



Supplier Partner Code of Conduct

SunOpta Inc. and its affiliates and subsidiaries (“SunOpta”) conduct business in accordance with the spirit, as well as the letter, of the law. We believe in and adhere to standards of ethical conduct in all business operations, even beyond the strict requirements of the law, and we expect our suppliers, vendors, agents, contractors, subcontractors, distributors, consultants, and co-packers (collectively referred to herein as “Suppliers”) to also conduct business ethically and lawfully. As such we require our Suppliers to adhere to our Supplier Partner Code of Conduct (the “Code”).

SunOpta selects its Suppliers based on their abilities to perform the required work competently and comply with the Code. This Code has been established to set forth the minimum standards that govern all Suppliers in the performance of their duties on behalf of or for SunOpta. The expectation and requirement is that all Suppliers mandate, at a minimum, the same ethical and moral standards required of the Supplier in this Code of its suppliers and their suppliers within the supply chain.

Suppliers must complete a self-assessment of their compliance with the Code and they have an ongoing obligation to update the assessment if any answer they initially provided changes. Suppliers are required to sign a declaration attesting to their adherence with human trafficking and slavery laws. In addition, Suppliers must be prepared to promptly provide SunOpta with supporting documentation and information about subjects mentioned in this Code. In accordance with the Code, Suppliers must be prepared to be audited by SunOpta or by an authorized 3rd party representative and SunOpta reserves the right to verify the Supplier’s and/or its representative’s compliance with the Code.

In the event SunOpta becomes aware of any actions or conditions not in compliance with the Code, SunOpta reserves the right to request corrective actions. Where Supplier and representative reviews or audits demonstrate shortcomings in any of these areas, the Supplier and representative should strive to implement a program of improvement (remediation) leading to conformance within a set and agreed upon time frame with SunOpta. However, SunOpta reserves the right to terminate an agreement with any Supplier and representative that does not comply with any aspect of, or the spirit of, the Code.



The Code encompasses our philosophy, guidelines, and policies as they relate to:

Ethical and Legal Compliance Expectations

1. Anti-Bribery / Anti-Corruption
2. Conflicts of Interest
3. Compliance with Laws
4. Environmental / Sustainability
5. Industry Standards
6. Traceability
7. Product Safety

Labor and Workplace Safety Expectations

8. Child Labor
9. Forced Labor and Human Trafficking
10. Disciplinary Practices
11. Working Hours
12. Wage and Benefits
13. General Labor Practices & Freedom of Association
14. Discrimination / Rights
15. Health & Safety

Procedural and Administrative Expectations

16. Management Systems
17. Reporting Suspected Violations

Ethical and Legal Compliance Expectations

1. Anti-Bribery / Anti-Corruption

Suppliers must never, directly or indirectly, offer, pay, solicit, or accept bribes or kickbacks, including facilitation payments. This also includes the giving or offering of a gift, reward, or advantage to someone in business or government in order to obtain or retain a commercial advantage or to induce or reward the recipient for acting improperly or where it would be improper for the recipient to accept the benefit. Facilitation payments are small payments or fees requested by government officials to speed up or facilitate the performance of routine government action (such as the provision of a visa or customs clearance). Such payments are strictly prohibited.

Suppliers and representatives shall have anti-corruption and bribery policies and procedures designed to educate and prevent employees or persons associated with the business from engaging in acts of bribery or corruption. Suppliers must comply with all applicable international anti-corruption laws and regulations that govern operations in the countries in which they do business, including the United States Foreign Corrupt Practices Act.



2. Conflicts of Interest

Suppliers must avoid any situation or relationship that may involve an inappropriate conflict of interest or the appearance of a conflict of interest in their dealings with SunOpta.

3. Compliance with Laws

All Suppliers should be in good standings with all local and national applicable government laws and regulations. We expect our Suppliers to be law abiding as individuals and to comply with legal requirements relevant to the conduct of all their businesses, including, but not limited to, observation of country of origin laws.

4. Environment / Sustainability

Our goal is to do business with Suppliers who serve as good stewards in society and in their communities and share our commitment to the environment. Suppliers must conduct their business in a manner that complies with all applicable environmental laws and regulations.

We encourage continuous monitoring, evaluation, and improvement by Supplier of social and environmental performance, including, but not limited to responsible use of raw materials and natural resources, water stewardship and wastewater management, greenhouse gas emissions reduction, responsible sourcing practices, and operations designed to reduce activities that have a harmful impact on the environment.

5. Industry Standards

Suppliers must be in compliance with applicable industry recognized certification standards.

- Suppliers must adhere to identity preservation practices, including but not limited to organic, gluten free, non-gmo, etc. during purchasing, processing and handling of goods being purchased by SunOpta. The goods must be qualified as such by a recognized certification body in the country of customs inward clearance or under U.S. Department of Agriculture regulations if the goods are not imported.
- All applicable industry recognized standards must have accurate and up to date documentation or certification and these documents will need to be reviewed on a regular basis to confirm all standards are meeting the conformance expectations.
- If the goods being purchased have any other certification requirement, Supplier must commit to the development and observance of the necessary practices for production, processing, and handling of products subject to religious law (e.g., Kosher, Halal).



