



JAMAICA PRODUCERS GROUP

CODE OF ETHICS AND BUSINESS CONDUCT

Scope	This policy applies to all employees of Jamaica Producers Group Ltd, its subsidiaries and joint venture companies
Effective Date	This policy is effective immediately and supersedes all previous policies.
Policy Owner	Corporate Governance Committee of the Board of Jamaica Producers Group Ltd.
Violations of Policy	Employees who violate this policy are subject to disciplinary action up to and including termination.

A. Overview

JAMAICA PRODUCERS GROUP LTD, inclusive of its subsidiaries and joint venture companies (jointly 'JP' or the 'Company') is committed to the highest standards of business conduct in its relationships with employees, customers, suppliers, shareholders and other stakeholders. This means conducting business in accordance with the spirit and letter of applicable laws and regulations. JP's Code of Ethics and Business Conduct, which applies to all employees (referred to in this Code as 'Team Members'), helps each Team Member in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. In addition, all Team Members, agents, consultants, independent contractors, representatives, and suppliers of JP are responsible for complying with all applicable laws and regulations.

Unless otherwise stated, the policies in this Code apply to all Team Members of Jamaica Producers Group Ltd, its subsidiaries and joint venture companies, regardless of the country in which they operate. The Code does not cover all Company policies or laws. Therefore, if a local law conflicts with a policy in this code, Team Members must comply with the law. If a local custom or practice conflicts with a policy in this Code, Team Members must comply with the Code.

B. Obligations of JP Team Members

Each Team Member is responsible for knowing and understanding the policies and guidelines contained in this Code and is required to sign the 'Receipt & Acknowledgement' at the beginning of the Code in confirmation that he/she has read and understood the Code within 5 days of receiving the Code. He/she also has an obligation to comply with the letter and spirit of the Code and all other company policies, report violations of the Code and other improper conduct, and know when to ask for guidance when ethical questions and dilemmas are encountered. Team Member actions should reflect JP's values, demonstrate ethical leadership and promote a work environment that upholds JP's reputation for integrity, ethical conduct, and trust.

C. Responsibility to our Team

1. Respecting Each Other

The way that Team Members treat each other, and their work environment affects the way that they do their jobs. All Team Members want and deserve a workplace where they are respected and appreciated. Everyone who works for JP must contribute to the creation and maintenance of such an environment, regardless of their title or position.

2. Employee Privacy

JP respects the privacy and dignity of all Team Members and will acquire and retain only the personal information that is necessary for the Company's effective operation or required by law. Access to such information is limited to only those Team Members who have an appropriate need to know and will comply with all applicable laws regarding the disclosure of personal information.

However, Team Members should have no expectation of privacy with respect to their workstations. There may be times when a Team Member's workstation must be accessed for the safety of others or when otherwise deemed appropriate by the Company's management.

3. Non-Discrimination

The Company is committed to cultivating a diverse work environment where individual differences are appreciated and respected. It is JP's policy, through responsible management, to recruit, hire, train, and promote Team Members regardless of their race, colour, national origin, religion, sex, sexual orientation, disability or age. In addition, the Company does not tolerate discrimination against Team Members based on these and any other biases.

4. Sexual and other forms of harassment

It is JP's policy that sexual harassment as well as harassment based on such factors as race, colour, national origin, religion, disability or age, is unacceptable and will not be tolerated. Harassment of any kind includes verbal, physical, and visual conduct that creates an intimidating,

offensive, or hostile work environment or that interferes with work performance. All Team Members have a duty to familiarize yourselves with any Harassment Policy which may be in place at your Business Unit.

5. Team Member Complaint Resolution

If Team Members believe that they have been subjected to harassment of any kind or any other type of discrimination, they should promptly report the incident to their supervisor, Business Unit Head, or Human Resources Manager. Complaints of harassment, abuse, or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible.

6. Physical Environment

All Team Members have an obligation to carry out the Company's activities in ways that preserve and promote a clean, safe and healthy environment. Team Members must strictly comply with the letter and spirit of all applicable environmental laws.

