exist when an employee or director is involved in an activity, or has a personal interest, that might interfere with that person's objectivity in performing Dole duties and responsibilities. Dole transactions with other business entities must not be influenced by the personal interests or activities of its employees or directors. Such conflicts may appear as favoritism or otherwise damage the reputation of Dole and its representatives. Such activities include holding a financial interest in a business that is a supplier, customer, partner, sub-contractor or other person or company doing business with Dole, or a competitor of Dole's, or being employed by or holding a director position with any such person, company or competitor; except for holding not more than 5% of the shares of publicly traded stocks, but only if such shares are held for investment purposes.

Employees and directors must deal with all suppliers, customers and all other persons doing business with Dole in a fair manner without preference based upon personal financial considerations. You should not take a potential business opportunity in which you can reasonably anticipate that Dole may have an interest, or that is discovered through the use of Dole property or information or through your position with Dole. In addition, in some circumstances, employees who are family members or who are in a romantic relationship and who work within the same department or function can create an actual or perceived conflict of interest.

An actual conflict of interest need not be present to constitute a violation of this Code. Activities that create the appearance of a conflict of interest also must be avoided in order not to reflect negatively on the reputation of Dole and its representatives. Even the appearance of impropriety can tarnish our reputation for fair dealing with others.

Accordingly, employees and directors must immediately disclose the existence of any situation that may give rise to a conflict of interest, by using the reporting procedure

described in this Code. Once notified of a possible conflict of interest, the employee's Divisional Senior Management (or HR in case of a director or executive officer) must expeditiously investigate the possible conflict of interest, determine whether the existence of such interest or position is in conflict with this Code or otherwise detrimental to the best interests of Dole, and determine the final disposition of the situation (whether to permit or to refuse to permit such situation). See the DIVISIONAL SENIOR MANAGEMENT section of this Code. If permitted, the situation must be structured to only have arms-length transactions and be formally approved in writing by the employee's Divisional Senior Management (or HR in case of a director or executive officer). All investigations, determinations and dispositions must be documented and kept in the records of Dole Corporate or the Dole principal operating division (as the case may be), as well as in the record of the concerned employee or director. If any conflict is not approved in this manner, then the conflict will be considered a violation and must be reported in accordance with this Code.

Any conflict of interest that continues to exist, whether previously approved or not, must be disclosed and reviewed annually. The Conflict of Interest Disclosure Form is attached as Appendix 2.

For more information, see Dole's *Related Person Transaction Policies and Procedures* and Dole's Audit Committee *Guidelines for Dole Relationships with Related Persons in Ongoing Interested Transactions*.

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**Q:** Rosa's brother-in-law owns and operates a banana farm that seeks to do business with Dole. Rosa feels that this would be beneficial for all involved. Rosa refers her brother-in-law to her manager without disclosing the relationship. Is this okay?

**A:** No. Rosa is creating a potential conflict of interest situation by attempting to facilitate a business relationship between Dole and a member of her family. Rosa should disclose the relationship to her manager in order to receive guidance on the best course of action and disclose the potential conflict of interest to Divisional Senior Management. See the DIVISIONAL SENIOR MANAGEMENT section of this Code.

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## **Gifts and Entertainment**

Actions taken on behalf of Dole should be free from any suggestions that favorable treatment was sought by, received from or given to individuals or organizations that do business or seek to do business with Dole. Our business decisions are to be based upon merit and Dole's goals. No business decision should be based on personal financial or other benefits to be gained (in the past, present or future) by Dole's employees or

directors. Therefore, we do not permit employees or directors to seek or accept, or offer or give, any gifts, payments, fees, loans, services or similar items from or to any person, firm, government or government entity as a condition or result of doing business with Dole. An especially strict standard is applicable to gifts, services or considerations of any kind from suppliers.