Fueling the Future of Food

- Suppliers must comply with GMP, HACCP and FSMA including but not limited to preventive controls regulations for production, processing, and handling of food products.
- Supplier must commit to the development and use of the highest fair trade standards and practices and observe all of code of ethics pertaining to fair trade regulations.

6. Traceability

To provide our customers with complete traceability, it is vital for us to have open and transparent dialogue with our Suppliers. We require that our Suppliers have full traceability in their production and/ or supply chain of all materials originating from all sources. The Supplier shall be capable of disclosing the country of origin and source immediately upon request. SunOpta reserves the right to ask the Supplier to create, at any point in time, a full supply chain map to facilitate assessment of upstream supply chain visibility and compliance.

Suppliers must be prepared to provide SunOpta with information about the presence of GMOs in all products and raw materials. (reference: SunOpta Supplier Approval and Quality Expectations Manual or Co-Packer Quality Management Program: Requirements and Expectations Manual, as applicable).

7. Product Safety

We require that our Suppliers have documented food safety procedures in place and be compliant with national and international regulations. (reference: SunOpta Supplier Approval and Quality Expectations Manual or Co-Packer Quality Management Program: Requirements and Expectations Manual, as applicable)

Labor and Workplace Safety Expectations

8. Child Labor

Suppliers must adhere to minimum age provisions established by local law. If the local law does not establish a minimum age, then employees must be at least fifteen (15) years old.

The use of legitimate workplace apprenticeship programs, which comply with applicable laws and regulations, are permitted.

All workers under the age of 18 shall be protected from performing any work that may be hazardous to their health, safety, or morals. Hazardous work includes, but is not limited to, work with dangerous machinery, equipment and tools, or work that involves the manual handling or transport of heavy loads; and night work.



Fueling the Future of Food

9. Forced Labor and Human Trafficking

The Supplier must not use involuntary labor of any kind, including prison labor, indentured, debt bondage, slave, or forced labor by governments or otherwise. Suppliers shall not engage in or support slavery or trafficking in human beings. This includes transporting, harboring, recruiting, transferring, or receiving vulnerable persons by means of threat, force, coercion, abduction, deception, or fraud for the purpose of exploitation. Furthermore, no worker shall be employed for any period of time against his or her will and each worker shall maintain possession of his or her personal identity and travel documents. Wages shall not be withheld except as mandated by law. Suppliers shall make best efforts to mitigate the risks of human trafficking and slavery in their supply chain, to include, where appropriate, auditing their supply chain.

10. Disciplinary Practices

We will not utilize Suppliers who use corporal punishment or other forms of physical or psychological coercion. Supplier must treat all workers with respect and dignity and provide them with a safe and healthy work environment. All Suppliers will be required to have written guidelines relating to employee working treatment and conditions.

11. Working Hours

Ensure overtime hours do not exceed local legally defined limits, but in any case total working hours (normal + overtime) shall not exceed sixty (60) hours in any seven (7) day period and twelve (12) hours in a twenty four (24) hour period unless in response to qualified harvest season requirements and/or exceptional circumstances.

Furthermore, ensure that all workers receive at least one (1) full rest day in every seven (7) calendar days unless in response to qualified season requirements and/or exceptional circumstances.

12. Wages and Benefits

We will only do business with Suppliers who provide wages and benefits that comply with any applicable laws and match the prevailing local industry practices. Our goal is to work with and encourage Suppliers who establish a living wage.

Wages are essential for meeting the basic needs of employees and reasonable savings and discretionary expenditure. Legally mandated benefits must be provided. Payment of wages should be in a timely manner and at a minimum on a monthly basis.

Workers shall be paid at least the local minimum wage or a wage that meets local industry standards, or whichever is greater. Hourly rates for overtime must be higher than the regular

work shift. The Supplier provides paid annual leave and holiday as required by law or which meet the local industry standard, whichever is greater. Suppliers must record all employee working hours and deductions completely and accurately. Suppliers must not engage in practices designed to circumvent national or local wage, benefit or labor laws.

13. General Labor Practices & Freedom of Association

We respect workers' rights to form and join organizations of their choice and to bargain collectively. We expect our Suppliers to respect the right to free association and the right to organize and bargain collectively without unlawful interference. Suppliers must respect employee rights to freedom of association; they must not impose any punitive actions against workers in supporting union such as threatening, fining, suspending or firing workers exercising those rights. They should ensure that workers who make such decisions or participate in such organizations are not the object of discrimination or punitive disciplinary actions and that the representatives of such organizations have access to their members under conditions established either by local laws or mutual agreement between the employer and the worker organizations.