The consequences of failing to adhere to environmental laws and policies could be serious for the company, as well as individual Team Members, may be liable not only for the costs of cleaning up pollution, but also for significant civil and criminal penalties. Team Members must make every effort to prevent violations from occurring, to report violations to the head of their Business Unit, the Group's General Counsel or the Group Managing Director, and to



promptly correct any violations that occur despite the Company's best efforts.

7. Safety in the Workplace

The safety and security of Team Members are of primary importance to JP. Accordingly, Team Members are responsible for maintaining clean and orderly work facilities that are free from recognized hazards. They must also obey all regulations as well as the company's safety policies, procedures, rules and guidelines.

Equipment must be operated in a safe manner, with all safety devices in place. Team Members must wear personal protective equipment in areas where it is required. All injuries no matter how minor and violations of health and safety policies, laws, or regulations must be reported immediately to the Team Member's supervisor.

8. Weapons and Workplace Violence

Team Members may not carry weapons or explosives while executing business on behalf of the Company or on the Company's premises similarly, the Company will not tolerate any level of violence in the workplace or in any work-related settings. Violation of this policy must be referred to the Team Member's supervisors immediately.

9. Drugs and Alcohol

JP maintains a drug-free work environment. Accordingly, Team Members may not work under the influence of alcohol or any type of drug (other than appropriately administered over-the-counter medications) unless that

drug has been prescribed by a licensed physician, and it has been determined that the drug does not cause side effects which could adversely affect job performance and safety. It is the Team Member's responsibility to determine from his/her physician or a medication label whether prescription or over-the counter drugs could impair his/her safe job performance. Team Members may not sell, use, possess, manufacture, or distribute drugs or controlled substances on company property or during company time.

The Company prohibits Team Members from using intoxicants on or off the Company's premises during work hours, including breaks and lunch periods.

D. Responsibility to the Company

1. Conflicts of Interest

A conflict of interest exists where a JP Team Member's interest interferes or even appears to interfere with that Team Member's ability to objectively or independently discharge his or her duties to JP, or to act in the best interest of JP. It is the policy of JP that no Team Member, or the spouse, or immediate family of a Team Member shall have any business, financial or other relationship with any of JP's suppliers, competitors or customers of JP that might impair or

appear to impair that Team Member's objectivity or independence of judgment made on behalf of JP. It is important to note that a conflict of interest may arise in a situation which may not actually result in an actual conflict of interest but creates the perception of a conflict of interest.

a. Rules in Conflict of Interest

The fundamental rules in conflict of interest matters include:

- i. Team Members must not use their position to influence decisions concerning business transactions between JP and a company in which the Team Member or their spouse, or a member of the immediate family of the Team Member or their spouse is employed or has a personal interest through a material contractual relationship, or direct or indirect ownership, other than investments in publicly listed companies when the investment results in less than a ten percent (10%) ownership interest.
- ii. Team Members must not accept personal favours or benefits from those dealing with JP, which could influence or give suspicion or the appearance of influencing their business judgement.
- iii. Team Members must not engage in outside business activities, which in any way could

utilize the confidential or proprietary information imparted to them as Team Members of JP.

- iv. Team Members should not use Company property, information (including customer information) or position for personal gain and must not compete with the Company in any business.
- v. Team Members should not take (whether directly or through a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and has turned it down.
- vi. Team Members must not engage in activities, which could create an unfavourable impression or raise an implication or appearance of impropriety.
- vii. Team Members should also be sensitive to issues of security, confidentiality and conflicts of interest if their spouse, an immediate family member, or someone else with whom they have a close personal relationship to is a competitor or supplier of the company or is employed by one.



b. Permission

Participation in any of the activities outlined above, should not be done without the permission of the Group Managing Director.

While specific rules cannot be written to cover every possible conflict of interest situation, Team Members can be guided by asking themselves a simple question, ***“Am I, my spouse, or a member of our immediate families getting any personal benefits from this business decision or transaction?”*** If the answer is yes, then a conflict of interest most likely exists. Whenever Team Members have doubts about a possible conflict, they should discuss the matter with their supervisor, the Human Resources Manager, General Counsel or Business Unit Head, before taking any action.

c. Reporting

Company Managers and Officers (Reporting Persons) are required individually to disclose any conflict of interest, including but not limited to their interest of any kind that they, their spouses, or any members of their immediate families have in any competitor of JP or in any organization with which JP does business, other than an investment in a publicly-listed company when the investment results in less than ten percent (10%) ownership interest.