It is never permissible to give or accept a gift in cash or cash equivalents (e.g., property, shares of stock, or other forms of marketable instruments or interests) of any amount. So long as the above prohibitions are not violated regarding individuals or organizations that do business or seek to do business with Dole:

- (1) In some circumstances gifts may be appropriate and, therefore, our policy does not preclude employees or directors receiving gifts of token value provided they are not frequent or excessive in number.
- (2) Employees and directors may accept common courtesies (such as occasional meals and entertainment at sports, musical and theatrical events), but only to the extent usually associated with accepted business practices.
- (3) An employee's Divisional Senior Management (or the Audit Committee in the case of a director or executive officer) may determine that entertainment or a gift from a supplier is not a condition or result of doing business with Dole by formally documenting such determination in writing and therefore permitting such gift or entertainment so long as the employee does not directly benefit financially therefrom.
- (4) Small expenditures for gifts and entertainment by our employees and directors may be made if the expenditures have been appropriately authorized by the employee's Divisional Senior Management (or the Audit Committee in the case of a director or executive officer) and are correctly recorded on the books of the paying entity. See the DIVISIONAL SENIOR MANAGEMENT section of this Code. In addition, no gifts, favors or entertainment may be given to others at Dole's expense unless they meet all of the following conditions:
  - a. They are not in contravention of applicable law and generally accepted ethical standards.
  - b. They are consistent with accepted business practices.
  - c. They are of sufficiently limited value and in a form that will not be construed as a bribe or payoff.
- (5) Dole employees and directors are also not permitted to give gifts above a token value using their own funds.

However, no gift, favor or entertainment given or received may be of such character and circumstance that its public disclosure would embarrass Dole or persons within Dole.

Gifts of cash and cash equivalents are strictly prohibited, as are payments of any kind, to any government official or employee, except as permitted under Dole's policies on political contributions and Dole's *Foreign Corrupt Practices Act Compliance Manual*.

With respect to gifts to, and entertainment of, government officials or employees, see also the PAYMENTS OR GIFTS TO GOVERNMENT OFFICIALS OR EMPLOYEES and POLITICAL CONTRIBUTIONS sections of this Code.

## Political Contributions

Political contributions are strictly regulated. Therefore, political contributions are not to be given by or on behalf of Dole unless the contribution has first been approved by the Legal Department and the Divisional Senior Management for the applicable business unit. This applies to non-cash contributions (for example, allowing a candidate to use Dole's facilities or resources) as well as cash contributions. Individuals are free to participate in the political process, but individuals may not do so in a manner that interferes with such person's responsibilities to Dole, creates the impression that such person is speaking or acting for Dole or implies Dole has endorsed such person's activities.

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**Q:** Jorge has received a request from the local Agricultural Minister for a contribution by the Company to his upcoming reelection campaign. What should Jorge do?

**A:** Jorge should explain to the Agriculture Minister that all political contributions must be approved by Divisional Senior Management and the Legal Department and that he will submit the request and that he will let the Minister know whether or not the request was approved.

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## Insider Trading in Securities

The U.S. federal securities laws prohibit insider trading—for example, buying or selling a company's securities at a time when a person has "material nonpublic information" about the company or the market for the company's securities. "Material nonpublic information" is information that a reasonable investor would consider important in making an investment decision to buy, hold or sell a company's stock or bonds. Specific examples of material nonpublic information include annual and quarterly earnings or dividend payments, significant acquisitions or divestitures, proposed tender offers or stock splits and senior management changes. Information regarding major new products, expansion plans or significant litigation or regulatory proceedings may also fall in the category of material nonpublic information.

All employees, directors and third parties must not trade in or recommend the purchase or sale of the securities of any corporation of which they have obtained material nonpublic information as a result of their employment by Dole.



Within Dole, employees and directors should only discuss material nonpublic information when it is absolutely necessary to the conduct of their duties. In addition, material nonpublic information about Dole should not be conveyed to others.

If employees or directors are uncertain about the constraints on the purchase or sale of the securities of any company that an employee or director is familiar with by virtue of his or her relationship with Dole, such employee or director should consult with Dole’s General Counsel.