This Code provision on free association neither permits, nor requires Suppliers to engage in unlawful activities to protect the rights of association. Nevertheless, where the right to freedom of association and collective bargaining is restricted under law, the Supplier should not hinder the development of lawful parallel means for independent free association and bargaining.

14. Discrimination / Rights

We believe the dignity, individuality and privacy of all people must be respected.

While we recognize and respect cultural differences, we believe that workers should be employed on the basis of their ability to do the job, rather than on the basis of personal characteristics or beliefs. We will favor Suppliers who share this value.

We aim to employ people who reflect the diverse nature of society and we value people and their contribution irrespective of age, sex, disability, sexual orientation, race, color, religion, marital status, or ethnic origin. Discrimination against anyone for their membership or affiliation to any trade union or political party is prohibited. There is zero tolerance of any sexual, physical, or mental harassment.

15. Health & Safety

We will only utilize Suppliers who provide workers with a safe and healthy work environment. Appropriate training shall be undertaken to ensure that employees understand the

organization's health and safety policy.

When a Supplier has residential facilities for their employees, the housing must constitute a safe and healthy environment. All applicable laws and regulations should be followed that relate to health and safety, including: fire safety, sanitation, risk protection, electrical, mechanical, and structural safety.

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Procedural and Administrative Expectations

17. Management Systems

We encourage our Suppliers to implement documented management systems for quality, environment, labor practices, and health and safety.

18. Reporting Suspected Violations

We expect Suppliers to report any illegal or otherwise improper conduct, of Supplier, or an employee of SunOpta, or anyone acting on behalf of SunOpta, to SunOpta by sending a letter to SunOpta's Legal Department, 7078 Shady Oak Road, Eden Prairie, MN 55344.



Supplier Partner Declaration & Self Assessment

("Supplier") hereby certifies that:

We comply (and will continue to comply) with all laws, regulations and ordinances ("Laws"), including those Laws related to anti-slavery and anti-human trafficking, in the countries where we do business; and

None of the products/materials were (as applicable) produced, manufactured, assembled and/or packaged in violation of any Laws, including those Laws related to anti-slavery and anti-human trafficking, in the countries where the products/materials were (as applicable) produced, manufactured, assembled and/or packaged; and

We conduct (and will continue to conduct) business in compliance with SunOpta's *Code of Conduct*, and will continue to monitor and disclose our compliance to SunOpta according to the enclosed *Self Assessment* form; and

We have never been and, to the best of our knowledge after reasonable inquiry, none of our employees and employment agencies, or similar entities, have ever been threatened to be indicted, convicted or sued due to violations (whether alleged or actual) of Laws relating to anti-slavery or anti-human trafficking or otherwise engaged in conduct for which a person can be indicted, convicted or sued under such Laws. We agree that we will promptly notify SunOpta in the event of any such indictment, conviction, lawsuit, or threat thereof, of or to our company, our employees, and any employment agencies, or similar entities, we have engaged or employed or currently, engages or employs; and

Our company and the undersigned (on behalf of the Company) have the power and authority to execute, deliver, and perform under these terms.

Signature

Date

Name

Title

Annex 2 (cont.): Supplier Partner Self Assessment

Supplier Partner Code of Conduct Self - Assessment		
Code of Conduct	✓ Meet and Comply	X Do not Meet and Comply
1. Anti-Bribery / Anti-Corruption	<input type="checkbox"/>	<input type="checkbox"/>
2. Conflicts of Interest	<input type="checkbox"/>	<input type="checkbox"/>
3. Compliance with Laws	<input type="checkbox"/>	<input type="checkbox"/>
4. Environmental / Sustainability	<input type="checkbox"/>	<input type="checkbox"/>
5. Industry Standards	<input type="checkbox"/>	<input type="checkbox"/>
6. Traceability	<input type="checkbox"/>	<input type="checkbox"/>
7. Product Safety	<input type="checkbox"/>	<input type="checkbox"/>
8. Child Labor	<input type="checkbox"/>	<input type="checkbox"/>
9. Forced Labor and Human Trafficking	<input type="checkbox"/>	<input type="checkbox"/>
10. Disciplinary Practices	<input type="checkbox"/>	<input type="checkbox"/>
11. Working Hours	<input type="checkbox"/>	<input type="checkbox"/>
12. Wage and Benefits	<input type="checkbox"/>	<input type="checkbox"/>
13. General Labor Practices & Freedom of Association	<input type="checkbox"/>	<input type="checkbox"/>
14. Discrimination / Rights	<input type="checkbox"/>	<input type="checkbox"/>
15. Health & Safety	<input type="checkbox"/>	<input type="checkbox"/>
16. Management Systems	<input type="checkbox"/>	<input type="checkbox"/>
17. Reporting Suspected Violations	<input type="checkbox"/>	<input type="checkbox"/>

Explain in more detail the areas where you do not comply or agree with the Code of Conduct:

Company Name: _____

Company Representative: _____

Title: _____

Date: _____

Have you been audited for Code of Conduct / Ethical and Responsible Business Practices by a 3rd Party Organization? YES NO