As a basis for assuring that there is no conflict of interest, each Reporting Person is required to submit a conflict of interest declaration on an annual basis to the Group Company Secretary. **This report must be submitted annually by January 31.** In addition, each Reporting Person is required to immediately notify and disclose to the Group Managing Director or the Group Company Secretary any conflicts of interest which occur or arise between the date of such annual declaration and the date of any subsequent annual declaration of conflict of interest.

d. Outside Employment and other Activities

Team Members may not engage in paid employment or any other outside activity that conflicts with your duty to the Company. Team Members are required to seek permission to engage in any outside employment from the General Manager of your Business Unit or if you are a member of senior management, permission should be sought from the Group Managing Director. Team Members may retain Director’s fees received for service on an outside Board.

While appropriate outside activities and memberships are encouraged, Team Members may not become an officer or accept membership on the Board of Directors of any outside entity without permission from the General Manager of your Business Unit or if you are a member of senior



management, permission should be sought from the Group Managing Director. This policy is not intended to be a prohibition against directorships or participation in nonprofit, charitable, religious, educational or civic activities that would not conflict with your normal business responsibilities.

2. Dealing with Suppliers and Others

Team Members who make or are involved in making business decisions for the Company must do so using consistent and unbiased standards. Team Members interacting with any person who has business dealings with JP (including suppliers, customers, competitors, contractors, and consultants) must conduct such activities in the best interest of the Company. Therefore, Team Members must not accept any gifts, entertainment, or gratuities that could influence or be perceived to influence their business decisions or be in a position to derive any direct or indirect benefit or interest from a party having business dealings with the Company.

Business courtesies may require the acceptance of gifts from some suppliers who may consider it standard practice to provide gifts and entertainment as a gesture of appreciation. Team Members and/or members of the Team Member's immediate family may not accept gifts in connection with Company business beyond that of a nominal or token value. This includes gifts, payments, consulting fees, loans, or other benefits of value received directly or indirectly

from any existing or potential customer, supplier or competitor. Team Members may also accept an occasional meal or outing with suppliers or customers if there is a valid business purpose involved.

Team Members may not furnish or offer to furnish any gifts, compensation, credits, or anything of value to a person who has business dealings with the Company (suppliers, purchasers, and competitors), except when authorized by the head of their Business Unit. If authorized, the item must be reasonable and proper under generally accepted business practices and ethics. Team Members may however offer meals and entertainment to customers where there is a valid business purpose involved.

Team Members should be further guided by the **Gift Policy** set out in the Appendix.

3. Guarding Company Assets

Team Members have a duty to safeguard company assets, including the physical premises and equipment, records, customer information and corporate names and trademarks. Company assets should be used for the Company's business only. Without specific authorization, no Team Member may borrow, sell, damage, or otherwise dispose of company property or use this property for non-company purposes. Team Members must also take



measures to ensure against theft, damage, and the misuse of Company property.

4. Company Books and Records

Team Members must ensure that all corporate documents are completed accurately, truthfully, promptly and that, when applicable, they are properly authorized. Financial activities must be recorded in compliance with all applicable laws and accounting standards.

The making of deliberately false or misleading entries, records, or documentation is strictly prohibited. Team Members must never intentionally create a false or misleading report under the Company's name.

JP complies with all laws and regulations relating to the preservation of records. Under no circumstances are records to be destroyed selectively or maintained outside the Company's premises or in designated storage facilities.

If the existence of a subpoena or impending government investigation is known or reported to a Team Member, he/she must immediately contact the Company Secretary's department. Team Members must retain all records that may be responsive to a subpoena or pertain to an investigation. Any questions regarding whether a record pertains to an investigation or may be responsive to a subpoena

should be directed to the Company Secretary or General Counsel before the document is disposed of.