**Q:** Vera would like to help her father with his failing stock portfolio. Vera works for Dole and has confidential knowledge of a new product campaign being launched in connection with another company that will most likely boost that company’s stock price. Can she tell him this information?

**A:** No. While Vera may have good intentions, she would be engaging in “tipping” which is a violation of our Code and Dole’s policies. Furthermore, if Vera’s father acts on this information, both of them may be liable for violating insider trading laws. Vera must keep this information to herself.

## Divisional Senior Management

| Principal Operating Divisions/Regions                | Head of Principal Operating Divisions | Finance Head of Principal Operating Divisions | HR Head of Principal Operating Divisions | Legal Head of Principal Operating Divisions |
|--|---------------------------------------|---|--|---|
| Corporate and Hawaii                                 | Johan Lindén                          | Johan Malmqvist                               | Charlene Mims                            | Jared Gale                                  |
| North America, Latin America, and Europe—Fresh Fruit | Renato Acuña                          | David Sesin                                   | Patricia Bresciani                       | Jared Gale                                  |
| Chile, Argentina, South Africa and Dubai—Fresh Fruit | Francisco Chacon                      | Andres Luna                                   | Francisca Olea                           | Jared Gale                                  |
| North America and Sweden—Fresh Vegetables & Berries  | Howard Roeder                         | Leslie Surber                                 | Daniel Urbano                            | Jared Gale                                  |

Conflicts of interest relating to the Principal Operating Divisional Senior Management listed above should be reported to, and reviewed by, Corporate Senior Management. Directors and Executive Officers must report their own possible conflicts of interest to HR.

## **Shared Duty to Prevent, Correct and, if Necessary, Report Suspected Code Violations**

Dole's commitment to sound business practices and high ethical standards means that we each personally must act in accordance with these principles every day, and we share the responsibility to prevent, correct and, if necessary, report suspected violations of the Code. This allows us to promptly identify and deal with concerns before they become major problems. If necessary, Dole provides several ways through which you may report a suspected Code violation. Regardless of the method, an employee's decision to report a suspected Code violation is protected by Dole's zero tolerance policy toward any type of retaliation.

### **Dole Internet Hotline**

You may report any suspected Code violations at [www.DoleIntegrity.com](http://www.DoleIntegrity.com).

### **Dole Telephone Hotline**

You may report any suspected Code violation by calling Dole's Hotline at +1.888.236.7527 if in the U.S. (if dialing from an international location, call collect to +1.503.748.0531). Translators are available.

### **Direct Reporting**

If you have any questions about this Code, or if you wish to report a suspected Code violation, you may also contact any of the following in person, by phone, email or in writing:

1. Your supervisor or another supervisory employee;
2. A Human Resources representative or another employee relations representative;
3. A lawyer in Dole's Legal Department; or
4. A member of Dole's Internal Audit Department.

# **APPENDIX 1**

## **CODE OF CONDUCT ACKNOWLEDGMENT GUIDELINES FOR CONSULTANTS AND KEY SUPPLIERS**

Dole's Code of Conduct ("Code") requires that certain consultants, as well as key suppliers, adhere to Dole's Code and submit Code Acknowledgment forms. As referenced in the Code, consultants and key suppliers are defined as follows:

**Long-Term Consultant:** Individuals or entities whose services equal or exceed six consecutive months. Employees with authority to retain consultants are responsible for ensuring that long-term consultants complete a Code Acknowledgment form if engagement exceeds six months.

**Key Supplier:** Suppliers who provide goods or services that equal or exceed US\$500,000 annually.

Employees with authority to enter into supply agreements are responsible for ensuring that key suppliers complete a Code Acknowledgment form at the time of engagement and every year thereafter as part of Dole's annual acknowledgment process.