5. Confidential Information and Trade Secrets

Team Members may learn facts about JP's business operations, plans, or "secrets of success" that are not known to the general public or to competitors. Customer lists, the terms offered or prices charged to customers and suppliers, and marketing or strategic plans are examples of confidential information and/or trade secrets. Similarly, Team Members may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, which the company is under an obligation to maintain as confidential. Such information is to be treated as the confidential information of JP.

Team Members who possess or have access to confidential information or trade secrets:

- Are not permitted to use the information for their own benefit or the benefit of persons outside the company.
- Must guard against the disclosure of that information to people outside the company. Team Members should not discuss such matters with family members, business or social acquaintances, or in places where they may be overheard.

- Must ensure that all information is marked “confidential”, “proprietary”, or with a similar notation.
- Must maintain it under password protection or in a secure place and be under their direct supervision when in use.
- Are not permitted to disclose it to other company Team Members unless they need the information to carry out business responsibilities.

Confidentiality agreements are commonly used when the Company must disclose confidential information to suppliers, consultants, or joint venture participants. Confidentiality agreements notify the person receiving the information that he/she must maintain the secrecy of such information or face the legal consequences. If in doing business with persons not employed by JP, Team Members foresee that they may need to disclose confidential information, they must call the Company Secretary or General Counsel to discuss the possibility of using a confidentiality agreement.

The obligation to treat information as confidential does not end when Team Members leave the Company . Team Members must return all company documents and other materials (including electronic files and documents) containing confidential information upon their separation from the Company and must not disclose this information to a new

employer. Team Members are also obligated to delete or destroy all electronic files and documents related to the business of JP from their personal devices and may be required to sign a declaration to that effect

6. Trademarks

The Company’s name, logo and brands are examples of corporate trademarks, which must be used responsibly. In addition to using trademarks appropriately, Team Members must also advise the Company Secretary or General Counsel of the inappropriate use of the Company’s trademarks. Similarly, the trademarks of third parties must not be used without first obtaining approval from the Company Secretary or General Counsel. The use of the Company letterhead for any personal or non-business purpose is prohibited.

7. Copyright and Intellectual Property Right Ownership and Compliance

All Intellectual Property rights, including copyrights, patents, trade secret rights, and associated with any ideas, concepts, techniques, inventions, processes, works of authorship, or trade secrets developed or created by Team Members (on your own or in collaboration with others) during the course of performing work for or on behalf of the Company belong to the Company. Team Members may be asked to sign an assignment of rights, where required under the laws of the jurisdiction in which they carry out their duties.



Books, articles, drawings, computer software, and other materials may be covered under the copyright laws, regardless if they contain a copyright notice or not. It is a violation of these laws to make unauthorized copies of or derivative works based upon copyrighted materials. Both Team Members who engage in this practice and the Company may be subject to substantial civil and criminal penalties.

In addition, the Company licenses the use of its computer software from outside companies. In most instances, copyright laws protect this computer software. As such, Team Members may not make, acquire, or use unauthorized copies of computer software. Questions concerning copyright laws should be directed to the General Counsel.

Team Members may not infringe knowingly upon the intellectual property rights of others. If a Team Member uses the name trademark, logo, or printed material of another company, he/she must ensure that the uses of these materials are done properly and with permission.

Team Members are reminded that all usernames, passwords, codes, keys which may be in your possession related to any Company websites, domain names, social media sites and third party internet

accounts are the property of the Company and must be disclosed upon request by your Business Unit Head, the General Counsel, Company Secretary or the Group Managing Director.

8. Computer and Communication Resources

JP's computer and communication resources, including computers, voicemail, and e-mail provide substantial benefits to Team Members. However, they also present significant security and liability risks. It is important that Team Members take all of the necessary measures to ensure the security of their computer systems and computer and voicemail passwords. If Team Members have a reason to believe that their password or the security of a corporate computer or communication resource has been compromised, they must change their password immediately and report the incident to their Business Unit Head and the Information Technology department.

Team Members must be aware that while using company resources to send e-mail, voicemail, on social media or to access internet services, they are acting as a representative of the Company. At times, their use of these resources may reflect poorly on JP, damaging its reputation and exposing Team Members and the Company to legal liability. All e-mail, voicemail, and personal files stored on Company computers are the property of the Company and should be dedicated to business purposes. Therefore, Team Members should



have no expectation of personal privacy in connection with these resources. In addition, the Company may review messages sent or received using the Company's computer and communication resources, at its sole discretion.

Team Members may not use Company resources in a way that is unlawful, disruptive, or offensive to others. While sending messages, Team Members should not transmit comments, language, images, or files that they would be embarrassed to have read by persons not intended to receive the message.

Use of computer and communication resources must be consistent with other corporate policies, including those related to sexual harassment, privacy, copyright, trademarks, trade secrets, use of social media, information security and the intellectual property of others.

9. Insider Trading

Team Members are prohibited from insider trading (buying or selling JP securities when they are in possession of material, nonpublic information) and tipping (passing such information on to someone who may buy or sell securities). This prohibition applies to JP securities and the securities of other companies if Team Members learn material, non-public information about the Company in the course of completing their duties for the Company.

Information is considered material if: a) there is a substantial likelihood that a reasonable investor would find the information important in determining whether to trade in a security; or b) the information, if made public, would likely affect the market price of a company's securities. Examples of material information includes unannounced dividends, earnings, financial results, new or lost contract or products, sales results, important personnel changes, business plans, possible mergers, acquisitions, divestitures or joint ventures, and important regulatory, judicial, and legislative actions.

Information is considered non-public unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed, and adequate time must have passed for the securities markets to digest the information. Adequate disclosure includes public filings with securities regulatory authorities and the issuance of a press release, which may include meetings with members of the press and the public. A delay of two (2) business days is generally considered a sufficient period for routine information to be absorbed by the market. A longer period of delay may be considered appropriate for more complex transactions.

Team Members may not disclose inside information to anyone, including coworkers, unless the person receiving the information has a legitimate, business-related need to know. If a Team Member leaves the



Company, he/she must maintain the confidentiality of that information until it has been adequately disclosed to the public. If there is any question as to whether information regarding the Company or any other company the Company has dealing with is material or has been adequately disclosed to the public, the Company Secretary's department must be contacted.

10. Responding to Inquiries from the Press and Others

Team Members who are not official spokespersons of JP may not speak with the press as a Company representative unless specifically authorized to do so. Requests for financial or other information about the Company from the media, the press, the financial community, or the public should be referred to the Corporate Communications department.

11. Fraud Policy

JP is committed to the highest level of integrity in all its business dealings. All Team Members are expected to be scrupulously honest in their work and in their dealings with others. This policy applies to fraud, or suspected fraud, involving Team Members as well as suppliers, contractors and outside agencies and other parties with a business relationship with JP. Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to the Company. The extent of the investigative, reporting and

remediation efforts may vary depending upon the nature and significance of the suspected fraud.

Management is responsible for the prevention and detection of fraud, misappropriations and other inappropriate conduct. Each member of the management team should be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of irregularity.

a. Definition of Fraud

For the purpose of this policy, the following definition of fraud is applicable:

Viewed broadly, fraud is deception to secure unfair or unlawful gain. In the business environment fraud may include: theft; impairment or misrepresentation of an asset value; misrepresentation, concealment of liabilities or equities; manipulation or misrepresentation of revenues and expenses; bribery; and, violation of any law or regulation including, but not limited to, corruption, fraudulent claims, diversion, embezzlement, or other violation of country laws such as companies' laws and other financial regulations.

Examples of improper and fraudulent activities include, but are not limited to, the following:

- Theft of cash or inventory items;



- Improper billing;
- Improper deductions from suppliers;
- Submitting false expense reports;
- Unapproved or undocumented conflicts of interest within or outside the Company;
- Accepting or seeking anything material from contractors, vendors or persons providing services or materials to JP;
- Insider trading;
- Arrangements made to divert money, cheques, or assets that belong to JPG through forgery, alteration of a cheque or otherwise;
- Intentional misstatement of any balance sheet, revenue or expense account;
- Destruction, removal or inappropriate use of company assets;
- Misappropriation of funds, supplies, assets;
- Disclosing confidential and proprietary information to outsiders.