# Code of Conduct Acknowledgment Form—Consultants

\_\_\_\_\_ (“Consultant”) acknowledges that Dole has advised that it expects Consultant to comply (where applicable) with Dole’s Code of Conduct dated July 20, 2016 (the “Dole Code”). Accordingly, Consultant hereby certifies:

1. That the Dole Code has been received and read;
2. That Dole has advised that the Dole Code is important to the proper conduct of business for and with Dole, which is acknowledged hereby;
3. That Dole has advised that it is Dole’s expectation that Consultant will comply with all applicable provisions of the Dole Code in conducting Consultant’s business with Dole, which compliance is confirmed hereby; and
4. That Consultant will promptly notify Dole if and when Consultant is unable to comply with the applicable provisions of the Dole Code.

Except as explained below, Consultant further certifies that Consultant is not aware of a Dole Code violation and Consultant has no knowledge of any conduct in the following areas:

- |  |                                      |
|--|--------------------------------------|
| a. Misrepresentation of financial records;     | e. Bribes or kickbacks;              |
| b. Child labor, slavery, or human trafficking; | f. Fraudulent or corrupt conduct; or |
| c. Antitrust/anti-competitive practices;       | g. Insider trading.                  |
| d. Embargo/anti-terrorist violations;          |                                      |

\_\_\_\_\_  
*NAME OF CONSULTANT*

\_\_\_\_\_  
*SIGNATURE*

\_\_\_\_\_  
*DATE (mm/dd/yy)*

### EXPLANATION

Consultant’s Explanation of Suspected Dole Code Violation:

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## Code of Conduct Acknowledgment Form—Suppliers

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\_\_\_\_\_ (“Supplier”) acknowledges that Dole has advised that it expects Dole suppliers to comply (where applicable) with Dole’s Code of Conduct dated July 20, 2016 (the “Dole Code”). Accordingly, Supplier hereby certifies:

1. That the Dole Code has been received and read;
2. That Dole has advised that the Dole Code is important to the proper conduct of business for and with Dole, which is acknowledged hereby;
3. That Dole has advised that it is Dole’s expectation that Supplier will comply with all applicable provisions of the Dole Code in conducting Supplier’s business with Dole, which compliance is confirmed hereby; and
4. That Supplier will promptly notify Dole if and when Supplier is unable to comply with the applicable provisions of the Dole Code.

SUPPLIER:

\_\_\_\_\_  
*NAME OF SUPPLIER*

\_\_\_\_\_  
*POSITION/TITLE OR BUSINESS*

\_\_\_\_\_  
*SIGNATURE*

\_\_\_\_\_  
*DATE (mm/dd/yy)*

# **APPENDIX 2**



# Code of Conduct Conflict of Interest Disclosure Form

## POLICY SUMMARY

The Code of Conduct requires that business and personal situations that may give rise to a conflict of interest should be avoided. A conflict of interest may exist when an employee or director is involved in an activity, or has a personal interest, that might interfere with that person's objectivity in working for Dole. Such activities include holding a financial interest in a business that is a supplier, customer, partner, sub-contractor or other company doing business with Dole, or a competitor of Dole's. Personal relationships with the people involved in such businesses, even if there is no financial interest, may also give rise to a conflict. See the Code of Conduct for additional information.

## REPORTING AND APPROVAL REQUIREMENTS

Employees and directors must immediately disclose the existence of any situation that may give rise to a conflict of interest as follows:

Employees: Any potential conflict of interest must be reported to your Divisional Senior Management, which consists of the Divisional Head Executive and the Divisional Heads of Legal, Finance, and HR.

Executive Officers and Directors: Any potential conflict of interest must be reported to HR. All such reports should be submitted to Dole's General Counsel, who will present them to the Management Audit Committee for review.

If permitted, certain restrictions may be placed upon the situation to ensure that it involves only arms-length transactions. Any conflict that is not properly approved must be abandoned or it will be considered a violation of the Code of Conduct. This reporting and approval process must take place *every year* for each potential conflict of interest, *whether previously approved or not*.

## EXPLANATION OF POTENTIAL CONFLCITS OF INTEREST

Describe any current conflicts of interest (whether or not previously reported):

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\_\_\_\_\_  
NAME (PRINT)

\_\_\_\_\_  
POSITION/TITLE OR BUSINESS  
RELATIONSHIP

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE (mm/dd/yy)