b. Fraud Prevention Program

It is the Company's policy to maintain certain deterrents against the initiation of fraud. Where appropriate, certain of these deterrents include, but are not limited to, the following:

- JP shall maintain the right "tone at the top" of the organization with a view that improper activities or fraudulent activities will not be tolerated. JP shall take the appropriate actions against any individual that commits or is involved in an improper activity as defined in this policy;
- Annually JP's management shall be required to sign an acknowledgement that they are in compliance with this Code;
- The appropriate hiring practices shall be in place whereby only individuals having high ethics and integrity are in management and executive positions;
- JPG shall maintain competent professionals in accounting, operational and any other positions that are critical to the deterrence of fraud;
- JPG shall maintain proper segregation of duties pertaining to its internal control environment
- JPG shall safeguard its assets from improper and fraudulent behavior;
- JPG's risk assessment procedures shall include discussions surrounding opportunities for fraud;

- An on-going fraud communication program shall be established and maintained;
- Internal reviews may be performed on various areas that have a greater propensity for fraud.

c. Communication Channels and Central Point of Contact

JP's policy is to encourage its Team Members to disclose suspected improper or fraudulent activities. The company shall maintain a number of communication channels for any Team Member or others to file a report alleging improper or fraudulent activity. However, the Company shall not condone the use of this policy to make false reports or accusations. Reports may be made through any of the following channels:

- The Group Managing Director;
- The General Counsel or Corporate Secretary;
- Any Business Unit Head;
- A Designated Officer under JP's Whistleblowing Policy.

It is JP's policy that reports of fraud allegations shall be investigated as appropriate. Team Members or other individuals when reporting suspected fraud incidents may identify themselves or, if they prefer, remain anonymous. In order to

maintain consistency in the handling of potentially improper or fraudulent activity, any report that comes through any of the communication channels outlined will be forwarded to the Group Managing Director or the Group General Counsel.

d. Confidentiality and Investigative Measures

It is JP's policy to handle each report of potentially improper and fraudulent activity in a confidential manner. Information regarding the status of a pending investigation will only be provided to those that have a business "need-to-know."

The Group Managing Director and the General Counsel shall have primary responsibility for conducting an investigation in consultation with the General Manager of the relevant Business Unit, where appropriate, for any fraudulent activity as defined in this policy. The Group Managing Director and the General Counsel, with the authority of the Corporate Governance Committee, will have free and unrestricted access to all company records and premises and authority to examine, copy and remove files, computers and other items within the scope of their investigation of suspected fraud. Where the initial investigation substantiates that fraudulent activities may have or did occur, the Police and other law enforcement agencies may become involved and any work product or report shall be considered evidence in a criminal investigation. Refusing to cooperate in a



fraud investigation or obstructing access to records, premises, or other items necessary for an investigation is a breach of this Code.

Upon completion of an investigation, it is JP's policy not to provide specifics on the results of the investigation to the individual or individuals who made the allegation or whose information led to the investigation. JP will only inform the individual(s) that the appropriate action has been taken.

e. Remediation of Internal Controls

It is JP's policy that, to the extent possible and practical, remedial activities be instituted to correct any internal control deficiency.

f. Reporting to Management and the Corporate Governance Committee

As stated in this policy, reporting may be done to the Police and other law enforcement agencies, where JP deems it appropriate. It is also JP's policy that either verbal or written reports will be provided to the Group Managing Director, the Corporate Governance Committee and other designated JP personnel.

E. Competing with Integrity

1. Success in the Marketplace

To achieve a sustainable record of success, JP must depend on its reputation for quality, service, and integrity. The way Team Members deal with the Company's customers, competitors, and suppliers molds the company's reputation, builds long-term trust, and determines the Company's success. JP is committed to a policy of vigorous and lawful competition that is based on the merits of products and services. Team Members must seek to maintain the trust of their customers, competitors, and suppliers by conducting business in a fair and ethical manner.

JP's activities are subject to consumer protection and fair competition regulations which govern how Team Members interact with competitors, customers, and suppliers. It is important for Team Members to know and understand these laws and regulations to the extent relevant to their level of employment, and to make sure that they are in full compliance with them. Some of the most serious consumer protection and fair competition offences involve agreements between competitors to fix prices and to limit product and service availability. Any such agreement, whether formal or informal, may be unlawful and is prohibited by the Company.

Team Members must avoid unnecessarily involving themselves in situation from which unlawful agreements may be inferred. For that reason, contact with competitors should be kept to a minimum and should be conducted as if they were in the public view.

2. Product and Service Safety

It is essential to the Company to provide safe products and services that fulfill the Company's responsibilities to the public, maintain a competitive position in the marketplace, and maintain the confidence of our customers.

3. Truth in Advertising

Team Members must not make misstatements of fact or give misleading impressions in any advertisement, literature, or other public statements. All statements made in support of the Company's products and services must be true. Questions regarding whether an advertisement or other material meets the requirements of the Code should be directed to the Company Secretary or General Counsel.

F. Interacting with the Government

1. Prohibition of Gifts to Government Officials and Employees

The various branches and levels of government have laws that restrict the giving of gifts, including meals, entertainment, transportation, and lodging, to government officials and government employees. Team Members must obtain pre-approval from their Business Unit Head before providing any gift, meal, or anything of value to a government official or employee.

2. Political Contributions and Activities

Payment of Company funds to any political party, candidate, or campaign, or the use of company assets, services or facilities by a political party, candidate, or campaign may be made only if permitted under applicable law, and approved in advance by the Group Managing Director and the JP Board Chairman. An annual report on any such payments or contributions shall be provided to the Board of Directors of JP.

Team Members should not run for public office, serve as an elected official or campaign for a political candidate without first obtaining permission from the Group Managing Director. Team Members must ensure that these obligations do not prejudice their work commitments to the

Company. Team Members will not be paid by the Company for any time spent on any of these activities, nor will the Company compensate or reimburse any Team Members for a political contribution that they make.

3. Lobbying Activities

Laws of certain jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes: a) communicating with any member or employee of the legislative branch of government for the purpose of influencing legislation; b) communicating with certain government officials for the purpose of influencing government action; or c) engaging in research or other activities to support or prepare such communication.

So that JP may comply with lobbying laws, Team Members must notify the Group Managing Director before engaging in any activity on behalf of JP that might be considered lobbying, as described above.

G. Implementation of the Code

1. Responsibilities

While each Team Member is individually responsible for putting the Code of Ethics and

Business Conduct to work, he/she does not need to go it alone. The Company has a number of resources, people, and processes in place to answer questions and guide Team Members through difficult decision.

The Company Secretary, reporting directly to the Group's Chief Executive Officer, has been designated the responsibility to oversee and monitor compliance with the Code. The Company Secretary will also report periodically to JP's Corporate Governance Committee regarding the establishment, implementation, and enforcement of the Code and other program elements.

Sales agents, customs brokers, consultants, representatives, and suppliers are required to observe the same standards of conduct as JP Team Members when conducting business with or for JP. If suppliers and consultants for the company have questions, they should contact the Company Secretary or the head of the particular Business Unit with which they are doing business.

This Code cannot provide definitive answers to all questions. Team Members are encouraged to seek guidance when uncertain as to the appropriate course of conduct in adhering to JP's high standards. In most instances, questions concerning the Code should be brought to the attention of the

Team Member's supervisor, the Human Resources Manager or the Business Unit Head.

Copies of the Code are available on JP's Internet and Intranet sites and should be provided to persons or entities retained and authorized to act on behalf of the company in areas to which the Code is applicable. As appropriate, training will be conducted on this Code. Records of such training will be maintained by JP Human Resources Dept.

2. Reporting and investigating Violations

If Team Members know of or suspect a violation of applicable laws and regulations, the Code or JP's related policies, they must immediately report that information to their supervisor, The Human Resources Manager, The Business Unit Head or through the Group's Whistleblowing Policy. No Team Member reporting a suspected violation will be subject to retaliation because of a good faith report.

In addition to telephone contact, the Company has an email address: Disclosure@jpjamaica.com, which can be used to report violations of the Code, applicable laws and regulations, and JP's policies, including the theft of company assets or other types of business abuse. All calls and emails are kept confidential and reported violations will be promptly investigated.

3. Discipline for Violations

JP intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code of Ethics and Business Conduct and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Team Members who violate this Code and other corporate policies and procedures may be subject to disciplinary action, up to and including dismissal. In addition disciplinary action may be taken against any Manager or Supervisor who directs or approves infractions or has knowledge of them and does not move promptly to correct them in accordance with JP's policies. Persons who violate the Fraud Policy may also be subject to criminal prosecution.

4. Anti-Retaliation or Anti-Intimidation Tactics

It is JP's policy that no acts of retaliation or intimidatory tactics will be initiated or pursued against the person(s) making an allegation of improper or fraudulent activity pursuant to the Code. This policy applies to any witness involved with or identified through an investigation. This policy does not shield individuals who are themselves involved in fraudulent activity.

5. Reminder

Ultimate responsibility to ensure that JP complies with the laws and ethical standards affecting its



business rests on each of our Team Members. Team Members must become familiar with and conduct themselves strictly in compliance with such laws and ethical standards as well as JP's policies and guidelines pertaining to them. All Team Members must sign the Code of Ethics and Business Conduct within 5 business days of receiving the Code. In addition, an annual Code of Ethics and Business Conduct sign-off is required at the beginning of each fiscal year for the following Team Members:

- ❖ Managing Director;
 - ❖ Company Secretaries and Executive Directors;
 - ❖ General Managers and other Business Unit Heads;
 - ❖ Financial Controllers and Human Resource Managers;
 - ❖ Purchasing, Production, Maintenance, Sales and Marketing Officers and above.
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APPENDIX

Gift Policy

Gifts and entertainment offered or received will only be acceptable if accepting such a gift will not be in contravention of the standards and behaviors set by the Company. Therefore, a gift should not be accepted from potential and current business partners that can influence or appear to influence business relationships and decisions or can induce improper conduct.

Guidelines for determining whether to accept a gift:

1. Is the gift merely a token of appreciation?
2. Do you consider the gift to be lavish?
3. Is the Company able to reciprocate the equivalent in return?
4. When was the gift given? Was the timing of the gift appropriate?
5. Is the gift in contravention of the laws or customs of the country where the gift is received?
6. Does the acceptance of the gift create a conflict of interest?

Procedures:

If a Team Member of the Company receives a gift, the following steps should be taken:

1. Upon being offered or receiving a gift prohibited by the policy, an individual must notify the gift giver of this policy and graciously decline or return the gift.
2. Where it is not feasible to return the gift, the gift may be raffled off to all Team Members within the particular Business Unit.

3. Where there exists confusion as to whether a gift should be rejected based on its inappropriateness, guidance should be sought from the head of the relevant Business Unit.

Examples of Acceptable Gifts:

1. T-shirts, pens, show bags and other trinkets with a corporate brand or other advertising or promotional materials of reasonable value.
2. Cards, thank you notes, certificates or other written forms of appreciation and recognition.
3. Gifts of nominal value which are presented at engagements where the Team Member is actively representing the Company.
4. Gifts of reasonable value (a real or perceived value of US \$ 150) that are related to commonly recognized events or occasions, such as promotion, retirement, weddings, Christmas, etc.

5. Civic or charitable, religious or educational organization awards of reasonable value for recognition of service and accomplishment.
6. Edible gifts or souvenirs of nominal value that are presented in festive periods or premised on cultural courtesies. E.g. Baked treats in Christmas or Easter or a bottle of wine.
7. Entertainment including moderately priced meals or tickets to local events that are supplied by and attended by current and potential business associates and which foster positive business relationships.
8. The Company may accept gifts that can be displayed in public areas within the company’s building. This may include flowers and plaques as tokens of appreciation capable of being enjoyed by the Team Members within the Company.

BY ORDER OF THE BOARD


 _____ Chairman
 C. H. Johnston

Date: 5th November 2019

Version #	Board Approval Date	Date of Next Review
1	November 11, 2012	November 11, 2014
2	November 5, 2019	November 5, 2021

